

802.20 and 801.40

[REDACTED]

[REDACTED]

[REDACTED]

April 22, 1991

VIA TELECOPY

Mr. Dick Smith  
Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Sixth Street and Pennsylvania Avenue  
Washington, D.C. 20580

Re: Applicability of Hart-Scott-Rodino Act to  
Proposed Transaction

Dear Mr. Smith:

Following up on our telephone conversations last week, we would like to outline for you a proposed real estate

Antitrust Improvements Act of 1976, as amended (the "Act"). The Transaction is comprised of the following events, which will be consummated at one sitting and will constitute one

1. Entity A, a general partnership which owns a 100% interest in Shopping Mall A and which in turn is owned 50% by Corporation X-1 and 50% by Corporation X-2, both of which are wholly-owned subsidiaries of Corporation X, will transfer a 70% undivided interest in Shopping Mall A to Entity B, a general partnership which owns a 100% interest in Shopping Mall B and which in turn is owned 83-1/3% by Corporation Y and 16-2/3% by Corporation Y-1, an affiliated corporation to Corporation Y. There is no overlapping

corporation and Corporation Y-1 on the other hand.

[REDACTED]

[REDACTED]

