



DIVISION OF
INVESTMENT MANAGEMENT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

PUBLIC

November 14, 1994

Gilbert H. Davis, Esq.
Branch, Pike & Ganz
1360 Peachtree Street, N.E.
Atlanta, GA 30309-3209

Act	ICA of 1940
Section	3(c)(1)
Title	
Availability	11-14-94

Re: Shoreline Fund, L.P. (pub. avail. Apr. 11, 1994)

Dear Mr. Davis:

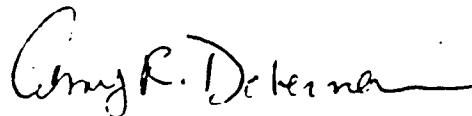
By letter dated April 11, 1994, the staff stated that it would not recommend enforcement action to the Commission if Shoreline Fund, L.P. ("Shoreline") and Condor Corp. ("Condor") declined to integrate their offerings for purposes of determining whether each could rely on Section 3(c)(1) of the Investment Company Act of 1940 ("1940 Act"). The purpose of this letter is to confirm that applying the attribution provisions contained in Section 3(c)(1)(A) to the facts in your letter would not change our response.

Proceeds from sales of Condor's common stock are invested in Condor International Limited Partnership ("Condor L.P."). In that regard, you represented that no more than 100 U.S. residents will invest in Condor and Condor, L.P., collectively. You also represented that no more than 100 U.S. residents will invest in Shoreline and Condor, L.P., collectively. A number of people have subsequently inquired of this Office whether applying Section 3(c)(1)(A) to these facts would require that all beneficial owners of Condor be attributed to Condor L.P., effectively integrating all of Shoreline, Condor, L.P. and Condor notwithstanding the staff's no-action position.

By letter dated November 9, 1994, you confirmed that all contributions by Condor into Condor L.P. are made in Condor's capacity as a general partner of Condor L.P. and that, in your opinion, Condor's interest in Condor L.P. is not a security. For purposes of Section 3(c)(1), therefore, neither Condor nor its securityholders would be counted as beneficial owners of

Condor, L.P. ^{1/} Accordingly, the attribution provisions of Section 3(c)(1)(A) would not affect the relief we granted to Shoreline.

Sincerely,



Amy R. Doberman
Senior Special Counsel

^{1/} E.g., Colony Realty Partners 1986, L.P. (pub. avail. Mar. 28, 1988); see also Albert M. Zlotnick (pub. avail. June 9, 1986) (no-action position taken with respect to entity that proposed not to treat general partnership interests in limited partnerships as securities for purposes of Section 3(a)).

BRANCH, PIKE & GANZ

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November 9, 1994

Investment Company Act of
1940 -- Section 3(c)(1)Office of the Chief Counsel
Division of Investment Management
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-1004

Attention: Jack W. Murphy, Esq.

Re: Shoreline Fund, L.P. and Condor Fund International, Inc.

Ladies and Gentlemen:

This letter has been requested by the staff of the Division of Investment Management (the "Staff") of the Securities and Exchange Commission (the "Commission") to clarify a point as to which we did not request a response and that was not addressed directly in either our request letter of January 20, 1994 (the "Request") or the Staff's response dated April 11, 1994 ("Response") with respect to the potential "integration" of Shoreline Fund, L.P., a California limited partnership ("Shoreline"), and Condor Fund International, Inc., a company incorporated under the laws of the Cayman Islands ("Condor"), under Section 3(c)(1) of the Investment Company Act of 1940 (the "Act"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Request.

The Request and Response assume that no more than 100 U.S. residents will be permitted to invest in Condor and Condor L.P., taken together, or in Shoreline and Condor L.P., taken together. The Staff has apparently received telephone inquiries regarding the potential attribution to Condor L.P. of Condor shareholders pursuant to Section 3(c)(1)(A) of the Act. Those attribution provisions apply to any "company" that owns "10 per centum or more of the outstanding voting securities" of an issuer relying on Section 3(c)(1). Attributing Condor shareholders to Condor L.P. could have the result of effectively integrating all of Shoreline, Condor L.P. and Condor notwithstanding the "no-action" position taken by the Staff in the Response.

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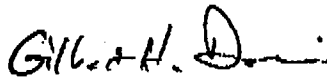
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However, all contributions by Condor into Condor L.P. are made in Condor's capacity as a bona fide general partner of Condor L.P., and Condor is not operated as a mere device that should be looked through or collapsed into Condor L.P. As a result, it is our opinion that Condor's general partnership interest in Condor L.P. is not a security. See, e.g., Colony Realty Partners 1986, L.P. (pub. avail. March 28, 1988), Albert M. Zlontick (pub. avail. June 9, 1986), and Williamson v. Tucker, 645 F.2d 404 (5th Cir.1981). Therefore, Condor does not own any "voting securities" of Condor L.P. and the attribution provisions of Section 3(c)(1)(A) do not apply.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned of this office at (404) 898-8197.

Sincerely,

BRANCH, PIKE & GANZ

By: 
Gilbert H. Davis

GHD:hjt