

partnership
801.90

July 31, 1992

William Schechter, Esq.
Premarriage Notification Office

6th and Pennsylvania Ave., N.W.
Room 301
Washington, D.C. 20580

Dear Mr. Schechter:

Following up on our conversation yesterday, this letter replaces my letter to you of July 24, 1992, and clarifies the timing of the proposed transaction we discussed. It is my

a particular instance.

This letter concerns whether our client is required to file a premarriage notification under the West Virginia Antitrust

certain numbers have been rounded for convenience), it sets forth the essential facts for the purpose of analyzing this transaction. All steps described below are part of a single transaction relating to the formation of the Partnership.

Our client is an [redacted] which is a party to the following transaction with an operating company [redacted] newly-formed partnership (the "Partnership") within the past [redacted] (b) the Partnership entered into an agreement with the Company by which assets (the "Assets") of the Company worth [redacted] will be transferred to it (in approximately 7 weeks), (c) at the time the Assets are transferred, [redacted] will contribute [redacted] in cash to the Partnership in exchange for a [redacted] interest in the Partnership, and (d) the

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