

801.13

July 11, 2006

By Facsimile Transmission 202-326-2624

Mr. Michael Verne
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Verne:

The purpose of this letter is to summarize our conversation earlier this morning. I advised that my client, Company A, has entered into an agreement ("Agreement 1") to acquire substantially all of the assets of the operating business of Company B (the "Business"), with the closing to follow in the next few months. One of the conditions to the closing of Agreement 1 is that the Company A will have entered into an agreement with Company B to purchase the real property (the "Real Property") where the Business is located at the end of a five year period ("Agreement 2"). During the five year interval, Company A will lease the Real Property from Company A. The rental payments will not affect the purchase price for the Real Property under Agreement 2.

Although dependent upon inventory levels at closing and other factors, it is presently anticipated that the value of the Business being acquired under Agreement 1 will be less than \$56.7 million for HSR purposes, while the value of the Real Property for HSR purposes under Agreement 2 will be several million, or enough to bring the aggregate value of Agreements 1 and 2 to over \$56.7 million for HSR purposes.

We discussed whether it would be necessary to aggregate Agreements 1 and 2 under 16 C.F.R. 801.15 or otherwise with a resulting requirement that an HSR filing be made. My understanding is that the conclusion reached was that it will not be necessary for Company A to aggregate the two transactions for HSR purposes since Agreement 2 is

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not to be consummated until five years into the future. Thus, even though Agreement 1 and 2 will have been signed within 180 days, no HSR filing by Company A is necessary with respect to the acquisition of either the Business or the Real Property.

If you should disagree with the conclusion expressed above, please let me know as soon as possible. I can be reached at telephone number [REDACTED]. Thank you for your assistance in this matter.

Sincerely yours,

[REDACTED]

AGNEL -
N. OVUKA COMPANY.
B. Michael
7/11/06