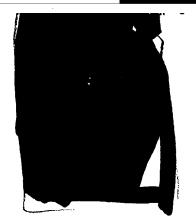
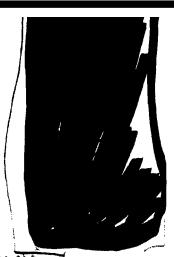
A THE POST LA TERICATION



January 2, 1996



VIA FAX - 202/326-2624

this material may be subject to the confidentiality provisions of Section

Premerger Notification Office Federal Trade Commission Bureau of Commetition Washington, D.C. 20580

Re: Rule 801 40 - Joint Venture

DARF MF. SMITH

المنتبة المنتجي الها

between the The parties were discussing whether to structure the transaction as a limited partnership or limited

Governors and they would consist solely of directors, officers and/or employees of the Class B Governors and not less than three of five of those Class B Governors would be officers, employees, or directors of the remaining two positions on the Class B Board of Governors would

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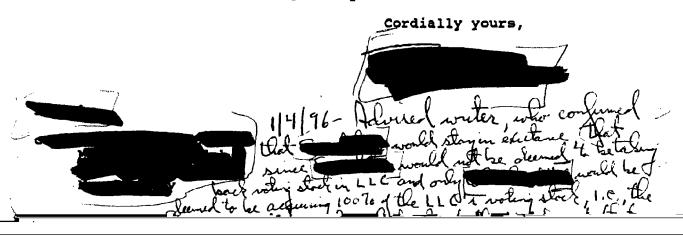
be filled by a physician on staff with the Hospital and a

sixty percent and possibly eighty percent of the Class B Governors would be "insiders". As indicated in the earlier letter, the Class A Board of Governors and the Class B Board of Governors each initially hold 50% of the voting power of the joint venture.

Based on our conversation last Wednesday it would appear to the slight variation of the make-up of Class B Board of Directors, we are again requesting an informal statement of the FTC's position on this matter. Because more than a majority (at least 60%) will consist of insiders to the statement of the court control of the

to discuss this matter. As we are anxious to move forward with structuring the transaction, I would ask that if at all possible you contact me on Wednesday since we are attemption to make a conference for the call so that we can clarify and properly address any questions that you may have. Your assistance and cooperation in responding to this inquiry are greatly appreciated.

I look forward to hearing from you.



more than I posson I would se repopule. Plasmith