

[Redacted]

Attorneys at Law

[Redacted]

Rec'd 11/5/99

[Redacted]

November 4, 1999

BY FACSIMILE

Patrick Sharpe, Esq.
Premerger Notification Office

Room 303
Sixth Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Acquisition of Membership Interest in Nonprofit Corporation

Dear Mr. Sharpe:

This will confirm our telephone conversation of yesterday in which you advised that an acquisition of membership interests in a nonstock nonprofit corporation, established pursuant to

the Internal Revenue Code, does not constitute an acquisition of "voting securities" or "assets"

under applicable requirements under the Code. (1) current members of the corporation acquire additional interests from a member wishing to divest its interests; and (2) a third-party who is not currently a member acquires a minority interest in the corporation. In neither case will any single member control the corporation.

Please let me know as soon as possible if the above does not comport with our discussion. I very much appreciate your assistance in this regard.

Sincerely yours,

[Redacted Signature]

So advised
called

11/5/99 I concur with this letter.

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SENT BY