

301.106
902-11
Partnership

[REDACTED]
[REDACTED]
[REDACTED]
this material may be subject to the
confidentiality provisions of Section

release under the Freedom of Information Act,
August 18, 1994

VIA FACSIMILE

Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Sixth Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Attention: Patrick Sharpe, Esq.

Re: Purchase of General Partnership Interests

Dear Mr. Sharpe:

Our firm represents a [REDACTED] which
will be acquiring a one-third interest in an existing general
partnership, partly by way of a cross-purchase of interests from
two 50 percent general partners, and partly by a [REDACTED]
partnership interest to the [REDACTED] and [REDACTED]

Formation
are potential
reportable

[REDACTED] parent entities and of the [REDACTED] The size
sufficient to meet the [REDACTED] threshold

[REDACTED] (The "Act") [REDACTED] Antitrust [REDACTED] transaction

[REDACTED] is covered by the Act's exemption [REDACTED] the
respect to that aspect [REDACTED] and we are not [REDACTED]

If as a result of the acquisition [REDACTED]
understanding that the [REDACTED] has taken the position that interests in
a general partnership are not "voting securities" for purposes of
the Act. We understand the [REDACTED] has also taken the
acquisition of less than [REDACTED] partnership

[REDACTED] telephone today or tomorrow to discuss this issue
position in this respect has not changed. Although we believe

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interpretation #93 is still accurate, the ultimate parent entity of

be press reports about the transaction described in this letter, [redacted] does not want to give the impression that it is

Thank you for your attention to this matter, and I am free to contact me at [redacted] if you have any questions in advance of my contacting you.

[redacted]

I concur
called [redacted]

8-19-94 (PS)

RS-concurs

Noted comments in the margin
to [redacted]

Under 803.1(b) may
disclose such minority
partnership purchase in
its filing