



Santa Barbara
**Medical
Clinic, Inc.**

2520040760344

July 17, 1995

Secretary of Labor
Top Hat Plan Exemption
Pension & Welfare Benefit Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210

RE: Santa Barbara Medical Clinic, Inc. Deferred Compensation Plan

Dear Secretary:

Pursuant to Section 2520.104-23 of the Department of Labor's Regulations, this letter will serve as notice that, with the respect to the Santa Barbara Medical Clinic, Inc. Deferred Compensation Plan (the "Plan"), the undersigned intends to utilize the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") which alternative form of compliance is provided in the aforesaid Regulations Section.

Pursuant to Regulations Section 2520.104-23(b), the following information is provided:

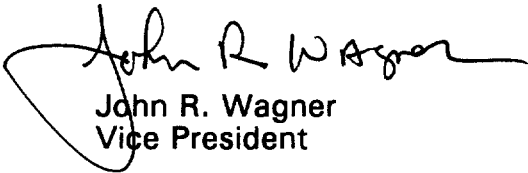
1. Name and Address of Employer - Santa Barbara Medical Clinic, Inc.
470 South Patterson Avenue
Santa Barbara, CA 93111
2. Employer's Employer Identification Number - 95-2855614
3. The Employer hereby declares that it maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The Employer hereby states that it maintains Santa Barbara Medical Clinic, Inc. Deferred Compensation Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, and the number of employees in the Plan is sixty (60).

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Pursuant to Regulations Section 2520.104-23(b)(2), the Employer will provide Plan documents, if any, to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Very truly yours,

Santa Barbara Medical Clinic, Inc.

A handwritten signature in black ink, appearing to read "John R. Wagner". The signature is written in a cursive style with a large, sweeping initial "J".

John R. Wagner
Vice President

JRW/dc