

July 10, 1991

Mr. Patrick Sharpe

oth Street and Pennsylvania Ave., N.w. Washington, D.C. 20580

Dear Mr. Sharpe:

form would not be required to be filled on behalf of the acquiring person for a transaction which meets the requirements of Section_JA of the Clayton Act and

A, a partnership, has contracted to make an asset acquisition (the "Acquisition"). A has two partners, B (also a partnership) and X. By the terms of the A partnership agreement, B (and not X) controls A, within the meaning of "control" set forth in Section 801.1(b) of the Hart-Scott-Rodino Antitrust Improvements Act (16 C.F.R. §801.1(b)).

B presently has two partners, C (also a partnership) and D. By the terms of the B partnership agreement, C (and not D) controls B. C has one partner, E which controls C. E is a corporation which is its own ultimate control person.

As a result of the above, A, the entity making the acquisition, is controlled by B, which is controlled by C, which is controlled by E. B, C, and E do not currently have, nor will they have at the time of the closing of the Acquisition, any assets other than those held or derived by A

Although E (through C), presently controls B (which controls A), it is possible that at the time of closing of the Acquisition, B will not be con-

Due to the fact that the acquiring and acquired persons must file pre-

A CONTRACTOR

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This material may be subject to

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expiration of the waiting period before they may close on the Acquisition and due to the fact that it is unknown whether, at the time of closing of the Acqui-

report form as the present ultimate control person of B and A.

Since the only asset held now and at the time of closing of the Acquisition by E, is, and will be, its partnership interest in C, whose only asset now and at the time of closing of the Acquisition is, and will be, its partner-

shareholders of, the ultimate control person).

Based on the facts set forth above, it is my understanding that the Finderal Trade Commission's Premercer Notification of Figure 1 Trade Commission's Premercer Notification of Figure 2 Trade Commission of Figure 2 Trade C

mate control account of A if at the time of alleger of the Association D and

This appears to be OK. It is Merely a name change - the form (SIC into) remains

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