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FEDERAL TRADE COMMISSION  
PREMERGER NOTIFICATION OFFICE

November 29, 1995

Nov 29 2:52 PM '95

Premmerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
6th Street & Pennsylvania Ave., N.W.  
Washington, D.C. 20580  
Attn: Richard Smith

Dear Mr. Smith:

As counsel to one of the entities referred to below, this is to request on their behalf your review and advice relative to the following described transaction. For purposes of your review, it can be assumed that both jurisdictional tests under the statute, namely the "size of the person" and the "size of the transaction" tests, would be met.

Company A and Company B contemplate the formation of a limited liability corporation ("L.L.C.") through the contribution by each of certain energy related information and technology assets. No other parties will hold membership interests in the L.L.C. Management and control of the business affairs of the L.L.C. will be vested in a management committee.

Two representatives each of Company A and Company B will serve on the management committee. Such representatives will be officers, directors or employees of Company A and Company B. The individual serving as the president/chief executive officer of the L.L.C. will be the fifth member of the management committee but will be a nonvoting member. In addition, the management committee may select two or more nonvoting advisory members as the committee may from time to time determine.

Based on these factual representations, please confirm to the undersigned that the transaction described will not constitute a reportable event under Part 803 of Title 16 of the Code of Federal Regulations and Section 7A of the Clayton Act, 15 U.S.C. Section 18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

Thank you for your attention to this matter.

Very truly yours,

11/30/95 - Writer confirmed that president/CEO of LLC would be selected by 4 members of management committee. One may well be a person outside of A+B. However, such person, although serving on the management committee, will have no vote. I advised that structure of LLC was non-reportable since persons on management committee with voting powers would be officers, directors & employees of A and B.  
R. Smith