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FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

SEP 22 10 44 AM '95

September 21, 1995

VIA HAND DELIVERY

Mr. Patrick Sharpe
Compliance Specialist
Federal Trade Commission
Pre-Merger Notification Office
6th and Pennsylvania Avenues, N.W.

Dear Patrick:

This is to confirm our telephone conversation earlier today in which you agreed that the following transaction would

\$22 million. The purchaser may desire to conduct the transaction as a tax deferred exchange under §1031 of

Space

¹The size of the parties test will be met in this transaction.

