

C-1
802r)

December 14, 1992

Staff Attorney
Patrick Sharpe, Esq.
Premier Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
475 Pennsylvania Avenue, N.W.

I am not
an attorney
my title is
Counselor

DEC 17 1 54 PM '92
FEDERAL TRADE COMMISSION
PREMIER

Washington, DC 20580

Re: Purchase of loan portfolio

Dear Mr. Sharpe:

This letter is to confirm our December 10, 1992
conversation during which you informed us that the

The transaction consists of the purchase by
[redacted] of
approximately \$40 million in loans from [redacted].
The loans are loans made by [redacted]
to 28 independent leasing companies. The loans are
secured by [redacted] leased by the independent leasing
companies for the purpose of the lease.

however, on January 1, 1992, [redacted] terminated all but
one of the loans and has made no further advances to 27 of
the 28 independent leasing companies this year.

As of the end of the third quarter of 1992,
[redacted] total loan portfolio was approximately [redacted]
including [redacted] in consumer receivables, [redacted] in
lease receivables and over [redacted] in commercial loan
receivables.

The confidence of the public
Section 7A (b)

Director of [redacted]

Patrick Sharpe
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After the acquisition of the 28 loans, [redacted] may reopen some of the terminated loans and make additional advances. In addition, [redacted] intends to continue making advances to the one loan which has not been terminated.

} Irrelevant
? we are
concerned
about the
seller's contin-
in the loan
business not
the buyer
Is seller
exiting the
business?

Thank you for your prompt assistance in this matter.

Very truly yours,
[redacted]

[redacted]
see #23 in the Premerger Practice Manual refers to the PMN office position on loans.

called [redacted] 12-16-92

[redacted] noted that the sale of substantially all of a portfolio of loans can be exempt under C-1 or 802.1 as long as the seller is not exiting the loan business, that it is not all or substantially all of the assets of a subsidiary or division, that it is not all of the assets of a region (e.g. New England) or all of the assets within a state.

[redacted] concurred that none of the above will occur and that it will be exempt under C-1.