

802.30



September 6, 2005

BY HAND DELIVERY

Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Ms. Ovuka:

This letter confirms our conversation on August 22, 2005, in which you stated that a Hart-Scott-Rodino ("HSR") filing does not need to be made for the transaction described below.

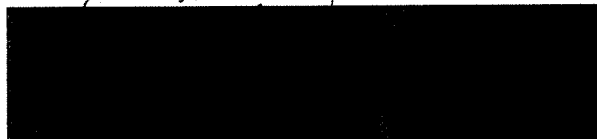
Companies A, B and C, all of which have the same ultimate parent entity, each own membership interests in three different LLCs. Companies A, B and C control the LLCs in that each has the right to 50% of the respective LLCs' profits and the right to 50% of their assets in the event of dissolution of the LLCs. 16 C.F.R. § 801.1(b)(1). An HSR filing was not necessary at the time Companies A, B and C acquired these interests.

Companies A, B and C each wish to purchase the remaining 50% membership interests in the three LLCs from wholly-owned affiliates of Company X. For purposes of determining whether a filing is required, please assume that the size of person and transaction tests are met.

You advised that the acquisitions are exempt as intracompany transactions. 16 C.F.R. § 802.30(a).

Please advise me if you disagree with this conclusion within five business days of receipt of this letter. Thank you very much.

Sincerely,



9/7/05
Exempt under 802.30
N. Ovuka



2005 SEP -6 PM 4:31
FEDERAL TRADE COMMISSION
BUREAU OF COMPETITION