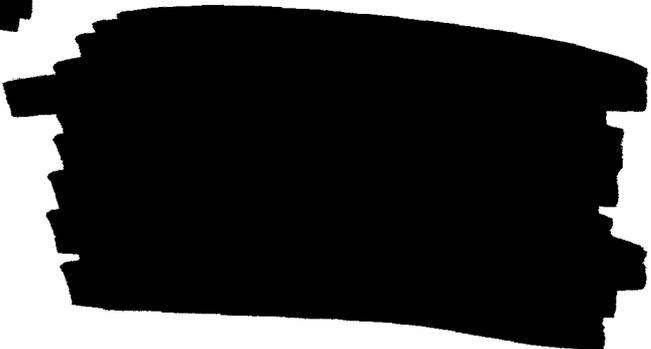
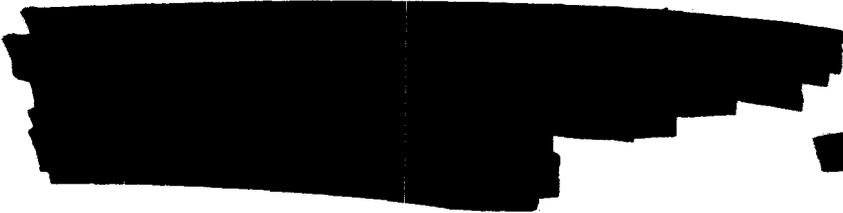


801.1(a)(3)

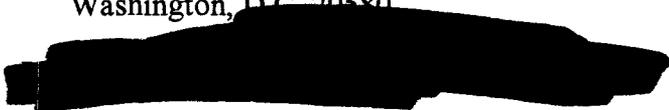


March 3, 2003

FEDERAL TRADE
COMMISSION
PRE-MERGER NOTIFICATION
OFFICE

2003 MAR -4 P 12:05

Mr. Michael Verne,
Pre-Merger Notification Office,
Bureau of Competition, 300
Federal Trade Commission,
600 Pennsylvania Avenue, N.W.,
Washington, D.C. 20580



Dear Mr. Verne:

This letter will confirm our conversation today in which we orally provided the facts set forth below and in which you confirmed, on the basis of those facts, that the [redacted] is the Ultimate Parent Entity, as defined in 16 C.F.R. § 801.1(a)(3), of [redacted] LLC for purposes of filings required to be made for acquisitions by [redacted] LLC pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18A, as amended, (the "Act") and the rules thereunder.

[redacted] is a Delaware limited liability company, whose name will be changed to [redacted] on or about March 15, 2003. All of the interests in [redacted] subsidiary [redacted] are held by [redacted] Advanced [redacted] Partnership [redacted], a New York general partnership, two-thirds of the common partnership interests and certain preferred interests of which are held by [redacted] and [redacted] Communication [redacted] or which are ultimately controlled by [redacted]. One-third of the interests in [redacted] are held by [redacted] New York partnership controlled, as set forth below, [redacted]

[redacted] was formed in connection with a restructuring of interests in [redacted] the "Transaction") pursuant to a certain June 24, 2002 binding letter agreement (the "Agreement") for which a filing under the Act was made on July 2,

2002 and for which early termination was granted on July 12, 2002. (Excerpts of that filing are enclosed).

As contemplated by the Transaction, designated assets of [redacted] were transferred to [redacted] Partnership was irrevocably appointed manager of [redacted] and [redacted] Partnership commenced to exercise complete control and management rights with respect to [redacted] and its assets, became entitled to 100% of the profits of, and in the event of dissolution, the assets of [redacted] and obtained the contractual power to designate 100% of the individuals exercising with respect to [redacted] those functions that are similar to the functions of the directors of a corporation. None of [redacted] has rights to control or manage [redacted] to share in any of the profits of [redacted] to share, in the event of dissolution, in any of the assets of [redacted] to designate with respect to [redacted] by persons having the functions similar to those of the board of directors of a corporation.

[redacted] New York corporation, holds a 61.24% general partnership interest in [redacted] Partnership. Ownership of that partnership interest gives [redacted] the right to more than 50% of the profits of [redacted] the right to more than 50% of the assets of [redacted] in the event of dissolution and entitles [redacted] to designate more than 50% of the individuals who exercise for [redacted] Partnership the functions similar to those of directors of a corporation.

Based upon the above facts, you confirmed our understanding that, pursuant to the definitions of "Person," "Ultimate Parent Entity," and "Control" in 16 C.F.R. § 801.1 [redacted] is the "Ultimate Parent Entity" of [redacted] and [redacted] is within the "Person" of [redacted]. I would appreciate your calling me at [redacted] to confirm my understanding of today's discussion.

[redacted signature block]

(Enclosure)

AGREE. NOTE THAT THE CONTRACTUAL POWER TO DESIGNATE INDIVIDUALS EXERCISING FUNCTIONS SIMILAR TO DIRECTORS OF A CORPORATION IS NOT AN INDICIUM OF CONTROL FOR AN LLC.
N-OUKA CONCERN.
B. [redacted signature]
3/4/03