

802.1 (b); 801.15; 7A(c)(1)

February 25, 1992

DIRECT DIAL NUMBER [REDACTED]

Richard Smith, Esq.
Premerger Notification Office
Federal Trade Commission, Room 303
Sixth Street and Pennsylvania Ave., N.W.
Washington, D.C. 20580

VIA TELECOPIER

Dear Dick:

This will confirm our telephone conversation of February 21, 1992, in which you informed me that the staff of the Federal Trade Commission's Premerger Notification Office concurs with the position set forth in my letter to you dated February 14, 1992 with respect to the allocation of the purchase price in a transaction involving the transfer of the operating assets of a business and the concurrent transfer of several parcels of undeveloped land. Under the circumstances described in my letter, the parties are permitted to deduct the allocated value of the undeveloped realty from the total consideration pursuant to 16 C.F.R. § 801.15 before applying the size-of-transaction test.

Thank you very much for your careful attention to this matter and for your prompt response.

Sincerely yours
[REDACTED]

cc: [REDACTED]