

7A(c)(4)



December 20, 1990

Mr. Dick Smith
Premerger Notification
Room 301
F.T.C. Building
Washington, D.C. 20580

Dear Mr. Smith:

The purpose of this letter is to confirm our conversation of yesterday regarding the exemption to the Hart-Scott-Rodino Act for transfers to or from a federal agency found in Section 7A(c)(4) of that Act.

I explained to you that this firm represents the Resolution Trust Corporation ("RTC") in a proposed transaction in which the RTC is acting as receiver of [REDACTED] a failed thrift. In that capacity, the RTC is selling a mortgage loan servicing corporation which is a subsidiary of the failed thrift. The RTC has the authority to conduct the sale as part of its duty to maximize the value of the thrift's assets. The proceeds of the sale will be payable directly to the RTC as receiver.


On the basis of this information, you advised me that because the transaction involves a transfer from a federal agency it will be exempt from the application of the Hart-Scott-Rodino Act by virtue of the Section 7A(c)(4) exemption. If this does not

Mr. Dick Smith
December 19, 1990
Page 2

accurately reflect your understanding of our conversation, please
let me know.

Very truly yours,



1/3/91 advised  that
since the BTC is fully overseeing and
supervising the sale of the corporation's
voting stock, the transaction is viewed
as exempt by the Preregister Office
under 7A(C)(4).

RB Smith