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[REDACTED]

October 19, 1990

Mr. Dick B. Smith  
Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

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FEDERAL TRADE COMMISSION

Confirmation Letter

Dear Mr. Smith:

This letter is written to confirm our telephone conversation of October 18, 1990 regarding whether a proposed transaction is exempt from the filing requirements of the Horizontal Merger Guidelines. Following our discussion of the proposed transaction, you informed me that the transaction described below would be exempt from the filing requirements

competitors.

The proposed transaction involves the following facts:

Company A (Buyer) and Company B (Seller) each have assets in excess of One Hundred Million Dollars

proposes to sell an industrial building/warehouse to Company A for Thirty Five Million Dollars (\$35,000,000.00).

The proposed transaction involves a leaseback from Company A to Company B, as well as an option to purchase throughout the term of the lease. The transaction is a

to extend at a fair market rental rate. The option to purchase is based on fair market value.

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remodeled and Company B has recently commenced using portions

order to generate cash.

Company A is not a competitor of Company B. Company A's ordinary business involves owning and operating commercial buildings and Company A has previously engaged in sale/lease-back transactions. Therefore, Company A is involved in this transaction as part of its ordinary course of business.

In addition to concluding that a transaction based

filing requirements.

Upon your review of this letter, please call the

above is exempt from the filing requirements of the Hart-Scott-Rodino Act.

Very truly yours,

10/30/90 Delivered  
OK this transaction is exempt

sale/lease back in the ordinary  
course of business of Company A  
and A and B are not  
competitors.  
RRL