

801.10(b)(1)(ii); 801.2(a)

[REDACTED]

WRITEN DIRECT MAIL
[REDACTED]

March 24, 1999

**VIA FACSIMILE
and FIRST CLASS MAIL**

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Attention: Richard B. Smith, Esq.

Re: Acquisition of Partnership Interests

Dear Mr. Smith:

We are writing to you regarding a matter which you discussed in recent, separate, telephone conversations with me and Mr. [REDACTED]. We discussed a proposed acquisition of 100% of the limited and general partnership interests in a limited partnership (the "MLP") which, at closing, will hold 99.5% of the partnership interests in another limited partnership (the "OLP"). The OLP holds 100% of the outstanding voting securities of a corporation.

You informed us that, under the well-established treatment of acquisitions of partnership interests under Section 7A of the Clayton Act, the acquisition of 100% of the interests in the MLP will be treated as the acquisition of all of the assets of the MLP. You also informed us that, for purposes of Section 7A, the assets of the MLP will not be deemed to include the assets of the OLP because the MLP will not hold 100% of the interests in the OLP. Consequently, the assets of the MLP will not include the voting securities of the corporation held by the OLP.

and the acquisition is subject to the OLP

[REDACTED]

Premerger Notification Office
March 24, 1999
Page 2

You further informed us that if the MLP holds any assets other than the interests in the OLP, such assets will be deemed to have been acquired for purposes of the size of the transaction test under Section 7A(a)(3) of the Clayton Act and for purposes of determining the availability of an exemption under Section 7A(c) or the Rules promulgated thereunder.

We appreciate the opportunity to discuss this matter with you and ask that you contact us if the above synopsis does not comport with your understanding of our conversations.

I can be reached at the telephone number listed at the top of this letter. Mr. [REDACTED] number is [REDACTED]

Sincerely,
[REDACTED]
[REDACTED]

Kindly acknowledge receipt of this letter by signing the enclosed duplicate thereof and returning it in the envelope provided.

Date: _____ Received by: _____

cc: [REDACTED]

3/25/99 Called writer. She confirmed that the acquiring person does not hold the other .5% interest in the OLP. As such, the acquisition of the 99.5% interest in the OLP is deemed to be the acquisition of neither an asset or voting security and thus, is non-reportable. (See 5/29/87 SB Pat 20061.) The fact that the OLP holds 100% of the voting stock of a corporation does not change this result. TH and MV are in agreement.
R.B. Smith