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lease

July 13, 1989

BY HAND

Patrick J. Sharpe, Esq.
Pre-Merger Reporting Office
Federal Trade Commission
Sixth and Penn. Ave., N.W., Rm. 303
Washington, D.C. 20580

Dear Mr. Sharpe:

This is to confirm our conversation yesterday relating to two Hart-Scott-Rodino issues.

First, where a Hart-Scott-Rodino report has been filed not be filed on a subsequent asset transaction between the same parties which is valued at less than \$15 million.

Second, the FTC views the assignment of a lease as the acquisition of an asset. The valuation of that asset is zero unless a premium is paid for the assignment of that an amount exceeding the rental obligation.

Please telephone me immediately at 202/637-9144, if you disagree with any of the above statements.

Thank you very much.

Sincerely,

*I concur
called*

[Redacted signature block]

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