

By Telecopy to (202) 326-2050

Thomas F. Hancock. Esmuire

Room 303
Federal Trade Commission
Sixth St. and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mr. Hancock:

I am writing this letter to memorialize our conversation of this morning concerning the applicability to the following transactions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the FTC's implementing regulations (collectively, "Hart-Scott").

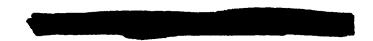
person A is a that controls the generated by R, a retailer. R has an option under the agreement with A to purchase the R desires to suit the future small transfer and suit that accounts

B will consolidare the acquired

met.

Von indicated that the transaction described shows would

of a creditor's business, in a bona ride transaction, and thus would be exempt from filing requirements under 16 C.F.R. § 802.63. If this does not accurately reflect the advice you provided, please call me immediately.



Thomas F. Hancock, Esquire April 22, 1993 Page Two

agginging its purchase option to B. R would acquire title to the

between R and B, B--and not R--would bear the risk of any defaults, and the right to receive any payments, on the accounts during the moment that R held record title. The substance of the transaction--an ordinary course of business between creditors--would remain the same as the first transaction described above. While R would hold record title for an instant at that instant it would also have the unconditional obligation to convey the

I expressed the view that under this second form of transaction, R would appear never to possess the consideration ownership, rendering the transaction exempt under \$ 802.63. You indicated that you wanted to consider the issue further before providing advice and requested that I draft this letter presenting the relevant facts.

Please give me a call when you have formulated your advice as to the wart-sort implications of the second form of

Thank you very much for your time and helpful assistance.

Very truly yours,