

Verne, B. Michael

802.2(c)

From: [REDACTED]
Sent: Tuesday, March 28, 2006 2:34 PM
To: Verne, B. Michael
Subject: 802.2(c) - Unproductive real property question

[REDACTED]

Hi Mike ~

Just a quick question. I'm looking at a transaction where we're trying to figure out the value of non-exempt assets and need to confirm how we define contiguous/non-contiguous parcels for purposes of 802.2(c). I see your 1999 informal opinion at:

<http://www.ftc.gov/bc/hsr/informal/opinions/9906010.htm>

In our situation, we're looking at parcels of real property (potentially "unproductive real property"). There are two parcels that are separated only by a state highway, and I gather from your 1999 interpretation that the existence of the highway is probably sufficient to make the two parcels distinct enough that there are deemed to be "non-contiguous" and that, therefore, each (separately) would be subject to its \$5 million/36-month test as provided in 802.2(c). Is that correct? —YES

Also, for future reference, is it enough to have a current map that shows the either the existence of a government road/street/highway or the existence of a river, for purposes of calling parcels on opposite sides of those "boundaries" "non-contiguous" for purposes of 802.2(c)? I asked you about the sufficiency of a mapped river in the recent past (see attached email), but am wanting to appreciate if there's a broader, generally accepted FTC position on this question. Thanks in advance, Mike ~ MAP IS OK. NO BROADER FTC POSITION.

[REDACTED]

Bresch
3/28/06