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August 21, 1985

DELIVERED BY HAND

Andrew Scanlon, Esquire,
Counsel
Room 303
Federal Trade Commission
Washington, D. C. 20580

File (circled)

NOV 21 2 50 PM '85
FBI

See letter dated 8/15

Re: Pre-Merger Filing Requirements;
Sale of Commercial Loan Portfolio

Dear Mr. Scanlon:

In response to our telephone conversation of this date concerning an impending sale of a commercial loan portfolio by [redacted] a wholly-owned subsidiary of [redacted] we are furnishing you with the following facts:

*Items to be reported
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1. The sale of this commercial loan portfolio, for approximately 100 Million Dollars, will constitute approximately 50% of the assets of [redacted] of the assets of [redacted] and [redacted] of the assets of [redacted] the corporate parent of [redacted]
2. No other assets, office locations or personnel will be involved in this transaction.
3. The obligors under the loans to be sold are distributed on a national basis in various states, and there are no geographic concentrations thereof.
4. The buyer of this portfolio will most likely be a bank.

It is our impression that this transaction would be exempt from the pre-merger filing requirements. However, we will appreciate your advising if you concur in our position.

Thank you for your attention to this matter.

Very truly yours,

T/C Scoville
Advise them of the above conclusion
Scoville

