

802.2(g)

APR 22 11 00 AM '96
April 22, 1996

VIA FEDERAL EXPRESS

Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Washington, D.C. 20580

Re: [REDACTED] / Acquisition of [REDACTED]

Dear Ms. Ovuka:

As I discussed with you this morning, we represent [REDACTED] a Delaware corporation, in connection with a proposed acquisition of a corporation known as [REDACTED]. This letter is provided to you to confirm the substance of our telephone conversation of this morning that the acquisition by [REDACTED] of certain fruit packing facilities owned by [REDACTED] will qualify for the exemption from the Hart-Scott-Rodino Premerger Notification Filing Requirements provided by Section 802.2(c) of the new regulations governing premerger

[REDACTED]
of land at [REDACTED] and plans to cultivate an additional 8,000 acres of agricultural land.

[REDACTED] is engaged in negotiations to acquire all of the outstanding common and

which it produces approximately 7.0 million units of [REDACTED] annually. The products farmed by the company include both row crops and permanent crops. The permanent crops consist primarily of [REDACTED]

[REDACTED]

Ms. Nancy Ovuka

April 22, 1996

Page 2

[REDACTED] The row crops consist primarily of [REDACTED]

[REDACTED] Key features of the facility include:

An automated stonefruit (peaches, plums, etc.) packing line

A manual stonefruit packing line

Product precooling rooms

Product cold storage facilities

Six fumigation machines

Two fixed and two portable grape collet processing and bottling machines

[REDACTED]

[REDACTED] cleaning and packing of fruit. Stonefruit and [REDACTED]

sorted fruit is placed in boxes, unitized onto shipping pallets and placed in refrigeration facilities until shipment.

[REDACTED] are placed in boxes in the fields, so that when it is brought to the packing facilities, it is fumigated, placed on pallets and cooled, pending shipping.

[REDACTED] Over 95% of the packing activities that take place at [REDACTED] are performed for produce harvested from [REDACTED] property.

[REDACTED] The acquisition will occur after April 29, 1996, the effective date for the recently passed promoter notification, reporting and waiting period regulations under 10 C.F.R. Parts 801 and 802.

Applicable Law.

[REDACTED] Section 802.2(c) of the new regulations exempts acquisitions of agricultural

agricultural business activities conducted on the property. The exemption states that associated agricultural assets are assets integral to the agricultural business activities conducted on the property. It also states that associated agricultural assets generally do not include processing facilities such as processing and packing facilities.

[REDACTED]

Ms. Nancy Ovuka

April 22, 1996

Page 3

However, based on the foregoing facts, you have indicated that the [REDACTED] packing facility would be deemed to be an asset that is integral to [REDACTED] agricultural business activities conducted on its property and therefore would qualify for the exemption provided under Section 802.2(g) of the new regulations. As you noted, any assets that are not covered by this exemption would be separately subject to the notification requirements.

Very truly yours,

[REDACTED]

[REDACTED]

