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Corporate History of Ground Lessor.

The Ground Lessor has a complicated corporate history including four prior changes of name. It was formed on [REDACTED] This name was later changed to [REDACTED] and on [REDACTED] Lessor was acquired by what was then [REDACTED] (now known as [REDACTED]) and the Ground Lessor's parent corporation. (the Ground Lessor) was then involved in the development of a [REDACTED] as the [REDACTED] known [REDACTED] was completed within [REDACTED] years thereafter. The leased-fee interest in the leasehold [REDACTED] was initially retained by the Ground Lessor and was later sold.

The parent company of the Ground Lessor, [REDACTED], has been engaged in real estate activities in [REDACTED] over the past 20 years. The Ground Lessor is one of a number of subsidiaries acquired or established for the development and sale of [REDACTED]. The ultimate parent company is [REDACTED], which has total assets based on current exchange rates of approximately [REDACTED]. [REDACTED] was founded in [REDACTED] as a housing corporation and has expanded its operations to cover a wide spectrum of activities including [REDACTED] related operations.

Land Acquisition.

Upon completion and sale of the [REDACTED] project, the name of the Ground Lessor (to avoid confusion because of name changes) was changed to [REDACTED]. Shortly after the [REDACTED] project was under way, another entity acquired by the Ground Lessor's parent corporation developed a [REDACTED] or [REDACTED] known as [REDACTED]. This project was successful and the parent corporation in 1981 made arrangements to acquire an adjoining 7.573-acre parcel of [REDACTED] land for a similar project using the Ground Lessor as the corporate vehicle for this acquisition. Because of changed market conditions for [REDACTED] in the early -1980's, development of a [REDACTED] was not pursued and the Ground Lessor sought to sell the land to

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_____ developer. In the interim, the Ground Lessor had acquired certain entitlements so that it was desirable that the Ground Lessor retain title to the land at least until the _____ was completed. A buyer for the property was found in the form of two experienced _____ developer partners, _____ and _____

Ground Lease Terms.

The buyer negotiated a complicated agreement under which the Ground Lessor would lease the land for 99-years to a limited partnership with a similar name _____ ("Partners") controlled by the two partners _____ and upon completion of the _____ by the new limited partnership, the lessee would have an option to purchase the leased-fee for the greater of a fixed price or fair market value, whichever was greater. This option to purchase would run for a seven-year period from completion of the _____. The Ground Lessor was forbidden from selling the leased-fee without the consent of the Lessee. The _____ was completed in _____ and has been since successfully operated by Lessee and the prior lessees under the Ground Lease.

Exercise of Option.

The present Lessee acquired its interest under the Lease in 1992. The Ground Lessor sought to sell its interest in 1994 to an unrelated thirty party. The Lessee refused to consent to this transaction and the Ground Lessor was unable to sell its interest. The Lessee has now exercised its right to purchase as provided in the Ground Lease and the Ground Lessor is preparing to convey the leased-fee to the Lessee in accordance with the Ground Lease.

Present Business Activity of Ground Lessor.

The Ground Lessor's other activities are limited. The Ground Lessor serves as the local agent for related _____ and _____ parties which own _____ and it serves as the general partner of a partnership which owns and operates a _____ i _____ The Ground Lessor has only a nominal interest in that partnership.

The Ground Lessor's parent company in _____ has developed _____ and _____

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[REDACTED] in [REDACTED] It has, directly and through its
subordinates, sold the leased-fee interests in other
[REDACTED] projects, including the [REDACTED]
[REDACTED] projects mentioned previously in this letter. The Ground
Lessor's business can be fairly characterized as the
[REDACTED]
including the sale of leased-fee interests in such real estate.
The acquisition of the leased-fee by the Lessee is being made
pursuant to the exercise of the option under the 1988 Ground
Lease and is not a new, voluntary sale by the Ground Lessor.

I understand the information in this letter may be
submitted to the Federal Trade Commission ("FTC") in connection
with notice of the pending conveyance pursuant to the exercise
of the option under the Ground Lease. I further understand that
the Lessee has determined that the pre-notification requirements
of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 do
not apply to the transaction but that notification of the
transaction will be given to the FTC to permit it to make a
further determination within a reasonable period of time should
it disagree with this conclusion. I had several telephone
conversations with Ms. Melea R. Epps, staff attorney with the
FTC's Premerger Notification Office of the Bureau of Competition
concerning the proposed acquisition of the leased-fee to the
[REDACTED] by the Lessee. I did not furnish her all the information
in this letter; however, based on selected information she
indicated that the acquisition might be exempt from the
requirement of a prenotification filing as a transaction in the
ordinary course of business. You are further exploring the
availability of this exemption.

If you need any further information, please do not
hesitate to write or call.

Very truly yours [REDACTED]

cc: [REDACTED]