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BY FACSIMILE AND FIRST CLASS MAIL

Mr. Michael Verne
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, DC 20580

2000 JAN -1 P 2 1

Re: HSR Advice

Re: [REDACTED]

...referring to certain advice you gave us during our telephone conversation on May 16, 2000. The hypothetical and questions I posed to you and your conclusions are described below.

Partnership ("P") holds less than 10% of the outstanding voting securities of Issuer (the "Target"). P is its own ultimate parent entity. The general partner of P is a limited liability company ("LLC"). LLC has managing members ("NMMs") and non-managing members ("NMMs"). A NMM of LLC, NMM1, sits on the board of the Target. NMM1 may unilaterally provide shareholder approval vis-

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Securities Exchange Act of 1934, however, NMM1 reports that he may be deemed to

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[REDACTED]

