

\$ 802.40
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October 30, 1995

VIA HAND DELIVERY

John M. Sipple, Jr., Esquire
Assistant Director for Premerger Notification
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: [REDACTED]

Dear John:

This letter is a follow up to my letter of May 19, 1995, to you regarding the proposed affiliation of certain [REDACTED] related businesses of [REDACTED] and [REDACTED] Inc. [REDACTED] After reviewing my earlier letter, which described the transaction, you concluded that the transaction involved the formation of a not for profit joint venture corporation and was not reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18a. Now, the parties have proposed changes to the transaction as described in my original letter, a copy of which is attached.

Under the revised transaction structure, [REDACTED] would contribute, in addition to the assets described in my original letter, [REDACTED]

[REDACTED] would retain the [REDACTED] with assets of \$32.9 million.

The parties do not believe that these changes affect reportability under the Hart-Scott-Rodino Act, but they would like to confirm this assessment with your office. Once you have had an opportunity to review these changes, please call me with your comments.

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[REDACTED]

Very truly yours

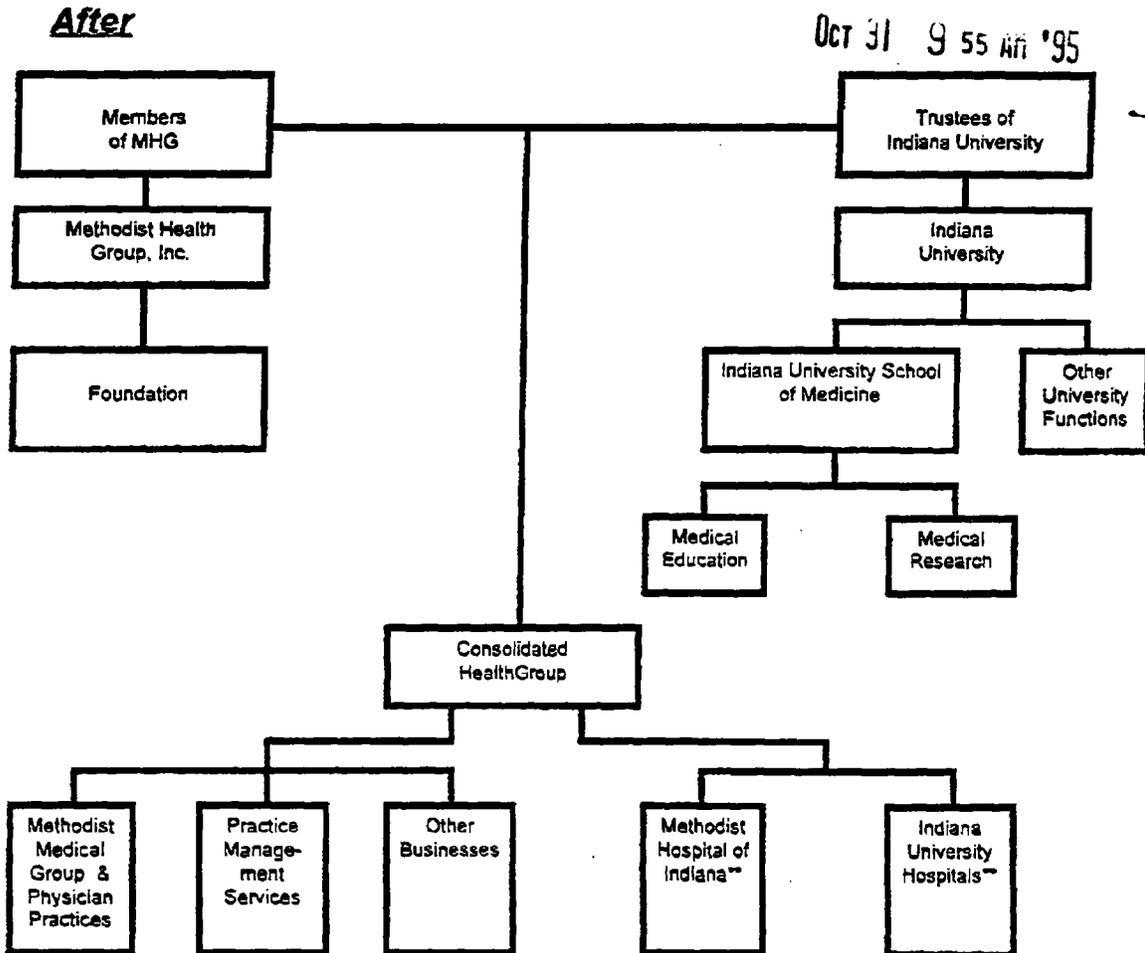
[REDACTED]

Enclosure

cc: [REDACTED] (w/o enclosure)
[REDACTED] (w/o enclosure)

Advised the requester that the change in structure does not alter the advice previously given. The transaction is still exempt under § 802.40. Although the contributor in question is contributing additional operations, it will play an important role in what appears to be a meaningful way and will continue to ~~be an important~~ participate in the significant matters in the ongoing operations of the newly formed nonprofit joint venture corporation.

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Methodist Hospital of Indiana and Indiana University Hospitals are not separate corporations, rather hospital/health care facility assets which will be owned by Methodist Health Group, Inc. and Indiana University, respectively, and managed by the Consolidated Health Group. The boxes for Methodist Hospital of Indiana and Indiana University Hospitals are shown here to illustrate the management of these assets.