

§ 2.30

Under various subsidiaries, are held by
ownership of various securities. The transfer of
[redacted]
[redacted] as subsidiary directly [redacted] so that parent
[redacted] (second tier) [redacted]
will hold second
tier subsidiary
directly is exempt
under section § 2.30.

May 28, 1993

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**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Federal Trade Commission
Sixth Street & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Att: Mr. Victor Cohen

Re: Holding Company Transaction

Dear Mr. Cohen:

We represent [redacted], a [redacted]

This will confirm our conversations of May 28, 1993 wherein you advised that there was no requirement to obtain the approval of your Department for the following proposed holding company transaction.

At the present time, it is proposed that ownership of [redacted] immediate parent, [redacted] will be transferred from [redacted]

[redacted] As [redacted] is a wholly-owned subsidiary of [redacted] the ownership of [redacted] would also be transferred to [redacted]

The details surrounding this transfer as they pertain to [redacted] are as follows:

- (1) Present Ownership - As mentioned above, [redacted] is a wholly-owned subsidiary of [redacted]

[REDACTED] are also wholly owned subsidiaries of [REDACTED].

The holding company [REDACTED] is a wholly-owned subsidiary of [REDACTED] is in turn wholly-owned by a [REDACTED]

(2) The Transfer - It is proposed that the ownership of [REDACTED] immediate parent, [REDACTED] will be transferred from its immediate parent [REDACTED] to its ultimate parent, [REDACTED]. Since [REDACTED] is a wholly-owned subsidiary of [REDACTED] transfer of ownership from [REDACTED] to [REDACTED] will not involve any companies outside of the holding company system.

(3) Impact on [REDACTED] - Since [REDACTED] is a free-standing company, and [REDACTED] ultimate parent will remain the same, no impact on [REDACTED] business plans or operations is anticipated as a result of the aforementioned transfer of ownership.

[REDACTED] has requested approval of the [REDACTED] for the proposed transfer.

We would greatly appreciate written confirmation that the proposed transaction need not be approved by your Department.

Thank you. Your cooperation is very much appreciated.

Very truly yours,

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]