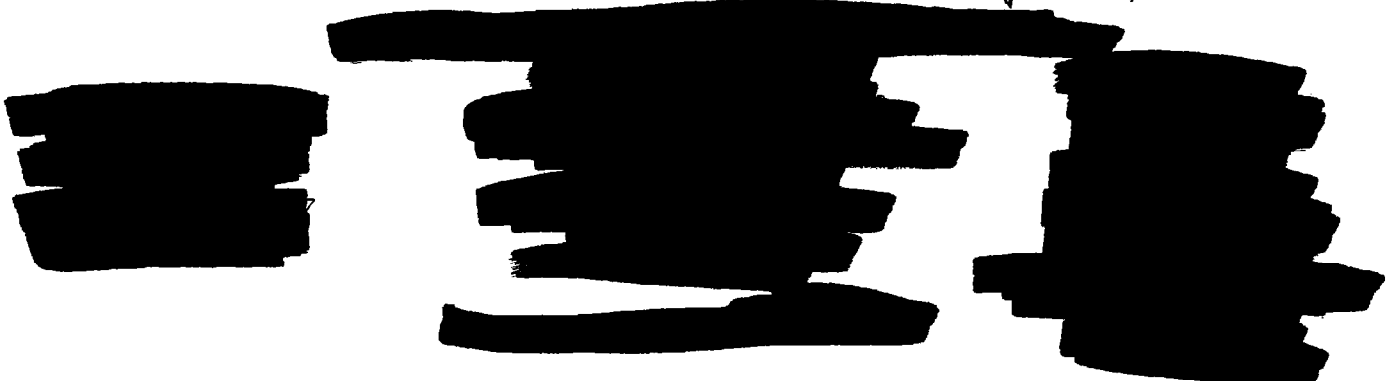


0-1-1-1 (limited liability company)



July 14, 1993

BY HAND

Richard B. Smith, Esquire
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Sixth St. and Pennsylvania Ave., N.W.
Washington, D.C. 20580

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 7-11-01 BY THE CLAYTON
AND BURNETT RESEARCH AND
ANALYSIS OF INFORMATION

JUL 14 1 32 PM '93
FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

Dear Dick:

As discussed, this letter will memorialize the additional views you expressed this morning over the telephone concerning my letters to you of July 6 and 13.

You stated that my July 13 letter accurately described the informal interpretations which you related to me over the telephone on July 12. However, you also stated that, on further analysis, you had determined that one such interpretation was erroneous.

On July 12 you advised that under § 801.40(c), the assets of the limited liability company, X, in its formation transaction, would not include the contributions of D, a person receiving only nonvoting, nonconvertible securities of X. This morning you stated that this advice was incorrect. Instead, after further research and discussion, and review of murky Interpretation 211 from the Premerger Notification Practice Manual (1991), you indicated that D's contribution to X should be counted toward X's size under § 801.40(c).

Thus, you advised that the size of X in the formation transaction must be based upon the contributions of A, B, and C (persons receiving voting securities), and D. You reaffirmed, however, that neither D nor X would have any filing obligation with respect to the contribution of assets by D to X and the issuance of the nonvoting securities by X to D. Moreover, in all

[REDACTED]

Richard B. Smith, Esquire
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other respects, you confirmed that my July 13 letter accurately describes the positions of the FTC Premerger Office.

Thank you again for your time and assistance.

Very truly yours,

[REDACTED]

7/15/93 - called writer and left message that this letter corrects the incorrect advice given by me and reflected in the last paragraph on page 2 of the 7/13/93 letter. The letters of 7/6 and 7/13, as corrected by the 7/15 letter, reflects our position concerning Limited Liability Companies.