

December 10, 1995

DEC 11 4 43 PM '95
FEDERAL TRADE
COMMISSION
PRE-MERGER NOTIFICATION
OFFICE

VIA HAND DELIVERY

Mr. Patrick Sharpe
Compliance Specialist
Federal Trade Commission
Pre-Merger Notification Office
6th and Pennsylvania Avenues, N.W.
Room 300
Washington, D.C. 20580

This material may be subject to the
confidentiality provisions of Section
(b) of the Freedom of Information Act.
Release under the Freedom of Information
Act.

Dear Patrick:

The parties are considering changing the structure of
the transaction that I discussed with you on September 24, 1995
as follows:

REIT Company A, a company subject to the requirements of the
Real Estate Investment Trust Act of 1960, as amended,
has entered into an agreement with Seller, an [redacted]
[redacted] to purchase a [redacted] and [redacted]
[redacted] for approximately \$22 million. Company A
would like to assign its purchase agreement to Company
C, a wholly-owned subsidiary of Company A, and have
Company C acquire the [redacted] and [redacted]
[redacted] from Seller.

Even though the size of the parties and size of the transaction
tests are met here, it is my understanding that this transaction
will be exempt under 15 U.S.C. §18a(c)(1) since it would be
considered an acquisition in the ordinary course of business for
a REIT to purchase an [redacted]

[redacted] The fact that a wholly-owned subsidiary of the

¹The size of the parties test will be met in this
transaction.

[redacted]

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REIT is the acquiring entity does not render this transaction reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Please let me know immediately if I have in any way misunderstood the FTC's position on this issue. As usual, I appreciate your assistance in this matter.

Sincerely,



I concur
(RS)

called [redacted] 2/10/95

(RS) concurs - He did not review the letter but concurred based on my oral presentation of the facts.