

VIA FACSIMILE

Thomas F. Hancock, Esquire Premerger Notification Office Federal Trade Commission Room 303 6th Street and Pennsylvania Avenue, N.W. Washington, D.C. 20880

Dear Mr. Hancock:

о доон поигрози поврняют.

As we recently discussed, please let me know whether the transaction described herein would qualify as the formation of a non-reportable, non-profit joint venture.

The Parties

Health System X (a non-profit health system) is the sole corporate member of Hosnital

Both Health Systems X and Y own significant other assets, including hospitals, which are not part of this proposed transaction and will remain separate. Furthermore, both X and Y will retain their separate corporate identities after this transaction.

(17)-(40) OF (a).



\$3 801.40, 807.40, 801.5(d) Thomas F. Hancock, Esquire October 4, 2000 Page 2

The Proposed Transaction

corporate membership interest will, among other things, be non-transferable by Y to any entity

tixed fee.

management of A will be all but eliminated. (The Bylaws and Articles of D will also be

Please call me at your earliest possible convenience with your conclusions regarding the reportability of this transaction. If you conclude that this transaction is not reportable, I would also like to know whether the reduction of Y's representation on A's Board below 50% or the transfer of the membership interest from Y to X after three years would trigger the need to report.

If you need any additional information, or have any questions, please let me know.

As always, I thank you for your assistance.

John Writer that the contribution Sincerely yours.

of B and C A: 1) under SE-50 control

so the formation of a new-profit

IV and hence not respectable. However, the gradues

elimination of V5 control power would be a

patentially reportable requisition by X.

TFH