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January 9, 1998

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FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

VIA HAND DELIVERY

Mr. Richard B. Smith  
Premerger Notification Office  
Federal Trade Commission  
Room H-323  
6th & Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Re: Sale of Real Property - Reportability under the  
Hart-Scott-Rodino Antitrust Improvements Act of  
1976, 15 U.S.C. § 18a ("HSR Act")

Dear Dick:

This letter is to confirm our telephone conversation of  
January 8, 1998. In that conversation you advised that the  
consummation of the following transaction did not require HSR Act  
filings.

Seller is a retail department store company which is  
contemplating selling its fee simple title to certain real  
property which is improved with a retail department store  
containing approximately 203,000 square feet. Purchaser is  
another retail department store company who after the sale will  
operate a retail department store on the property under  
Purchaser's trade name. The building and Seller's trade fixtures  
and other personal property are included in the sale. Seller is  
not selling its accounts receivable, inventory, trade name, or  
point of sale equipment. There will be no restrictions on Seller  
operating another store in the market, and Seller has requested a  
first right of refusal to repurchase the property in the event  
Purchaser or its successor does not operate a store under  
Purchaser's trade name at the property. It is contemplated that  
Purchaser will interview Seller's employees and will use good  
faith efforts to hire those employees who are in good standing if  
qualified for open positions.

This material may be subject to the  
provisions of section  
7A(b) of the Privacy Act which restricts  
release under the Freedom of Information  
Act.

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[REDACTED]

Based on your advice as to the PNO's interpretation of 16 C.F.R. § 802.2, I will advise my client that it does not need to file an HSR Notification and Report Form. Please advise me promptly if this letter misstates the PNO's position or your advice.

Thank you for your assistance in this matter.

Very truly yours,

[REDACTED]

cc: [REDACTED]

1/14/98. Writer advised that "third parties" referred to in § 802.2(b) include such items as drilling, related to building and counter tops. In this personal property, if drilling would be such items as file cabinets. Technical writer that, under similar interpretation of 802.2(b) by the PNO office, this really (with some questions) may have been intended by either party to qualify as "non-productive" in § 802.2(b) ME agrees.  
RBS/Smith