



January 24, 2007

VIA E-MAIL AND U.S. MAIL

James H. Ferkingstad, Esq.  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Ave., NW  
Washington, D.C. 20580

Dear Mr. Ferkingstad:

This letter confirms our telephone conversation of January 18, 2007 concerning a proposed transaction between a nonprofit hospital and a nonprofit hospital system which operates two hospitals and a continuing care facility.

As we discussed, each party is a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code. The two parties propose forming a new nonprofit corporation which will become the parent of each of the parties. That new nonprofit corporation will qualify as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code. I am assuming, for purposes of this letter, that the transaction would be reportable but for the possible exemption contained in 16 C.F.R. § 802.40

You advised me that, because the two parties are consolidating through the creation of a new nonprofit entity, the transaction is exempt from the filing requirements of the HSR Act under 16 C.F.R. § 802.40.

If my understanding is in any way inaccurate, please contact me as soon as possible.

AGLEL-  
MV  
1/24/06

1/24/06  
Agree

JH



[REDACTED]

James H. Ferkingstad, Esq.  
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Thank you for your consideration of this matter.

Sincerely,

[REDACTED]

[REDACTED]

[REDACTED]