

*if only has been
ordered approved & supervised by RTC*

05-18-92 03:20PM

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VIA FACSIMILE AND MAIL

Victor Cohen, Esquire
Federal Trade Commission
Premerger Notification Office, Room 398
6th Street and Pennsylvania Avenue, NW
Washington, DC 20580

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FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

The transaction is the acquisition of substantially all
of the assets of a company (the "Company") which is a wholly

Financial Institution has been put in receivership by the
Resolution Trust Corporation (the "RTC"). As a result, the RTC

Our view, with which you tentatively agreed, is that
the acquisition is exempt under 15 U.S.C. 18A(c)(4), as a

in turn controls the Company selling the assets in the
transaction. It would, therefore, appear to fall squarely within
the staff's opinion, as reflected in the ABA manual, that the
(c)(4) exemption applies to transfers of assets of a subsidiary
of a financial institution that has been put in receivership by
the RTC. See ABA Premerger Notification Practice Manual, 1991
Edition, #29.

Victor Cohen, Esquire
May 18, 1992
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Please let me know promptly if for some reason my
conclusion of the staff's views on this subject are incorrect.

Sincerely,
[REDACTED]