

*Court appointed Commissioner of Insurance  
(of the state) is not a "person" & is exempt from*

*JP 7A(C)C  
VC*

*filing requirements.*

May 10, 1995

**BY HAND**

Victor Cohen, Esq.  
Staff Attorney  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580

Re: Premerger Notification Requirements  
Under the Hart-Scott-Rodino  
Antitrust Improvements Act of 1976

Dear Mr. Cohen:

This is to confirm our telephone discussion on May 4, 1995 concerning the reporting requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act"). Specifically, we discussed the exemption for otherwise reportable transactions entered into by a state government agency set forth in Section 801.1 of the Rules promulgated pursuant to the HSR Act. Based on our discussion, it was my understanding that otherwise reportable transactions entered into by a state's Commissioner of Insurance as the state court-appointed Rehabilitator of a life insurance company would be exempt and, therefore, non-reportable under the HSR Act as transactions entered into by a state government agency under Rule 801.1.

For your information and ease of reference, enclosed herewith is a copy of the March 27, 1992 letter we discussed which addresses a similar transaction.

I would appreciate your confirming the accuracy of my understanding as set forth above. Thank you for your attention to this matter.

Very truly yours,

*AIP*