

[REDACTED]

August 16, 1996

HAND DELIVERED

Richard B. Smith, Esq.  
Senior Attorney  
Premerger Office  
Federal Trade Commission  
7th and Pennsylvania Avenue, N.W.  
Room 303  
Washington, DC 20580

RECEIVED  
COMMERCIAL SECTION  
PREMERGER OFFICE  
AUG 16 4 47 PM '96

Re: Limited Liability Company - Premerger  
Notification

Dear Dick:

This letter will confirm our telephone conversation of August 9, 1996, in which you informed me that premerger notification would not be required in connection with the formation of a limited liability company with the following management and ownership structure:

Company A and Company B (the "Members") will form a limited liability company, X, under the Delaware Limited Liability Company Act.

A and B will each be entitled to 50% of the profits and losses of X, and will each be entitled to receive 50% of any distributions of X's assets.

The management of X will be vested in the Members. A and B will collectively have full, complete and exclusive authority to manage and control the business, affairs and properties of X.

This material may be subject to the  
confidentiality provisions of Section  
502 of the FTC Act. It is not to be  
disclosed under the Freedom of Information  
Act.

Richard B. Smith, Esq.  
August 16, 1996  
Page 2

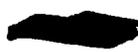
The Members will designate six individuals to serve as the officers of X and to perform for X the following functions:

General Manager  
Director of Finance  
Director of Marketing  
Director of Manufacturing  
Director of Technology  
Director of Process Licensing

The Members anticipate that three of these six positions will be held by individuals designated by A and three will be held by individuals designated by B or its parents.

Thank you very much for your assistance in this matter.

—Sincerely,

A large, solid black rectangular redaction covers the signature and name of the sender. A thin, curved line is visible below the redaction, possibly representing a signature or a mark on the original document.A small, solid black rectangular redaction mark is located at the bottom left of the page.