

From: [REDACTED]
 To: mverne@ftc.gov <mverne@ftc.gov>
 Date: Tue, Sep 19, 2000 5:57 PM
 Subject: HSR Issue -

801.40
 802.2(d)
 802.4

Hi Mike - I was hoping that you could confirm that no filing is necessary in the following situation.

Company A and Partnership B (both of whom are homebuilders) will form NewCo. Company A will contribute all of its voting securities (by way of a reverse triangular merger) in exchange for voting securities of NewCo. Partnership B will contribute all of its assets to NewCo in exchange for NewCo voting

cash, receivables and prepaids) Therefore, under 802.4 the transaction would be exempt.

Thanks - I have joined [REDACTED] My new phone number is [REDACTED] Hope you had a nice vacation.

PLEASE DO NOT REPLY TO THIS MESSAGE. PLEASE NOTIFY US IMMEDIATELY OF THE ERROR BY RETURN E-MAIL AND PLEASE DELETE THIS MESSAGE FROM YOUR SYSTEM. THANK YOU IN ADVANCE FOR YOUR COOPERATION.

cc: [REDACTED]

THIS IS NOT AN 801.40 ANALYSIS. WE WOULD TREAT THIS AS A "CONSOLIDATION". COMPANY A IS DEEMED TO HAVE ACQUIRED ALL OF THE ASSETS OF PARTNERSHIP B [REDACTED] IF DEEMED TO HAVE ACQUIRED ALL OF THE ASSETS OF BOTH [REDACTED] OF NEWCO

VOTING STOCK BY [REDACTED] AS RESULT FROM FILING.

B. Michael Verne
 9/20/00