

CALL EDDENGTH DAY OFFICE

Ms. Nancy Ovaka

ASSOCIATION OF STATE

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Premerger Notification Office 6th and Pennsylvania Avenues N.W. Washington, DC 20580

Re: Nonreportability of Transaction

Dear Nancy:

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Ms. Nancy Ovuka February 23, 1999 Page 2

"possessory interest" in the buildings and improvements. In the

or the concessioner's successor, as the case may be the far apples of the healthouse and immediately in the contribution of th

Company A also owns a camparound consisting of heated cabins

Company B proposes acquiring all of Company A's interest in the hotel, golf course, and campground, including the ancillary operations, for total consideration of approximately \$50 million. There is no premium being paid to Company A for the value of the concession contract.2

And the state of t the restaurants) and the cabins on the campground would be exempt under 16 C.F.R § 802.2(c). Moreover, the acquisition of the golf course, including the pro shop and restaurant,

recreational vehicle facilities, would not be exempt. There is no premium being paid toward For corresponding and the second seco

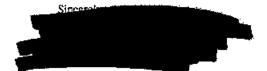
assets is less than \$10 million, the transaction does not meet the size-of-transaction test and need not be reported under the HSR Act.

¹ A possessory interest can be pledged as security, may be transferred as part of a transfer of a concessions contract, is not extinguished by contract expiration or termination, and may not be taken for public use without just compensation. 2 in addition, Company B will be acquiring from Company A a public utility company that services Company A's

facilities and adjacent residential properties, a supermarket, and three gasoline stations that combined are valued at

Ms. Nancy Ovuka February 23, 1999 Page 3

Please let me know immediately if I have in anyway misunderstood your advice regarding the nonreportability of the above transaction. As always, I appreciate your prompt and courteons advice. Best regards.



under \$5 million. Although these assets are non-exempt for HSR Act purposes, they are well below the size-of-transaction threshold.