

801.5

April 22, 1999

60488-0001

**VIA FACSIMILE (202-326-2624) AND
FEDERAL EXPRESS**

APR 22 1999
F 2 49
SECTION

Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Section 802.2(c) Exemption

Dear Mr. Verde:

This letter will confirm Monday, April 26, 1999.

Section 802.2(c) exempts from reporting requirements the acquisition of a hotel, but excludes from such exemption the acquisition of a hotel that includes a gambling facility.

As explained, the Acquiring Person will acquire real property consisting of both a hotel and a gambling casino from the Acquired Person, along with the personal property used in the ownership, operation and maintenance of the business conducted on or with respect to the hotel. The Acquiring Person will not acquire any gambling licenses or permits relating to the casino.

and the Acquiring Person will assign to the Acquired Person

[REDACTED]
[REDACTED]
Mr. Michael Verne
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receive in connection with the [REDACTED] [REDACTED] Operating

Based on the foregoing facts, you confirmed that the acquisition would qualify for an exemption under Section 802.2(c).

Please call me immediately if you have any questions or concerns, or if this letter does not accurately reflect your conversation with [REDACTED]. In addition, please return the enclosed copy of this letter with your stamp "Received" thereon in the enclosed self-addressed, prepaid envelope.

Best regards,
[REDACTED]

Very truly yours,
[REDACTED]
[REDACTED]
[REDACTED]

cc: [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

AGREE - THE ACQUISITION OF THE REALTY ASSOCIATED WITH THE HOTEL SEASIDE, WHERE NONE OF THE LICENSES OR GAMING EQUIPMENT IS BEING ACQUIRED, CAN BE EXEMPTED UNDER 802.2(c). THE ACQUISITION OF THE CASINO REAL PROPERTY IS ALSO EXEMPT UNDER 802.5.

Michael Verne
4/26/99

[REDACTED] DICK SMITH CONCURS.