

801, 2 (d)
Consolidation
of two non-
profits

[REDACTED]

January 12, 2001

VIA TELEFAX (202) 326-2624

Ms. Alice Villavicencio
Compliance Specialist
Federal Trade Commission
Washington, D.C. 20580

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE
2001 JAN 12 P 5:00

Re: Hart-Scott-Rodino Filing

Dear Ms. Villavicencio:

This letter confirms our telephone conversation of yesterday. As I explained to you, we are representing two health care related, not-for-profit organizations that are affiliating with each other. For purposes of paying one filing fee for a Hart-Scott-Rodino filing, the parties have agreed that one entity will be deemed the acquiring person and the other will be deemed the acquired person. In actuality, however, the reported affiliation will not result in an acquisition of either organization by the other.

I further explained that there are three sub-agreements which are part of the larger affiliation transaction. The first agreement will merge two HMO's operated by the acquired entity into the HMO operated by the acquiring entity. The second agreement will merge the corporation which operates several health care centers within the acquired entity into the corporation which operates health care centers for the acquiring entity. The third agreement will result in the formation of a new foundation consisting of both entities. *(and the UPE will form their corporate identities. 1/16/2001)*

This letter confirms that you have informed me that this transaction will only require one Hart-Scott-Rodino filing with payment of only one filing fee. Of course, a description of this entire affiliation agreement, including all sub-agreements, will be set forth in the Hart-Scott-Rodino filing.



Ms. Alice Villavicencio
January 12, 2001
Page 2

ATTORNEYS AT LAW

Should my understanding be incorrect, please contact me. Thank you for your assistance.

Very truly yours,



*Called Writer
on 1/16/2001
OK - see Notations
AMV*

