

[REDACTED]

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[REDACTED]

April 29, 1998

Mr. Mike Verne  
FEDERAL TRADE COMMISSION  
Premerger Notification Office  
Washington, D.C. 20580

VIA EXPRESS DELIVERY

*MV*

Re: Request for Confirmation of Inapplicability of Premerger Notification Requirements

Dear Mr. Verne:

The purpose of this letter is to supplement a letter we submitted to you dated April 23, 1998 regarding a pending acquisition, by our client, of assets used in the operation of three assisted living facilities located in the State of Washington.

In our April 23 letter we requested confirmation that the transaction was exempt from premerger notification under the Hart-Scott-Rodino Antitrust Improvements Act, under Regulation Section 802.2(d), because the portion of the total purchase price that is allocated to the nonresidential components of the facilities is \$9,982,250.00 -- well below the \$15 million reporting threshold.

In response to our letter you requested that we specify, pursuant to Regulation Section 801.10 who, within our client "A," made the good faith determination regarding the fair market value of the non-residential component of assets being acquired. Pursuant to Regulation Section 810.10, the ultimate parent included within A delegated to the President of A the function of determining, in good faith, the fair market value of the nonresidential component of the assets it is acquiring. The President of A determined, in good faith, that the fair market value of the non-residential component of the assets is \$9,982,250.00.

Thank you for your assistance in this matter.

Very truly yours,

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APR 30 1998

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