

[REDACTED]

[REDACTED]

June 27, 1984

(WK)

Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D.C. 20580

Attn: Wayne Kaplan, Esq.

Dear Sirs:

We are counsel to [REDACTED] has entered into an agreement with [REDACTED] to purchase from [REDACTED] certain real property located in [REDACTED] (the "Premises"), for a purchase price of \$21,500,000, and Wayne Kaplan of your office was so advised in a telephone conversation on June 4, 1984 with [REDACTED] of this firm.

[REDACTED]

The Premises are being purchased by [REDACTED] for ownership, development and leasing similar to its other properties.

We understand that the Premises have been used by [REDACTED] as a manufacturing facility for [REDACTED] that [REDACTED] owns and operates numerous manufacturing and other facilities, and that the Premises represent less than one (1%) percent in value of [REDACTED] assets.

Our client and AT&T believe that the transaction is exempt from the premerger notification requirements of 15 U.S.C. §18a since it is an acquisition made "in the ordinary course of business" of both transferor and transferee, as contemplated by 15 U.S.C. §18a(c)(1).

*Not in C.C.B. of transferor but
it is apparently in C.C.B. of
acquirer person. However letter
fails to set forth sufficient facts
re [REDACTED] activities other than
[REDACTED] and to so inform
[REDACTED] on 6/25/84. We will
send a supplement letter.*

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[Redacted]

[Redacted]

June 28, 1984

Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D.C. 20580

Attn: Wayne Kaplan, Esq.

Dear Sirs:

This will confirm the telephone conversation today between Wayne Kaplan of your office and [Redacted] of this firm concerning our letter to you dated June 27, 1984 (the "June 27 Letter") as follows:

1. Supplementing the second paragraph of the June 27 Letter, be advised that our client, [Redacted] has informed us that it is not engaged in any business operations other than those [Redacted]

2. Mr. Kaplan is refraining from expressing any opinion as to whether or not the transaction which is the subject of the June 27 Letter is "in the ordinary course of business" of [Redacted]

3. It is the practice of your office to review inquiries such as ours on behalf of both the Federal Trade Commission and the Department of Justice, with no separate filing necessary for the Department of Justice; and

4. Although it is not the practice of your office to issue written confirmation of exemption as requested by the June 27 Letter, a member of your staff will place a telephone call to [Redacted] at this office on or before July 10, 1984 if the transaction is not exempt from the premerger notification requirements of 15 U.S.C. §18a, it being understood that the parties shall be free to consummate the transaction without any filing under said statute unless [Redacted] receives such call.

Very truly yours,

[Redacted Signature]

Via Express Mail

[Redacted]