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May 21, 1996

BY FACSIMILE - (202) 326-2624

Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
Washington, D.C. 20540

Dear Ms. Ovuka:

I am writing to confirm the content our telephone conversation this afternoon. Based on the facts provided in our letter addressed to you at the Federal Trade Commission's Premerger Notification Office, dated May 16, 1996, a copy of which is attached hereto, you have told us that the proposed transaction set forth in such letter (the "Transaction") is not reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, amended. You stated that while there is no rule governing limited liability companies, they are treated like a partnership. Further, as stated to me, as long as there is no board of directors or similar governing body whereby the members controlling such board or similar governing body are unrelated to the limited liability company members, the Transaction is not reportable.

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If the foregoing summary of our telephone conversation is incorrect, please contact me at [REDACTED]

if no vs

Very truly yours [REDACTED]

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Enclosure

cc: [REDACTED]

[REDACTED]