

801.1(a)(2)

[REDACTED]

October 19, 2000

VIA FACSIMILE

Michael Verne
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
7th & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mike:

I am writing to confirm my understanding of a telephone conversation we had on Friday, October 13, 2000 concerning the potential reportability under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") of a proposed transaction discussed below

[REDACTED]

information that acts as a secondary market for student loans

[REDACTED]

[REDACTED]

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(3) The Commission is composed of ten members who are appointed by the Governor of the State of X;

(4) The Commission is not incorporated under any business corporation or non-profit corporation statute, or under any special purpose statute;

(5) The members of the Commission are considered public employees of the State of Y.

Commission, must be done by a state or a non-profit private institution or organization. The Commission is not "private," and may therefore be viewed as a state entity or an arm of the state at least for purposes of the Higher Education Act.

² The transaction also may be structured so that the Commission buys only approximately half of the student loan portfolio, and related business operating assets, from Corporation A, and the Commission does not make any transfer to Corporation B. Although we did not discuss these particular facts, it is my understanding that the transaction would remain exempt under the HSR Act for the very same reasons discussed above.

TO: [REDACTED]

[REDACTED]

Please let me know if you disagree with any of the conclusions discussed or if I have misunderstood any aspect of your advice. Thank you for your assistance in this matter.

Very truly yours,

[REDACTED]

Agree -
B. [Signature]
10/20/00

[REDACTED]