

7A(c)(1); 802.1(b); 801.15

[REDACTED]

January 17, 1996

Via Facsimile No. (202) 326-2624

Richard R. Smith, Esq.
[REDACTED] OFFICE

Room 303
Federal Trade Commission
6th & Pennsylvania Avenue
Washington, D.C. 20580

RE: Hart-Scott-Rodino Act; Premerger Notification Filing
Exemption Confirmation Request

Dear Mr. Smith:

[REDACTED]

[REDACTED] from its present owner (the "Owner")

[REDACTED] (including land and single family residences in various stages of development), and other assets incidental to the ownership of such real property and residential improvements. In addition, certain other assets that could be considered to be "nonrealty" assets may be involved in the sale, including but not limited to, office equipment, employment and lease contracts

one hundred thousand dollars (\$15,100,000.00).

It is our understanding that it is permissible to segregate the realty assets from the nonrealty assets, and to exclude the realty assets for the purposes of determining aggregate total

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assets pursuant to 15 U.S.C. § 18a(a)(3), even if the combined acquisition of realty and nonrealty assets constitutes all or

than fifteen million dollars (\$15,000,000.00), our understanding is that this transaction qualifies for the exemption provided by 15 U.S.C. § 18a(c)(1) and 16 C.F.R. § 802.1(b). We also understand that, because of the applicability of the exemption, all of the above parties to this transaction are exempt from the reporting requirements and waiting period requirements imposed by 15 U.S.C.

and accordingly, no filing or waiting period by any of these parties is required under either the Act or the Regulations of this

Please confirm that the foregoing correctly states that the exemption will apply to this transaction, and that no waiting period or filing is required by any of the parties to this transaction under the Act or the Regulations.

Sincerely,

1/19/95 - Advised writer that the PHN office permits the exclusion of unimproved real property and residential real estate subdivisions from the size of transaction in an asset deal pursuant to 801.15. Since the non-realty property is \$15M or less, the transaction is non-reportable. The seller's reporting the business is not a problem under 802.1(b). (See ABA Letter #14.)