

802.2(c)

ATTORNEYS & COUNSELORS

August 4, 2000

Via Facsimile (202) 326-2626
Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Ms. Ovuka:

This letter is to confirm our discussion this morning that the following transaction qualifies as exempt under Section 802.2(c) of the rules promulgated under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

In a transaction between competitors, Party A is selling to Party B two parcels of real estate on which facilities are being constructed. No operations are conducted on each parcel. In terms of dollars spent, only 16% and 13%, respectively, of the facilities are constructed. Therefore, substantial dollars are required to complete construction.

If my understanding of the applicability of the exemption is incorrect, please contact me at [REDACTED] on or before August 9, 2000.

Very truly yours,
[REDACTED]