

April 1, 1999

VIA TELECOPY

Ms. Nancy Ovuka Premerger Notification Office Federal Trade Commission 6th St. and Pennsylvania Ave., N.W. Room 303 Washington, D.C. 20580

Page Base Conte Dealfres Affair a constitue manufacture of management of

Deat Mariey

This letter confirms the advice that you provided to me last Friday, March 26, 1999 regarding the non-applicability of the reporting requirements of the Hart-Scott-Redino Antitrust Improvements Act of 1976, as amended (the "HSR Act") as they related to the formation of a not-for-profit joint venture. The relevant facts are set forth below.

A1, a not-for-profit corporation (the "ultimate parent entity" of which is A1 and R

DECUISOR TO The Transaction of must obtain a MHICH O exemption letter from the Informal Regionne

in connection with the formation of NewCo: (1) Al will contribute to NewCo \$3.34

for approximately \$27 million in cash and (3) A1 will receive 33% of the membership interests of NewCo and B will receive 67% of the membership interests in NewCo.

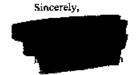
not liether but

During our conversation last Friday, you advised me that neither the formation of

be subject to the HSK Act's reporting requirements.

As always, we thank you for your assistance. If the foregoing does not conform to

above.



Samation of New Co-Horreportable 4/6

leguisition by B of Nursing homes

is reportable - \$27.0 mm is

fair market value of assets, not

equalization payment