

F.I. 15

From: [REDACTED]  
To: FTC.SERIOUS("mverne@ftc.gov")  
Date: 7/30/02 11:40AM  
Subject: HSR filing Advice

Good Morning Mike - I am hoping for confirmation that neither step in the following transaction is reportable:

Step 1 - Company A, Inc., which is owned 50% by Company B and 50% by Company B, is being converted into an LLC.

Step 2 - Company D will purchase less than 50% of the membership interests of the LLC.

Please assume that the size of parties and size of transaction tests will be satisfied.

Thanks.

[REDACTED]

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[REDACTED]

AGREE - NEITHER STEP IS REPORTABLE.

*Bruchman*

7/30/02