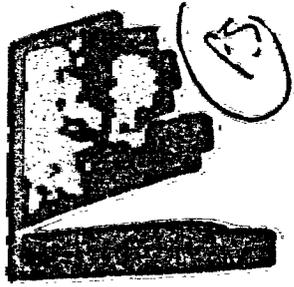




REC-19 11 2 11 1985
OFFICE OF THE ATTORNEY GENERAL
WASHINGTON, D.C.



August 15, 1985

Patrick Sharpe
Compliance Specialist
Premerger Notification
Bureau of Competition
Room 303
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

RE: REQUEST FOR INFORMAL OPINION - APPLICABILITY OF
PREMERGER NOTIFICATION RULES TO AFFILIATION OF
NON - PROFIT CORPORATIONS

Dear Mr. Sharpe:

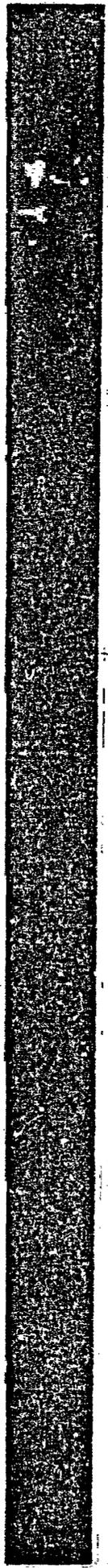
This letter shall confirm our telephone conversation on August 14, 1985 in which you indicated that the transaction described in my letter to you of August 8, 1985 (attached hereto) is not reportable under the Premerger Notification rules set forth in the Hart-Scott-Rodino Antitrust Improvement Act. You also indicated that, based upon this informal opinion, our clients should not become subject to any enforcement action or penalties as a result of this transaction, even if your office changes its policy regarding non-profit affiliations of this type.

Thank you for your prompt attention and cooperation in this matter.

Very truly yours,



This material may be subject to the confidentiality provision of Section 7A (b) of the Clayton Act which restricts release under the Freedom of Information Act.



MEMORANDUM
TO: [unclear]
FROM: [unclear]
SUBJECT: [unclear]

0
Wish
Oh
Me

Dana
I think this
is OK. May I
have your
opinion.

Wayne
8/5/85
Of course the later
acquisition by the
V is potentially
reparable