

804.4(a)
802.4
7A(c)(2)

October 17, 2000

By Hand

Mr. Michael Verne
Premerger Notification Office
Federal Trade Commission

Dear Mr. Verne:

This correspondence is to confirm the recent telephone conference which [redacted] of the [redacted] law firm and I had with you concerning the status of a mortgage company for purposes of the exemptions set forth in 15 USC § 18a(c)(2) (concerning acquisitions of bonds, mortgages, deeds of trust or other obligations which are not voting securities) and 16 CFR § 802.4.

16 CFR, § 802.2(d) and 802.4. The purpose of the call to you was to determine whether Company A's indirect acquisition of Company C will also be exempt under 16 CFR § 802.4.

As outlined, the three most significant categories of assets on the balance sheet of Company

(consisting of profit owed by Company C to its parent, Company B). The remaining assets consist of office furniture and fixtures, computer equipment, prepaid expenses, prepaid commissions, prepaid insurance, loan fees, and mortgage receivables.

As assets including within the exemption set forth in 16 C.F.R. § 802.4(a), your acquisition of Company A's indirect acquisition of all of Company C's voting securities is exempt under 16 CFR § 802.4.

[redacted]

Mr. Michael Verne
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If you or your colleagues should disagree with the conclusions expressed herein, please contact me at [REDACTED] as soon as possible.

Thank you for your assistance in connection with this matter.

Sincerely yours,

[REDACTED]

AGREE -
B. Anderson
10/18/00