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AS

October 17, 1985

DELIVERED BY HAND

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

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

Dear Mr. Scanlon:

This will reference the correspondence of August 21 and August 26, 1985, to you from [REDACTED] and our telephone conversation of September 3, 1985. Copies of said correspondence are enclosed for your reference.

You will recall that in said correspondence and in said telephone conversation you were advised that [REDACTED] is in the process of disposing of a portion of its commercial loan portfolio by way of the sale of the same to third parties. It has now been determined that one of purchasers will be [REDACTED], which has been identified to [REDACTED] as a [REDACTED]

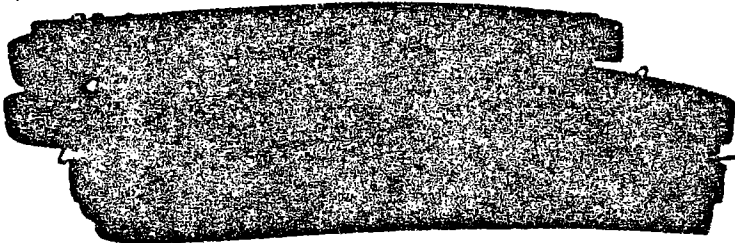
[REDACTED] proposes to sell, for the purchase price of approximately \$30,000,000.00, a number of individual commercial loans to [REDACTED] in the near future. [REDACTED] has represented to [REDACTED] that such a purchase will be in the normal and ordinary course of the business of [REDACTED]

I would very much appreciate your advices, therefore, at your early opportunity, whether the Section 802.1 "Ordinary Course of Business" exemption, or the fact that [REDACTED] represents that it is a banking corporation, are available to exempt the proposed transaction from the Antitrust Improvements Act filing provisions.

Andrew Scanlon, Esquire  
October 17, 1985  
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Please accept my thanks for your anticipated prompt cooperation in this matter.

Very truly yours,

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