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COMMODITY FUTURES TRADING COMMISSION
2033 K Street, NW, Washington, DC 20581
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DIVISION OF
TRADING AND MARKETS

March 3, 1995

Re: Rule 4.10(d): Exclusion from the "Pool" Definition Where All Partners are Related.

Dear :

This is in response to your letter dated February 9, 1995, to the Division of Trading and Markets ("Division") of the Commodity Futures Trading Commission ("Commission"), in which you request confirmation that ("the Partnership") is not a commodity "pool" as defined in Rule 4.10(d)[1/] and that no general partner thereof is required to register as a commodity pool operator ("CPO").

Based upon the representations made in your letter, we understand the pertinent facts to be the following. The Partnership is a private investment partnership consisting of four general partners, each of whom is a member of the "A" family. "B" and "C", who are brothers, are the managing partners. The remaining two partners are "D", father of "B" and "C", and "E", spouse of "B". There has not been and will not be any general solicitation for the Partnership, although other immediate members of the "A" family may become partners in the future.

Based on the foregoing, the Division confirms that the Partnership is not a pool within the meaning and intent of Rule 4.10(d), and therefore, that no general partner thereof is a CPO.

This letter is based on the representations made to us. Any different, changed or omitted facts or conditions might require us to reach a different conclusion. In this respect, we request that you notify us if the Partnership's membership composition changes in any way from that described in your letter. Further, this letter does not excuse the Partnership and its partners from compliance with any other applicable requirements of the Commodity Exchange Act ("the Act") or the Commission's rules thereunder. For example, the partners remain subject to the antifraud provisions of

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1/ Commission rules referred to herein are found at 17 C.F.R. Ch. I (1994).

Section 4o of the Act[2/] and to the reporting requirements for traders set forth in Parts 15, 18 and 19 of the Commission's regulations. Moreover, the relief provided herein is applicable to the general partners solely in connection with their operation of the Partnership.

This letter represents the views of this Division only and does not necessarily represent the views of the Commission or of any other office or division of the Commission. If you have any questions concerning this correspondence, please do not hesitate to contact me or Thomas E. Joseph, an attorney on my staff, at (202)254-8955.

Very truly yours,

Susan C. Ervin
Chief Counsel

2/ 7 U.S.C. § 6o (1988 & Supp. V 1993).