

§ 7A(c)(4) exemption

JA

August 9, 1990

Jeffrey Dahnke, Esq.
Staff Attorney
Premerger Notification Office
Room 203
Federal Trade Commission
Washington, DC 20580

Hart-Scott-Rodino (HSR) Filing -
Resolution Trust Corporation ("RTC") Transaction

Dear Mr. Dahnke:

This letter requests confirmation of the opinion you expressed to me on the telephone recently on behalf of the Staff of the Federal Trade Commission ("FTC") relating to the premerger

The facts are as follows:

[REDACTED] a national

[REDACTED] the receivership of the RTC

[REDACTED] is a newly established association, under the conservatorship of the RTC, formed to be the owner of all of the assets of [REDACTED] that were "passed-through" to [REDACTED]. It is anticipated that [REDACTED] will be the transferees of the Assets to [REDACTED]. Attached to this letter, for your reference on

[REDACTED]

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requirements of HSR for transactions that are "transfers to or from a Federal agency or State or political subdivision thereof." Since both [redacted] and [redacted] are under the receivership and conservatorship, respectively, of the RTC, a Federal agency established under the the Financial Institutions

therefore, exempt from HSR.

I also refer you to Title 12, Sections 1821(c)(1), (2) and (d) of the United States Code which discuss generally the powers of a

conversation, you said that the staff of the FTC was of the same opinion.

If you would be so kind as to confirm the position of the FTC by return mail, I would be most appreciative. The referenced

hesitate to contact me. Additionally, you will notice that I have sent a copy of this letter to the Antitrust Division of the

Very truly yours,

[redacted signature]
cc: Director of Operations
Antitrust Division
Room 3218
Department of Justice

Advised that exemption 7A (C)(4) was available to cover a transaction by a newly estab. association under the conservatorship

OFFICE OF THRIFT SUPERVISION

Appointment of Receiver

[REDACTED]

RECITALS

Order Number [REDACTED]

Date: [REDACTED]

A. [REDACTED] is a federally chartered savings association, the accounts of which are insured by the Federal Deposit Insurance Corporation ("FDIC").

B. Pursuant to § 5(d)(2)(H)(ii) of the Home Owners' Loan Act of 1933 ("HOLA"), as amended by § 301 of the Financial Institutions Reform, Recovery, and Enforcement Act

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

as amended.

2. The Director hereby appoints the Resolution Trust Corporation as receiver for the [REDACTED] for the purpose of liquidation, pursuant to subdivisions (A), (E), and (H)(ii) of § 5(d)(2) of HOLA, as amended.

Samuel Hall
Director

OFFICE OF THRIFT SUPERVISION

Issuance of Federal Charter

RECITALS

Order Number [REDACTED]

Date: [REDACTED]

[REDACTED] is a savings

Insurance Corporation ("FDIC").

B. The Director of the Office of Thrift Supervision (respectively, "Director" and "OTS"), by Order No. [REDACTED] dated [REDACTED] appointed the Resolution Trust Corporation as Receiver for the [REDACTED] A

Bank Act, as added by § 501 of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"), the Resolution Trust Corporation shall possess the powers provided the Federal Deposit Insurance Corporation in §§ 11, 12, and 13 of the Federal Deposit Insurance Act, as amended

Insurance Act, as amended, as incorporated by § 21A(b)(4) of the Federal Home Loan Bank Act, as amended, the Resolution Trust Corporation as Receiver, by application to the

take over such assets or such liabilities as the Resolution Trust Corporation may determine to be appropriate.

E. The Resolution Trust Corporation as Receiver of the [REDACTED] has submitted an application to the Director to organize [REDACTED]

[REDACTED], a new Federal savings association to take over such assets or such liabilities as the Resolution Trust Corporation may determine to be appropriate

ORDER

attached to this Order are hereby approved for

may, in addition to any other powers granted by applicable law, exercise the powers of the board of directors.

insured depository institution.

5. A Certificate is hereby issued to the Federal Deposit Insurance Corporation pursuant to § 5(a)(2) of the Federal Deposit Insurance Act, as amended, and such

6. The maintenance of the home and branch offices of

By James Hall

OFFICE OF THRIFT SUPERVISION

Appointment of Conservator for

[REDACTED]

RECITALS

Order Number [REDACTED]

Date: [REDACTED]

A. [REDACTED] is a federally chartered savings association, the accounts of which are insured by the Federal Deposit Insurance Corporation.

B. The Director of the Office of Thrift Supervision ("Director"), by Order No. [REDACTED], dated [REDACTED],

[REDACTED] Issuance of a federal charter for [REDACTED]

[REDACTED] a Federal savings association organized to take over assets and liabilities of the Association.

C. Pursuant to § 5(d)(2)(B)(i) of the Home Owner's Loan Act of 1932 ("HOLA"), as amended by § 201 of the Financial

("FIRREA"), the Director may, without any requirement of notice, hearing or other action, appoint a conservator or receiver for a Federal savings association if the association, by resolution of its board of directors or of its members, consents to such appointment.

D. Pursuant to § 5(d)(2)(H) of the HOLA, as amended, the Director, at the Director's discretion, may appoint the Federal Deposit Insurance Corporation or the Resolution Trust

of directors of [REDACTED]

ORDER

1. Effective upon receipt of the consent of [redacted] by resolution of its board of directors or of its members, or by resolution of the Resolution Trust Corporation exercising the powers of a board of directors of New Federal, the Director hereby appoints the Resolution Trust Corporation as conservator for [redacted] ("Conservator"), not for the purpose of liquidation, pursuant to subdivisions (B) and (H) of § 5(d)(2) of the HOLA, as amended.

2. The Resolution Trust Corporation as Conservator for [redacted] shall have the powers of a conservator for a

[Handwritten Signature]
Director

[Faint, illegible text]