

§ 7A(C)(4)

This acquisition would

[REDACTED]

This material may be subject to the confidentiality provisions of the Act.

The authorization & approval of the RTC, who reportedly, has title to [REDACTED] 4/s by operation of law.

[REDACTED]

March 8, 1991

Eric Elmore, Esq.
Federal Trade Commission
Premerger & Notification Office
6th & Pennsylvania Avenue N.W.
Washington, D.C. 20580

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PREMERGER
NOTIFICATION
OFFICE

Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("Act")

Dear Mr. Elmore:

I have not contacted you for a response to my letter of October 22, 1990 because the transaction about which I first wrote you on October 1, 1990 has undergone substantial change. It has been converted from an asset purchase to a stock purchase.

To refresh your recollection, the Resolution Trust Corporation ("RTC") is acting as conservator of [REDACTED] a failed [REDACTED] located in [REDACTED] [REDACTED] is the owner of all of the issued and outstanding capital stock of [REDACTED] which, in turn, owns numerous operating subsidiaries. In addition, some of the [REDACTED] operating subsidiaries also own and operate subsidiaries. Our client intends to purchase all of the voting securities of certain of the subsidiaries owned by [REDACTED] (which will result in its acquisition of a number of [REDACTED] second tier subsidiaries). By the time the transaction closes, we expect that [REDACTED] will have disposed of all of its operating assets and is unlikely to have any assets other than the capital stock of [REDACTED]

provided by Section 7A(C)(4), is applicable.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Eric Elmore, Esq.
March 8, 1991
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The RTC, [REDACTED] will all be parties to the Stock
~~Purchase Agreement and the transaction will not be consummated.~~

Further, as I advised you last October, it appears that the RTC has
title to the stock of [REDACTED] by operation of law. See, 12 U.S.C.
§§ 1441a(b)(4) and 1821(d)(2)(A).

Very truly yours,
[REDACTED]

[REDACTED]
