

ATTORNEYS AT LAW
Letter to Richard B. Smith, Esq.
January 17, 1996
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assets pursuant to 15 U.S.C. § 18a(a)(3), even if the combined acquisition of realty and nonrealty assets constitutes all or substantially all of the assets of the Owner. Therefore, since after the transaction the Client will hold aggregate total nonrealty assets of the Owner ("acquired person") in an amount less than fifteen million dollars (\$15,000,000.00), our understanding is that this transaction qualifies for the exemption provided by 15 U.S.C. § 18a(c)(1) and 16 C.F.R. § 802.1(b). We also understand that, because of the applicability of the exemption, all of the above parties to this transaction are exempt from the reporting requirements and waiting period requirements imposed by 15 U.S.C. § 18a(c)(1) and 16 C.F.R. § 801 through § 803 (the "Regulations"), and accordingly, no filing or waiting period by any of these parties is required under either the Act or the Regulations if this transaction is consummated.

Please confirm that the foregoing correctly states that the exemption will apply to this transaction, and that no waiting period or filing is required by any of the parties to this transaction under the Act or the Regulations.

Sincerely,

[Redacted]

[Redacted signature block]

1/19/95 - Advised writer that the FINN office permits the exclusion of unimproved real property and residential real estate subdivisions from the size of transaction in an asset deal pursuant to 801.15. Since the non-realty property is \$15M or less, the transaction is non-reportable. The seller's exiting the business is not a problem under 802.1(b). (See ABA Letter #14.)

RBSmith

[Redacted]