

October 19, 1994

Richard Smith, Esquire
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, DC 20580

Dear Mr. Smith:

This letter is to confirm a conversation that we had on September 12, 1994 regarding the availability of an intraperson exemption for non-profit membership corporations from the premerger notification requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act").

We represent a non-profit corporation (the "Parent Corporation") that is the sole member of two subsidiary non-profit corporations (hereinafter referred to as "Subsidiary A" and "Subsidiary B"). The Parent Corporation is not controlled under the Act by any other person. The Parent Corporation intends to cause the merger of Subsidiary B with and into Subsidiary A. As a result of this transaction, the Board of Directors of Subsidiary A, the surviving corporation, will be reconstituted to consist of certain existing members of Subsidiary A's Board and certain existing members of Subsidiary B's Board. The Parent Corporation will continue to be the sole member of Subsidiary A following the merger.

In light of the fact that the Parent Corporation controls Subsidiary A and Subsidiary B by virtue of membership interests as opposed to the ownership of voting securities, the exemptions under Section 7a(c)(3) of the Act and Section 802.30 of the rules promulgated pursuant to the Act are not applicable. Nevertheless, you advised me that the transaction will be exempt from the Act's filing requirements if the following two conditions are met:

- (1) That no other person has any ownership interest in the corporations being merged (i.e., that the Parent Corporation does

Richard Smith, Esquire
October 19, 1991
Page 2

not share control of Subsidiaries A and B with any other person); and

- (2) That all premerger notification filings under the Act have been properly submitted by the Parent Corporation in connection with its acquisition of control over Subsidiaries A and B, or that appropriate determinations were made as to the availability of valid exemptions from the filing requirements.

If the foregoing is incorrect, I would ask that you contact me as soon as possible. The parties intend to file the necessary documents to effect the merger on [REDACTED]

Thank you for your assistance.

Very truly yours,
[REDACTED]

[REDACTED]
cc: [REDACTED]