

802.2(d)

802-20

VIA FACSIMILE

July 13, 2000

Mr. Michael Verne
Premerger Notification Office, Room 303
Federal Trade Commission

2000

PREP

... THE TERMS OF HIS PROPOSED TRANSACTION THAT HE
discussed are repeated below.

Company A is a large, not-for-profit health care corporation that has a variety of operations. Company B is a not-for-profit corporation that operates residential facilities for senior citizens. Company B proposes to purchase from Company A a life care residential facility located on 43 acres of land. The facility consists of 59 villas, 235 apartments located in a high-

... (INCLUDING SUCH AS HIS IN PERSONAL RECORDS),

center's trade name, and will be assuming certain liabilities.

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[REDACTED]
store, swimming pools, dining areas and other facilities) were considered 200% residential.

Company B will pay Company A approximately \$3 million in cash at closing and up to

[REDACTED]
will be allocated to the health facilities. As for the liabilities being assumed, they consist primarily of refundable deposits made by the residents of the life care center, prepaid health care for the residents and ordinary course operational liabilities. In our conversations, you indicated that it would be permissible to allocate all of the liabilities relating to the refundable deposits to

[REDACTED]
price" (including the cash portion) for the non-exempt assets is less than \$15 million.

On the basis of the facts set forth in this letter and our discussions, we believe that Company A and Company B should be able to rely on the exemptions set out in 16 C.F.R. §§802.2(d) and 802.20 and may proceed with the transaction without giving notice under the Act.

Please contact me at [REDACTED] upon receipt of this letter to confirm that you agree with my restatement of the position of the Pramerger Notification Office with respect to the proposed transaction.

Very truly yours,

[REDACTED]
[REDACTED]

CT101/12078607 |

AGREE - NO FILING IS REQUIRED.

B. Michael Verne
7/13/00