

TEL [REDACTED]

Oct 22 91 13:10 No.017 P.02

802.63

October 22, 1991

VIA FACSIMILE

Mr. John Sipple
Assistant Director
Premerger Office of the Bureau of Competition,
Federal Trade Commission
Washington, D.C.

Oct 22 2 21 PM '91

Re: Applicability of Rule 802.63

Dear Mr. Sipple:

[REDACTED]

[REDACTED] form of a senior subordinated debt obligation evidenced by a note. Said note had a term maturity of 10 years and an average life of 9 years. A also received Warrants to purchase

certain of its creditors, including A. As a result of such work-out A received replacement Notes and common stock for its existing Notes. Presently B is experiencing financial

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Based on our discussions with you yesterday and with Thomas Yessick of [redacted]

Near the conclusion of our conversation, you had raised some concern as to whether the [redacted] "condition". I believe that the S.B.P. relation to Section 802.63

S.B.P. states that "[t]hese transactions occur with great frequency in the insurance, banking, and finance industries. To interpose the act's notification and waiting period requirements before such acquisitions would severely impede the normal and essential procedures of these industries without achieving any significant gain in trust enforcement." Said S.B.P. [redacted]

YOUZUS was mailed in response to a large number of comments from the [redacted]

of debt securities is a "creditor" for purposes of Section 802.63(a). We find no evidence to the contrary in the statutes, the rules or in the S.B.P. We respectfully ask for your guidance in connection with this matter.

Please contact the undersigned at [redacted] at your earliest convenience to discuss the foregoing.

Very truly yours,

[redacted signature]

[redacted signature]

10/23/91 Per J/S's request, called [redacted] He advised that B was not a competitor of A, the insurance company. I advised [redacted]

bona fide "left without, could take voting stock of B which result in A's holding 55% of B's voting stock. (A's earlier acquisition of B's voting stock was less than 50% and was [redacted] ARD [redacted]