

901.2(d)

[REDACTED]
LLP

[REDACTED]
March 2, 2000

BY TELECOPY AND FIRST CLASS MAIL

Patrick Sharp, Esq. — I am not an attorney
Premerger Notification Office

6th Street and Pennsylvania Avenue, N.W.
Washington, DC 20580

Re: [REDACTED] proposed acquisition of remaining 60% ownership
interest in [REDACTED]

Dear Patrick:

[REDACTED] formed [REDACTED] L.L.C ("the LLC"), with each
holding 50% of the ownership interests in the LLC. The Premerger Notification

advice of the PNO, the parties submitted HSR notifications regarding the
transaction to the Commission and the Department of Justice (Transaction No.
[REDACTED])

In 1998, [REDACTED] In [REDACTED] acquire [REDACTED] 50%
ownership interest in the LLC when it acquired 100% of the voting securities of an
indirect [REDACTED] subsidiary known as [REDACTED] which indirectly held that
LLC ownership interest. [REDACTED] and [REDACTED] submitted HSR notifications (Transaction
No. [REDACTED]) to the Commission and the Department of Justice regarding that

[REDACTED]

[REDACTED]

Patrick Sharpe, Esq.
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transaction. Although I did not know it when I spoke to you, we have now confirmed that [REDACTED] notification specifically referred in part to its indirect ownership interest in the LLC in response to Item 6(a) of the notification form. Following a review of the transaction by the Commission's Bureau of Competition and the end of the HSR waiting period, the parties closed that transaction. [REDACTED]

[REDACTED]

conversation that this transaction will not be subject to HSR notification requirements because [REDACTED] has already provided notice of its acquisition of control of

I will call you in the next day or two to confirm that this letter correctly summarizes our conversation. If it does not, please advise me immediately, since the parties need to close their transaction by March 31 and you would want to submit HSR notification immediately if that were necessary.

Sincerely yours,

[REDACTED]

[REDACTED]

Enclosures

T. Sharpe (PS)