

Virginia Cardiovascular Care, Inc.
8505 Arlington Blvd., Suite 350
Fairfax, VA 22031

November 7, 2006

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MS-16

United States
Nuclear Regulatory Commission
Dennis Lawyer, Health Physicist
Region 1
475 Allendale Road
King of Prussia, PA 19406-1415

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REGION 1
2006 NOV 13 AM 10:30

RE: License Number 32-25619-01 03036208
Control Number 139595

Dear Mr. Lawyer,

Thank you for responding to our letter of October 16, 2006, requesting to amend Nuclear Regulatory License No. 32-25619-01.

For reasons set forth below, the request to amend the above referenced license (the "License") should have requested that it be amended to reflect Virginia Cardiovascular Care, Inc., as the new owner of the License. Accordingly, request is hereby made to amend the License to reflect Virginia Cardiovascular Care, Inc., as the new owner of the License.

The change of ownership (control) has not taken place. We are seeking your written consent to do so.

Virginia Nuclear Cardiology, P.L.C., a Virginia professional limited liability company ("VNC"), was formed by several different cardiologists and/or the professional corporations which they controlled to join together solely for the purpose of performing nuclear cardiology diagnostic testing. One of the members of VNC was Virginia Cardiovascular Care, Inc., a Virginia professional corporation (the "Transferee"). The President and one of the shareholders of VCC is Shahryar Mafi, M.D., the person to whom your letter of November 3, 2006, was addressed.

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NMSS/RGNI MATERIALS-002

VNC leased the facilities, equipment and personnel to perform nuclear cardiology diagnostic testing from MedCath Diagnostics, L.L.C., a North Carolina professional limited liability company (the "Transferor"). The Transferor possesses the License in question. VNC's lease with the Transferor was subsequently amended to do sleep studies and lease facilities, equipment and personnel from the Transferor at a different location than where the nuclear diagnostic testing facilities were.

After it became apparent that nuclear cardiology was to become a designated health service under the Stark law effective January 1, 2007, the arrangement between VNC and the Transferor would no longer be legally sustainable after December 31, 2006. Accordingly, it was determined that (i) VNC would continue its relationship with the Transferor for sleep studies only but not for nuclear cardiology diagnostic testing, and (ii) some but not all of the physicians and/or their professional corporations which they controlled that were members of VNC would reorganize themselves so as to comply with the Stark law subsequent to January 1, 2007. In this "reorganization," it was determined that the Transferee would be the entity under which the physicians would practice nuclear cardiology and offer other cardiology services to the general public in order to comply with Stark.

In addition to Shahryar Mafi, M.D., Khalid Abousy, M.D., the radiation safety officer, is also a shareholder, officer and director of the Transferee. The reorganization agreed to by the VNC physicians who were going to continue to practice nuclear cardiology medicine together, will take the form of their respective professional corporations entering into a C Reorganization with the Transferee, to be effective January 1, 2007.

The Transferee has purchased from the Transferor the assets of the Transferor at the facility where the nuclear cardiology diagnostic testing took place, by a Bill of Sale dated October 5, 2006. The Transferee and the Transferor have signed a Lease Assignment Agreement, with the approval of the landlord and VNC, transferring the lease of the facility that was rented by VNC from the Transferor to the Transferee. The Amended and Restated Lease Agreement between VNC and the Transferor was further amended by a First Addendum effective September 30, 2006, providing (i) for the sale of the assets of the facility where the nuclear diagnostic tests were conducted to the Transferee, (ii) that the lease to the facility in question be transferred to the Transferee with the landlord's consent, (iii) that the Transferor's personnel could be hired by the Transferee if they chose to so transfer after the completion of the transaction, and (iv) that the provisions of the Amended and Restated Lease Agreement as to the sleep medicine portion would continue between the Transferor and VNC. This First Addendum to the Amended and Restated Lease Agreement was further amended by a side letter which was necessary in order to provide the Transferee with additional time to secure the nuclear license in question and to assist the Transferee with the transition of nuclear services. In short, the Transferee is continuing to lease certain services from the Transferor until such time as the License in question can be transferred from the Transferor to the Transferee, at which

time all contractual relationships between the Transferor and the Transferee will terminate, except those that survive pursuant to the various agreements listed above.

In short, neither the ownership nor the control of the License has transferred.

Drs. Mafi and Abousy currently are the directors of the Transferee. The other physicians who control the professional corporations that will engage in a C Reorganization with the Transferee will, after January 1, 2007, become directors of the Transferee's Board of Directors.

In further response to your letter of November 3, 2006, requesting more information:

a. See above. In particular, pursuant to the C Reorganization, Michael H. Goldman, M.D., P.C., Cardiac Care Center, P.C., and Fairfax Cardiology, P.C., will enter into a C Reorganization with the Transferee to be effective January 1, 2007. As a result of the C Reorganization, Michael H. Goldman, M.D., P.C., Cardiac Care Center, P.C., and Fairfax Cardiology, P.C., will transfer substantially all of their assets to the Transferee in exchange for common capital stock of the Transferee. Michael H. Goldman, M.D., P.C., Cardiac Care Center, P.C., and Fairfax Cardiology, P.C., will thereafter liquidate and distribute the Transferee's stock to the shareholders of the liquidating corporation as a liquidating distribution.

b. The new name will be as follows:
Virginia Cardiovascular Care, Inc. (VCC, Inc.)
Shahryar Mafi, M.D., President
8505 Arlington Blvd., Suite 350
Fairfax, VA 22031

The (VCC, Inc.) Radiation Safety Officer listed with the NRC is Khalid Abousy, M.D.
VA License 0101057285
Expiration 07-31-2008

Kristi Hurst
Virginia Cardiovascular Care, Inc.
Practice Administrator
703-849-8891

c. There will not be any changes to the personnel or duties as related to the licensed program. The personnel that were leased by the Transferee from the Transferor are remaining in place, and those people will retain the same duties for the Transferee that they had with the Transferor.

d. There will not be any changes in the organization, location, facilities, equipment or procedures that related to the licensed program.

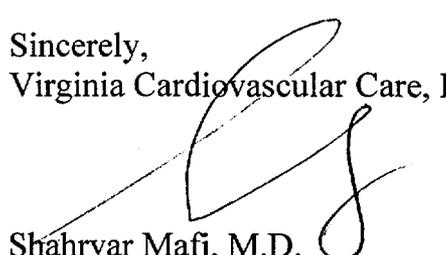
e. On a quarterly basis Krueger-Gilbert Health Physics, Inc. (K-G) will provide/perform radiation surveys at our Fairfax and Woodbridge sites to assure conformance with the current Federal and State license requirements. The surveys will include measurements of radiation levels in areas of typical exposure, review of staff-conducted surveys and other pertinent records. Krueger-Gilbert will also be monitoring our Landauer Badges. They will prepare documentation for radioactive material licensure, to include license amendments, renewal applications, etc. K-G will provide responses to and interpretation of regulatory action. They will provide the following services on a quarterly basis at each location: A) Calibrate the dose calibrator in accordance with the State requirements. B) Linearity determination of the dose calibrator based on data submitted by the staff. C) Inventory and leak test of all sealed sources of radioactive material. The following services will be provided on a semi-annual basis: Calibrate up to two radiation survey meters at each location either in our laboratory or by a licensed calibration facility. K-G agrees to annually, one training session at each location to technical personnel in accordance with State and Federal requirements. They will provide telephone consultations as needed.

f. Virginia Cardiovascular Care, Inc has contracted with Stericycle, Inc to remove and dispose of Customer's Regulated Medical Waste (Hazardous Waste as applicable) every 2 weeks (26 pick ups per year.) The past records remain on file in a locked cabinet at the 8505 Arlington Blvd. and Woodbridge Offices.

g. The Transferee will abide by all constraints, conditions, requirements and commitments of the Transferor.

I hope this answers your questions, feel free to contact me directly at 703-849-8891 if you have any other questions. I look forward to hearing from you soon.

Sincerely,
Virginia Cardiovascular Care, Inc.



Shahryar Mafi, M.D.
President, Virginia Cardiovascular Care, Inc.



Khalid Abousy, M.D.
Radiation Safety Officer

This is to acknowledge the receipt of your letter/application dated 10/16/06 received 10/16/06 and to inform you that the initial processing which includes an administrative review has been performed.

Amendment 32-25619-01 There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

Please provide to this office within 30 days of your receipt of this card

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned Mail Control Number 139595.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5366, or 337-5280.

Sincerely,
Licensing Assistance Team Leader