801.2 (a) + (b)

VIA FACSIMILE

February 27, 1998

Washington, D.C.

Re: Compliance with Hart-Scott-Rodino Antitrust Improvements Act (the "Act")

Dear Dick:

One of our clients is planning to undertake a series of transactions, at least two of which will require a filing under the Act. The purpose of my letter is to seek guidance from the

Premerger Notification Office regarding how to report the proposed transactions. These

C has a 60% interest, and A-1 will transfer its membership interest in LLC to that same limited

by entities controlled by A from entities controlled by B exceed $15 million. LLC has significant assets in addition to the more than $15 million of assets to be acquired from B-2. Sub will be a shell corporation until its acquisition of assets from A-1.

A is planning on filing a single Premerger Notification and Report Form and paying a

B entities, the ultimate parent entity of the acquiring persons (LP and Sub) and the acquired

persons (A 1 and LLC) will be the same (i.e., A) at the end of the transaction (although not at the beginning). It strikes me that to make C file for the acquisitions from the A entities to be made by LP and Sub does not make sense when A rather than C will control LP and Sub after the transaction is completed.

Please telephone me at ████████ after you have had the opportunity to review this letter, and let me know the Premerger Notification Office's position regarding A's filing requirements under the Act for these a___

3/9/98 - Advised writer that if it is certain that
A (and C) will control LP after completion of transaction, A

P.B.Smith

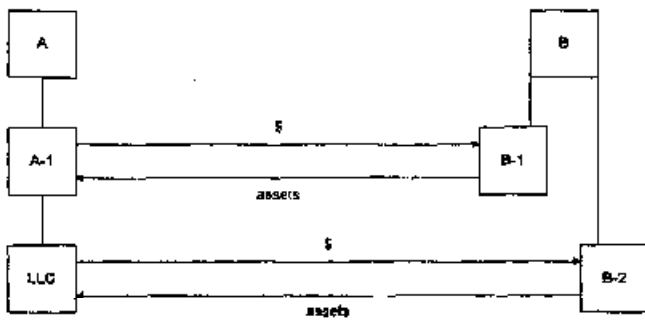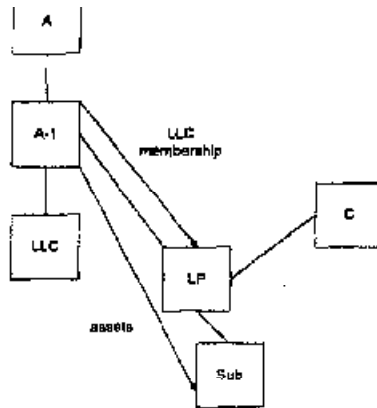## PRIOR TO TRANSACTIONS
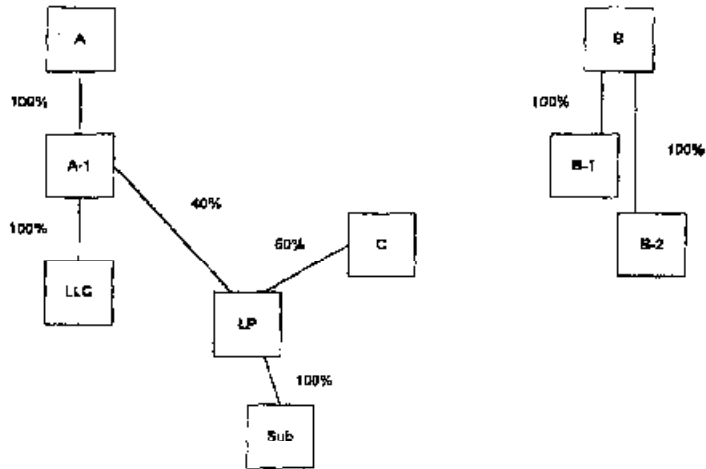
STEPS 1 AND 2

A-1 acquires assets from B-1
LLC acquires assets from B-2

STEPS 3 AND 4

A-1 transfers the assets acquired from B-1 to Sub
A-1 transfers sole membership in LLC to LP

As a result of these transfers, the ownership

```
        ┌─────┐
        │  A  │
        └──┬──┘
           │
        ┌──┴──┐        LLC
        │ A-1 │     membership          ┌─────┐
        └──┬──┘                         │  C  │
           │         ┌─────┐            └─────┘
        ┌──┴──┐      │ LP  │
        │ LLC │      └──┬──┘
        └─────┘         │
           assets    ┌──┴──┐
                     │ Sub │
                     └─────┘
```

RESULTING STRUCTURE

```
        ┌─────┐
        │  A  │
        └──┬──┘
           │
        ┌──┴──┐ 68%              ┌─────┐
        │ A-1 │         32%      │  C  │
        └──┬──┘                  └─────┘
           │      ┌─────┐
           └──────│ LP  │───────
                  └─────┘
         100%              100%
        ┌─────┐          ┌─────┐
        │ LLC │          │ Sub │
        └─────┘          └─────┘
```