

801.40 (LLC)

JUN 14 6 05 PM '96

June 14, 1996

VIA HAND DELIVERY

John M. Sipple, Esq.
Assistant Director
Bureau of Competition
Federal Trade Commission
Room 338
Sixth Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Hart-Scott-Rodino Reportability of Start-Up
Limited Liability Company

Dear Mr. Sipple:

We represent one of the founding members of a [REDACTED] limited liability company (the "LLC"), the certificate of formation for which LLC was filed on June 7, 1996. The filing of the certificate of formation with the [REDACTED] Secretary of State is a ministerial act. The LLC will not have any members until the Limited Liability Company Agreement of the LLC is executed, ~~effective in the week of July 1, 1996.~~

the worldwide development and marketing of end-to-end solutions, including set-top controllers in the interactive television [REDACTED]

The name of the LLC will contain portions of the company names of one publicly-owned company in [REDACTED] and one publicly-traded company in the U.S.

The LLC is not to be organized or managed as a corporation. It will instead be organized and managed as to result in it being treated as a partnership for federal income tax purposes. The LLC is to terminate no later than the 20th anniversary of the date of formation, unless sooner terminated by [REDACTED]

corporation ("Member One"), which is a wholly-owned subsidiary of [REDACTED]

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a corporation organized under the laws of the



also organized and existing under the laws of the State of
is a reporting company for purposes of the Securities
Exchange Act of 1934, as amended. Member One will have slightly
more than 80% and Member Two slightly less than 20% of the equity
interest in the LLC.

representatives of the Members (the "Directors"). Member One
will appoint four Directors, one of whom shall be designated as
Member One's "Voting Director" and three of whom shall be
designated as "Non-Voting Directors" of Member One. Another

the appointing member or its parent corporation at the time of
appointment; the CEO/Director will then join the LLC as an
employee and the other directors are expected to remain employees
of the appointing Members or their respective parent
corporations. There are no plans to appoint any "outside"
directors to the Board in a non-voting capacity and in no event
would an outside director be appointed as a Voting Director.

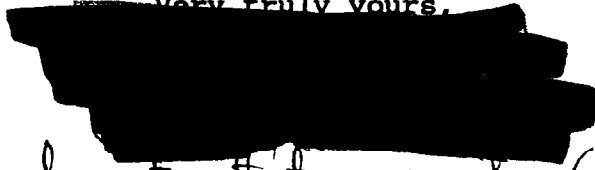
On matters to be voted on by the Board, each Voting
Director will cast that number of votes which is equal to the

any time be replaced by such member. At any time, any member may
withdraw the designation of and remove any Board representative

equity interests are present.

The parties believe that, on the basis of these facts,
Act. When you have reviewed this letter, please call me with
your comments.

Very truly yours,



6/19/96 Advised writer that since voting (and non-voting)

corporations) then no voting stock will be deemed to be taken back
and no filing is required under 801.40.

[Handwritten signature]