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801.1(c)(8)

February 20, 1996

VIA FACSIMILE

Ms. Nancy Ovuka
Federal Trade Commission
Premerger Office
Washington, D.C. 20580

Dear Nancy:

This letter will confirm our phone conversation of earlier today in which I inquired as to the reportability of a merger transaction of two non-profit corporations.

The facts as I presented them to you are as follows. Corporation A, a non-profit corporation, proposes to merge with Corporation C, a non-profit corporation, with Corporation A being the surviving corporation. Corporation A controls a for-profit subsidiary, Corporation B. Under the Articles and By-Laws of Corporation C, Corporation B has the power to designate the members of Corporation C, who then elect the directors of Corporation C. Corporation B has designated five members of Corporation C, all of whom are directors of Corporation B.

I inquired whether an intraperson exemption might be available for this transaction based upon the relationship between Corporations C and A. I understand that the transaction should escape reporting requirements under Rule 801.1(c)(8), 16 CFR § 801.1(c)(8), which attributes to a person all assets and voting securities held by entities included within that person.

Please feel free to contact me if you have any further questions regarding this matter.

Sincerely,

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FEDERAL TRADE COMMISSION
PREMERGER NOTIFICATION