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August 16, 1996

HAND DELIVERED

Richard B. Smith, Esq.
Senior Attorney
Premerger Office
Federal Trade Commission
7th and Pennsylvania Avenue, N.W.
Room 303
Washington, DC 20580

Aug 16 4 47 PM '96

RECEIVED
COMMERCIAL SECTION
PREMERGER OFFICE

Re: Limited Liability Company - Premerger
Notification

Dear Dick:

This letter will confirm our telephone conversation of August 9, 1996, in which you informed me that premerger notification would not be required in connection with the formation of a limited liability company with the following management and ownership structure:

~~Company A and Company B (the Members) will form~~

A and B will each be entitled to 50% of the profits and losses of X and will each be entitled to

The management of X will be vested in the Members. A and B will collectively have full, complete and exclusive authority to manage and control the business, affairs and properties of X.

This material may be subject to the
confidentiality provisions of Section
502 of the Freedom of Information Act which restricts
disclosure under the Freedom of Information Act

[REDACTED]

Richard D. Smith, Esq.
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The Members will designate six individuals to serve as the officers of X and to perform for X the following functions:

General Manager
Director of Finance
Director of Marketing
Director of Manufacturing
Director of Technology
Director of Process Licensing

The Members anticipate that three of these six positions will be held by individuals designated by A and three will be held by individuals designated by B or its parents.

Thank you very much for your assistance in this matter.

-Sincerely,

A large black rectangular redaction covers the signature and name of the sender. A thin line extends from the bottom right corner of the redaction.A small, irregular black redaction mark is located at the bottom left of the page.