

[REDACTED]

[REDACTED]

Writer's Direct Dial Number:

[REDACTED]

FI-15

December 29, 1999

VIA FACSIMILE 202-326-2624

Michael Verne, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

REC'D
DEC 29 10 09 AM '99
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Dear Mr. Verne:

This will confirm the telephone conversation that we had on December 28, 1999 regarding the applicability of the following factual scenario to the premerger notification

I advised you that our client will form a new limited liability company ("LLC") for [REDACTED] and would own a [REDACTED] membership interest in the LLC. Non-voting membership interests would be held by various members of the subject family.

Neither of the brothers would be the Ultimate Parent Entity for purposes of the premerger notification rules. Neither of the brothers would be the Ultimate Parent Entity because neither owns a controlling interest in the LLC.

I thank you for your cooperation.

Very truly yours,

[REDACTED]

AGREE -
B. Michael Verne
12/30/99