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April 24, 1996

Hon. Anne K. Bingaman
 Assistant Attorney General
 Antitrust Division
 United States Department of
 Justice
 Washington, D.C. 20530

Re: Request for Business Review Letter
Filed on Behalf of Orthopaedic
Associates of Mobile, P.A.

Dear Ms. Bingaman:

We represent the interests of Orthopaedic Associates of Mobile, P.A. ("Requestors"), a group of eight orthopedic specialists. Pursuant to the procedure outlined in 28 C.F.R. § 50.6, we are asking for issuance of a Business Review Letter with respect to a proposed merger of Requestors with the Bone & Joint Center of Mobile, another eight-member orthopedic practice group in the greater Mobile, Alabama metropolitan area. The proposed merger will lead to the creation of a distinct entity in which all of the owners/members will share economic risk.

According to the 1994 County & City Data Book issued by the Bureau of the Census of the United States Department of

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APR 24 1996

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Hon. Anne K. Bingaman
April 24, 1996
Page - 2 -

APR 24 1996
70
ALABAMA DEPARTMENT OF REVENUE
REVENUE DIVISION

Commerce, Mobile, Alabama is the principal city in the Metropolitan Statistical Area ("MSA") comprised of Mobile and Baldwin Counties. The population of that MSA is 476,923. 956 physicians are located in that MSA; 50 provide orthopedic care.

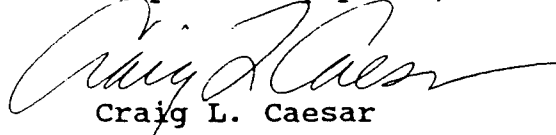
Immediately adjacent to the Mobile MSA are two others, the Pensacola, Florida MSA (Escambia and Santa Rosa Counties), and the Biloxi-Gulfport-Pascagoula, Mississippi MSA (Hancock, Harrison and Jackson Counties). These three MSAs are linked by Interstate 10. The center of the Biloxi MSA is approximately 78 miles from Mobile; the center of the Pensacola MSA is approximately 55 miles from Mobile. The Biloxi MSA has a population of 344,406; the Pensacola MSA has a population of 312,368. 513 physicians are located in the Biloxi MSA; 599 physicians are located in the Pensacola MSA.

Orthopedic services are provided by treating physicians in all three of these geographically adjacent MSAs. A large majority of the patients of the two groups wishing to merge come from the Mobile MSA; however, a significant number of patients of both groups come from adjoining MSAs. In addition, a large number of patients from central and northern Alabama, from central and northern Mississippi, and from western Florida are seen by doctors in the groups seeking to merge. By the same token, patients from the Mobile MSA seek orthopedic services in eastern Louisiana and in Georgia.

Requestors submit that the proposed merger will not substantially lessen competition in the relevant market, which they submit should be defined, at a minimum, to include the three MSAs to which reference previously has been made. Even within the Mobile MSA, the combination of these two practice groups will result in an entity that contains less than one-third of the orthopedic surgeons in that geographic area.

Should you wish us to provide more specific data regarding the geographic marketplace, we will readily do so. Thank you for your attention to this request.

Respectfully yours,



Craig L. Caesar

CLC/csk