

80140 (LLC)

FEDERAL TRADE COMMISSION
PREMERGER NOTIFICATION

Nov 29 2:52 PM '95

Premmerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
6th Street & Pennsylvania Ave., N.W.
Washington, D.C. 20580
Attn: Richard Smith

Dear Mr. Smith:

As counsel to one of the entities referred to below, this is to request on their behalf your review and advice relative to the following described transaction. For purposes of your review, it can be assumed that both jurisdictional tests under the statute, namely the "size of the person" and the "size of the transaction" tests, would be met.

Company A and Company B contemplate the formation of a limited liability corporation ("L.L.C.") through the contribution by each of certain energy related information and technology assets. No

management and control of the business affairs of the L.L.C. will be vested in a management committee.

Two representatives each of Company A and Company B will serve on the management committee. Such representatives will be officers, directors or employees of Company A and Company B. The individual serving as the president/chief executive officer of the L.L.C. will be the fifth member of the management committee but will be a

two or more nonvoting advisory members as the committee may from time to time determine.

undersigned [REDACTED] that the transaction described will not constitute a reportable event under Part 803 of Title 16 of the Code of Federal Regulations and Section 20 of the Clayton Act of 1914.

Robino Antitrust Improvements Act of 1976.

Thank you for your attention to this matter.

[REDACTED] 11-29-95 [REDACTED] White confirmed that president/CEO of [REDACTED]

[REDACTED]

[REDACTED] PB Smith