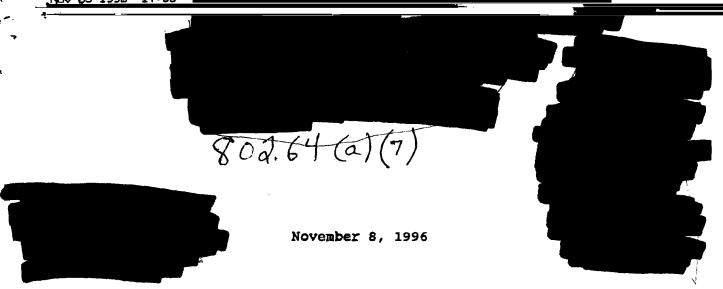


NOV-08-1996 17:55



Richard B. Smith, Esq.

Premerger Notification Office

Bureau of Competition

Federal Trade Commission

6th Street and Pennsylvania Avenue N.W.

Re: Definition of Finance Company for Purposes of § 802.64

Dear Dick:

I am writing to inquire about the Staff's position as to whether
a finance company for purposes of determining the applicability of the institutional investor exemption set forth in 16 C.F.R. § 802.64.

As I explained during our telephone conversation on Monday, November 4, 1996, we believe that the last is a finance

and equity rinancing. For example, order provides debt financing to third parties for acquisitions, working capital, project finance and construction, asset securitization,

this issue.

You informed me that you were unaware of any prior learning regarding the definition of a finance company, but stated that you did not believe that 100% of a finance company's business must be financing. You then agreed that

institutional investor exemption, assuming, of course, that other conditions of the exemption are met. However, you also stated that this was your oninion along and and are met.

Thus, I would be grateful if you would inform me of the Staff's position on this matter. Please call me if you have any

Thank you for your conneration

PMN Office (PS, NO, TH and UC) that I want the view of the

ont to the writer that an order to use organization of Copy defined in 802.9) would apply to the comming in the confining intity.