

802.1

[REDACTED]

August 20, 1990

DELIVERED BY HAND

The Premier Notification Office

Washington, D.C. 20580

Re: Exemption Under the Hart-Scott-Rodino  
Antitrust Improvements Act of 1976

Dear Ms. Ovuka:

In accordance with our telephone conversation on August 16, 1990, we are writing to confirm the staff's oral advice, based on information furnished by us to the staff during that conversation that the transaction described below (the "Transaction")

under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act").

Proposed Transaction. Our client, Bank A, is a federally-chartered, FDIC-insured stock savings bank with total

(consisting of account balances, finance charges and other charges), including receivables transferred to credit card trusts serviced by Bank A, of approximately \$ [REDACTED] as of June 30, 1990. Through its credit card program, Bank A offers both standard and premium credit card accounts.

and MasterCard credit card accounts, with total receivables of approximately \$133 billion, in circulation nationally as of December 31, 1989.

Bank A proposes to sell to Bank B approximately [REDACTED] VISA

[REDACTED]

Ms. Nancy Ovuka  
August 20, 1990  
Page Two

approximately [REDACTED] million at the time of sale (the "Accounts to and premium credit card accounts. They will be selected from a qualifying pool of accounts meeting specified credit and other

to manage the accounts of its existing cardholders in all such states and will continue to solicit new standard and premium credit card accounts in all such states in accordance with its customary operating policies.

The Transaction represents the sale of a cross-section of

every region of the United States. Bank A will continue to offer both standard and premium credit card accounts

17, 1989 and May 11, 1990. We described two similar transactions.

Bank B was not the purchaser of such accounts in either transaction. Bank A has continued to generate new credit card relationships to replace those transferred in these two sales.

Discussion — Based on the foregoing, we believe that the

believe the Transaction constitutes a transfer of assets "in the ordinary course of business" and therefore is exempt under Section 7A(c)(1) of the Act from the premerger notification requirements under the Act.

We understand from our telephone conversation with the staff on August 16, 1990 that, based on the facts of the Transaction as set forth in this letter, the staff concurs with the foregoing interpretation of the Act. Unless we receive a contrary indication from the staff following its receipt of this letter, we will so advise Bank A.

[REDACTED]

Ms. Nancy Ovuka  
August 20, 1990  
Page Three

If you have any questions regarding this matter or need any

[REDACTED]

undersigned at [REDACTED]

Very truly yours,

[REDACTED]

[REDACTED]

cc: Mr. Richard B. Smith

[REDACTED]