

Facts of this letter indicate B is passive investor who wishes extremely small % of voting stock. This status is not lost due to being a co-partner with parent issuer.

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January 13, 1995

FEDERAL TRADE COMMISSION
PREMERGE REVIEW DIVISION
JAN 13 12 52 PM '95

BY HAND

Victor L. Cohen, Esq.

600 Pennsylvania Avenue
Washington, D.C. 20580

Dear Mr. Cohen:

of our telephone conversation of January 9, 1995 among you, [redacted] and me concerning the applicability of the "investment exemption" set forth in Section 7A(c)(9) of the Clayton Act, 15 U.S.C. § 18a(c)(9), and 16 C.F.R. § 802.9.

The circumstances [redacted] and I described to you were as follows: A and B are corporations that have recently formed a joint venture ("JV") to engage in certain business activities in a foreign country.

with respect to certain decisions of the board.

A and B are also co-venturers (along with other parties) in several limited partnerships. In each of those situations, both A and B are limited partners. In one case, A's limited partnership interest is large enough to make it the ultimate parent entity of the partnership.

Additionally, A and B are co-investors in a company ("C") in the following proportions: B and its affiliates own approximately 82% of C, and A owns the remaining 18%. B and its affiliates hold a majority of the seats on C's governing board. A has minority representation on the board of C, plus a veto right with respect to certain decisions of the board.

B now wishes to purchase certain voting securities of A. The voting securities to be acquired by B will represent approximately 0.01% of the total outstanding voting securities of A. The value of those voting securities will be in excess

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[redacted]

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of \$15 million. B has no intention of participating in the formulation, determination or direction of the basic business decisions of A. B has no director on A's board and does not

passive investor.

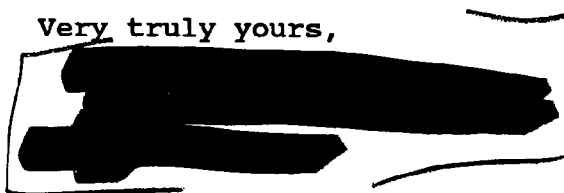
We inquired of you whether B's proposed acquisition of voting securities of A is exempt pursuant to the "investment exemption." In particular, to the extent that A and B are co-venturers, we asked whether this fact would negate the

you informed us that a person acquiring voting securities does not lose its entitlement to rely on the investment exemption solely on the ground that the acquiring person is a co-venturer with the acquired person. So long as the circumstances surrounding B's acquisition of the voting securities of A indicate that B is a

On the basis of our discussion, I intend

grateful if you would contact me at your earliest convenience. Thank you for your assistance.

Very truly yours,

A large rectangular area of the document is completely redacted with black ink, obscuring the signature and any text that might have been present below the closing.