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VIA FAX (202-326-2050)
John Stipple, Jr., Esq.
Assistant Director, Premerger Notification Division
Federal Trade Commission
Washington, D.C. 20580

Re:

Dear Mr. Stipple:

represents in connection with the following:

the Office of Whaifit Commission /Bon

for a savings and loan association chartered under the laws of the State of the snares of

a federal savings association incorporated pursuant to OTS Order No.

By OTC Order No.

(also dated , the OTS appointed the RTC as conservator for Imperial Federal. That conservatorship was

directors for and has directed the liquidation of assets. Those assets include interest, as "Owner Participant", in three aircraft leasing transactions involving

Poping 727 and 747 singraft currently under lease to national

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\$15,000,000, the prospective buyers of

interests in the

premerger Notification and Report Forms under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act").

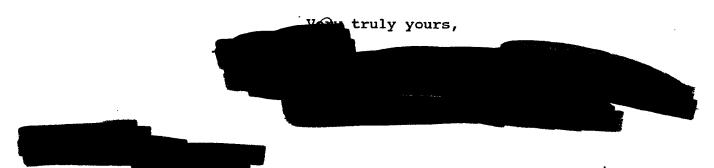
We understand, based on separate informal telephone

are subject to the approval of the RTC, are treated for purposes of the Act as transfers "from a Federal agency", which under Section 74(c)(4) of the Act are event from the matter.

although authorized under applicable corporate law by the directors of will have also been approved by the RTC pursuant to its internal procedures relating to the resolution of subsidiaries owned by thrifts in receivership. To allay concerns by prospective buyers that the dispositions require the

requirements as transfers by a Federal agency.

regarding the issues raised in this letter.



Called as 198/91 - Boselow fits presented, The acquisition is exempt under C(4) as an acquisition from a foliand opening. Here, the RTC contribution from the RTC has appointed the motheries directors; the RTC ordered the legendation of the motheries assite, and the RTC has approved the pole.