

[REDACTED]

January 23, 1985

HAND-DELIVERED

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the conditions of the Freedom of
Information Act, 5 U.S.C. 552, et seq.
and the Privacy Act, 5 U.S.C. 552a, et seq.

Mr. Patrick Sharpe
Compliance Specialist
Pre-Merger Notification Office
Bureau of Competition
Federal Trade Commission
6th & Pennsylvania Avenue, N.W.
Room 303
Washington, D.C. 20580

Dear Mr. Sharpe:

\$ 802.1

The purpose of this letter is to confirm our January 14, 1985 telephone conversation about the interpretation of § 7A(c)(1) of the Clayton Act, 15 U.S.C. 18a(c)(1), and to provide you with additional information about this transaction.

This firm represents [REDACTED]
[REDACTED] which is engaged
principally in the natural gas distribution business.
is a wholly-owned subsidiary of [REDACTED]

[REDACTED] proposes to sell certain assets, namely, its
interest in a 28 story office building located in [REDACTED]
[REDACTED] for \$19 million.

there is no
retail space
included

The purchaser is a corporation established solely to
effect this transaction. It is a wholly-owned subsidiary of a
corporation whose subsidiaries are engaged principally in the
following businesses: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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It is our view that this transaction falls within the exemption provided by § 7A(c)(1) of the Act relating to the acquisitions of goods or realty transferred in the ordinary course of business, and, thus, need not be reported.

The parent of the purchasers has been [REDACTED]'s major tenant in this building since January 1, 1982. It is our understanding that after the acquisition, the parent company will continue to use over one-half of the space therein as its principal offices. In sum, we see absolutely no competitive significance to this transaction.

Based on our January 14, 1985 telephone conversation, it is my understanding that the staff has issued an informal interpretation to the effect that acquisitions of office buildings fall within the § 7A(c)(1) exemption. Accordingly, since the staff's informal interpretation appears to be consistent with our view, we do not plan to file a pre-merger notification and report form relating to this transaction.

We presently anticipate that this transaction will be consummated on or about January 25, 1985.

If you desire any additional information relating to this transaction, please feel free to contact me.

Very truly yours,
[REDACTED]

[REDACTED]

The FTC staff has historically said that the acquisition of office buildings is generally exempt (no retail space or other income producing properties included) under § 802.1 of the rules.
Is this situation ordinary course? Yes
Wayne + Dana Concor
called 1-24-85