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801.105(8)?  
SLI-40  
LLC.  
intraperson

[REDACTED]  
September 23, 1996

By Federal Express

Mr. Patrick Sharpe  
Compliance Specialist  
Premerger Notification Office  
Federal Trade Commission  
6th Street & Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

[REDACTED]

SEP 24 1 40 PM '96  
FEDERAL TRADE COMMISSION

Dear Mr. Sharpe:

Re: HSR Notification with Respect to  
Acquisition of the Outstanding  
Interest in an LLC

I am writing to confirm the advice that you gave to me concerning my client's contemplated acquisition of the remaining outstanding interest in a Limited Liability Company ("LLC") that it does not already own.

As I explained, the LLC was created last year. My client took a 60% interest in it and another entity -- part of a different "person" than my client -- took the remaining 40%. The LLC has two businesses. One was acquired from the 40% owner in a transaction with respect to which, based upon our discussions with you last year, my client -- as the ultimate parent of the LLC -- filed a notification and report form and observed the waiting period. The other business was acquired from a third party in a transaction with respect to which my client also filed a notification and report form and observed the waiting period. In sum, all of the business assets of the LLC were acquired in transactions for which my client complied with the Hart-Scott regulatory scheme.

My client is now going to acquire the 40% interest in the LLC that it does not own. Based upon our discussions, you



Mr. Patrick Sharpe

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advised me that the policy of the Premerger Office was that this transaction would not be deemed a reportable transaction.

As always, thank you for your assistance.

Very truly yours,

[REDACTED]

I concur. The 60% owner <sup>Also</sup> (LUPE) of the LLC already filed for the very same assets last year. The assets of the LLC are the same. No new assets have been added.

called [REDACTED]  
9/26/96 (RS)

(RS) concurs  
I ran this by him orally  
He did not review the  
letter. He said a similar  
transaction last year  
was deemed not reportable  
by (JS).