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Writer's Direct Dial Number:

[Redacted]

December 29, 1999

**VIA FACSIMILE 202-326-2624**

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

DEC 29 1999  
FACSIMILE  
COMMUNICATIONS SECTION

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 rules.

I advised you that our client will form a new limited liability company ("LLC") for purposes of acquiring certain assets for a third party. Two brothers would each own 49% of the voting membership interests in the LLC. Each of the brothers has one adult child who would own a 1% voting membership interest in the LLC. Non-voting membership interests would be held by various members of the subject family.

Based on this scenario, you confirmed that the LLC 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.

Thank you for your cooperation.

Very truly yours,

[Redacted signature block]

AGREE -  
B. Michael Verne  
12/30/99

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