This material may be subject by October of fideriality prevision of Section 74 (t) of the Clarton Power which restricts release under the Treedow of Information Act.

VIA FAX (202-326-2050)
John Stipple, Jr., Esq.
Assistant Director, Premerger Notification Division
Federal Trade Commission
Washington, D.C. 20580

Re:

Dear Mr. Stipple:

represents in connection with the following:

In the Office of Thrift Supervision ("OTS") appointed the Resolution Trust Corporation ("RTC") conservator for a savings and loan association chartered under the laws of the State of The assets of State of State of Corporation and a wholly-owned first-tier subsidiary of

By OTS Order No. dated the OTS appointed the RTC receiver for . At that same time, most of the assets of . A that same time, most of the assets of . A that same time, most of the assets of . A that same time, most of the assets of . A that same time, most of the assets of . A that same time, most of the assets of . A that same time, a federal savings association incorporated pursuant to OTS Order No. By OTC Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. By OTC Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Order No. (also dated . A that same time, a federal savings association incorporated pursuant to OTS Or

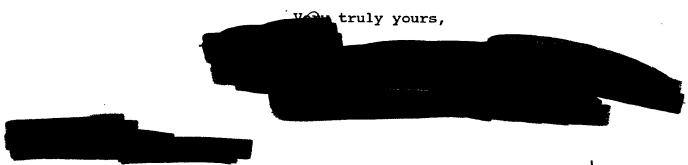
The RTC, as receiver for the land has appointed new directors for the and has directed the liquidation of assets. Those assets include interest, as "Owner Participant", in three aircraft leasing transactions involving Boeing 737 and 747 aircraft currently under lease to national airlines. Because the value of each of the aircraft exceeds

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\$15,000,000, the prospective buyers of interests in the transactions have expressed concern over the need to file premerger Notification and Report Forms under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act").

We understand, based on separate informal telephone inquiries by ourselves and by counsel for one proposed purchaser with members of the Federal Trade Commission's legal staff, that dispositions of assets (i) by subsidiaries of financial institutions for which the RTC is acting as receiver, (ii) that are subject to the approval of the RTC, are treated for purposes of the Act as transfers "from a Federal agency", which under Section 7A(c)(4) of the Act are exempt from the notice requirements. Each of the dispositions of trust that owns an aircraft (and in the related documentation), although authorized under applicable corporate law by the directors of will have also been approved by the RTC pursuant to its internal procedures relating to the resolution of subsidiaries owned by thrifts in receivership. To allay concerns prospective buyers that the dispositions require the parties to file premerger Notification and Report Forms, we ask that you confirm for us that, under these circumstances, the dispositions by will be considered exempt from the filing requirements as transfers by a Federal agency.

In advance, thank you for your consideration of this matter. Please call me at if you have any questions regarding the issues raised in this letter.



Colled on 198/91 - Brosdow firsto presented, The acquisition is exempt under C(4) as an acquisition from a filled openey. Here, the RTE contribation from the proportion of the RTE has appointed the motherians directors; of the RTE ordered the legendation of the motherians assite, and the RTE has approved the pole.