

[REDACTED]

[REDACTED]

[REDACTED]

June 19, 1991

Mr. Patrick Sharp
Compliance Officer
Federal Trade Commission
Pre-Merger Notification Office
6 Pennsylvania Avenue, N.W.
Washington, DC 20580

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FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Dear Mr. Sharp:

This firm represents [REDACTED] a non-profit corporation, which operates a variety of health-care related facilities, either directly or through subsidiaries. This letter is in conformity with my telephone conversation with you of June 14, 1991 in which you concluded that a proposed transaction I described to you is exempt from the pre-merger notification requirements of 18 USC §18a and related regulations. You informed me that I could confirm our discussion by letter, which you would keep on file. You further indicated that absent some contact in response to this letter, [REDACTED] could assume that your initial conclusion expressed by telephone stands.

[REDACTED] proposes to purchase a large office building in the [REDACTED] a manufacturer which is not engaged in any health care lines of business. Upon closing of the sale, approximately 90% of the office building will be leased to [REDACTED] and the balance will be occupied by various subsidiaries and/or affiliates of [REDACTED]. The lease will provide that, over a period of seven years, the amount of space occupied by [REDACTED] will decrease and the amount of space occupied by [REDACTED] will correspondingly increase until [REDACTED] and its subsidiaries and affiliates occupy 100% of the building and [REDACTED] occupies none of the building.

The purchase price for the building exceeds \$15 million. The assets and gross revenues of each of [REDACTED] exceed the applicable threshold monetary levels described in 18 USC §18a(2). The building is now used and is planned in the future to be used solely as an office building. None of the building is operated or is planned to operate as a retail outlet. There is presently an

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Note: as long as the non-office portion is valued at less than \$15.0 mm - exempt.

employee-only cafeteria in the building, and a small barber shop and credit union office for the exclusive use of [REDACTED] employees. [REDACTED] plans to utilize the building, when fully occupied, exclusively for offices and research laboratories.

In my conversation with you, I asked whether this proposed transaction would be exempt from the pre-merger notification requirements under 15 USC §18a(c)(1), as an "acquisition of ... realty transferred in the ordinary course of business". You concluded that the transaction as described is, in fact, exempt under 18 USC §18a(c)(1).

If you need any further information to evaluate the proposed transaction, or if any of the facts set forth in this letter cause you to alter your conclusion that the transaction is exempt from the pre-merger notification requirements of the Hart-Scott-Rodino Act, please contact me.

Sincerely,

[REDACTED]

cc: [REDACTED]

I concur - called

[REDACTED] (BS)

ATC