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FEDERAL TRADE
COMMISSION
MERGER NOTIFICATION
OFFICE

15 2:41 PM '95

November 15, 1995

VIA FACSIMILE (202) 326-2624

Ms. Nancy Ovuka
Federal Trade Commission
Premerger Notification Office
Bureau of Competition, Room 303
Washington, D.C. 20580

Dear Ms. Ovuka:

In line with our discussion today, this letter is to request the opinion of your office as to the applicability of the notification and filing requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") to a transaction currently under consideration by one of our clients. It is contemplated that our client, along with two other entities, will form a limited liability company (an "LLC") for the purpose of transacting business with another party, and that the LLC will be classified as a partnership for taxation purposes. It is my understanding from our discussion that while the FTC regulations do not specifically address the applicability of the Act to an LLC, it is the position of the FTC that an LLC which generally takes on the characteristics of a corporation is subject to the Act while an LLC that generally takes on the characteristics of a partnership will not. Therefore, it is our position that the Act does not apply to our contemplated transaction.

We would appreciate your opinion on this matter as well as any citations to underlying documentation (either within the regulations or elsewhere) to support your conclusion.

Please do not hesitate to give me a call if you have any questions. My direct dial phone number is [REDACTED]

Very truly yours,

[REDACTED]

[REDACTED]

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