§802.4

[redacted]

September 30, 1996

Mr. John Sipple
Room 303
Federal Trade Commission
Pennsylvania Street
Washington, D.C. 20580

RE: Applicable Exemption from Premerger Notification Program: Merger of [redacted]

Dear Mr. Sipple:

This letter is in regard to an earlier telephone conversation we had where you indicated [illegible] Program under the April amendments to Section 802.2 of the Hart-Scott-Rodino Act.

The merger I am referring to involves [redacted] devoted exclusively to timeshare operations and directly or through wholly-owned affiliates, owns eight timeshare resorts including resorts in:

[redacted]

2. [redacted]

3. [redacted]

6. [redacted]

7. [redacted]

The company's principal operations currently consist of (1) acquiring, developing and operating timeshare resorts; (2) marketing and selling timeshare interests in its resorts which

[redacted]

[illegible] for the purchase of vacation intervals at its resorts.

[redacted] on the NASDAQ Stock Exchange, had the following revenues for the year [illegible] 31, 1995:

[illegible]

2.	Interest Income	$ 6,928,862
3.	Other Income	$ 6,607,999
TOTAL REVENUES		$72,607,778

It should be noted that none of this revenue came from gambling or the operation of casinos at any timeshare.

[redacted] is merging with [redacted], a Delaware corporation, which is a successor to [redacted] [illegible] resort properties for timeshare sales, finances ownership interest in such properties, and manages the operations of the resort properties and their related homeowners associations. Its projects include the following:

[redacted]

2. [redacted]

[redacted]

[redacted]

3. [redacted]

[illegible]

2. [redacted]

3. [redacted]

4. [redacted]

5. [redacted]

6. [redacted]

For the six months ended June 30, 199[redacted] [illegible] following:

1. Sales of Timeshare Interests $17,637,000

2. Timeshare [illegible] $ [illegible]

[illegible]

4. Gain on the Sale of Land $ 242,000

5. Other Income $ 553,000

It should be noted that none of [redacted] [illegible] casinos.

If given the preceding information we do qualify for an exemption from the premerger notification requirement, please advise us of this fact. We are under the impression that obtaining a confirmation letter from you is the correct procedure for insuring that we are exempt from the Premerger Notification Program. If more needs to be done procedurally to insure that

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we are exempt or if you need any more information on the companies, please notify me at your convenience.

Thank you very much for your time and consideration.

Sincerely,

[redacted]

Advised the requestor that the merger is [illegible] under §802.4 of the rules. The assets

[illegible] [illegible]

[illegible] exempt under §802.2.