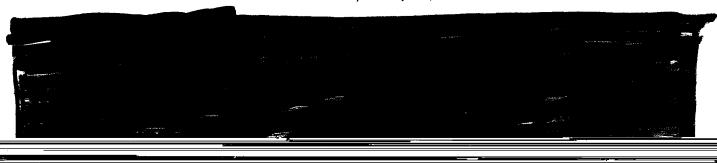
7A (c) (41)



December 20, 1990

Mr. Dick Smith
Premerger Notification
Room 301
F.T.C. Building
Washington, D.C. 20580

Dear Mr. Smith:

yesterday regarding the exemption to the Hart-Scott-Rodino Act for transfers to or from a federal agency found in

Trust Corporation ("RTC") in a proposed transaction in which the RTC is acting as receiver of a failed thrift. In that canacity the pure is saliting a mortgage loan servicing corporation which is a substituting of the falled thrift. The RTC has the authority to conduct the sale as part of its duty to maximize the value of the thrift's assets. The proceeds of the sale will be payable directly to the RTC as receiver.

On the basis of this information, you advised me that because the transaction involves a transfer from a federal agency it will be exempt from the application of the Hart-Scott-Rodino Act by

Mr. Dick Smith
December 19, 1990
Page 2

accurately reflect your understanding of our conversation, please let me know.

Very truly yours,



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under 117 (c) (4).

RBfink

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