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July 19, 1994

BY FACSIMILE (Original by U.S. Mail)

Ms. Nancy Ovuka, Esq.  
Federal Trade Commission  
6th St. & Pennsylvania Ave., N.W.  
Washington, DC

Dear Ms. Ovuka:

This letter confirms our telephone conversation of last week regarding a determination of the "ultimate parent entity" of a limited partnership.

[Redacted]

Insurance Corporation ("FDIC"). The FDIC is entitled to at least 80% of the profits or, in the event of dissolution, 80% of the assets of the partnership. Depending on the net worth of the partnership and the fair market value of its assets, the FDIC could receive up to 100% of the profits or the partnership's assets

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(the "Act").

Based on these facts, you advised that the FDIC would be considered the "ultimate parent entity" of the partnership for purposes of the Act and related regulations. Thus, if the Act and related regulations apply to the proposed transaction (which we

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notification requirements.

If this letter does not accurately reflect your understanding of the facts or your position regarding the "ultimate parent entity" of the partnership, please call me as soon as possible.

Thank you for your assistance.

Sincerely,

[Redacted Signature]

[Redacted]