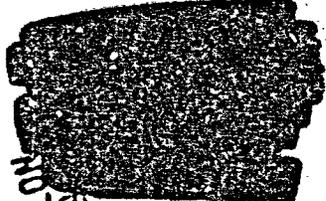
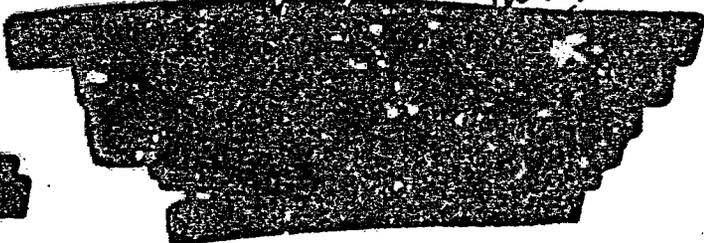


(WK)



June 18, 1985

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PREMERGER
NOTIFICATION
OFFICE

Mr. Wayne Kaplan
Premerger Notification Office
Room 301
Federal Trade Commission
Washington, D.C. 20580

This material may be subject to
the confidentiality provisions of
Section 6(e) of the Securities Act
of 1933.

Dear Mr. Kaplan:

This letter is in confirmation of the advice I received from you in our telephone conversation on May 14, 1985. In that conversation, I described the following scenario:

Facts

A, a church, is the sole corporate member of B and C, two not-for-profit entities. X, a church body, is composed of 170 individual members, two of each of the 170 representing 85 religious congregations. X controls Y, a not-for-profit entity. B, C and Y desire to consolidate functionally their operations and the operations of the organizations which each owns or controls by the creation of a new not-for-profit corporation to be the sole member of B, C and Y.

Issue

Are A and X required to make premerger notification filings?

You advised me as follows:

Conclusion

A and X, as church bodies, are not cognizable persons under the Hart-Scott-Rodino rules, and, thus, not required to make premerger notification filings under the rules. Filings should be made by B, C and Y.

Mr. Wayne Kaplan
June 18, 1985
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I will act upon your advice unless I hear from you otherwise by June 28, 1985.

Thank you for your assistance.

Sincerely,



The issue of which entities within a religious organization engaged in business activities is still ~~the~~ must file is still being considered. Advice is given in each situation based upon the individual facts of that situation.
Above note added by WCK
on 3/9/87