

901.2(d)

[REDACTED]
LLP

[REDACTED]
March 2, 2000

BY TELECOPY AND FIRST CLASS MAIL

Patrick Sharp Esq. — I am not an attorney
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 803
6th Street and Pennsylvania Avenue, N.W.
Washington, DC 20580

Re: [REDACTED] proposed acquisition of remaining 60% ownership
interest in [REDACTED]

Dear Patrick:

I am writing to confirm our conversation earlier today concerning this proposed acquisition. The facts I related to you and the conclusion you reached are described below.

Through subsidiaries, [REDACTED] and [REDACTED] formed [REDACTED] L.L.C ("the LLC"), with each holding 50% of the ownership interests in the LLC. The Premerger Notification Office ("PNO") treated LLC's as corporations at that time. Consistent with the advice of the PNO, the parties submitted HSR notifications regarding the transaction to the Commission and the Department of Justice (Transaction No. [REDACTED]).

In 1998, [REDACTED] In [REDACTED] acquire [REDACTED] 50% ownership interest in the LLC when it acquired 100% of the voting securities of an indirect [REDACTED] subsidiary known as [REDACTED] which indirectly held that LLC ownership interest. [REDACTED] and [REDACTED] submitted HSR notifications (Transaction No. [REDACTED]) to the Commission and the Department of Justice regarding that

[REDACTED]

[REDACTED]

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transaction. Although I did not know it when I spoke to you, we have now confirmed that [REDACTED] notification specifically referred in part to its indirect ownership interest in the LLC in response to Item 6(a) of the notification form. Following a review of the transaction by the Commission's Bureau of Competition and the end of the HSR waiting period, the parties closed that transaction. [REDACTED] was our main contact at the Bureau during the review. [REDACTED] and [REDACTED] have jointly owned the LLC on a 50/50 basis since then.

[REDACTED] now proposes to increase its ownership interest in the LLC from 50% to 100% by acquiring Consolidated's 50% interest. I understand from our conversation that this transaction will not be subject to HSR notification requirements because [REDACTED] has already provided notice of its acquisition of control of the LLC in the 1998 filing (Transaction No. [REDACTED] described above.

I will call you in the next day or two to confirm that this letter correctly summarizes our conversation. If it does not, please advise me immediately, since the parties need to close their transaction by March 31 and would want to submit HSR notification immediately if that were necessary.

Thanks for your help.

Sincerely yours,

[REDACTED]

Enclosures

[REDACTED]

I concur. (PS)
called [REDACTED] 3/3/2000

[REDACTED]