

§ 802.63

TH

[REDACTED]

[REDACTED]

[REDACTED]

November 26, 1991

HAND DELIVERY

Thomas Hancock, Esq.  
Federal Trade Commission  
Premerger Notification Office  
Room H-303  
6th St. and Pennsylvania Ave., N.W.  
Washington, D.C. 20540

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FEDERAL TRADE COMMISSION  
RECEIVED  
COMMERCIAL AND FINANCIAL SECTION  
ON 11/26/91

Dear Mr. Hancock:

I am writing this letter to confirm the oral advice you provided yesterday regarding the nonreportability of the following transaction:

A controls 100% of the voting securities of

[REDACTED]  
which has defaulted upon its bonds. Pursuant to a Court-approved reorganization plan, B's current bondholders will exchange their bonds

[REDACTED]  
entities, B-1 and B-2, that together will control substantially all the assets previously held by B.

You indicated that the exchange of B's bonds for voting securities in B-1 and B-2 by each of B's bondholders would be exempt from any Hart-Scott-Rodino Antitrust Improvements Act [REDACTED] regulations.

You thus indicated that the exchange of bonds for voting securities by each bondholder, regardless of the particular facts concerning the size or person or transaction of the bondholder's business, would qualify under § 802.63(a) as: (1) an acquisition "upon default" or "in connection with a bona fide debt workout"; and (2) an acquisition "made by a creditor in a bona fide credit transaction entered into in the ordinary course of the creditor's business."

