



L.L.C.

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

NOV 15 4 36 11 '95  
FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE

Dear Ms. Ovuka:

In line with our second discussion today, this letter is intended to supplement our earlier letter requesting 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. As previously stated, 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. With respect to the management structure of the LLC, it is contemplated that our client will serve as the managing member of the LLC, and that the other two entities will serve as the non-managing members. There will not be any kind of outside governing body equivalent to the board of directors of a corporation. For this reason, it is our position that the LLC would not be subject to the Act.

I hope this will clarify the situation. However, should you need any additional information, please do not hesitate to give me a call.

Very truly yours,

