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FEDERAL TRADE COMMISSION
PREMERGER NOTIFICATION OFFICE

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February 2, 1996

BY TELECOPIER

Nancy Ovuka, Esq.
Federal Trade Commission
Pre-Merger Notification Office
6th Street & Pennsylvania Avenue
Room 303
Washington, DC 20580

Dear Ms. Ovuka:

I am writing to confirm our conversation of this morning.

I advised you that our client (A) intends to consummate a transaction in which it will assume various leasehold interests now held by the "acquired person" (B). No other assets of B are being acquired or assumed. The leasehold interests involved are operating leases of retail establishments. A is assuming the obligations of B under the leases, but that is the only consideration for the transaction. No premium is being paid, and no other payment is being made by A to B.

Based on these facts, you confirmed to me that the transaction is not reportable under the Hart-Scott-Rodino Act.

If my understanding is incorrect or if I have mischaracterized our conversation, please let me know. My telephone number [redacted] and my fax number is [redacted]

Your assistance is much appreciated.

Sincerely,

release under the Freedom of Information Act

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