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November 21, 1994

Victor L. Cohen, Esq.  
Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

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PREMERGER NOTIFICATION  
FEDERAL TRADE COMMISSION

Re: Premerger Notification — Not-for-Profit Affiliation

Dear Mr. Cohen:

This letter confirms your phone call last week in which you told me that the staff has ~~reconsidered its earlier guidance regarding whether an affiliation between not-for-profit health~~

~~promulgated thereunder, 16 C.F.R. Subchapter H. The staff had initially determined that such an~~

Upon further reflection, the staff has concluded that such an affiliation *would* include a reportable transaction (assuming size of person and size of transaction tests are satisfied). You told me that the staff no longer considers Foundation's use of a staggered board to mean that the Medical Center will not acquire control of Foundation. In all other respects, you reconfirmed the staff's original guidance as set out in my November 9 letter.

Accordingly, the response to question 2 in my November 9 letter — "Will the ~~acquisition of Foundation~~ ~~be a reportable acquisition by Medical Center?"~~ is now

corrected as follows:

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*The proposed affiliation will result in Medical Center assuming control of*

directors.

Once again, we appreciate your guidance on this matter. As before, please let us know immediately if we have misconstrued the staff's views on this situation.

[REDACTED]