

January 9, 1998

VIA HAND DELIVERY

Mr. Richard B. Smith Premerger Notification Office Federal Trads Commission Room H-323 6th & Pennsylvania Avenue, N.W. Washington, D.C. 20580

Re: Sale of Real Property - Reportability under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18a ("HSR Act")

Dear Dick:

Mile letter is to seeline one telester ---------

Seller is a retail department store company which is contemplating selling its fee simple title to certain real property which is improved with a retail department store containing approximately 203,000 square feet. Purchaser is another retail department store company who after the sale will operate a retail department store on the property under Purchaser's trade name. The building and Seller's trade fixtures and other personal property are included in the sale. Seller is

qualified for open positions.

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Based on your advice as to the PNO's interpretation of 16 C.F.R. § 802.2, I will advise my client that it does not need to file an HSR Notification and Report Form. Please advise me promptly if this letter misstates the PNO's position or your advice.

Thank you for your assistance in this matter.

Very truly vours,

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This was granted with ME agreed.