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202 326 2621: # 3/3
Non-Profit corporation
- formation
- 502.40 / 501.40

VIA FACSIMILE

February 8, 1995

Mr. John Sipple
Premerger Notification Office
Federal Trade Commission
Washington, D.C.

Re: Application of Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act")

Dear John:

The purpose of this letter is to confirm the advice you gave me yesterday on behalf of the Premerger Notification Office regarding the proposed formation of a new not-for-profit joint venture corporation. The details of the proposed transaction are outlined in my letter to you of February 3, 1995. You stated that, on the basis of the facts presented in my February 3 letter, the Premerger Notification Office will treat the formation of the new not-for-profit corporation as a joint venture and not as a merger or consolidation. Thus, under the Premerger Notification Office's interpretation of 16 C.F.R. §§ 802.40 and 801.40, none of the three parties involved in the proposed transaction will be required to file notification under the Act.

A/D

On the basis of this advice, the parties intend to proceed without filing notification under the Act. Please telephone me at [redacted] as soon as possible if you disagree with my restatement of the Premerger Notification Office's position. I thank you for your diligence in resolving this issue.

Very truly yours,

[redacted signature block]

cc: [redacted]

[redacted]