

801.2(d)(2)

July 8, 1999

VIA FACSIMILE (202-326-2884)

Michael Veme, Staff Attorney  
Premerger Notification Office  
Federal Trade Commission  
Washington, DC 20580

Re: Proposed Consolidation of [REDACTED]

Dear Mr. Veme:

In preparation for our telephone conference this afternoon, I have enclosed a schematic of the proposed consolidation of the [REDACTED]

The [REDACTED] Order which sponsors the [REDACTED] ministries, is divided into five [REDACTED]s, each under the leadership of the [REDACTED] that [REDACTED]. The [REDACTED] are the corporate members of [REDACTED] which controls, directly or indirectly, numerous health care ministries located east of the [REDACTED].

The Congregation of the [REDACTED] is the Catholic Order which sponsors the health care ministries of [REDACTED]. The elected officers of the Congregation, plus two additional nuns selected by the elected officers, are the sole corporate members of [REDACTED] which controls, directly or indirectly, the Congregation's health care ministries. The Congregation's health care ministries are located in [REDACTED].

To effectuate the consolidation of [REDACTED] and [REDACTED], a new Missouri non-profit corporation [REDACTED] has been formed. [REDACTED] corporate members include four [REDACTED] each constituting a single member, and four [REDACTED] from the Congregation of the [REDACTED]. [REDACTED] who collectively constitute the fifth corporate member. The parties propose to merge each of [REDACTED] and [REDACTED] into [REDACTED] and [REDACTED] will cease to exist, and [REDACTED] all control, directly or indirectly, all entities previously within [REDACTED].

Michael Verne, Staff Attorney  
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We wish to confirm that this transaction should be treated as a merger pursuant to 16 CFR § 801.2(d)(2). The proposed transaction appears best to parallel Example 5 in the regulations. If this transaction is so treated, both [REDACTED] and [REDACTED] will need to file their HSR Premerger Notification Report Forms as both acquiring and acquired persons. However, because [REDACTED] has recently been formed, and the transaction is not scheduled to close until on or about October 1, [REDACTED] could conceivably be deemed the acquiring entity, with each of [REDACTED] and [REDACTED] deemed acquired entities. Under this analysis, [REDACTED] would file as the acquiring party, and each of [REDACTED] and [REDACTED] would file as acquired parties. We wish to confirm the proper filing requirements.

Thank you for your attention to this inquiry. I look forward to talking to you at your convenience later this afternoon.

Sincerely,

[REDACTED SIGNATURE]

Enclosure

[REDACTED]

THIS WILL BE FILED AS A CONSOLIDATION.  
FOR NON-PURITS, CHOOSE ONE AS ACQUIRED  
& PAY ONE FEE.

Michael Verne  
7/8/99