

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Friday, August 7, 2020 10:27 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Whitehead, Nora; Musick, Vesselina
Subject: FW: 16 C.F.R. section 802.30(a)

From: Six, Anne
Sent: Friday, August 7, 2020 10:27:12 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: FW: 16 C.F.R. section 802.30(a)

[REDACTED]

We agree.

Best,
Anne

From: [REDACTED]
Sent: Thursday, August 6, 2020 5:13:09 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: 16 C.F.R. section 802.30(a)

Dear Counsel:

I represent a non-profit health system (health system "A"), that is the sole corporate member of non-profit hospitals B, C, and D. A also has the right to appoint all members for B, C, and D's respective boards. A is not "controlled" (as defined by sections 801.1(b)(1) or (2)) by any other entity.

A, B, C, and D have decided to reorganize by merging B and C into D. After the reorganization, A will continue to be the sole corporate member of D, with the right to appoint all of D's board members. B and C will no longer exist as separate entities.

Under these facts, I have concluded that A is the ultimate parent entity of B, C, and D. See 16 C.F.R. §§ 801.1(a)(1), 801.1(a)(3), and 801.1(b)(2). Furthermore, because B, C, and D share the same UPE, the merger of B and C into D would not be reportable because no "other person" is involved as required by the Act, or alternatively, this transaction would be exempt by section 802.30(a) because the acquiring and the acquired persons are the same.

Please let me know if you agree with my analysis. Thank you in advance for your assistance.