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December 9, 2003

VIA FACSIMILE

B. Michael Verne, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Ave, NW
Washington, D.C. 20580

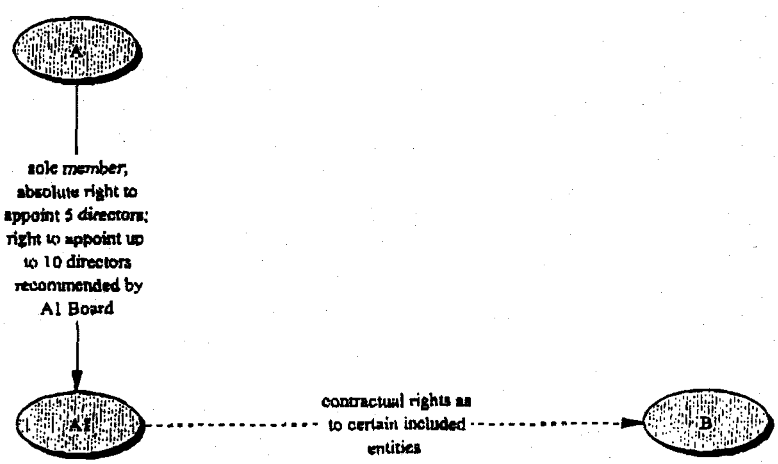
Re: Confirmation of Advice Regarding HSR Reportability of Formation of Nonprofit Corporation

Dear Mr. Verne:

I am writing to confirm our conversations of last week concerning the formation of a nonprofit corporation ("NewCo") and the potential reportability of the transaction. I understand from our conversations that you agree that the transaction is not reportable.

A, A1, and B propose to enter into a transaction involving the creation of NewCo. I describe below the pre-transaction structure of the various entities and the post-transaction structure.

I. Pre-Transaction Structure



1. A is a nonprofit corporation. A's Board of Directors includes 5 members. I have asked you to assume either that A is its own ultimate parent or that its ultimate parent has no additional interests in or rights as to A1 or B.

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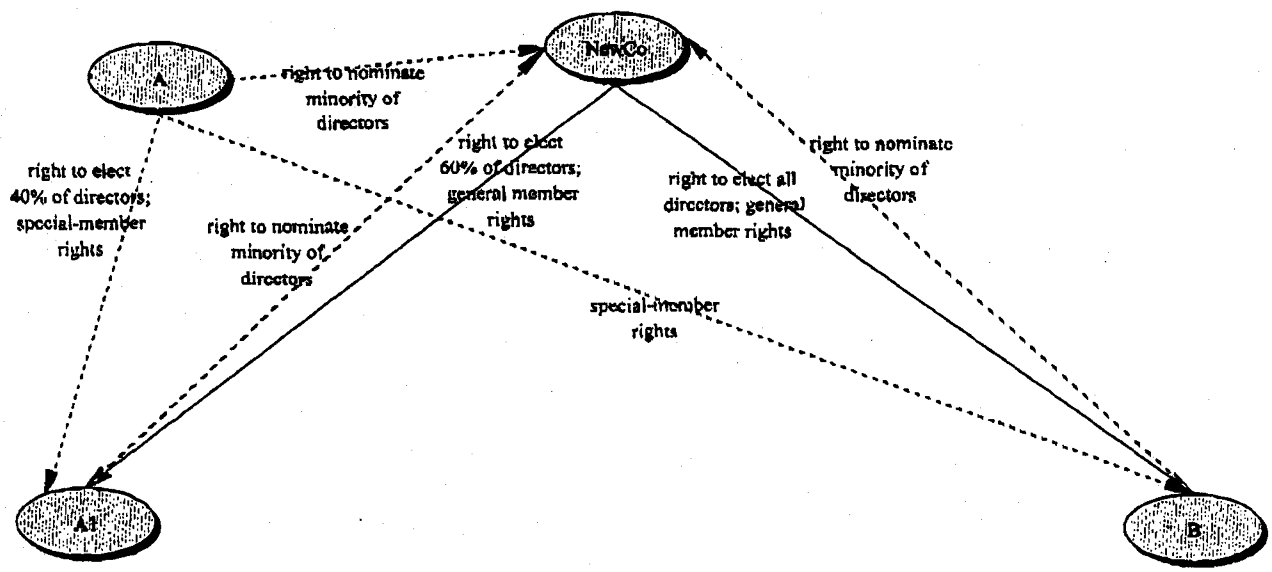
2. A is the sole member of A1, which is a nonprofit corporation. A1's Board of Directors is selected as follows. First, the 5 directors of A serve as directors of A1. Second, the Board of A1 can recommend up to 10 additional directors, but A retains the right to elect or not elect those recommendees.

3. B is a nonprofit corporation with no members. B's Board of Directors consists of 14 members. Six of the members are nominated by Committee 1 of the Board of B, and six members are nominated by Committee 2 of the Board of B. The nominees must then be elected by a supermajority of the Board of B. The chairperson is nominated and elected by the entire Board of B and thereafter serves as a director of B. The CEO is nominated by Committee 2, but then must be elected by a supermajority of the Board.

4. With respect to constituent entities included within B, A1 has certain existing contractual rights with B to ensure that those entities adhere to prescribed ethical and religious standards.

II. Post-Transaction Structure



1. The parties have already formed NewCo, a nonprofit corporation, for purposes of this transaction. NewCo has no members.

2. NewCo will become the "general member" of both A1 and B. A will cease to be the general member of A1 and will become the "special member" of both A1 and B.

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3. NewCo's Board of Directors will consist of 15 members:

   - 4 members will be nominated by A and elected by the NewCo Board.
   - 3 members will be nominated by A1 and elected by the NewCo Board.
   - 4 members will be nominated by Committee 1 of B and elected by the NewCo Board.
   - 3 members will be nominated by B and elected by the NewCo Board.
   - the CEO, who will also serve as a director, will be elected by a supermajority of the NewCo Board.

4. A1's Board of Directors will be elected as follows:

   - A will continue to elect 40% of the directors of A1.
   - NewCo will elect 60% of the A1 directors from among a slate nominated by the then-current Board of A1.

5. B's Board of Directors will be elected as follows:

   - 6 candidates will be identified by Committee 1 of the B Board.
   - 6 candidates will be identified by Committee 2 of the B Board.
   - Once identified by the respective committees, the candidates must be nominated by a supermajority of the B Board.
   - Once nominated by the B Board, the nominees must be elected (or rejected) by the Board of NewCo.

6. A will have certain rights as the "special member" of A1 and B to ensure that A1 and certain entities included within B adhere to prescribed ethical and religious standards. A's rights include the following: its directors' positions in A1 cannot be eliminated without A's consent; certain assets of A1 and B cannot be sold without A's consent; and there can be no merger, sale, or dissolution of A1 or certain entities within B without A's consent.

III. Conclusion

The transaction does not involve the acquisition of assets or voting securities. You have confirmed that the Premerger Notification Office would not view this transaction as reportable.

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I appreciate your assistance. I would appreciate your confirming that I have correctly stated your view of this transaction.

Very truly [redacted]

AGREE THIS IS NOT REPORTABLE.
N. OVUKA CONCURS.

B Michael V
12/10/03

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