

LLC (formation) 801,40

[Redacted]

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SEP 14 1996

VIA UFS

Aug 19 10 54 AM '96

Premerger Notification Office
Bureau of Competition Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue NW

I am writing to memorialize the advice you provided during our telephone conversation on Wednesday, August 14, 1996, concerning the appropriate analysis under the Hart Scott Rodino Antitrust Improvements Act of 1976 (the "Act") and regulations promulgated thereunder in connection with the formation of a limited liability company ("LLC"). In discussing the transaction outlined below, I ask you to assume that all applicable size tests were met.

In the proposed transaction, two corporations ("Corporation A" and "Corporation B", respectively) will contribute assets with an equal value to the LLC and receive LLC ownership

of the corporations. During our conversation, you advised me that the formation of such an LLC, including the contribution of the assets by Corporation A and Corporation B, would not

Very truly yours,

the notes will be taken back

[Redacted Signature]

Based on the facts as presented in this letter, the LLC is...

August 21, 1996