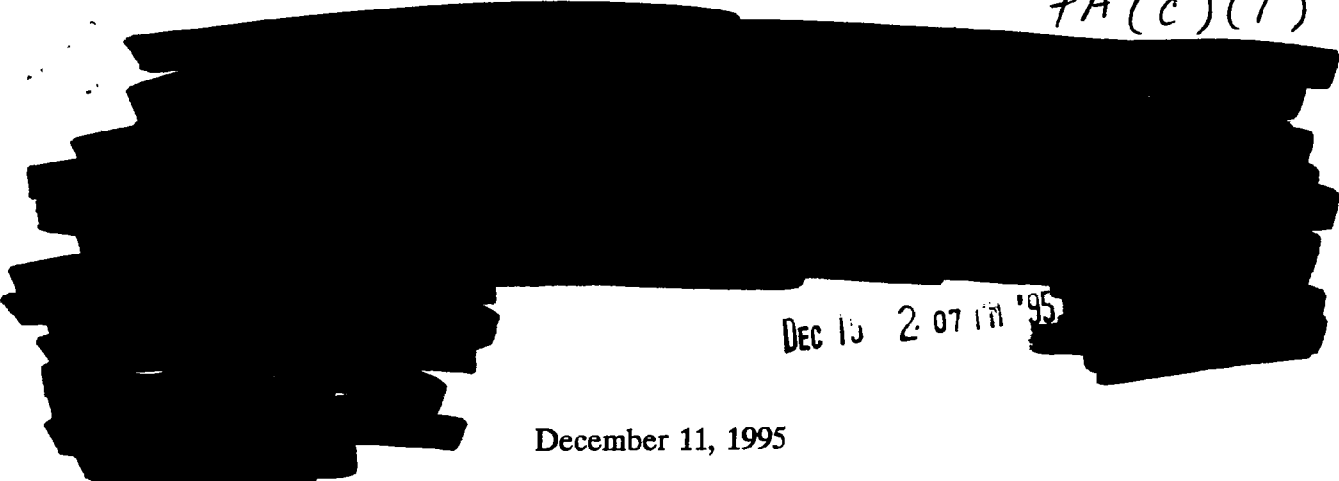


7A(c)(1)



DEC 15 2 07 PM '95

December 11, 1995

VIA FACSIMILE NO. (202) 326-2624

Nancy Ovuka, Esq.
Federal Trade Commission
Bureau of Competition
Pre-Merger Notification Office
Sixth and Pennsylvania Avenue, N.W.
Room 303

Washington, D.C. 20560

Re: [REDACTED]

Dear Ms. Ovuka:

The purpose of this letter is to confirm our conversation wherein you indicated

The proposed transaction is described as follows:

[REDACTED] operation [REDACTED] is contemplating the

[REDACTED] and the [REDACTED] as total assets and annual net sales of \$10 million or more. Both [REDACTED] are engaged in the [REDACTED] business in the State of [REDACTED]

As a result of the transaction, [REDACTED] will be acquiring the following assets of [REDACTED] which have the approximate values set forth below:



[REDACTED]
Nancy Ovuka, Esq.
December 11, 1995
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<u>ASSETS</u>	<u>AMOUNT</u>
1. Land (owned in fee or the subject of options to purchase in favor of [REDACTED])	\$7,300,000
2. [REDACTED]	\$2,000,000
3. Work in Process [REDACTED] in various stages of construction owned by [REDACTED]	\$9,100,000
4. Furniture, Equipment, Motor Vehicles, Leasehold Improvements, Accounts Receivable and Cash	\$2,000,000

interpretation that this transaction is exempt from the Act and that no pre-merger notification or filing will be required for the above-described transaction, and (ii) proceeding with consummation of the transaction.

Once again, thank you for your very prompt response to our questions, and your overall helpful attitude.

Very truly yours,

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

ABA #24 permits breaking up of assets into exempt and non-exempt for purposes of size-of-transaction (even if splitting as long as non-exempt assets are not greater than \$15mm).

[REDACTED]