

May 28, 2003

VIA E-MAIL and HAND DELIVERY

Patrick Sharpe, Esquire  
 Premerger Notification Office  
 Bureau of Competition  
 Federal Trade Commission  
 7<sup>th</sup> and Pennsylvania Avenue, N.W.  
 Room 303  
 Washington, D.C 20580

Re: Application of 16 C.F.R. § 802.1

Dear Mr. Sharpe:

This letter serves to follow-up and confirm a recent conversation you and I had regarding the application of 16 C.F.R. § 802.1 to the following transaction.

Our firm represents a company ("Company A") with sales and assets in excess of \$100 million dollars. Company A is a leasing company which, among other things, owns various portfolios of loans, leases and conditional sales agreements.

Company A is in negotiations with Company B for the purchase from Company B of certain assets valued at approximately \$79 million dollars. Company B is also a leasing company with sales and assets in excess of \$100 million. The assets to be acquired by Company A from Company B consist of a portion (approximately 11%) of a large portfolio of loans, leases and conditional sales agreements owned by Company B. The assets covered by the loans, leases and conditional sales agreements consist of an assortment of capital equipment (including cars, trucks, tractors, trailers, construction equipment, vessels and railcars). Managerial control over the capital equipment subject to the leases, loans and conditional sales agreements resides with parties unaffiliated with Company A.

You should recall that during our conversation we also discussed the fact that Company B is seeking to exit the leasing business. Although this present sale represents a small percentage of Company B's total portfolio, and Company B will remain in this

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line of business after the sale of these assets to Company A, Company B may be actively seeking additional purchasers for the remaining portion of its portfolio.

During our conversation, you agreed with me that the sale described in this letter is exempt from the Hart-Scott-Rodino reporting requirements pursuant to 16 C.F.R. § 802.1 as the purchase of assets in the ordinary course of business. You also confirmed for me that despite Company B's intention of exiting the business, because this transaction represents the purchase of only a small portion of Company B's existing portfolio, it does not amount to the sale of an "operating unit" as defined under section 802.1.

The parties would like to complete this transaction as quickly as possible and I would greatly appreciate a call from you confirming the content of this letter at your earliest possible convenience.

Very truly yours,

[REDACTED]

Agree  
called [REDACTED]  
5/28/2003  
(PS)  
MV concurs