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September 12, 2000

Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Ms. Ovuka:

treatment of a specific synthetic lease financing arrangement.

As discussed, we represent a client (to be referred to herein as "Company A") which is entering into a synthetic lease financing arrangement with respect to certain real estate. Under the

is a commercial bank ("Bank A") as agent for a group of lending banks including Bank A, and the beneficiaries of which are the lending institutions including Bank A. The trustee of the Trust is a separate financial institution. The Trust (or trustee as appropriate in certain contexts) then acquires the real property and leases it to Company A. The acquisition of the property by the Trust

authorizes Company A to build retail facilities on those sites, with the construction lending again

"Lease") will be approximately five years. During the term of the lease, the title to the real property

to the amount of interest owed by the Trust on the loans from the lending institutions. At the end of the lease period, Company A has the option to purchase the properties (a "Purchase"). If a decision

principal owed on the loans provided by the Trust from the lending institutions will remain

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their financing arrangements with the Trust, Company A could renew the Lease. If Company A
not be sure about the property, nor renew the Lease, the Trust could call the loan.

If you or your colleagues should disagree with the conclusions expressed herein, I would appreciate it if you would please let me know as soon as possible by contacting me at [REDACTED]

Thank you for your assistance in connections with this matter.

Sincerely yours,
[REDACTED]
[REDACTED]