



August 7, 1991

Premeger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, DC 20580
Attention: Mr. Patrick Sharpe

This material may be subject to
the confidentiality provision of
Section 101 of the Clayton Act
which prohibits release under the
Freedom of Information Act

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NOTED

Dear Mr. Sharpe:

The purpose of this letter is to memorialize our conversations of August 2 and August 6, 1991.

transaction involving the sale of an office/hotel mixed use complex where the hotel component of such a mixed complex is valued below the \$15,000,000 threshold governing asset sale transactions. As I described to you in our conversation, the hotel component of the subject mixed use complex is valued well below said \$15,000,000 threshold amount. Specifics of our transaction are as follows:

The complex consists of an office building, hotel building and parking garage. Our client, [redacted] will purchase the entire complex from [redacted] for a total purchase price of \$23,500,000. Immediately thereafter (or simultaneously therewith), we will sell the office building to an affiliate of [redacted].

[REDACTED]

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however, both [REDACTED] and [REDACTED] will each have rights in the use of same, [REDACTED] rights arising through an easement agreement to be executed and recorded at the closing of the transaction. [REDACTED] will have a right to use approximately .28% of the parking spaces located in the parking garage.) Thus, the total consideration given for the hotel portion of the complex

As I stated to you in our conversations, I believed the foregoing

statutes, rules, and regulations governing U.S.P. no filing would

purchaser would provide firm evidence of the valuation of the remaining (hotel) portion of the complex.

In the event you have any questions or comments in relation to any of the foregoing, please call me at [REDACTED]. Thanks again for taking the time to talk with me on this matter.

Very truly yours,

[REDACTED]

I concur

(PS)

called [REDACTED]