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July 19, 2004

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FEDERAL TRADE COMMISSION
Client No. [REDACTED]

Direct Dial [REDACTED]
Fax No. [REDACTED]

Michael Verne, Esq.
Premerger Notification Office
Federal Trade Commission
Washington, D.C. 20850

Re: *Confirmation of Informal Interpretation*

Dear Michael:

The purpose of this letter is to confirm an informal Hart-Scott-Rodino Act interpretation which you provided to me by telephone on June 7, 2004. During that conversation, I informed you that we represented an insurance company that owned a number of commercial leasing businesses, including a marine container leasing business. Our client wishes to sell its marine container leasing business. Our client and the buyer satisfy the HSR Act size-of-person tests, and the transaction would satisfy the statutory size-of-transaction test.

I also informed you that, following the sale of its marine container leasing business, the ultimate parent (either directly or through its subsidiaries) would continue to own other commercial leasing and/or financing businesses, including for example an aircraft leasing business.

You told me that, in light of the fact that the ultimate parent would remain in another commercial leasing and/or financing business following the sale, the proposed sale of its marine container leasing business would be viewed as a sale of goods in the ordinary course of business, and therefore exempt under subsection (c)(1) of the HSR Act, 15 USC 18a(c)(1). Although the sale of all or substantially all the assets of an entity is not eligible for "ordinary course" treatment if the sale results in an exit from that business, you explained that the Premerger Notification Office broadly views entities that are engaged in commercial leasing and/or financing as engaged in a single business. Thus the sale of an entity engaged in commercial leasing and/or financing is not viewed as an exit from that business, so long as the ultimate parent of the seller continues to

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own or operate any other commercial leasing and/or financing business. (A specific exception is made for sales of entities engaged in the consumer credit card lending business.)

You also confirmed that the exemption would be retained if the sale of an entity engaged in commercial leasing and/or financing also involved other ancillary businesses. Thus, for example, the marine container leasing business that is being sold also includes the business of selling surplus containers. Inclusion of this ancillary business in the sale of the marine container leasing business would not affect the continued applicability of the "ordinary course" exemption.

Please let me know by July 26 if I have misstated your informal interpretation in any way. Thanks, as always, for your help.

Sincerely yours,

[REDACTED]

[REDACTED]

[REDACTED]

AGREE -
B. Macaulay
8/11/04