

March 29, 2005

Via E-mail: mverne@ftc.gov

Michael Verne
Premerger Notification Office

Bureau of Competition, Room 301
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: **Rule 802.2(c)--Unproductive Real Property; Rule 802.2(d)--Office and Residential Property; Rule 802.4--Acquisitions of Voting Securities of**

Issuers Holding Certain Assets the Direct Acquisition of Which is Exempt

Dear Mr. Verne:

This letter will confirm our recent telephone call of March 16, 2005, which [REDACTED] participated in with you



Michael Verne
March 29, 2005
Page 2

While the parties are still negotiating the specific allocation of the purchase price among the assets of the homebuilder, the overwhelming value of the assets proposed to be acquired is in raw land held for future development, platted and previously subdivided lots and tracts, residential homes under construction or completed, the homebuilder's rights as seller under executory contracts to build and sell homes, and other work (such as streets, utilities and/or other infrastructure etc.) associated with the homebuilder's various residential development projects

and activities in various stages of progress, model homes and other tangible and intangible personal property (including, for example, plans and specifications, workforce in place and goodwill) related to the homebuilder's business as a residential developer/homebuilder. The

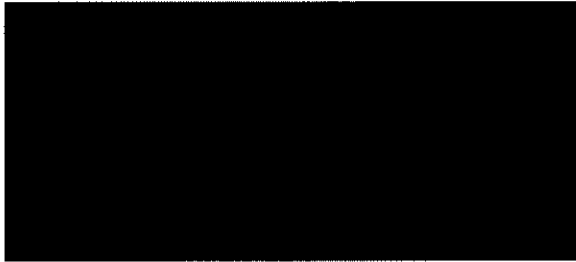
... (Facilities, fixtures and equipment) is an insignificant portion (less



Michael Verne
March 29, 2005
Page 3

Please confirm to us that our understanding is correct. Thank you for your assistance and prompt attention to this matter.

Very truly yours,



AGREE-
B. Verne ✓
3/29/05