

February 8, 1983

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FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE  
WASHINGTON, D.C. 20535

VIA FEDERAL EXPRESS

Mr. Patrick Sharpe  
Compliance Officer  
Pre-Merger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Room 301  
Washington, D. C. 20580

Re: Antitrust Improvements Act Notification and Report Form  
(the "Form") - Item 7(c)(iv)

Dear Mr. Sharpe:

This letter will serve to set forth my understanding of your responses to several questions discussed by us, with respect to Item 7(c)(iv) of the Form.

Item 7(c)(iv) requires that the filing party must provide the address, arranged by state, county and city or town, of each "establishment" (within the SIC major groups 52-62 and 64-89) from which it derived dollar revenues in the most recent year, if any other party to the acquisition also derived dollar revenues from an establishment within the same SIC major group. For purposes of the Form, an "establishment" is defined as "any retail location, location where services are offered or rendered, or other business location from which dollar revenues were derived." Fed. Reg., Vol. 43, No. 147, July 31, 1978.

Pursuant to our conversation, it is my understanding that the following are not "establishments" which must be reported under Item 7(c)(iv) of the Form:

1. Properties in which the filing person holds only a security interest, evidenced by a mortgage, deed of trust, or similar security instrument;

2. Individual properties owned by companies in which the filing party holds less than a 50 percent interest;

*we concur with all Fair points  
double checked with Pat Foster  
called party 2-17-83*

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partnerships  
not own  
etc.

3. Individual properties owned by limited partnerships in which the filing party has a general partnership interest but not a majority equity interest; and

4. Properties which are managed but not owned by the filing party (these properties are to be distinguished from the location of the filing party's "establishment" which provides the management services).

Please acknowledge your concurrence with my understanding of the requirements of the Form, if such is the case, by signing and returning the enclosed copy of this letter. In the event that any of the above does not accurately represent the requirements of the Form, please advise of the modifications which you believe to be appropriate.

Your assistance in this matter is greatly appreciated, and if you should have any questions, please contact me.

Best regards.

Patrick Sharpe  
Compliance Officer