

FEDERAL TRADE  
COMMISSION  
PRENUP NOTICE  
SERIES

F.I. 15

801.12

1999 NOV -4 AAZ

TELEPHONE  
FACSIMILE

November 4, 1999

To  
Dick Smith      Facsimile # 202-326-2624      Firm FTC      Firm Telephone # 202-326-2850

From

User #

Client/Matter

Total pages (incl. cover) 4

**Comment** Attached please find the summary of a proposed acquisition of voting securities together with organizational charts for the entity acquiring the voting securities and the entity whose voting securities will be acquired. At your convenience I would like to confirm with you our determination of the ultimate parent entity of the acquiring and acquired persons and each entity controlled by such UPE for purposes of the size-of-person test. I can be reached at [REDACTED]. Thank you in advance for your assistance.

The information contained in this communication is confidential, may be attorney-client privileged, may constitute insider information, and is intended only for the use of the addressee. Unauthorized use, disclosure or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please immediately notify us at [REDACTED].

TRANSACTION SUMMARY

Pursuant to the terms of the proposed transaction, Company 1 would acquire 100% of the 999,998 shares of outstanding Class A voting securities of Company 4 for a cash purchase price of \$3.75 per share, or an aggregate acquisition price of approximately \$3.75 million. The voting securities of Company 4 are not traded on a national securities exchange nor are they authorized to be quoted in an interdealer quotation system of a national securities association registered with the U.S. Securities and Exchange Commission. Company 4 Class A voting securities are currently held by 10 individuals.

In order to apply the jurisdictional tests of Section 7A of the Clayton Act, § 18a, the ultimate parent entities of Company 1 and Company 4 must be determined. In this connection, attached are the relevant organizational charts for Company 1 and Company 4.

Pursuant to the operating agreement of Company 1, Company 2 (the sole preferred member of Company 1) has no right to vote for members of Company 1's Board of Members. It is important to note, however, that because of Company 2's preferred position, Company 2 has the right to receive an allocation of income equal to 7% per annum of its unreturned contributions to Company 1 (the "Preferred Return") prior to the allocation of any income to the ordinary members, which allocation is made in accordance with the ordinary members' respective percentage interests in Company 1. Similarly, in the event of dissolution an allocation of any accrued Preferred Return will be made to Company 2's capital account before any income is allocated to the ordinary members of Company 1.

Company 4 is its own ultimate parent since NO ONE  
HOLDS 50% OF THE VLS OR HAS THE CONSENSUAL  
RIGHT TO DESIGNATE A MAJORITY OF THE BOARD.

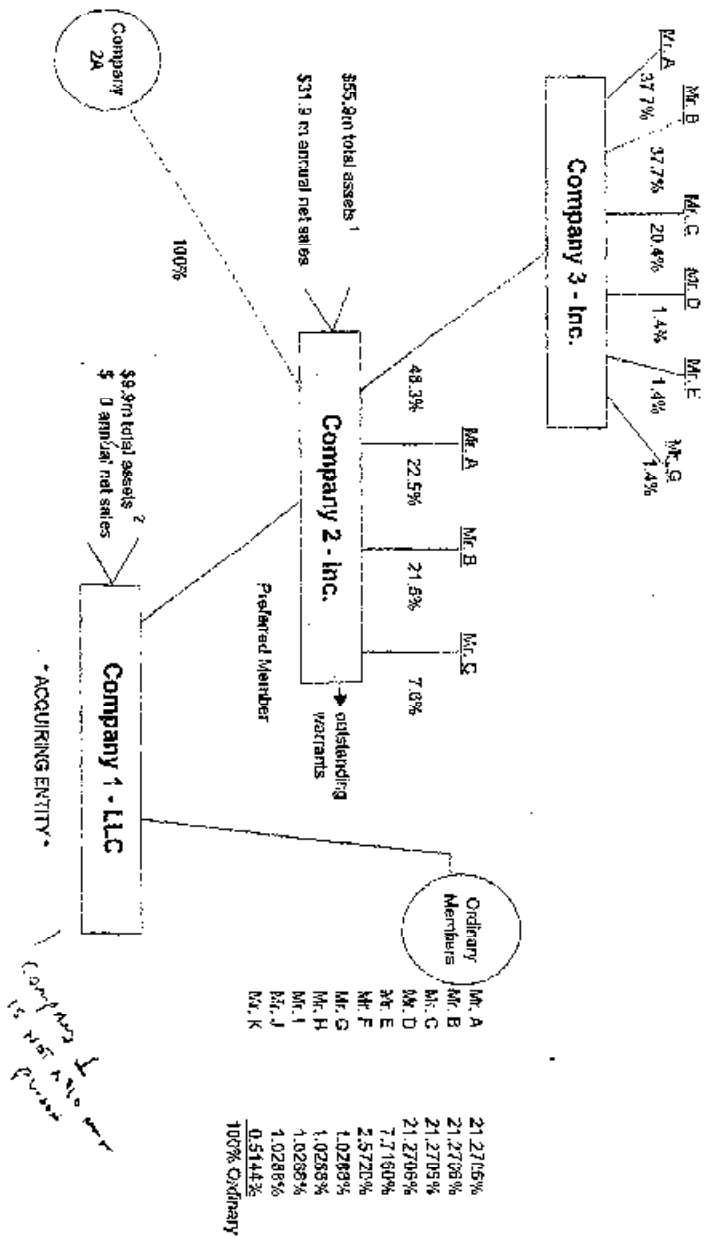
Company 1 is its own ultimate parent, as there  
HAS NOT YET BEEN A DISTRIBUTION TO THE MEMBERS,  
NO ONE HAS THE RIGHT TO 50% OF ITS PROFITS ALSO  
NO ONE HAS THE RIGHT TO 50% OF THE ASSETS IN DISSOLUTION

*Baruch V. ...*

11/10/99

N. OVUKA CONCUR

ACQUIRING PERSON



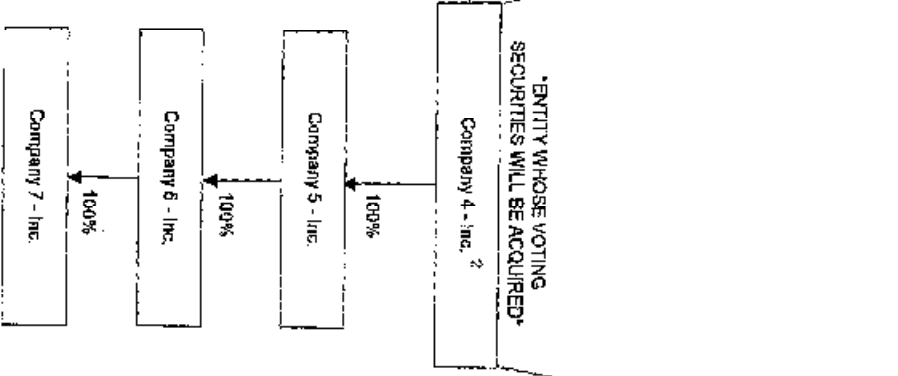
1 Consolidated -- Company 2 and Company 2A  
 2 Represents investment in Company 4 and approximately \$20,000 in cash; Company 1 does not have regularly prepared financial statements

Mr. L  
Mr. M  
Mr. N  
Mr. O  
Mr. P  
Mr. Q  
Mr. R  
Mr. S  
Mr. T  
Mr. U

Shares	Percentage
142,857	14.286%
142,857	14.286%
142,857	14.286%
142,857	14.286%
142,857	14.286%
142,857	14.286%
35,714	3.571%
35,714	3.571%
35,714	3.571%
<u>969,999</u>	<u>100%</u>

\$83.4M total assets  
\$12.9M annual fuel sales

**ACQUIRED PERSON**



Company 1  
Class B 1 vote/share  
Diners<sup>3</sup>

Shares	Percentage
3,971,453	41.386%
5,324,519	58.614%
<u>9,596,072</u>	<u>100%</u>

1 Consolidated - Companies 4, 5, 6 and 7  
2 The person has the contractual right to elect 80% or more of the directors of Company 4.  
3 Other Class B shareholders number approximately 100 or more.