

Disposal of partnership
formation of a

801.1 (b)(1)

note: speaks of control of
partnership. This is as close
as I can get to one of
the rules that will apply
to this letter

February 27, 1991

VIA TELECOPY

Mr. Patrick Sharpe
Premerger Notification Office
Federal Trade Commission
6th and Pennsylvania Avenues, N.W.
Washington, D.C. 20580

RECEIVED
FEB 28 9 07 AM '91
PREMERGER
NOTIFICATION
OFFICE

Re: [REDACTED]

Dear Patrick:

On September 13, 1990, the above-captioned corporation [REDACTED] anonymously requested whether a filing would be necessary for the formation of partnership through which [REDACTED] would have the right to choose a majority of the Board of Directors of one subsidiary wholly-owned by the partnership (the [REDACTED] and [REDACTED] [REDACTED] would have the right to choose a majority of the Board of Directors of the other subsidiary wholly-owned by the partnership (the [REDACTED]). A copy of that request is attached hereto. The FTC's response was that a filing was required given [REDACTED] control of the [REDACTED]

[REDACTED] Consequently, [REDACTED] filed Notification and Report Forms (the "Forms") on [REDACTED]. Early termination was granted on [REDACTED]

At the time of September request and filing, the parties contemplated that the partnership would dissolve. Under the partnership agreement, a copy of which was filed with the Forms, upon dissolution, [REDACTED] would receive the shares of the [REDACTED] [REDACTED] would receive the shares of the [REDACTED] subsidiary.

This is why they filed it NO

A dissolution of a partnership is potentially reportable. But not in this case - the filing won't change as to control

Mr. Patrick Sharpe
February 27, 1991
Page 2

The parties are now contemplating dissolving the partnership shortly after its formation. Dissolution would not effectively change the control of either the [redacted] or the [redacted] Subsidiaries. Because neither the control of the Subsidiaries nor the antitrust analysis used with respect to the Forms will change as a result of dissolution, we do not believe an additional filing is necessary upon dissolution.

During our telephone conversation on February 25, 1991, you indicated that an additional filing would not be necessary upon dissolution, which is consistent with the position apparently adopted by Jeff Dahnke in the attached letter. If I do not hear to the contrary from you by March 6, 1991, I will assume that a filing upon dissolution is not necessary.

Very truly yours,

[redacted signature block]

[redacted recipient information]

This is OK
(RS) (JD) concur

[redacted footer line]

[redacted footer line]