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[REDACTED]

[REDACTED]

May 26, 1994

This material may be subject to the provisions of the provisions of Section

MAY 26

FEDERAL COMMUNICATIONS COMMISSION
EMERGENCY

Bureau of Competition, ROOM 3443
Federal Trade Commission
Sixth Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

MAY 26 1994

Dear Mr. Rubenstein:

This letter confirms our conversation earlier today regarding the situation described hereinbelow and your advice thereon.

first step entails entry into a collaboration agreement pursuant to which engineering personnel from both corporations will engage

would independently implement these general specifications into its own widgets. As part of the first step, a trust will be formed into which each party will contribute certain existing intellectual property ("IP") rights necessary to carry out the development effort. IP rights resulting from the collaboration will also be held by that trust.

Step 2 contemplates the formation of a joint venture corporation into which the IP rights held by the trust will be transferred and through which the parties will continue their collaborative R&D efforts. Upon formation of the corporation and transfer of the trust assets to it, the trust will be dissolved.

M2
FORMA

thresholds are met. The parties contemplate filing the requisite HSR notification forms with regard to the step 2 transaction, and thereby commencing the applicable waiting period, contemporaneously with the formation of the step 1 trust.

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JV

The parties believe that they can pursue all of the activities contemplated under step 1, including joint development

[REDACTED]

Hy David Rubenstein, Esquire
May 26, 1994
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transfer of IP rights into the trust, during the waiting period applicable to the step 2 transaction. In our conversation, you concurred in that view.

Please advise me at your earliest convenience if you believe this letter differs in any manner from our conversation. Thank you for your assistance.

Sincerely,

[REDACTED]

[REDACTED]

*5/31 called writer: Step 1 is a function of a non-conv
- not reparable*