## CERTIFIED MAIL RETURN RECEIPT REQUESTED

Mr. Patrick Sharp Premercer Specialist THE CASON

Federal Trade Commission Washington, DC 20580

Dear Mr. Sharp:

Thank you for discussing with me last week my questions regarding the intermetation of the Bart-Coatt-Badine Intitract

discussed, our firm has a client that is engaged in the business

these facilities was transferred to an owner trustee for the

benefit of such financial institution in a <u>sale/leaseback</u> financing transaction. Our client, through its subsidiary, has been the operator of these facilities.

In connection with this purchase, the above-described lease financing would be terminated and replaced by senior and

Based on our telephone conversation, I understand that the Premerger Notification Office of the Federal Trade Commission (the "Office") has taken the position that transactions such as the much er described in the immediately mucachine no not subject to the requirements of the Act. I also understand from our conversation that this position is based in part upon the Office's view that for purposes of the Act, such a transaction does not result in a change in the beneficial

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office has

made one

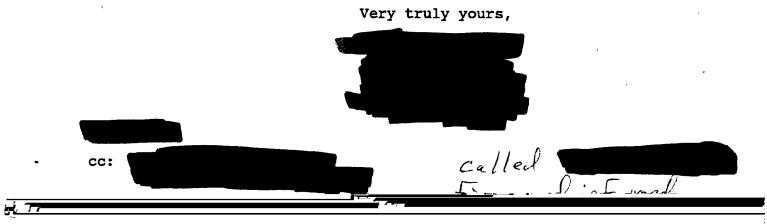
exception

us the the 1050ee retain Mr. Patrick Sharp December 3, 1991 Page 2

Dates ale Chann

not plan to file a notification under the Act in connection with the above-described purchase, and neither the owner trustee referred to above nor the parent of the financial institution referred to above plans to file such a notification.

I would appreciate it very much if you would sign the enclosed copy of this letter acknowledging its receipt and return the acknowledged copy in the enclosed stamped self-addressed with envelope. Thank you again for your assistance.



my daswer was over-simpli-

Sipples letter of 11-21-90, the parties decided to file and did so on 12-12-92. The attached letter dated 12-3-91 involves two parties that had a sale/leaseback financial transaction. The lessee/operator

Based on a note that I have in the margin of my rules, I gave the advice that this acquisition is not reportable. It is technically the same operator in the market and only title passes. Beneficial ownership remains with the lessee/operator. Consequently, this is a nonreportable event. Wrong!

## ganario was to file for the have been of the agents However the

November 21, 1990 (see attached), to John Sipple, John concluded that a similar transaction was not reportable because the indicia of beneficial ownership remained with the lessee. This advice was limited to this fact situation. The letter showed in detail that beneficial ownership remained with the lessee. Because of the letter to John and his notes, I determined my advice for the letter dated 12-3-91 was not good enough. I should have asked

After a conference call with several attorneys involved in

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