

An incorporated city is a political subdivision
& acquisitions to a firm are exempt if the
hospital were
incorporated or owned
corporation

7A(C)(4)
801.1(a)(2)
K

[REDACTED] separately
[REDACTED] by a separate
[REDACTED] it would not be exempt

VIA FACSIMILE

February 15, 1995

Mr. Victor Cohen
Premerger Notification Office
Federal Trade Commission
Washington, D.C.

Re: Application of Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear Victor:

The purpose of this letter is to confirm our telephone conversation of yesterday in which you stated that the Premerger Notification Office will consider the transaction outlined in this letter to be exempt from the notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") because of the application of Section 7(c)(4) of the Act and/or 16 C.F.R. §801.1(a)(2) of the regulations promulgated under the Act.

The transaction involves the lease of [REDACTED]. In connection with the lease, the not-for-profit corporation will purchase certain assets, such as inventory and supplies, and also may assume certain related liabilities. Because the transaction involves a city, the conclusion that no filing is required is reached without having to analyze whether or not assets can be viewed as being acquired by the not-for-profit corporation under the lease or what the value of the purchased assets and assumed liabilities will be. [REDACTED]

On the basis of this advice, the parties intend to consummate the transaction without filing under the Act. Please telephone me at [REDACTED] if you are not in agreement with my restatement of the Premerger Notification Office's determination that this transaction between the city and the not-for-profit corporation is outside of the notification provisions of the Act.

Very truly yours,

[REDACTED]

[REDACTED]

[REDACTED]