

[REDACTED]

[REDACTED]

[REDACTED]

April 22, 1993

By Telecopy to (202) 326-2050

Thomas E. Hancock, Esquire

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").

1. Person A is a [REDACTED] that controls the [REDACTED] generated by R, a retailer. R has an option under the agreement with A to purchase the [REDACTED]. R desires to [REDACTED] its future credit [REDACTED] and [REDACTED] accounts.

[REDACTED] will consolidate the acquired [REDACTED]

met.

You indicated that the transaction described above would be a bona fide 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.

[REDACTED] asked whether the transaction would remain exempt

[REDACTED]

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

~~assigning its purchase option to R. R would acquire title to the~~

~~convey the [REDACTED] to B. Pursuant to agreement~~  
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 [REDACTED]  
[REDACTED] 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 [REDACTED] to B.

I expressed the view that under this second form of  
transaction, R would appear never to possess [REDACTED]  
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 Hart-Scott implications of the second form of~~

Thank you very much for your time and helpful assistance.

Very truly yours,  
[REDACTED]