

[REDACTED]

Dissolution of partnership
formation of
801.1 (b)(1)

... controls of control of...

the rules that will apply

RE
FEB 28
PRE
NOTI
O

Federal Trade Commission
5th and Pennsylvania Avenues, N.W.

RE
MAY 14
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PRE
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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

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

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] subsidiary.

they r...
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

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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

adopted by Jeff Dahnke in the attached letter. If I do not

Very truly yours,

[REDACTED]
[REDACTED]

This is OK
(RS) (JD) CONCERN