

March 22, 1991

HIA 891 8001410

RE: Informal Interpretation Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the Regulations Thereunder

Dick Smith, Esq.
Federal Trade Commission
Bureau of Competition
Premerger Notification Office
Room 303
6th Street and Pennsylvania Avenue, N.W.
Washington, D. C. 20580


RECEIVED
MARCH 22 1991

Re: Request for Informal Interpretation Under
the Hart-Scott-Rodino Antitrust Improvements
Act of 1976 and the Regulations Thereunder

Dear Mr. Smith:

Pursuant to § 803.30 of the regulations under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), we make the following request for informal interpretation. Set forth in this letter are all facts that the undersigned believes to be material to the request, the reasons why the requirements of the Act are or may be



Entity A under a  the "Sublease"), which has an initial term of twenty years, with two ten-year extensions. Entity A has filed a joint petition for reorganization under Chapter 11 of the United States Bankruptcy Code and the Sublease is subject to confirmation by the United States Bankruptcy Court. The Sublease may be

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terminated, by operation of law if [redacted] is not enacted.¹

In the event the Sublease would otherwise be a reportable transaction, we request an

[redacted]

[redacted]

"Ultimate Parent"), controls [redacted]. The Ultimate parent has total assets of less than \$100,000,000, as shown on the attached financial statements for the Ultimate Parent and [redacted] for the period ending December 31, 1990, which are the most recent regularly prepared financial statements for the Ultimate Parent and [redacted]. Our client, which is the entity that will sublease the

[redacted]

[redacted]

¹ We believe that there are several grounds for maintaining that the Sublease is not a reportable transaction, or is not reportable until authorizing legislation has been enacted and certain other contingencies removed. We reserve discussion of those other grounds because

[redacted]

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to be paid by the corporation for
the year 1991. The amount of the
payment is \$10,000.00.

[REDACTED]

Only the take out less taxes and fees is available to the corporation.

We would appreciate your confirmation that our interpretation is correct and that no filing is required, assuming the correctness of the facts set forth herein.

A hearing on the confirmation of Entity A's Modified Plan of Reorganization is

If this is not the case, we would respectfully request that such materials be returned to us at your convenience.

If you need to review the Sublease or other documents, or if you need additional information, please call me.

We very much appreciate your attention to this matter and look forward to your response.

[REDACTED]