

REIT

May 19, 2011

Via Email to mverne@ftc.gov
and First Class Mail

Mr. Michael B. Verne
Premerger Notification Office
Federal Trade Commission
600 Pennsylvania Avenue, NW
Room 303
Washington, DC 20580

RE: Reportability of Acquisition of Timberland Assets by a REIT

Dear Michael:

Thank you for your time in speaking with me this afternoon. This letter confirms our telephone conversation today in which you advised that the facts described below do not give rise to a filing obligation under the Hart-Scott-Rodino Act (the "HSR Act"):

Company A is conducting business as a real estate investment trust ("REIT"), as defined by the applicable provisions of the Internal Revenue Code ("IRC"). In the proposed acquisition, Company A, or one of its qualified REIT subsidiaries* (a "REIT Sub") to be determined, intends to acquire certain timberlands from Company B (which may or may not be a REIT).

We assume that the parties to the proposed transaction satisfy the size of the parties test and that the transaction exceeds the size of the transaction test. We are also assuming for purposes of this letter that the proposed transaction does not qualify for exemption under section 802.2(c).

Section 802.5 provides that acquisitions of investment rental property assets are exempt from the requirements of the HSR Act. Accordingly, as a REIT (or a REIT Sub) operating in conformity with the applicable provisions of the IRC, Company A's acquisition of real property

* A qualified REIT subsidiary, as used herein, means a subsidiary of Company A that is controlled by Company A, where "controlled" is as defined in 16 C.F.R. §801.1(b) generally as, (i) with respect to a corporation or other entity that issues voting securities, holding 50 percent or more of the outstanding voting securities of the issuer, or having a contractual right to designate 50 percent or more of the board of directors, or (ii) with respect to an entity that does not issue voting securities (e.g. partnership, limited liability company, or other noncorporate entity), having the right to 50 percent or more of its profits or assets upon dissolution.

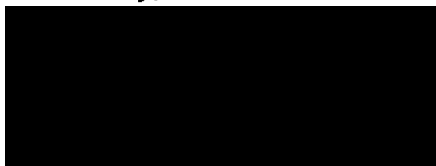
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assets from Company B will be exempt from the premerger filing requirements of the HSR Act. This conclusion is consistent with the Premerger Notification Office's longstanding position that real property acquisitions by a REIT (including, without limitation, timberland acquisitions) are exempt from premerger filing requirements of the HSR Act.

As I noted in our telephone conversation, Company A finds this to be an important determination, in that it (or a REIT Sub) may make additional acquisitions of real property (including, without limitation, timberland) in the future based on the same factual circumstances discussed herein, and will necessarily rely on the Premerger Notification Office's advise that such acquisitions are exempt from the filing requirements of the HSR Act.

Thank you again for your time. Please let me know at your earliest convenience if this letter does no correctly summarize the position of the Premerger Notification Office on this issue.

Sincerely,



AGREE -
NOT REPORTABLE
B
5/24/11