

## BY FACSIMILE TRANSMISSION

Richard B. Smith, Esq. Premerger Notification Office Bureau of Competition Federal Trade Commission Sixth and Pennsylvania Avenue, N.W. Room 322 Washington, D.C. 20530

Re: Request for Informal Interpretation

Relating to Merger of RRITE

Dear Dick.

11/:-

He are seeking vour concurrence in our conclusion

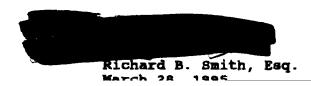
Rodino Antitrust Improvements Act of 1976 (the "HSR Agt") under 15 U.S.C. & 18a(c)(1) as an acquisition of

## The Transaction and the Parties

The transaction in question essentially the merger of two existing real estate investment trusts ("REITS").

REIT A is a publicly traded entity that presently is qualified as a REIT under the applicable Internal

promulgated thereunder. REIT A is a self directed, self managed REIT. It is the sole ultimate parent entity ("UPE") of an Operating Limited Partnership through which it engages in the development, management, operation, and leasing of manufacturers' outlet shopping centers. Units of the Operating Limited Partnership are exchangeable on a one to one basis for shares of capital stock of REIT A.



## PEIT B is a publicly traded entity that presently

promutgated thereunder. REIT B also 18 a self directed, self managed REIT. It is the sole UPE of an Operating Limited Partnership through which it engages in the development, management, operation, and leasing of manufacturers' outlet shopping centers. Units of the Operating Limited Partnership are exchangeable on a one

REIT A will be merged into REIT B with REIT B continuing to exist as the surviving entity. Shareholders of REIT had become the surviving entity.

into a new Operating Limited Partnership. RBIT B will be the UPE of the new Operating Limited Partnership after the transaction is completed.

A+ "

## Analysis

We have analyzed prior interpretations of the Premerger Notification Office ("PNO") and, based on those interpretations have concluded that the transaction described above should be exempt from the notification and waiting period requirements of the HSR Act under 15 U.S.C. § 18a(c)(1). In response to a letter dated December 20, 1990 the PNO concluded that

REIT also was covered by the ordinary course exemption. In response to a letter dated April 8, 1993 the PNO concluded that these prior interpretations applied not only to raw land but also to income producing properties.

Baged on the prior interpretations of the DNO \_it

Limited Partnerships, should be exempt from the prior notification and waiting period requirements of the HSR Act pursuant to the ordinary course exemption. The



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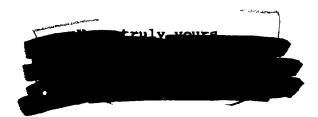
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the transaction described in the Webrustu 17 1993

REIT B by current holders of REIT A potentially is reportable but we do not believe that any single shareholder of REIT A will receive voting securities of REIT B valued at more than \$15 million.

I would appreciate it if you could let me know at your earliest convenience whether or not you concur in this analysis. Our client is proceeding with the transaction described above and would like to confirm that there is no need file under the HSR Act. Thank you for taking the time to consider this issue.

Best regards.



Als

3/28/95- Collect writer and advised that some REIT and ate was negrowing person (and surviver) for both mayor REIT and ate outself partnership the 7.4(c)(i) characters went of the small secret of the small received to be made.

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