

BY TELECOPY AND U.S. MAIL

Melea Epps
Pre-Merger Notification Office
Federal Trade Commission
6th St. & Pennsylvania Ave., N.W
Washington, DC 20580

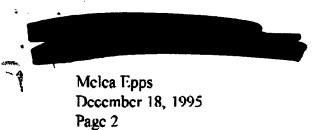
Re: Applicability of 16 C.F.R. 802.63 to Acquisition by Hospital of Medical Group Practice

Dear Ms. Epps:

This letter confirms our telephone conversation of December 12, 1995 in

As we discussed, our client is a non-profit, tax-exempt hospital corporation (the "Hospital"). The Hospital has advanced funds in the ordinary course of its business to the medical group. The total amount of the outstanding unpaid principal and interest is in excess of \$15 million (the "Debt"). The Hospital has determined that the medical group does not currently have, and is unlikely to have in the future, the capacity to repay

the transaction as within the debt work-out exemption of 16 C.F.R. § 802.63(a) and therefore exempt from reporting under the Hart Scott Rodino Act. Section 802.63(a)





made by a creditor in a bona fide credit transaction entered into in the ordinary course of

Our client is proposing to close this transaction by no later than

December 31 1995 Accordingly we would appreciate it if you would addie as within

five (5) business days if you disacree in any respect with the contents of this later



cc: Richard Smith

