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July 28, 2004

VIA FACSIMILE

United States Securities and Exchange Commission
Mail Stop 3561
Washington, D.C. 20549

Attn: John Reynolds
Assistant Director

Re: HEALTHCARE ACQUISITION CORP.
AMERICAN STOCK EXCHANGE LISTING STANDARDS
SEC FILE NO. 333-124712

Dear Sir:

On behalf of Healthcare Acquisition Corp., a Delaware corporation (the "REGISTRANT") we hereby notify you that the American Stock Exchange has notified the Registrant that it has met Initial Listing Standards 3 and 4 of the American Stock Exchange Company Guide, to wit:

INITIAL LISTING STANDARD 3

Size:
Stockholders' equity of at least \$4,000,000.

THE REGISTRANT WILL HAVE A POST OFFERING STOCKHOLDERS' EQUITY OF \$53,592,998.

Total Value of Market Capitalization:
\$50,000,000.

THE REGISTRANT WILL HAVE A POST OFFERING TOTAL MARKET CAPITALIZATION OF \$90,000,000.

Aggregate Market Value of Publicly Held Shares:
\$15,000,000.

THE REGISTRANT'S PUBLICLY-HELD SECURITIES WILL HAVE \$72,000,000 OF AGGREGATE MARKET VALUE, POST OFFERING.

Distribution:
Minimum public distribution of 500,000 shares, together with a minimum of 800 public shareholders or minimum public distribution of 1,000,000 shares together with a minimum of 400 public shareholders.

PLEASE SEE RESPONSE CONTAINED IN THE LAST PARAGRAPH OF THIS LETTER.

INITIAL LISTING STANDARD 4

Total Value of Market Capitalization:
\$75,000,000.

THE REGISTRANT WILL HAVE A POST OFFERING TOTAL MARKET CAPITALIZATION OF
\$90,000,000.

Aggregate Market Value of Publicly Held Shares:
\$20,000,000.

THE REGISTRANT'S PUBLICLY-HELD SECURITIES WILL HAVE \$72,000,000 OF
AGGREGATE MARKET VALUE, POST OFFERING.

Distribution:

Minimum public distribution of 500,000 shares, together with a minimum
of 800 public shareholders or minimum public distribution of 1,000,000
shares together with a minimum of 400 public shareholders.

With respect to the "Distribution" criteria of standards 3 and 4 above,
please note that the American Stock Exchange has been advised by the
representative of the underwriters in this offering, Maxim Group LLC, that the
distribution requirement of a minimum public distribution of 1,000,000 shares
together with a minimum of 400 public shareholders will be satisfied or
exceeded. The representative of the underwriters stated that it was confident
that such criteria could be met using its own retail sales offices and the
institutional departments of the underwriting syndicate being organized (which
includes approximately 3-7 firms to underwrite and distribute the offering). In
fact, the representative of the underwriters has advised this firm that there
are currently more than 1,100 accounts on their "indications of interest" list.
Please note further that Maxim Group LLC has agreed to provide written notice to
the American Stock Exchange within five days of the commencement of trading that
this requirement has been satisfied.

If you have any questions, please feel free to contact me at your
earliest convenience.

Very truly yours,

/s/ Stuart Neuhauser

Stuart Neuhauser

cc: Mr. Matthew P. Kinley
Steven Skolnick, Esq.