7A(c)(41)



December 20, 1990

Mr. Dick Smith
Premerger Notification
Room 301
F.T.C. Building
Washington, D.C. 20580

Dear Mr. Smith:

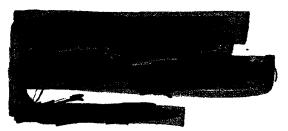
The purpose of this letter is to confirm our conversation of yesterday regarding the exemption to the Hart-Scott-Rodino Act for transfers to or from a federal agency found in Section 7A(c)(4) of that Act.

I explained to you that this firm represents the Resolution Trust Corporation ("RTC") in a proposed transaction in which the RTC is acting as receiver of a failed thrift. In that capacity, the RTC is selling a mortgage loan servicing corporation which is a subsidiary of the failed thrift. The RTC has the authority to conduct the sale as part of its duty to maximize the value of the thrift's assets. The proceeds of the sale will be payable directly to the RTC as receiver.

On the basis of this information, you advised me that because the transaction involves a transfer from a federal agency it will be exempt from the application of the Hart-Scott-Rodino Act by virtue of the Section 7A(c)(4) exemption. If this does not Mr. Dick Smith December 19, 1990 Page 2

accurately reflect your understanding of our conversation, please let me know.

Very truly yours,



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sence the BTC is lady overseing and supervising the rate of the composition's voting stool the transaction is viewed as exempt by the Preminger Office