[redacted]

801.1(b)
802.9

[redacted]

April 30, 2010

CONFIDENTIAL

VIA ELECTRONIC MAIL

Mr. B. Michael Verne
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
7th & Pennsylvania Avenue, NW
Washington, DC 20580

Re: Basis of HSR Non-Reportability for Acquisitions by a Family of Investment Funds

Dear Mike:

I am writing to confirm our discussion of April 27, 2010 regarding the non-reportability under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act") of the proposed transactions described below.

Proposed Transactions

There is a family of six related investment funds, Funds A through F. The investment manager, the Manager, for each Fund is the same. The Manager decides how to vote the shares of all voting securities held in any Fund within the family. The Manager also is the general partner for Funds A-D.

Fund A and Fund B are U.S. limited partnerships in which no person has the right to half or more of the profits or the right to half or more of the assets upon dissolution.

Fund C and Fund D are U.S. limited partnerships in which there is a different investor in each that has the right to half or more of the profits or the right to half or more of the assets upon dissolution. You can assume that the majority investor in Fund C is ultimately controlled by Investor C and that the majority investor in Fund D is ultimately controlled by Investor D.

Fund E is a corporation with voting securities. No person holds 50% or more of the voting securities of Fund E but you should assume that the Manager has the power to designate 50% or more of the directors of Fund E.

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Fund F is a corporation with voting securities. There is an investor that holds all the voting securities of Fund F and that investor is ultimately controlled by Investor F. There is not another investor or person that separately has contractual rights to designate 50% or more of the directors of Fund F.

Under the proposed transactions, each Fund will acquire voting securities of Company X. You should assume that no one Fund will hold more than 10% of the voting securities of Company X, and that to the extent a Fund is not its own ultimate parent for HSR purposes, neither the ultimate parent or any other entity controlled by such parent will hold voting securities in Company X besides those held in the Fund it controls. You should assume that each Fund will acquire its shares solely for purposes of investment, and, that as a result of the proposed transactions, the Funds collectively would hold more than 10% but less than 50% of the voting securities of Company X.

It is possible that the Funds may borrow from other investors voting securities of Company X for short sales. In engaging in short sales, the Funds would be speculating that the price of the voting securities will fall, with the hope of later purchasing the same number of voting securities at a lower price to return to the lender, thereby deriving a profit. In the case of borrowed voting securities for making short sales, the Funds would not have the power to vote those voting securities and would be responsible for paying the lender of the voting securities dividends or other similar payments on the borrowed voting securities.

Conclusions

You confirmed that the proposed transactions described above would not trigger any reporting obligation under the HSR Act. Specifically you confirmed:

(1) None of the six Funds are commonly controlled for HSR purposes despite having a common investment manager for all the Funds and a common general partner for four of the Funds. Fund A is its own ultimate parent, Fund B is its own ultimate parent, Investor C is the ultimate parent for Fund C, Investor D is the ultimate parent for Fund D, the Manager (or the Manager's ultimate parent if different) is the ultimate parent for Fund E, and Investor F is the ultimate parent for Fund F.

(2) The holdings of the different Funds in Company X voting securities would not be aggregated to determine HSR Act reportability.

(3) Assuming the acquisitions are solely for purpose of investment, all of the acquisitions are exempt under 15 U.S.C. § 18a(c)(9) and 16 C.F.R. § 802.9(a) regardless of the dollar amount of the voting securities and regardless that the Funds in aggregate will hold more than 10% of the voting securities of Company X.

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(4) If any of the Funds or the Manager requests and receives information from management of Company X, such actions would not be inconsistent with holding the voting securities of Company X solely for purpose of investment.

(5) To the extent that any of the Funds borrow voting securities of Company X from other investors for short sales, none of the Funds will be viewed as acquiring or holding for HSR purposes the borrowed voting securities.

* * *

Please let me know as soon as possible if you disagree with any of the conclusions discussed above, or if I have misunderstood any aspect of your advice. Thank you for your assistance in this matter.

Sincerely,

[redacted]

AGREE -
BM
5/3/10

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