

802.64

[REDACTED]

[REDACTED]

WRITER'S DIRECT LINE

[REDACTED]

August 19, 1992

Via Facsimile

Richard B. Smith, Esq.
Premerger Notification Office
Federal Trade Commission
6th and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Re: Letter of August 10, 1992

Dear Mr. Smith:

This is to confirm our telephone conversation today in which you stated that, based upon the facts and authority set forth in my letter to John M. Sipple, Jr., Esq. dated August 10, 1992, the Premerger Notification Office agrees that Company X qualifies as a "bank holding company within the meaning of 12 U.S.C. § 1841" for purposes of the institutional investor exemption of Rule 802.64(a)(11) and (12).

Thank you, and please convey my thanks to Mr. Sipple for your office's consideration of this issue.

Sincerely,

[REDACTED]

[REDACTED]