

[REDACTED]  
[REDACTED]  
[REDACTED]

February 23, 1999

VIA FACSIMILE: 203-326-2624

Richard Smith, Esq.  
Deputy Assistant Director for Premierzer

Re: Formation of The [REDACTED]

Dear Dick:

This letter will confirm our telephone conversation this afternoon regarding the planned formation of The [REDACTED] (the [REDACTED]) as a Delaware (non-stock) membership corporation. In particular, you advised us of your

Act of 1976, as amended (the "Act"), and your opinion that formation of the [REDACTED] as described below, is exempt from the notification and waiting period

Foundation and several major [REDACTED] companies, including [REDACTED]  
[REDACTED]  
[REDACTED] is (the "Sponsors"). Each of the Sponsors will contribute to the [REDACTED] a total of \$3 million, payable in two installments, and additional amounts as may be determined after the second anniversary of the formation, subject to a right to withdraw at that time. [REDACTED] agreed to contribute up to \$14 million, payable in two installments. (11)

[REDACTED]  
[REDACTED]  
[REDACTED]

The specific purpose of The [redacted] is to advance the field of human

sponsored research agreements with several academic or research institutions to conduct the relevant research. None of the Sponsors will be provided with any preferential rights or access to the results of these research activities. The Sponsors believe that the establishment of such an entity and the implementation of its goals will advance the field of human medicine and the development of genetic-based diagnostics and therapeutics, in a manner which cannot be achieved by the Sponsors, or other commercial and scientific organizations, acting individually. After formation, the [redacted] intends to file for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to register under the National Research and Production Act, 15 U.S.C. § 4301, *et seq.*

Based on the foregoing, you confirmed that the acquisition of the membership interests in the [redacted] by the Sponsors would be exempt from the notification and waiting period requirements of the Act, by virtue of the staff's interpretation of 16 C.F.R. §802.40.

We thank you, and appreciate the time you have devoted to us to resolve this issue. We will be filing a Freedom Of Information Act ("FOIA") request for a copy of this letter that contains any response by you, and we request that you retain such letter in your office to facilitate retrieval by the FOIA Office.

Very truly yours,

[redacted signature]

cc: [redacted]

2/25/99 Caller advised that

so, however may be [redacted] which does not issue voting [redacted] should

that I [redacted] information. Writer said that if Ann had any questions, she should give writer a call. (M. [redacted])  
RBS/mth