

80130, 80131, 80132, 80133, 80134

November 18, 1994

CONFIDENTIAL

VIA FACSIMILE

This material may be subject to the confidentiality provisions of Section 552(e) of the Freedom of Information Act. This information is being released under the Freedom of Information Act.

Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear Mr. Smith:

This will confirm our conversation today concerning the application of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") to a proposed transaction.

In the proposed transaction, [redacted] and B would form a limited partnership joint venture for the purpose of providing [redacted]. Each of A and B would hold equal interests in the partnership. Certain of A's and B's [redacted] assets would be contributed to the partnership. This partnership venture would be formed with nominal assets and, second, the [redacted] assets would be contributed to it. [redacted]

purposes. Neither the formation of the partnership joint venture nor the partners' initial contributions of assets to it would occur, however, unless both steps were accomplished.

You confirmed the following application of the Act to

the proposed transaction. Because the formation of a partnership Further, the transfer of the [redacted] assets from A and B to the partnership would be regarded as contributions of assets to a

Please call me promptly at [redacted] at (202) [redacted] if you believe that any part of our

Sincerely,

[redacted]

[redacted]

assess and intend that will be [redacted] ATLANTA

[redacted]