

September 14, 1998

FEDERAL EXPRESS

Michael Verne, Esq.
Premerger Notification Office
Room 303

Washington, DC 20580

Dear Mr. Verne:

I am writing to confirm the Hart-Scott-Rodino Act compliance advice you gave me during our telephone conversations today.

individuals with balances outstanding of approximately \$58 million ("bank B"). (Bank A and bank B's outstanding credit cards issued to business firms are not the subject of the transactions.) The bank holding company intends to sell these credit card accounts to a single buyer unrelated to it ("Buyer") under a single contract. Before any accounts are sold to Buyer, bank B will sell its \$58 million of accounts to bank A. Bank A will contract with Buyer to sell the \$208 million of

observing a waiting period (while still retaining the \$58 million of accounts just acquired from bank B); bank A will complete the sale of the other \$58 million of accounts to Buyer only after the ultimate parent of bank A and the ultimate parent of Buyer make premerger notification reports under the Hart-Scott-Rodino Act and the waiting period under the Hart-Scott-Rodino Act either expires or is terminated.

You advised me today that this series of transactions would comply with the genoriting and mairing requirements of the Hart-Scott-Rodino Act. The sale of accounts from

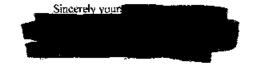
802.30. The sale of the \$150 million of accounts would be exempt under 16 CFR 802.1 as a

or substantially all" of the assets of an "operating unit," according to your Office's interpretation of 16 CFR 802.1 as it relates to credit card accounts. The filing with respect to the \$58 million of

991. 15(0)(2) and them 2(0)(ii) of the Nouncation and Report Form. Thiany, occause a ming win be made, among other reasons, this course of conduct would not be considered to implicate 16 CFR 801.90.

Please let me know promptly if you disagree with the above, as my client intends to reply upon it.

Thanks very much.



AGREE. AS A REJULT OF THE FIRST

ACL OF THE ASSET OF AN OPENAND UNIT SALE, THE ACQUISITION OF JUST WILL NOT OCCUR. AS A RESULT OF THE SECOND SALE, IT WILL } A FILLING (3 NEGULALD .

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