



[REDACTED]

The specific transaction I described will proceed as follows:

50% partnership interest. To form the joint

\$50,000,000 from a third-party banking institution, \$25,000,000 of which will go to B in order to equalize the contributions of the joint

be used by JV for daily operations.

You advised me that no filing would be required in connection with the above-described transaction. Since the payment will be made in order to equalize the contributions of the partners to the joint venture to correspond to their respective ownership interests, the transaction must, for Hart-Scott-Rodino Act purposes, be considered as a whole and not fragmented into separate subtransactions. You

the joint venture (you being your illustration).

I understand that you will advise me promptly.

Sincerely yours,

[REDACTED]

[REDACTED]