

December 8, 1995

**VIA FACSIMILE**

Ms. Micheline Hershey, Esq.  
 Premerger Notification Office  
 Room 303  
 Federal Trade Commission  
 Washington, DC 20580

Dear Ms. Hershey:

Our client (the "Client") proposes to purchase an office building (the "Building") located in [REDACTED] from its present owner (the "Owner"). Substantially all of the Building consists of office space.

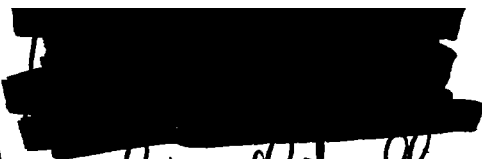
Our understanding is that this transaction qualifies for the

[REDACTED]

of the "Regulations". No filing or waiting period by any of these parties is required under either the Act or the Regulations if this transaction is consummated.

Please confirm that the foregoing correctly states that the exemption will apply to this transaction and that no waiting period

[REDACTED]



... as well as the conditions that office building does.

...  
"No specific method must be used but of course  
"good faith" (REIT is purchaser,  
...)