

801.1(c)(8) [unclear]

[REDACTED]

June 8, 1995

Richard B. Smith, Esquire
Premier Notary

Dear Richard:

This letter confirms your concurrence in my conclusion that the contemplated transaction described below would not be subject to the notification, waiting period and other requirements of the Hart-Scott-Rodino Antitrust Improvements Act ("Act").

1. Corporation A is a nonprofit corporation sponsored by a [REDACTED] within said [REDACTED] as may be designated by said [REDACTED] and such additional persons [REDACTED] "Members".
2. Corporation B is a nonprofit corporation [REDACTED] Member is A, and serves A as [REDACTED] Corporations C, D, and E [REDACTED] Members [REDACTED]

[REDACTED] corporations (C, D and E) is B. Each of [REDACTED] under the control and supervision of B and, ultimately, under the control and supervision of A and the Members that in turn ultimately control A.

3. The governing Boards of A, B, C, D and E [REDACTED] have approved a Plan of Merger under [REDACTED] C, D and E merged into C, and C will [REDACTED]

4. Pursuant to this Plan, [REDACTED] D and E will be transferred to C. Prior to implementation of the above-referenced plan, the Members control directly or indirectly and therefore "hold" [REDACTED]

[REDACTED] D was founded by the [REDACTED]

[REDACTED]

Richard B. Smith, Esquire
June 8, 1995
Page 2

the assets held by A, B, C, D and E within the meaning of 16 C.F.R.

the same Members will continue to control directly or indirectly and therefore "hold" all such assets within the meaning of 16 C.F.R. § 801.1(c)(8). Accordingly, implementation of the above-referenced plan will not constitute the transfer of assets from one "person" to another, or the acquisition of assets by one "person"

On the basis of these facts, the contemplated Plan of Merger would not be subject to the notification, waiting period and other requirements of the Act.

Thank you for your assistance in this matter.

Sincerely,

[REDACTED]

[REDACTED]

6/9/95 Called writer and advised

that since there is no other acquiring or acquired person involved in the non-profit merger, the PHN Office needs 801.(c)(8) to exempt the subject transaction since, due to the lack of voting stock, 802.30 is not applicable

RBS Smith

[REDACTED]