

ORIGINAL VIA FELLE

Richard D. Smith, Esq. Premerger Notification Office Room H-303 Federal Trade Commission Sixth and Pennsylvania Avenue, N.W. Washington, D.C. 20580

Transaction Reportability o Re:

We very much appreciate your time and assistance during our June 7, 1996 Dear Mr. Smith: conference call. Pursuant to your invitation, we are writing to confirm the substance of that conversation and to seek, pursuant to 16 C.F.R. § 803.30, an informal interpretation that this transaction is not reportable under the Hart-Scott-Rodino Antitrust Improvements Act of organization which serves 1976, as amended.

We represent a not-for-profit, charitable abigle through which a church diocese conducts a major portion of its Las five trustees on a board of trustees, all of corporations (in one case, through an intermediary holding corporation) which, whom are members of the clergy in this diocese. corporations, gives it the power to elect the corporations. and the Bylaws of the 1 Provident of SUC

members controls B.) At the present time, one

Richard D. Smith, Esq. June 17, 1996 Corp. B is also one of the five trustees of the Corp. A, although there is no requirement Corp. B holds itself out to the public as, and in fact is, sponsored for such an overland hich is directed by the Director of for the church diocese. In part because d Corp. B's deteriorating financial condition, the diocese tende se soon se noscible to restructure R's novemence to link it more closely with one of corporation of one of the which corporation is a subsidiary of Corp. A. It appears that the size-of-parties test is satisfied in the subject transaction. Bullet and the state of the second se Corp. B is located in a county and geographic cachement area separate operated b We recognize that it has been the Staff's position that, if there is a transfer of control, the transaction described constitutes a merger or consolidation under 16 C.F.R. Forp. B are not being "acquired" within the meaning of 15 U.S.C. §§ 7 or 7A and/or that this transaction is exempt under 16 C.F.R. § 802.30 as an intraperson transaction. In this regard, in addition to the facts set forth above, we note the Corp. B. within the meaning of Rule § 801.1(b)(1)(ii). because the By-If Mr. Sipple, you, or any other member of the Staff requires any additional information, please call me. We request that this letter and the information disclosed in our telephone conference he treated as confidential under applicable law and regulations. 'Thank you very much for your assistance and attention.