

801.10
801.40
formation of a
LLC/partnership

Section 101.10
Section 101.40
formation of a
LLC/partnership
Act

[Redacted]

[Redacted]

April 30, 1998

1998 MAY 1 10 11 30

Via Federal Express

Patrick Sharpe, Esquire
Premerger Notification Office
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, DC 20580

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

Dear Patrick:

Pursuant to our telephone conversations of last week, I am writing to seek your

The contemplated transaction relates to a LLC which was formed in 1996. My client, [Redacted], an indirectly wholly-owned subsidiary of [Redacted] (formerly, [Redacted]) each took a 50% interest in [Redacted]

the waiting period. For your information, I am enclosing a copy of [Redacted] HSR filing from 1996.

Now, [Redacted] will purchase [Redacted] 50% interest in the LLC for less than \$15 million. The parties have not entered into a new agreement with respect to this transaction; instead, the purchase is being made pursuant to a "Call Option," including an established formula

the fair market value for the LLC is not provided. Filed for under H.C. 49.

[Redacted]

[REDACTED]
Patrick Sharpe, Esquire
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for calculating the acquisition price, contained in the Limited Liability Agreement between [REDACTED]

Based on our previous conversations, [REDACTED]

[REDACTED] and, as such, an acquisition of the assets underlying the partnership. Here, however, [REDACTED] already acquired an undivided 50% interest in these same assets in a reported transaction [REDACTED] approximately two years ago. This acquisition [REDACTED]

(what)

and total liabilities of \$7,944,741.08.

(value for the remain)

In addition, we request that the enclosed be sent to [REDACTED] to any person who is not an employee of the FIC.

(not to be filed)

If you have any questions or comments, please call. As always, your assistance is very much appreciated and I look forward to hearing from you at your earliest convenience.

Enclosures

[REDACTED]
[REDACTED]
[REDACTED]
when the company [REDACTED] previously contributed its $\frac{1}{2}$ interest in the manufacturing facility, it no longer held the asset even though it had a 50% interest in the [REDACTED] as a result of this acquisition, [REDACTED] will hold 100% of the underlying assets and must file for this because the Fair market value is \$19.2 million according to counsel for [REDACTED] file for this transaction. called [REDACTED] 5/5 and informed her of the above. (P)