

MAYER, BROWN & PLATT

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CABLE LEMAY

March 9, 1973

Mr. Alan Rosenblat  
Chief Counsel  
Division of Investment  
Management Regulation  
Securities and Exchange  
Commission  
Washington, D. C. 20549

Dear Mr. Rosenblat:

Thank you for your letter of March 1, 1973 responding to our letter of December 4, 1972.

With respect to the additional information and representations requested in your letter, our replies are as follows:

1. The percentage of assets of CICorp (on an unconsolidated basis) which would be represented by securities of the Company and other investment securities is 2.816%. These figures are as of January 31, 1973.

2. The anticipated percentage of gross income of CICorp attributable to the Company will be no more than .683% for the year 1973. (The anticipated gross income of the Company for 1973 is \$3,900,000. Although it is expected that gross income of CICorp during 1973 will exceed that for 1972, the anticipated gross income of CICorp for 1973 used in the foregoing computation is \$571,000,000, which is the actual gross income for 1972.)

3. The 10 to 20 proposed employee investors will be in management positions and will have intimate knowledge of the Company's financial and business status.

Handwritten notes on a form:

1 (CF) - 1+6  
1/2 (W) (13)  
4/14/73

Section  
File  
Date

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Based on the foregoing and upon the facts set forth in our letter of December 4, 1972, together with the information contained in your answer of March 1, 1973, we believe that the exemption contained in Section 3(b)(3) of the Investment Company Act of 1940 (Act) would be available.

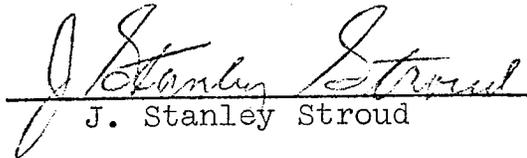
Accordingly, we request the advice of the Division as to whether it would recommend any action to the Securities and Exchange Commission if the Company proceeds to conduct business and offer its limited amount of equity shares solely to employees as described herein and in our letter of December 4, 1972, without registration under the Act in reliance upon our opinion as expressed herein.

If you have any questions or require further information with respect to this matter, please telephone our Chicago office, either W. Allen Johnson or Dwight W. Fawcett, collect, at 312-782-0600.

Very truly yours,

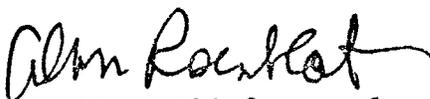
MAYER, BROWN & PLATT

By

  
J. Stanley Stroud

DWF:kmv

On the basis of the foregoing and the representations made in your letter of December 4, 1972 and as indicated in our endorsement of March 1, 1973, we would not recommend that the Commission take any action under the Investment Company Act of 1940 ("Act") if Continental of Illinois (Delaware), Ltd. proceeds as described in your letter of December 4, 1972, without registering under the Act provided it does so in reliance upon your opinion as counsel that it is excepted from the definition of investment company by virtue of Section 3(b)(3) of the Act.

  
Alan Rosenblat, Chief Counsel  
Division of Investment Management Regulation