

801.1(b)(ii)

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JUL 20

July 19, 1994

[REDACTED]

BY FACSIMILE (Original by U.S. Mail)

Ms. Nancy Ovuka, Esq.
Federal Trade Commission
6th St. & Pennsylvania Ave., N.W.
Washington, DC

Dear Ms. Ovuka:

This letter confirms our telephone conversation of last week regarding a determination of the "ultimate parent entity" of a limited partnership.

As we discussed, an indirect, controlled subsidiary of [REDACTED] is the sole general partner of a limited partnership. The sole limited partner is the Federal Deposit Insurance Corporation ("FDIC"). The FDIC is entitled to at least 80% of the profits or, in the event of dissolution, 80% of the assets of the partnership. Depending on the net worth of the partnership and the fair market value of its assets, the FDIC could receive up to 98% of the profits or the partnership's assets upon dissolution. The partnership is considering a sale of certain assets that might be subject to the notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act (the "Act").

Based on these facts, you advised that the FDIC would be considered the "ultimate parent entity" of the partnership for purposes of the Act and related regulations. Thus, if the Act and related regulations apply to the proposed transaction (which we did not discuss in detail), the FDIC, not [REDACTED] would be responsible for complying with any applicable notification requirements.

If this letter does not accurately reflect your understanding of the facts or your position regarding the "ultimate parent entity" of the partnership, please call me as soon as possible.

Thank you for your assistance.

Sincerely,

[REDACTED]

[REDACTED]