

C-4 Exempt sales from RTC under Department of Justice
rule 1.12(b) of a subsidiary of the failed

[REDACTED]

covering resolution
necessary
proceeding

January 25, 1991

HAND-DELIVERED

Mr. Victor Cohen
Federal Trade Commission
Premerger Notification Office
Room 303
Sixth and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mr. Cohen:

The purpose of this letter is to confirm our conversation on Monday regarding the Section 18a(c)(4) exemption to the Hart-Scott-Rodino Antitrust Improvements Act ("the Act") for "transfers to or from a Federal agency . . . or political subdivision thereof."

I explained to you that this firm represents a corporation in a proposed transaction in which the Resolution Trust Corporation ("RTC") is acting as receiver of a failed thrift. In that capacity, the RTC is selling to our client 100% of the issued and outstanding shares of the capital stock of a mortgage corporation which is a subsidiary of the failed thrift. The proceeds of the sale will be payable directly to the RTC as receiver.

On the basis of this information, you advised me that the transaction would be exempt from the application of the Act under the Section 18a(c)(4) exemption relating to transfers to or from a Federal agency. You also indicated that the Section 18a(c)(4) exemption would apply regardless of whether the transaction was structured as an asset acquisition or a stock acquisition. If this does not accurately reflect your understanding of our conversation, please let me know immediately.

This material may be subject to the confidentiality provision of Section 7A (h) of the Clayton Act which restricts release under the Freedom of Information Act

[REDACTED]

Mr. Victor Cohen

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January 25, 1991

Thank you for your assistance and cooperation in connection with this matter.

Very truly yours,

[REDACTED]

[REDACTED]

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