

## April, 23, 1991

John M. Sipple, Jr. Esquire Assistant Director

Freedom of Information Com

Federal Trade Commission Room 398 6th & Pennsylvania Avenue, N.W. Washington, D.C. 20580

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

## Dear John:

In accordance with our telephone conversation of April 23, 1991, I am writing to confirm your oral advice, based on information furnished during that conversation, that the transaction described below (the "Transaction") is exempt from the premerger notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act").

## Proposed Transaction:

Bank A, is a banking corporation organized under the laws of to operate a credit card bank, with total assets of

Bank A proposes to sell to Bank B approximately MasterCard credit card accounts with total receivables, of approximately million at the time of sale (the "Accounts to be sold"). The Accounts to be sold will be selected from a pool of accounts, which was created through an affinity arrangement whereby customers of a sponsoring organization were

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The Transaction represents the sale of approximately

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portfolio of affinity credit card receivables (approximately of affinity accounts). The term "affinity," as used herein, refers to arrangements whereby credit cards are offered by a bank to the customers or members of another organization. Following the Transaction, Bank A will continue to maintain a nationwide credit card program (including an affinity program) with cardholders in every region of the United States. Bank A

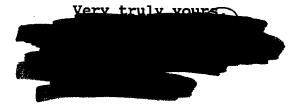
accounts.

## Discussion:

Based on the foregoing, I believe that the Transaction does not represent the sale of a "business" or of "substantially all of the assets of . . . an operating division" of a business within the meaning of 16 C.F.R. § 802.1(b). I believe that the

the Transaction without filing under the Act. The transaction is to close at the end of April 1991.

If you have any questions regarding this matter or need any additional information, please call me.



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The acquisition is exempt under \$7 A (C)(1) of the Act.