

7A(c)(1)

[REDACTED]

DEC 15 2 07 PM '95

December 11, 1995

**VIA FACSIMILE NO. (202) 326-2624**

Nancy Ovuka, Esq.  
Federal Trade Commission  
Bureau of Competition  
Pre-Merger Notification Office  
Sixth and Pennsylvania Avenue, N.W.  
Room 303  
Washington, D.C. 20580

Re: [REDACTED]

Dear Ms. Ovuka:

The purpose of this letter is to confirm our conversation wherein you indicated that the following transaction is exempt from the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. 18a) and the rules and regulations promulgated thereunder (the "Act"), including without limitation, all pre-merger notification and filing requirements of the Act. We understand that you will promptly advise us if notification and filing is required.

The proposed transaction is described as follows:

[REDACTED] Corporation [REDACTED] is contemplating the purchase of substantially all of the assets of [REDACTED] Corporation [REDACTED]. For purposes of this letter, it can be assumed that the ultimate parent entity of [REDACTED] is engaged in commerce and has annual net sales or total assets of \$100 million or more, and the [REDACTED] has total assets and annual net sales of \$10 million or more. Both [REDACTED] are engaged in the [REDACTED] business in the State of [REDACTED].

As a result of the transaction [REDACTED] will be acquiring the following assets of [REDACTED] which have the approximate values set forth below:

[REDACTED]

[REDACTED]  
Nancy Ovuka, Esq.  
December 11, 1995  
Page 2

<u>ASSETS</u>	<u>AMOUNT</u>
1. Land (owned in fee or the subject of options to purchase in favor of [REDACTED])	\$7,300,000
2. [REDACTED]	\$2,000,000
3. Work in Process [REDACTED] in various stages of construction owned by [REDACTED]	\$9,100,000
4. Furniture, Equipment, Motor Vehicles, Leasehold Improvements, Accounts Receivable and Cash	\$2,000,000

Unless we hear from you to the contrary, we will be (i) relying upon your interpretation that this transaction is exempt from the Act and that no pre-merger notification or filing will be required for the above-described transaction, and (ii) proceeding with consummation of the transaction.

Once again, thank you for your very prompt response to our questions, and your overall helpful attitude.

Very truly yours,

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]

ABA #24 permits breaking up of assets into exempt and non-exempt for purposes of size-of-transaction (even if splitting as long as non-exempt assets are not greater than \$15mm).

[REDACTED]