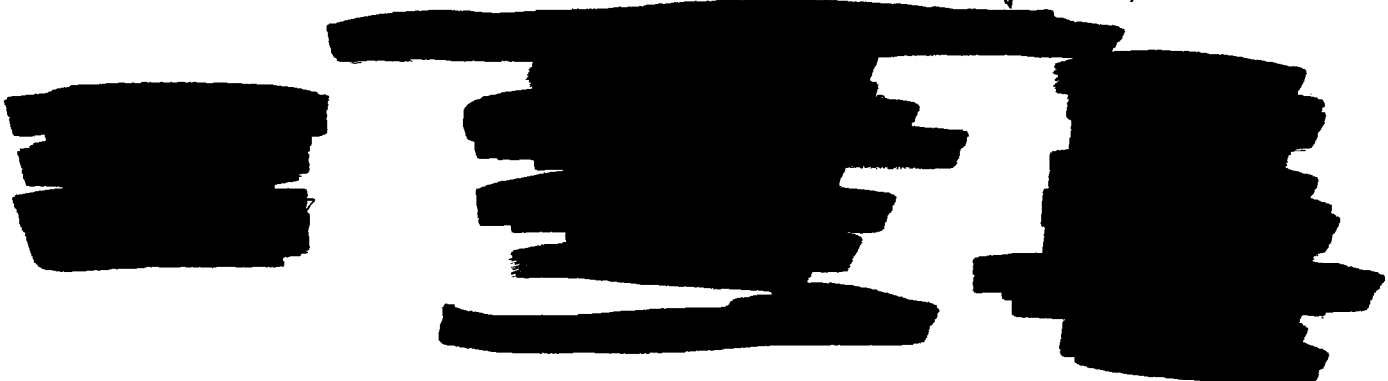


001... (limited liability company)



July 14, 1993

BY HAND

Richard B. Smith, Esquire
Bureau of Competition, Room 303
Federal Trade Commission

74 101 of the
which restricts release under
of Information Act

FEDERAL TRADE
COMMISSION
MERGER NOTIFICATION
OFFICE
JUL 14 1 32 PM '93

Dear Dick:

As discussed, this letter will memorialize the additional views you expressed this morning over the telephone concerning my letters to you of July 6 and 13.

You stated that my July 13 letter accurately described the informal interpretations which you related to me over the telephone on July 12. However, you also stated that, on further analysis, you had determined that one such interpretation was

On July 12 you advised that under § 801.40(c), the assets of the limited liability company, X, in its formation transaction.

nonvoting, nonconvertible securities of X. This morning you stated that this advice was incorrect. Instead, after further research and discussion, and review of murky Interpretation 211 from the Premerger Notification Practice Manual (1991), you indicated that D's contribution to X should be counted toward X's size under § 801.40(c).

Thus, you advised that the size of X in the formation transaction must be based upon the contributions of A, B, and C

issuance of the nonvoting securities by X to D. Moreover, in all

[REDACTED]

Richard B. Smith, Esquire
July 14, 1993
Page 2

other respects, you confirmed that my July 13 letter accurately
describes the position of the PMA Management Office.

[REDACTED]

[REDACTED]

7/15/93 - called writer and left message

in P. 7 AA. re: the incorrect advice given by me and

referred in me. A. 11. 7/15 letter