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FEDERAL TRADE

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801.1(c)(8)

[REDACTED]

March 14, 1996

VIA FACSIMILE (202-326-2624)

Ms. Nancy Ovuka
Federal Trade Commission
Premerger Office
Washington, D.C. 20580

Dear Nancy:

I wanted to follow up with our earlier conversations and my letter to you of February 20, 1996, and clarify that the merger transaction we discussed will not be subject to Hart-Scott-Rodino reporting requirements.

The facts, as I presented them to you, are as follows. Corporation A, a nonprofit corporation, proposed to merge with corporation C, a nonprofit corporation, with corporation A being the surviving corporation. Corporation A controls a for-profit subsidiary, corporation B. Under the articles and bylaws of corporation C, corporation B's board of directors has the power

Corporation B has designated five members of Corporation C's board of directors of

I inquired whether an intraperson exemption might be available for this transaction based

upon the relationship between corporation C and A. You advised that the exemption would

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Ms. Nancy Ovuka
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not be subject to reporting requirements under Rule 801.1(c)(8), 16 C.F.R. §801.1(c)(8), which

this matter.

Sincerely,

[REDACTED]

[REDACTED]