Internal Revenue Service

U.I.L. 414.09-00

200042029

Department of the Treasury

Washington, DC 20224

Contact Person:

Telephone Number:

In Reference to:

Date: T:EP:RA:T2/5002313

JUL 26 2000

Attn:

Legend:

Church C =
Church U =
Order B =
Order C =
Corporation A =
Corporation B =
Corporation D =
Corporation E =
Corporation F =
Conference G =
Council P =
Institute H =

Entity I =
Entity 3 =
System 1 =
System 2 =
Hospital K =
Hospital L =
Organization M =
Organization N =
Directory C =
Committee M =
Committee N =
Plan X =
Plan Z =
Plan Y =
State O =
Agreement =

154

City 1 =
Individual A =

Dear

This letter is in response to a ruling request dated November 9, 1999, as supplemented by correspondence dated March 9, 2000, March 14, 2000, and July 25, 2000, submitted on your behalf by your authorized representative, concerning the church plan status of Plans X, Z, and Y under section 414(e) of the Internal Revenue Code ("Code").

The following facts and representations have been submitted on your behalf:

Order B is a religious community of approximately 860 members organized as pontifical members under the auspices of Church C. Each member of Order B has agreed to live according to the teachings, tenets, and ecclesiastical law of Church C. Under such tenets and laws, Order B and its members are an integral part of Church C and are charged with furthering Church C's avowed religious functions of promoting education, human development, and care for the sick and needy. In the course of their work, Order B and its members are subject to some control by certain Church C authorities. Order B appears in Directory C, shares common religious convictions and bonds with Church C, and is engaged in carrying out the functions of Church C.

To further its religious functions in the health care area, Order B created Corporation A, a not-for-profit corporation chartered in State O. Prior to its merger with Corporation B, the Board of Trustees of Corporation A operated and controlled a large system of health care facilities, including acute care hospitals, long-term health care facilities, a psychiatric hospital, a rehabilitation hospital, and retirement communities. One of the hospitals within the health care system of Corporation A was Hospital K.

Hospital K opened in 1852 as a Church C hospital under the sponsorship of Order B to provide care for the poor and the medically underserved. Hospital K was incorporated in State O to carry out a portion of the health care ministry of Church C and the religious institutes sponsoring Hospital K. Hospital K maintains its direct connection to Church C through Corporation B, the successor to Corporation A, one of the oldest and largest Church C health care systems in the United States prior to its merger with Corporation B.

Under the Articles of Incorporation of Hospital K, three of its purposes are: (1) to establish, maintain and operate in a manner which recognizes the total good of the patient which includes his higher spiritual as well as his bodily welfare and in a manner

which recognizes the sanctity of human life and the principles of Church C, a general hospital with facilities to give patient and out-patient care, accommodation, diagnosis and treatment to persons suffering from injury, disease or from any other condition where medical, surgical, obstetrical, nursing and allied professional services may be required, and to provide medical care for the indigent sick; (2) to carry on educational and research activities related to rendering care to the sick and injured or the protection of health, which, in the opinion of the Board of Trustees, may be justified by the facilities, personnel, funds or other requirements that are or can be made available; and (3) to participate in any activity designed and carried to promote the general health, rehabilitation and social needs of the community which is consistent with the sanctity of human life and the principles of Church C. Church C gives high priority to healing ministries as a vital part of its Christian mission. As part of its healing ministries, Church C has placed important emphasis on the provision of health care services. Hospital K is a recognized Church C hospital.

Corporation B is the successor by merger of Corporation A and System 1 and System 2. Corporation B was created in 1996 to carry out a portion of the health care ministry of Church C. Corporation B's mission is to nurture the healing ministry of Church C by emphasizing human dignity and social justice while moving toward the creation of healthier communities. These health care facilities are managed and directed according to the ethical and religious directives for Church C health facilities promulgated by Conference G. Corporation B is sponsored, within the meaning of Canon Law, by religious institutes of Church C that agree to accept Corporation B's healing and health care mission, called Sponsoring Congregations, who own or have owned health care facilities in the United States. One of the Sponsoring Congregations is Order B. Hospital K is related to the Sponsoring Congregations through Corporation B, as its sole voting member. Corporation B proposes to ensure the creation of healthier communities in accordance with Church C beliefs through research and development of new ministries that integrate health, education, pastoral and social services, and by advocating systemic changes within the community with a specific concern for persons who are poor, alienated and whose medical needs are underserved. Corporation B's health care mission is carried out through various health care facilities located in over eighteen states.

The management of the affairs of Corporation B are controlled by a Board of Stewardship Trustees which has powers equivalent to those granted to a board of directors. From two to five Board of Stewardship Trustees are members of the sponsoring active congregations and are appointed by the Members of Corporation B (Sponsorship Trustees). The Sponsorship Trustees, in turn, approve the election of the remaining elected trustees. One-half of the Board's elected membership must be members of religious institutes and an equal number are to be lay persons. A majority

of the Board of Stewardship Trustees must at all times be individuals of the Church C faith. The Chief Executive Officer of Corporation B is an ex-officio member of the Board who may vote.

Corporation B is officially recognized by Church C as a public juridic person within the meaning of the Code of Canon Law for Church C as Organization M. A public juridic person is a group of persons incorporated by Church C whose purpose is congruent with the mission of Church C. A public juridic person has pontifical rights, which means that its purpose is for a common good of Church C, its property is Church C's property and it can speak on behalf of Church C at large. Organization M was recognized as a public juridic person in 1991 (as the Church C counterpart to Corporation B's predecessor, Corporation F) by written decree of Institute H, an office of Individual A. The members of Corporation B's Board also serve as the Members of Organization M.

Corporation D is a not-for-profit corporation, organized under the laws of State O. Corporation D was founded in 1896 by German Methodist deaconesses who ministered to City 1's sick and its poor. It opened its first hospital facility with 20 beds in 1898. Throughout the century, Corporation D and its physicians developed and introduced numerous programs that changed the way health services were provided in City 1. In 1970, Corporation D opened a second hospital and immediately continued an impressive series of product and program expansions, many of which were firsts for a three state region. Today, as one of the largest health care systems in City 1, Corporation D operates a diverse array of inpatient, outpatient, home health and corporate health services, including Hospital L, a wholly-owned subsidiary of Corporation D, as well as retirement and skilled nursing facilities. Corporation D continues to maintain its affiliation with Church U.

Hospital K, Corporation A (prior to its merger into Corporation B), Hospital L, and Corporation D entered into an Agreement on December 22, 1994. The Agreement represents the long-term vision of an integrated health care delivery system for the citizens of City 1 initiated by Hospital L and Hospital K which was fully endorsed by their sponsors, Corporation D and Corporation A. The purpose of the Agreement is to provide a comprehensive and integrated provider base in order to combine their strengths, reduce duplicative services, take advantage of economies of scale, and otherwise work in concert to optimize the health status of the citizens they serve at the lowest cost attainable. The Agreement created an integrated, multi-entity health care delivery system consisting of the affiliation of Hospital K, Hospital L, Corporation D, Corporation A, their Affiliates and Corporation E, a State O nonprofit corporation (collectively, "Network Participants"). Corporation E guides their efforts and serves as parent of the network. Corporation E coordinates and integrates the activities of the

Network Participants through certain powers reserved to Corporation E by the Network Participants. In order for Corporation E to satisfy its purpose and to carry out its powers, rights and obligations, Corporation E became a nonvoting member of Hospital K and Hospital L as of January 21, 1995. Hospital K retains Corporation B as its sole voting Member. Corporation D and Corporation B, as sponsors, are equal Members of Corporation E.

Beginning in April 1998, Hospital K, Hospital L, and Corporation E established a common Board of Trustees (Network Parent Board), common Executive Committee membership, and a common Chief Executive Officer (and other designated officers). Similar provisions of the corporate Codes of Regulation have been adopted by the Network Participants. The Network Parent Board consists of 13 voting Trustees, 12 of whom are elected Trustees and one of whom is the Chief Executive Officer serving ex officio. Of the 12 elected Trustees, six Trustees are elected and subject to removal by and serve at the discretion of each of the Sponsors. Accordingly, Corporation B has the sole and exclusive authority to remove and fill a vacancy in the office of any Corporation E's Trustee which it appoints.

The Network Parent Board manages Corporation E's business and affairs and has all the powers, responsibilities and obligations given a board of trustees of a nonprofit corporation under the laws of State O, subject to certain limitations. Corporation E obtained the power to coordinate and integrate the activities of Hospitals K and L through a delegation of power of certain specified powers to Corporation E by Hospitals K and L. The delegated powers fall into two broad categories, the power to approve and the power to review and comment.

Although the Articles of Incorporation and the corporate Bylaws of Hospital K and Hospital L have been amended to add Corporation E as a additional non-voting member, the powers of Corporation E as a member of each Hospital are limited because Corporation B and Corporation D continue to have the authority to elect the sole elected members of its respective Hospital's Board of Trustees and the power to adopt, amend or repeal its respective Hospital's Articles of incorporation and corporate Bylaws. Hospital K and Hospital L retain their separate corporate existence under the Agreement.

Hospital K continues to be a Church C institution and continues to be a member of Corporation B. In forming and operating the Network, Hospital K is obligated to carry out the mission and vision of Corporation B and continues to adhere to the core values of Corporation B. As a member of Corporation B, Hospital K is obligated to comply with Corporation B's policies, procedures, and canonical or civil obligations; to utilize Corporation B's programs and services; and to pay the Corporation B administrative

fee. Corporation E cannot exercise any power or control which will cause Hospital K to violate policies, procedures or legal obligations of Corporation B or Hospital K resulting from or associated with Corporation B's membership.

The activities of Corporation B and Hospital K, including their participation as a Sponsor and hospital in the Network, respectively, continue to be subject to the Ethical and Religious Directives for Church C Health Facilities and similar guidelines promulgated by Council P.

If Hospital K and/or Corporation B deem an activity or proposed activity to be contrary to, or otherwise require Corporation B or Hospital K to violate the Ethical and Religious Directives for Church C Health Facilities or similar guidelines promulgated by Council P, Corporation B or Hospital K may invoke an informal dispute resolution, force a vote at the Network Parent Board which would require their approval to pass, and finally, obtain an injunction against Corporation D without contest if Corporation D proceeds with the activity. This provision extends beyond Network activities and includes any activity of the Network, Corporation E, Corporation D, Hospital L, and any affiliates of these entities.

Effective July 1, 1976, Hospital K adopted a defined benefit plan which has been amended and restated from time to time. Effective July 1, 1988, Hospital K amended and restated the defined benefit plan in its entirety and it became Plan X. On August 22, 1983, and again on October 29, 1991, the Internal Revenue Service ruled that Plan X was a church plan within the meaning of section 414(e) of the Code.

Effective January 1, 1992, employees of Organization N, a for-profit corporation wholly-owned and directly controlled by Corporation A became eligible to participate in Plan X. Organization N conducted related service activities (primarily printing and biomedical equipment repair) for Corporation A, Hospital K, and many other health care and educational facilities operated by Order B throughout the United States. The employees of Organization N were former employees of Corporation A who were eligible to participate in Plan X. Since Organization N's employees constituted less than five percent of the total number of participants in Plan X, the Internal Revenue Service ruled in 1991 that substantially all participants in Plan X were employees within the meaning of sections 414(e)(1) or 414(e)(3)(B) of the Code, and that Plan X was not maintained primarily for the benefit of church employees who are employed in connection with an unrelated trade or business.

Effective July 1, 1992, Plan X was amended and restated to become Plan Z, a cash balance defined benefit pension plan. Effective July 1, 1993, employees of Corporation A and Organization N were no longer eligible to participate in Plan Z.

Since July 1, 1993, only the employees of Hospital K have been eligible to participate in Plan Z, except for the employees of Entity I who became eligible to participate in Plan Z, effective July 1, 1994.

Entity I is a wholly-owned subsidiary of Hospital K that is tax exempt under section 501(c)(3) of the Code. Entity I owns and operates physician practices throughout the greater City 1 region. One of the purposes of Entity I is to act for the exclusive benefit of and carry out the purposes of Hospital K by primarily supporting the research, education and clinical service program of Hospital K.

In accordance with the Agreement, Plan Z was amended and restated, effective July 1, 1999, into a separate pension equity plan in an effort to achieve parity in the retirement programs of Hospital K and Hospital L and to provide for the orderly transfer of employment between the two hospitals. Plan Z, as amended and restated, became Plan Y. Through June 30, 1999, the eligible employees of Hospital K continued to earn benefits under Plan Z. Beginning July 1, 1999, eligible employees of Hospital K and Entity I began earning benefits under the new formula prescribed by Plan Y. Effective July 1, 1999, the benefits under Plan Y were calculated based on all eligible service with Hospitals K and L and their affiliates. Accordingly, Plan Y offers a common form of retirement benefits to all eligible employees of Hospitals K and L and recognizes and accommodates the transfer of employment between them. As of July 1, 1999, there were approximately 2445 active participants in Plan Y.

Prior to January 19, 1999, Plan Z was administered by Committee M whose members were appointed by the Board of Trustees of Hospital K. The Board of Trustees maintained the power of appointment and removal over the members of Committee M. Committee M members were chosen on the basis of their individual skills, backgrounds and familiarity with Hospital K and retirement plans. Committee M was composed of at least three or more persons appointed by the Board of Trustees of Hospital K. At least one member of Committee M was a member of Order B or a member of Order C, a predecessor of Corporation B. All decisions or actions made or taken under Plan Z by Committee M had to be consistent with the religious convictions of Order B, Order C, and Church C. The sole function of Committee M was to administer the plans of Hospital K.

Effective January 19, 1999, Committee N replaced Committee M as the Plan Administrator. Committee N's members were appointed by the Board of Trustees of Hospital K. The Board of Trustees maintains the power of appointment and removal over the members of Committee N. Committee N members were chosen on the basis of their individual skills, backgrounds and familiarity with Hospital K and retirement plans. Committee N is composed of five ex officio and five individual members of

Hospital K, and an ex officio of Entity 3. The five ex officio members of Hospital K are : Vice President of Human Resources, Vice President Corporate Counsel, Director of Mission Effectiveness, Director of Human Resources, and Benefits Manager. The controller is the ex officio Committee N member representative of Entity 3. Members of Committee N serve at the pleasure of the Board of Trustees or any other appointing board having responsibility for their appointment. When it administers Hospital K's plans. Committee N is required to be mindful of and act in accordance with the teachings and tenets of Church C and the sponsoring congregation of Church C Health Initiatives. In addition, all decisions or actions made or taken under the Plan Y and Plan Z by Committee N shall be consistent with the religious convictions of Church C with which it shares common bonds. The sole function of Committee N is to administer the plans of Hospital K.

The sponsoring congregations and many of Corporation B's health care facilities are listed in Directory C. Corporation B is exempt from federal taxation under section 501(c)(3) of the Code based upon its inclusion in the Church C group ruling. Order B and Hospital K are also organizations appearing in Directory C for 1998. The Internal Revenue Service has determined that an organization appearing in Directory C is an organization described in section 501(c)(3) of the Code, and therefore is exempt from federal taxation under section 501(a).

Based on the foregoing facts and representations, you request the following rulings:

1. Plan X continued to be a church plan within the meaning of section 414(e) of the Code on October 30, 1991 through June 30, 1992, and Plan Z continued to be a church plan within the meaning of section 414(e) of the Code on July 1, 1992 through June 30, 1999.

2. Plan Z remained a church plan on or after July 1, 1994, following the extension of coverage by Plan Z to the employees of Entity I.

3. The Agreement made and entered on December 22, 1994, between Hospital K, Hospital L, Corporation D, and Corporation B, as successor in interest to Corporation A, did not detrimentally affect Plan Z's status as a church plan within the meaning of section 414(e) of the Code.

4. Plan Y is a church plan within the meaning of section 414(e) of the Code as of July 1, 1999.

5. Plan Y remains a church plan on or after July 1, 1999, following the continuation of coverage by Plan Y to the employees of Entity I.

6. The present application of the Agreement does not detrimentally affect Plan Y's status as a church plan within the meaning of section 414(e) of the Code.

Section 414(e)(1) of the Code defines the term "church plan" as a plan established and maintained for its employees (or their beneficiaries) by a church or by a convention or association of churches which is exempt from taxation under section 501 of the Code.

Section 414(e)(2) of the Code provides that a church plan does not include a plan that is established and maintained primarily for the benefit of employees or their beneficiaries of a church or convention or association of churches who are employed in connection with one or more unrelated trades or businesses within the meaning of section 513 of the Code, or if less than substantially all of the individuals included in the plan are church employees (as described in section 414(e)(1) or section 414(e)(3)(B)).

Section 414(e)(3)(A) of the Code provides that a plan established and maintained for its employees (or their beneficiaries) by a church or by a convention or association of churches includes a plan maintained by an organization, whether a civil law corporation or otherwise, the principal purpose or function of which is the administration or funding of a plan or program for the provision of retirement benefits or welfare benefits, or both, for the employees of a church or a convention or association of churches, if such organization is controlled by or associated with a church or a convention or association of churches.

Section 414(e)(3)(B) of the Code defines "employee" to include a duly ordained, commissioned, or licensed minister of a church in the exercise of a ministry, regardless of the source of his or her compensation, and an employee of an organization, whether a civil law corporation or otherwise, which is exempt from tax under section 501, and which is controlled by or associated with a church or a convention or association of churches.

Section 414(e)(3)(C) of the Code provides that a church or a convention or association of churches which is exempt from tax under section 501 shall be deemed the employer of any individual included as an employee under subparagraph (B).

Section 414(e)(3)(D) of the Code provides that an organization, whether a civil law corporation or otherwise, is associated with a church or a convention or association

of churches if it shares common religious bonds and convictions with that church or convention or association of churches.

With regard to ruling request number one, on October 29, 1991, the Internal Revenue Service ruled that Plan X was a church plan within the meaning of section 414(e) of the Code. You represent that Hospital K joined with Corporation A (prior to its merger into Corporation B), Hospital L, and Corporation D to provide a comprehensive and integrated provider base in order to combine their strengths, reduce duplicative services, take advantage of economies of scale, and otherwise work in concert to optimize the health status of the citizens they serve at the lowest cost attainable. Specifically, you state that the Agreement provides that Corporation E is a nonvoting Member of Hospital K; that Corporation B remains the sole voting Member of Hospital K, and that Corporation B is an equal Member of Corporation E with Corporation D. The powers ceded to Corporation E by the Network Participants are limited because Corporation B continues to have the sole authority to elect the sole elected members of the Board of Trustees of Hospital K and the power to adopt, amend or repeal its Articles of Incorporation and corporate Bylaws. Hospital K preserves and retains its separate corporate existence under the Agreement. Corporation B may remove 6 of the 12 elected members of Corporation E's Board which it appoints and has the sole and exclusive authority to fill a vacancy in the office of any member of Corporation E's Board which it appoints. Hospital K is obligated to carry out the mission and vision of Corporation B and continues to adhere to the core values of Corporation B. Corporation E cannot exercise any power or control which will cause Hospital K to violate policies, procedures or legal obligations of Corporation B or Hospital K resulting from or associated with Corporation B's membership. The activities of Corporation B and Hospital K continue to be subject to the Ethical and Religious Directives for Church C Facilities and similar guidelines promulgated by the National Council of Church C Bishops. Per your representation that the Agreement did not substantially change the facts governing the foregoing private letter ruling, we conclude that Plan X continued to be a church plan within the meaning of section 414(e) of the Code on October 30, 1991 through June 30, 1992, and Plan Z continued to be a church plan within the meaning of section 414(e) of the Code on July 1, 1992 through June 30, 1999.

Regarding ruling request number two, beginning July 1, 1994, the employees of Entity I began participating in Plan Z. Plan Z existed from July 1, 1992 through June 30, 1999. Entity I is a wholly-owned subsidiary of Hospital K that is tax exempt under section 501(c)(3) of the Code. Entity I owns and operates physician practices throughout the greater City 1 region. One of the purposes of Entity I is to act for the exclusive benefit of and carry out the purposes of Hospital K by primarily supporting the research, education and clinical service program of Hospital K. In view of the foregoing facts and representations we conclude that Plan Z remained a church plan on or after

July 1, 1994, following the extension of coverage by Plan Z to the employees of Entity I.

Regarding ruling request number three, you represent that entering the Agreement did not compromise the church plan status of Plan Z because under the Agreement, Hospital K continued to be controlled by Church C. Although the Agreement created an integrated, multi-entity health care delivery system consisting of the affiliation of Hospital K, Corporation A, Hospital L, Corporation D and Corporation E, Hospital K preserved and retained its separate corporate existence under the Agreement. The Agreement represents the long-term vision of an integrated health care delivery system for the citizens of City 1 initiated by Hospital L and Hospital K which was fully endorsed by their sponsors, Corporation D and Corporation A. The purpose of the Agreement is to provide a comprehensive and integrated provider base in order to combine their strengths, reduce duplicative services, take advantage of economies of scale, and otherwise work in concert to optimize the health status of the citizens they serve at the lowest cost attainable. The Agreement did not alter Church C's control over or association with Hospital K. Therefore, we conclude that the Agreement made and entered on December 22, 1994, between Hospital K, Hospital L, Corporation D, and Corporation B, as successor in interest to Corporation A, did not detrimentally affect Plan Z's status as a church plan within the meaning of section 414(e) of the Code.

Regarding ruling request four, Hospital K is exempt from federal income tax under section 501(c)(3) and is associated with Church C by virtue of its creation and operation. Hospital K was established under the sponsorship of Order B to provide care for the poor and the medically underserved, and to carry out a portion of the health care ministry of Church C and the religious institutes sponsoring Hospital K. Hospital K is controlled by Church C because its Board of Trustees are appointed by Corporation B, which was created to carry out a portion of the health care ministry of Church C. In addition, Corporation B elects, or causes the Board of Trustees of Hospital K to elect, the officers of Hospital K.

Also, Hospital K is associated with Church C by reason of sharing common religious bonds and convictions as evidenced by its listing in Directory C. Any organization listed in Directory C is considered associated with Church C and its employees are deemed to be employees of Church C. Because Hospital K is controlled by and shares common bonds and convictions with Church C through Corporation B, Hospital K is controlled by and associated with Church C within the meaning of section 414(e) of the Code.

Committee N administers Plan Y. Committee N is controlled by Hospital K's Board of Trustees through its powers of appointment and removal. Committee N is composed of five ex officio and five individual members of Hospital K, and an ex officio of Entity 3. Members of Committee N serve at the pleasure of the Board of Trustees of Hospital K or any other appointing board having responsibility for their appointment. When it administers Hospital K's plans, Committee N is required to be mindful of and act in accordance with the teachings and tenets of Church C and the sponsoring congregation of Church C Health Initiatives. In addition, all decisions or actions made or taken under Plan Y by Committee N shall be consistent with the religious convictions of Church C with which it shares common bonds. The sole function of Committee N is to administer the plans of Hospital K. Since Hospital K is associated with Church C by the sharing of common religious bonds and convictions, Committee N is indirectly associated with Church C by virtue of the fact that it is controlled by Hospital K. Therefore, Committee N qualifies as an organization described in section 414(e)(3)(A) of the Code. Accordingly, we conclude that Plan Y qualifies as a church plan within the meaning of section 414(e) of the Code since July 1, 1999.

Regarding ruling request five, Entity I is a Code section 501(c)(3) tax exempt wholly-owned subsidiary of Hospital K. In ruling request number two, we concluded that Plan Z remained a church plan on or after July 1, 1994, following the extension of coverage by Plan Z to the employees of Entity I. Although Plan Z has been amended and restated to become Plan Y, the facts have not substantially changed to the extent that qualification has been affected. Therefore, we conclude that Plan Y remains a church plan on or after July 1, 1999, following the continuation of coverage by Plan Y to the employees of Entity I.

Regarding ruling request six, we concluded in ruling request number three that the Agreement did not adversely affect Plan Z. Per your representation, the facts regarding Plan Z for church plan purposes have not substantially changed since the period covered by ruling request number three, except that Hospital K's Board of Trustees amended Plan Z to become Plan Y and Committee N was established to administer Plan Y. In view of the foregoing facts and circumstances, we conclude that the present application of the Agreement does not detrimentally affect Plan Y's status as a church plan within the meaning of section 414(e) of the Code.

This letter expresses no opinion as to whether Plan X, Plan Z , and Plan Y satisfy the requirements for qualification under section 401(a) of the Code. The determination as to whether a plan is qualified under section 401(a) is within the jurisdiction of the appropriate Key District Office of the Internal Revenue Service.

This ruling is directed only to the taxpayer who requested it. Section 6110(k)(3) of the Code provides that it may not be used or cited by others as precedent.

In accordance with a power of attorney on file in this office, a copy of this ruling is being sent to your authorized representative.

Sincerely yours,

(signed) JOYCE E. FLOYD

Joyce E. Floyd, Manager
Employee Plans Technical Group 2
Tax Exempt and Government Entities Division

Enclosures:
Deleted Copy of this Letter
Notice of Intention to Disclose