

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Telecopier: [REDACTED]

April 11, 1995

VIA TELECOPY

A17

Ms. Alice Villavicencio
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
6th Street and Pennsylvania Ave.
Washington, D.C. 20580

Dear Ms. Villavicencio:

Pursuant to your request during our phone conversation

At issue is whether the proposed transaction is exempt from reporting under Section 7A(c)(4) of the Clayton Act or Section 801.1(a)(2) of the implementing rules. You may assume for purposes of your analysis that the proposed transaction would be reportable if it does not qualify for one of these exemptions.

The proposed transaction involves two [REDACTED] The first [REDACTED] is a [REDACTED] [REDACTED] [REDACTED]

[REDACTED] which was founded under an act

✓

[Redacted]

[Redacted]

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affairs and expenditures of its funds. The constitution of State B describes [Redacted] board of governors as a "body corporate."

[Redacted] does not have a board of directors. An executive director is responsible for the overall operation of [Redacted]. The executive director reports to an officer of [Redacted] B who, in turn, reports to the president of [Redacted]. The president reports to the [Redacted]

The proposed transaction may also involve two maintenance organizations. The first [Redacted] is owned and operated by a nonprofit corporation which is controlled by [Redacted] A. The second [Redacted] is a nonprofit corporation which is organized on a nonstock membership basis. The sole member of [Redacted] is the board of governors of [Redacted]. The business and affairs of [Redacted] are managed by a board of directors, a majority of whom are appointed by the board of governors of [Redacted] B. Pursuant to state law, one third of the directors of [Redacted]

The financial statements of [Redacted] and [Redacted]

We appreciate your assistance in this matter and [Redacted]

ACC. If you have any further questions, please call me at [Redacted] [Redacted]

Sincerely,

[Redacted signature block]

4/13/95-

AV discussion HBF [Redacted] 29-30 [Redacted]
Admin [Redacted] the [Redacted] is
[Redacted] but the [Redacted] [Redacted]
[Redacted] [Redacted] [Redacted] [Redacted]
[Redacted] [Redacted] [Redacted] [Redacted]