

403.30
nonprofit fee

LAW OFFICES

[REDACTED]

[REDACTED]

[REDACTED]

April 7, 1998

VIA FEDERAL EXPRESS

Patrick Sharpe, Esq.
Federal Trade Commission
Premerger Notification Office
Bureau of Competition, Room 303
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

APR 11 11 49 AM '98

Re: Informal Interpretation Pursuant to 16 C.F.R. §803.30

Dear Patrick:

This letter summarizes the informal interpretation you gave me over the telephone last week about the filing fees for the proposed transaction described herein.

In the first stage of the proposed transaction, Hospital System A and Hospital System B, both not-for-profit membership corporations, intend to form a new corporation, System X, which will be a not-for-profit corporation controlled 50%/50% by Hospital System A and Hospital System B, respectively. Hospital System A and Hospital System B intend to file a Premerger Notification for this transaction. Hospital System A will designate itself as the Acquiring Person and Hospital System B will designate itself as the Acquired Person. You stated that according to PTC policy, only Hospital System A needs to pay a filing fee.

Hospital System A, Hospital System B and Hospital System C also have entered into a Letter of Intent for the second stage of the transaction whereby System X (with the ultimate parents Hospital System A and Hospital System B) will acquire Hospital System C, another not-for-profit membership corporation. (The is still in the due diligence stage. However, we intend to file a Premerger Notification with respect to this stage of the transaction simultaneous with the Premerger Notification regarding the above stage of the transaction. We also intend to note the existence of both transactions in each Premerger Notification.

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Patrick Sharpe, Esq.
April 7, 1998
Page 2

You advised us that Hospital System A may designate itself as the Acquiring Person for the second stage of the transaction and then only one filing fee needs to be paid, by Hospital System A. Additionally, you stated that the Premerger Notification of Hospital System A for the second stage of the transaction should reflect Hospital System A controlling System X (and therefore reflect the combined information from Hospital Systems A and B).

Please let me know as soon as possible if this letter does not reflect the informal advice given pursuant to 15 C.F.R. § 803.30(a). Thank you very much for your assistance.

Sincerely,

[REDACTED]

[REDACTED]

[REDACTED]

Someht simultaneous transactions in which
A will acquire B and AB will
acquire with a C. Two fees. I concut.
called [REDACTED] 4/11/98

(PS)