

802.2(c)

Verne, B. Michael

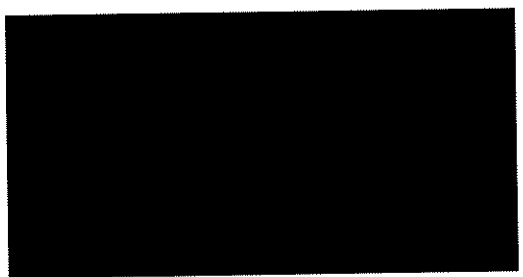
From: [Redacted]
Sent: Monday, January 09, 2006 3:35 PM
To: Verne, B. Michael
Subject: HSR - question re "unproductive real property" exemption

Mike:

Thanks for your voice mail of earlier today confirming that the existence of a mapped/plotted river is sufficient to separate two otherwise arguably "contiguous" parcels for purposes of 16 § CFR 802.2(c)(1).

I had asked you (in a voice mail on Friday) whether the existence of a river between two parcels would cause them to be non-"contiguous" for these purposes, because we're analyzing a transaction in which we think that the parcel on one side of river may exceed the 16 § CFR 802.2(c)(1) \$5 million revenues figure, while the parcel on the other side of the river (both of which parcels are subject of the transaction) will probably not exceed the \$5 million revenues figure. We wanted to be sure that we could treat those two parcels as distinct for purposes of the "unproductive real property" exemption.

As I mentioned in my voice mail, I'm sending you this email merely to confirm the analysis in writing and would appreciate your letting me know whether this email correctly memorializes the analysis. Thanks in advance ~



AGREE -
B. Michael
1/9/06