

(w/c)

[REDACTED]

[REDACTED]

FEDERAL EXPRESS

This material may be subject to the confidentiality provisions of Section 7(e) of the Clayton Act which restricts release under the Freedom of Information Act

[REDACTED]

January 6, 1986

Wayne E. Kaplan, Esq.
Staff Attorney
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

RECEIVED
JAN 7 10 42 AM '86
PRE-ACQUISITION
NOTIFICATION
OFFICE

Re: Hart - Scott - Rodino: Preacquisition Notification

Dear Wayne:

This letter will confirm our telephone conversation before the holidays with respect to the proposed transaction between [REDACTED] client (A) and my client (B).

As [REDACTED] and I explained to you, A and B entered into and consummated a reportable transaction within the past 180 calendar days, and filed appropriate report forms with the Commission. A and B are now entering into an agreement whereby A will assign all of its interest in a lease to B for \$750,000, which represents an increased payment over and above the rentals due by A to the landlord under the lease.

B will assume all of A's obligations under the lease and A's landlord will consent to this assignment. However, as [REDACTED] represented to you, A will not be released from liability under the lease with the landlord, and the landlord will not be consenting to a substitution of B for A on the lease. In short, the original lease will remain in effect so far as the landlord is concerned.

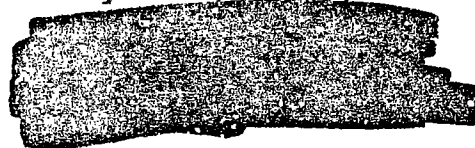
This letter will confirm your advice to us that under the foregoing circumstances the purchase of this leasehold interest does not constitute the acquisition of an "asset" under the Hart - Scott - Rodino reporting requirements, and accordingly neither A nor B need file an additional report with the FTC or observe the Hart - Scott - Rodino waiting period. If my understanding of your advice is not correct, please contact me as soon as possible.

[REDACTED]

Wayne E. Kaplan, Esq.
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Thank you very much for your help and consideration in
this matter.

Very truly yours,



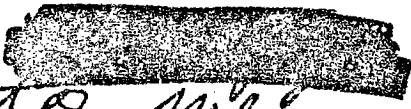
Enclosure



OK 1/7/86
WEK & D.A.

1/6/86

Dana -

The attached  letter looks OK to me.

Its a screwy situation, however and I would like your concurrence if possible

Thanks
Wayne

Dana agrees 1/6/86