

09/06/91

agree w/ the
conclusion
herein
JK

FACSIMILE TRANSMISSION

OUR FILE # _____

To: Jeffrey Kaplan, Esq.

From: [REDACTED]

Date: August 28, 1991

This shall serve as confirmation of your telephonic response of this date to my August 23, 1991 facsimile to you. You have agreed with my conclusion that the HSR rules and regulations would only require Corporation X to report the shopping center sales to Corporation Z. You further advised that current FTC policy is to exclude the sale of residential apartment properties from the reporting requirements of HSR.

In the same telephonic discussion, I described a variation of the hypothetical described in my August 23rd fax. In the revised hypothetical, Corporation X is owned 66% by Corporation B; Corporations Z and A are each wholly-owned by Corporation B; and Corporation B is owned 50% by Individual A and 50% by Individual B. In this hypothetical, I have concluded that the sales of the shopping centers to Corporation Z by Corporation X would be exempt from the HSR reporting requirement under Section 802.30. Since the other sales described in my August 23rd fax fall below the \$15,000,000 threshold for reportable transactions, it follows that none of the sales described in my August 23rd fax would require reporting under HSR. AD

You have agreed with the foregoing conclusions, subject to your review of this facsimile. As soon as you have had an opportunity to review this facsimile, kindly advise me of your final determination.

August 23, 1991
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1. One shopping center located in [REDACTED] valued at \$17,000,000;
2. One shopping center located in [REDACTED] valued at \$12,000,000;
3. One golf course located in [REDACTED] valued at \$5,700,000; and
4. One apartment building located in [REDACTED] valued at \$5,500,000;

Corporation Y, a [REDACTED] Corporation, 40% of the outstanding shares of which are owned by Corporation X, owns the following U.S. real property:

1. One shopping center located in [REDACTED] valued at \$5,500,000.

In essentially concurrent but separate transactions, Corporation X and Corporation Y will dispose of their respective real property holdings as follows:

1. Corporation X will sell:
 - i. The shopping centers to Corporation Z, a [REDACTED] Corporation;
 - ii. The golf course and apartment building to Corporation A, a [REDACTED] corporation
2. Corporation Y will sell the shopping center to Corporation A.

We interpret the HSR regulations as requiring reporting of only the sales of the shopping centers to Corporation Z. Kindly provide us with your opinion as soon as possible.

Thank you for your cooperation.

bcc: [REDACTED]