

October 17, 1994

VIA TELECOPIER 1-202-326-2624

Malas Bass - Par

Bureau of Competition Federal Trade Commission Washington, D.C. 20580

Dear Ms. Epps:

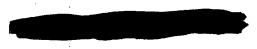
During our telephone conversations of October 13, 1994 we described to you (i) a proposed acquisition by our client of tangible assets and (ii) proposed accultaneous subleages to accultaneous subleages to account the second subleages to account the secon

included in calculating the acquisition price of the assets to be acquired for purposes of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act"). The purpose of this latter is to recommission of the Premerger Notification Office of the Federal Trade Commission ("Staff") on the issue.

We advised you that, as part of the asset acquisition transaction, the acquiring party will enter into certain

required to be made by the selling party (sublessor) to the original lessor. No lump sum payment will be made by the acquiring party in connection with the subleases, nor have the

we understand from our conversations that it is the Staff's interpretation of the HSR Act and the rules thereunder that no portion of the sublease payments (including the premium over the stipulated lease rent) must be included in the acquisition price



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