

November 21, 1994

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

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

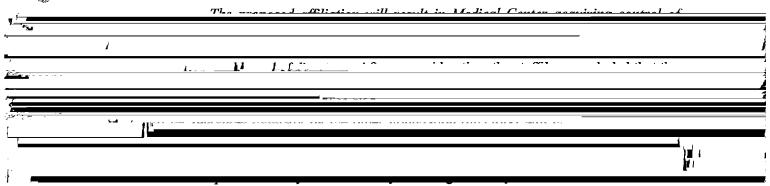
promulgated thereunder, 16 C.F.R. Subchapter H. The staff had initially determined that such an

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

corrected as follows:

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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.

