

88-0071

PS

[REDACTED]

[REDACTED]

[REDACTED]

April 16, 1991

This material may be subject to the confidentiality provision of Section 7A (h) of the Clayton Act which restricts release under the Freedom of Information Act

Mr. Patrick Sharp
Compliance Specialist
Pre-Merger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Sixth Street and Pennsylvania Avenue N.W.
Washington, D.C. 20580

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FEDERAL TRADE COMMISSION
NOTIFICATION OFFICE

[REDACTED]

Dear Mr. Sharp:

I am sorry that I missed you on Monday afternoon before you left the office. I did have a conversation this morning with Mr. Dick Smith of your office who was following up to clarify certain facts relating to my letter of April 12, 1991. This will confirm my statements to Mr. Smith as follows:

1. The transaction referenced in your files under [REDACTED] was consummated in accordance with the documents filed with the Federal Trade Commission in 1987.
2. Pursuant to that consummated transaction, the Board of Trustees of [REDACTED] initially appointed two-thirds of the Board of Trustees of [REDACTED] and following a two-year transition period, exercised the authority to appoint 100% of the Board of Trustees of [REDACTED]

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Accordingly, the subsequent transaction, proposed to be effective July 1, 1991, whereby the legal entity [REDACTED] would officially be merged into [REDACTED] resulting in one Board of Trustees under the [REDACTED] is not a change in the [REDACTED] ultimate control. Therefore, Mr. Smith confirmed that neither [REDACTED] is required to make a new filing under the Hart-Scott-Rodino Antitrust Improvement Act.

Section 801.1(c)(3) allows this to not be reportable (limited to nonprofit organizations). (PS)

I sincerely appreciate your attention to my earlier letter and the cooperation of [REDACTED] in following up on this matter. If you require any further information, please do not hesitate to call me.

Sincerely,

[REDACTED]

[REDACTED]