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[Redacted]

Attorneys At Law

802.2(d)

June 25, 1998

VIA FACSIMILE (202) 326-2624

Ms. Nancy Ovuka, Esq.
FEDERAL TRADE COMMISSION
Bureau of Competition
Premerger Notification Office
Room 303
Washington, D.C. 20580

Re: Exception to Premerger Notification Requirements Under the Hart-Scott-Rodino
Antitrust Improvements Act of 1976 for Certain Acquisitions of Real Property
Assets

Dear Ms. Ovuka:

Thank you for taking the time to speak with [Redacted] the chief executive officer of [Redacted] our paralegal [Redacted] and me. The purpose of our telephone call to you was to discuss whether the acquisition of independent living facilities would fall within the exceptions of §802.2 of the premerger notification rules.

Specifically, we advised that [Redacted] is the wholly owned subsidiary of [Redacted] a publicly traded company. [Redacted] is in the process of contracting to purchase four (4) independent living facilities now owned by [Redacted] in the States of California, Florida and Michigan. These facilities are apartments that provide independent residential living for senior citizens (i.e. persons aged 55 or older). None of the facilities are licensed for nursing or other specialized care. The facilities do, however, provide food service on the premises. Also, as we discussed, the purchase price for these facilities exceed the minimum threshold for HSR reporting, as does the asset value of the acquiring entity.

Based on the above information, you concluded that the transaction would be exempt from HSR reporting because the Facilities are apartments and therefore used primarily for residential purposes as contemplated under §802.2(d) of the premerger notification rules. In such event, no action or premerger notification is required for the transaction.

Nancy Oyuka
Federal Trade Commission
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Should you have any questions or need further information, please do not hesitate to contact me. Again, thank you for your time in addressing our question.

Very truly yours,

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