

[REDACTED]
[REDACTED]

July 30, 11(b)
(c)
(d)
(e)

August 9, 1999

RECEIVED
AUG 11 1999
FEDERAL TRADE COMMISSION

By Fax and First Class Mail

Alice M. Villavicencio
Federal Trade Commission
Premerger Office
6th and Pennsylvania Avenue
Room H305
Washington, DC 20580

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

LPE - Entity

[REDACTED]

regularly-prepared balance sheet of the LPE lists the names of entities in which it has investments at the amount that was paid for the entities. The limited partnership holds both minority interests in entities (that is, it owns less than 50 percent) and entities which it controls (it owns 50 percent or more). The entities which the LPE controls have their own financial statements.

You advised that the appropriate way to measure the revenues and assets of the LPE is as follows:

Controlled Entities. The most recent regularly-prepared balance sheet and the last annual income statement of the entities controlled by the LPE (if not dated more than 18 months from

these entities, (1) shall include (a) (b) and (c) to avoid double counting, and amount paid for

[REDACTED]

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the controlled entities shown on the UPE's balance sheet would be subtracted from the UPE's statement. (See Statement of Basis and Purpose, 43 Fed. Reg. at 33473.)

Minority Interests. The assets of the minority holdings of the UPE are the amounts shown for the entities on the UPE's most recent regularly-prepared balance sheet. In our situation, the amount shown is the price paid by the UPE for its interest in the entities. The

UPE receives from these entities as shown on its last annual year income statement.

UPE - Natural Person

(See Premerger Notification Practice Manual, No. 162 (1991).) Assets and revenues generated by entities controlled by the natural person should be treated in the same manner as discussed above and in accordance with 16 C.F.R. §801.11(d) and (e).

Please let me know if you disagree with any of the above. Thanks, as always, for your valuable assistance.

OK

8/11/99

AMV

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[Redacted]

[Redacted]

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