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WRITER'S DIRECT DIAL NUMBER
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June 10, 1999

802.2(c)

Via Facsimile

Richard B. Smith, Esq.
Federal Trade Commission
Premerger Notification Office -
Bureau of Competition - Room 303
Sixth Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Smith:

I am writing to seek confirmation of the advice you provided in our telephone conversation of June 8, 1999, that the transaction described below is exempt from the notification and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") and the regulations promulgated thereunder (the "Rules") under Section 802.2(c) of the Rules which relates to acquisitions of "unproductive real property"

Buyer, a hospital corporation, proposes to acquire a building (the "Building") from Seller, another hospital. Prior to closing, Seller, whose medical specialty is totally distinct from that of Buyer, will close down all of its operations at

fixtures that are intrinsic to the building as a structure but not the business formerly

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equipment) will remain in the Building after the closing.

I would be pleased to answer any questions you might have regarding this transaction or to discuss the matter further. Thank you in advance for your attention to this request.

Very truly yours,

cc:

6/11/99 Advisor notes that, for HSR reporting purposes, the building is non-qualitative property, since the revenue generating facilities, equipment and fixtures are being removed prior to sale. Therefore, the transaction is exempt under our reading of § 802.2(c). (ME and MV agree with conclusion.)

RBSmith