

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 R"). The Parent Corporation is not controlled

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

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 cwnership interest in the corporations being merged (i.e. that the Parcht Corporation does

Richard Smith, Esquire October 19, 1991 Page 2

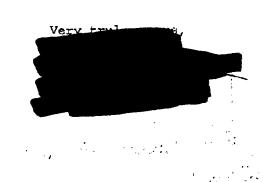
not share control of Subsidiaries A and B with any other person); and

(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 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

Thank you for your assistance.



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