

SENT BY:

3-14-95 : 3:16PM :

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March 14, 1995

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

Via Fax

ATTENTION: Hy Rubenstein, Esq.

AID

Gentlemen:

Pursuant to our telephone conversation of today with Hy Rubenstein, Esq., we wish to confirm our understanding that the staff has considered our letter of March 8, 1995, a copy of which is attached hereto, and has made a determination based upon the facts set forth therein that the Purchase Price would be the sum of \$12 million and that if the fair market value of the properties being conveyed is \$12 million or less, that no filing in connection with such a transaction is required under the Hart-Scott-Rodino Antitrust Improvement Act ("HSR").

If our understanding is incorrect, please advise immediately as we propose to conclude the aforementioned transaction in the next few days.

Your usual cooperation and promptness has been greatly appreciated.

Respectfully

Standard told writer:  
if FMV at time of closing is  $\geq$  \$5mm  
then transaction is not reportable.

RS, JS agree

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