

801.40 (LLC)

JUL 14 2 13 PM '95

July 12, 1995

Richard Smith, Esquire
Federal Trade Commission
601 Pennsylvania Avenue
Washington, DC 20580

Dear Mr. Smith:

This is to confirm our discussions of July 12, 1995 with respect to whether a reportable event will occur in the formation of a limited liability corporation by [redacted] and [redacted]

[redacted] and [redacted] will form a limited liability company under the laws of the State of [redacted] (the "Company"). The Company will be engaged in the manufacture of [redacted]. The Company will be managed by a committee that will be comprised solely of officers, directors and employees of [redacted] and [redacted].

It is my understanding that based on these facts, no reportable event will occur and that [redacted] and [redacted] need not file a Hart-Scott-Rodino pre-merger notification with respect to this transaction. If that understanding is not correct, please contact me so that we might discuss this matter.

Very truly yours,

[redacted signature block]

7/17/95 - Called writer and advised that no voting stock was coming back from the formation of this LLC and thus no HSR report was required under 801.40
R. Smith

This material may be subject to the confidentiality provisions of Section 7A(h) of the Clayton Act which restricts release under the Freedom of Information Act.