January 4, 1991

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

Dear Mr. Smith:

I am writing to confirm our telephone conversation of yesterday, in which you stated that the sale of by the Resolution Trust Corporation as described in my letter of December 20, 1990, is exempt from the application of the Hart-Scott-Rodino Act. Subsequent to that letter, I advised you that the buyer will acquire through purchase of the company's stock. Yesterday you indicated that Mr. John Sipple, the head of your department, has concluded that the transaction falls within the Act's Section 7A(c)(4) exemption for transfers to or from a federal agency. This conclusion is in agreement with the initial opinion you gave me during our first conversation on December 19 and as reflected in my December 20 letter.

If this does not accurately reflect your understanding of our conversation, please let me know.

Very truly yours,