

LLC

March 9, 1998

Ms. Nancy Ovuka
Staff Attorney
Federal Trade Commission
Premerger Notification Office
Room 303
6th Street & Pennsylvania Avenue, NW
Washington, DC 20580

Re: HSR/LLC Question

Dear Ms. Ovuka:

00 Feb 17 10 7 02

Corporation A and Corporation B intend to form a limited liability company ("LLC"). Both Corporation A and Corporation B have revenues in excess of \$100 million. Corporation A will contribute essentially all of its operating assets and employees to the LLC. Corporation B will contribute approximately \$40 million. In exchange for these contributions, Corporation A will receive a 65.70% interest in the LLC and Corporation B will receive the

net income or loss of the LLC will be shared between Corporation A and Corporation B on the same proportionate basis as their ownership interests.

The LLC's organizational documents will provide that a board of managers will

[Redacted signature block]

[REDACTED]
Ms Nancy Ovuka

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In the situation described above, you advised that the LLC would be treated as a partnership rather than as the formation of a joint venture that would result in the venturers holding voting securities. Because the LLC would be treated like the formation of a partnership, we understand that it would be exempt from the filing requirements of the Hart-

Thank you for your attention to this matter.

Very truly yours,

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[REDACTED]