

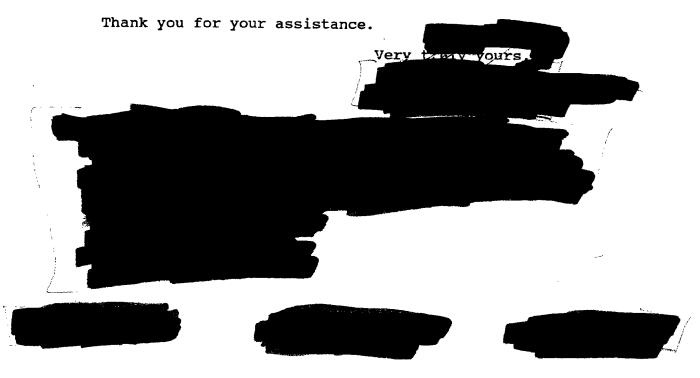
Eric Elmore, Esq.
Federal Trade Commission
Premerger & Notification Office
6th & Pennsylvania Avenue N.W.
Washington, D.C. 20580

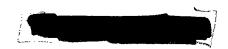
Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear Mr. Elmore:

This will acknowledge our telephone conversation of this morning during the course of which you advised me that our client's acquisition of certain subsidiaries of

for which the Resolution Trust Corporation is acting as receiver, is an exempt transaction under the provisions of Section 7A(c)(4) of the Clayton Act as a transfer from a Federal Agency, so long as the transaction is subject to the approval of the Resolution Trust Corporation.

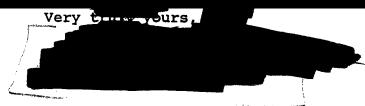




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I spoke this morning with Eric Elmore, Esq., a lawyer in the Federal Trade Commission's Premerger & Notification Office in Washington D.C. Mr. Elmore called me in response to my lettor of

of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 which amended the Clayton Act by adding Section 7(A) thereto (the "Act").



CC: Eric Elmore, Esq.
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