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FEDERAL TRADE

002

801.1(c)(8)

March 14, 1996

VIA FACSIMILE (202-326-2624)

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

Dear Nancy:

I wanted to follow up with our earlier conversations and my letter to you of February 20, 1996, and clarify that the merger transaction we discussed will not be subject to Hart-Scott-Rodino reporting requirements.

The facts, as I presented them to you, are as follows. Corporation A, a nonprofit corporation, proposed to merge with corporation C, a nonprofit corporation, with corporation A being the surviving corporation. Corporation A controls a for-profit subsidiary, corporation B. Under the articles and bylaws of corporation C, corporation B's board of directors 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 corporation C and A. You advised me that the transaction would

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not be subject to reporting requirements under Rule 801.1(c)(8), 16 C.F.R. §801.1(c)(8), which attributes to a person all assets and voting securities held by entities included within that person.

Please contact me if this analysis is not correct. Thank you for your time and attention to this matter.

Sincerely,

[REDACTED]

[REDACTED]