

C-4



November 27, 1990

*Not an attorney*

Patrick Sharpe, Esq.  
Federal Trade Commission  
Premerger Notification Office,  
Bureau of Competition  
Room 303  
Washington, DC 20580

Dear Mr. Sharpe:

I write to confirm our conversation of November 26. I had asked about the following:

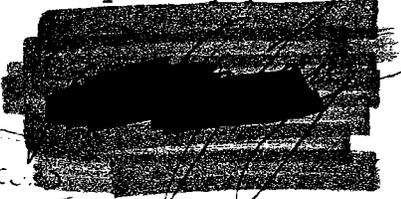
The Resolution Trust Corporation ("RTC") is the receiver for a savings bank. That savings bank has an indirect, wholly-owned mortgage banking subsidiary. In the proposed transaction, assets of the subsidiary, as well as some assets of the parent bank, would be sold to a third party. The transaction will be approved by the RTC, which will also guarantee the subsidiary's indemnification obligations.

*(Premerger view, not FTC)*

You stated that the FTC views the RTC as a government agency, and accordingly, the transaction is exempt from the premerger notification reporting requirements under subsection (c) of the Act, 15 U.S.C. § 18A(c)(4).

I trust that you will contact me if the above is inaccurate.

Very truly yours,



*called  
11-28-90  
I concur  
PS*

*RS also concur*

cc: [Redacted]

