

December 22, 1995

Mr. Hy David Rubenstein
Federal Trade Commission
66 Pennsylvania Avenue N.W.

Dear Mr. Rubenstein:

Pursuant to our telephone conversation this week, I am writing to request that you call immediately if the Federal Trade Commission does not agree that the registration requirements of the Hart-Scott-Rodino Act do not apply to corporations A and B and the limited liability corporation LLC in the following fact situation:

A and B, each having an ultimate parent entity having assets
assets to the LLC and each own 50% of the LLC. The LLC has

Committee"), which has general supervision of all of the LLC's activities, and has functions, powers and duties similar to that of a traditional board of directors. Among other things, the Executive Committee's action (by unanimous vote of all members) will be required for the LLC to borrow or lend money, provide a guaranty, sell or dispose of LLC assets except in the ordinary course of business, approve business plans, appoint accountants, initiate or settle litigation and elect and remove officers.

in equal numbers by A and B. That the Executive Committee

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A B or the LLC is true in fact although not required by the

Please call immediately if the Federal Trade Commission does not agree that no notification by A, B or the LLC is required under the Hart-Scott-Rodino Act for (i) the formation of the above-described joint venture through the LLC, (ii) the acquisition by the LLC of assets from A and B, or (iii) the acquisition by A and B of ownership interests in the LLC, assuming that the members of the Executive Committee initially are, and continue to be, employees of A, B and the LLC only.

Thank your for your kind assistance.

With best regards.

Sincerely,

[REDACTED]

[REDACTED]