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AND THE STEP SAND TO SERVICE ASSESSMENT

Richard B. Smith, Esq. Federal Trade Commission Room 398 6th Street & Pennsylvania Avenue, N.W. Washington, D.C. 20580

Re: HSR Act Advice

Dear Mr. Smith:

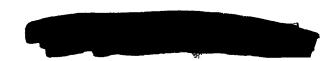
This letter will confirm our telephone conversation in which we dispused the accorded temporation described below

filing under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act").

Two corporations (hereinafter referred to as Corporation A and Corporation B) are interested in building and jointly owning an a limited liability company (the "LLC") having characteristics that resemble those of a partnership rather than a corporation. At the time of the formation of the LLC, the LLC will not have assets of \$10 million or more and there will be no commitment on the part of Corporation A or Corporation B, or anyone else, to contribute assets to, or extend or guarantee any credit or obligation of, the LLC within the meaning of 16 CFR § 801.40(c). For these reasons, we

Corporation A and Corporation B each intends to contribute a pro rata share to cover the cost of the proposed Corporation A's share will have a value of

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connection with the formation of an unincorporated joint venture.

Based on the forecoince facts and analysis we have

