

RECEIVED

DEC 12 2013

STATE HEALTH PLANNING
& DEVELOPMENT AGENCY

December 11, 2013

Via FedEx

Mr. Alva M. Lambert
Executive Director
State Health Planning & Development Agency
100 North Union Street
Suite 870
Montgomery, Alabama 36104

- Re: Notice of Proposed Change in Ownership Structure**
- **Riverview Regional Medical Center (Medicare Provider No. 01-0046)**
 - **Stringfellow Memorial Hospital (Medicare Provider No. 01-0038)**

Dear Mr. Lambert:

I am writing on behalf of our client, Community Health Systems, Inc. ("CHSI"). The purpose of this letter is to notify the Alabama State Health Planning & Development Agency ("SHPDA") of a proposed transaction between CHSI and Health Management Associates, Inc. ("HMA") and the related changes to the ownership structure of the two hospitals in Alabama owned and operated by subsidiaries of HMA. As described more fully below, the proposed transaction will not result in any change in the direct ownership of the hospitals described herein, nor will it result in any change in the facilities' legal business names, federal tax identification numbers, or Medicare provider numbers. However, we are providing this letter, the enclosed forms and the enclosed filing fee of \$2,800.00 per facility to ensure that SHPDA is provided with notice of the proposed transaction.

Description of the Proposed Transaction

HMA is a publicly-traded corporation that, by and through its subsidiaries, owns and operates 71 hospitals and various other health care facilities in 15 states, including two hospitals located in Alabama. CHSI is a publicly-traded corporation and one of the nation's leading operators of general acute care hospitals. The organization's affiliates own, operate, or lease 135 hospitals and various other health care facilities in 29 states, including nine hospitals located in Alabama.

CHSI and HMA are parties to an Agreement and Plan of Merger that, subject to the satisfaction or waiver of certain conditions, will result in the merger of HMA with an indirect, wholly-owned subsidiary of CHSI (the "Proposed Transaction"). As a result, following the closing of the Proposed Transaction, HMA will cease to be a publicly-traded corporation and will become an indirect, wholly-owned subsidiary of CHSI. It is currently anticipated that the Proposed Transaction will close on or about January 17, 2014.

Mr. Alva M. Lambert
December 11, 2013
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HMA-Affiliated Alabama Hospitals

Enclosed for your reference as Exhibit A is a listing of the two HMA-affiliated hospitals located in Alabama (each, a “Facility” and collectively, the “Facilities”). In addition, enclosed as Exhibit B are ownership charts showing the ownership structure of each of the Facilities before and after the closing of the Proposed Transaction.

As you can see, the Proposed Transaction will not result in any change in the direct ownership of the legal entities that own and operate the Facilities. Instead, the Proposed Transaction will result in a change in the ownership structure several levels up the ownership chain from the legal entities that own and operate the Facilities. In each case, the legal entity that owns and operates the Facility will retain its assets, and there will be no change in the direct ownership of its stock. The legal entities that own and operate the Facilities will also retain their respective legal business names and federal tax identification numbers. The Proposed Transaction will not result in a change of ownership of any of the Facilities for Medicare purposes. In addition, other than changes resulting in the ordinary course of business, no change in the local governing bodies or day-to-day operations of the Facilities is anticipated as a result of the Proposed Transaction.

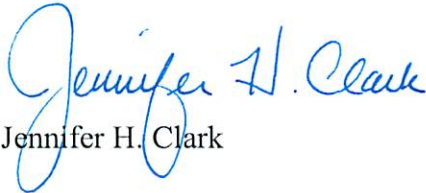
Notice Requirements

In accordance with ALA. ADMIN. CODE § 410-1-7-.04, please find enclosed as Exhibit C responses to the six questions posed by the regulations in cases of changes in ownership or control. It is our understanding that the responses provided in Exhibit C, this notice letter, and the enclosed filing fees fulfills CHSI’s obligation to notify SHPDA of the Proposed Transaction. If that understanding is incorrect, or if you need any additional information, please do not hesitate to contact me at (205) 521-8020 or jclark@babbc.com.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By:


Jennifer H. Clark

Enclosures

cc: Carol A. Hendry, Esq.
Lauren B. Jacques, Esq.

EXHIBIT A

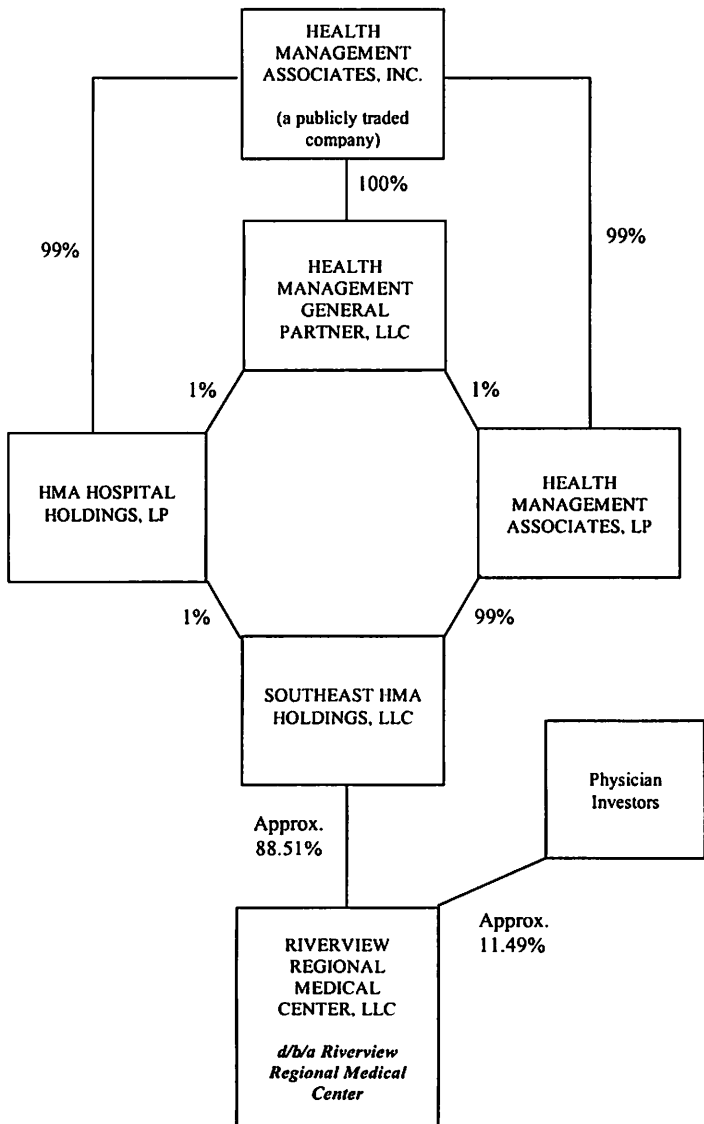
HMA-Affiliated Hospitals in Alabama

FACILITY NAME	LEGAL ENTITY	ADDRESS
Riverview Regional Medical Center	Riverview Regional Medical Center, LLC	600 South Third Street, Gadsden, Alabama 35999 (Etowah County)
Stringfellow Memorial Hospital	Anniston HMA, LLC	301 East 18 th Street, Anniston, Alabama 36201 (Calhoun County)

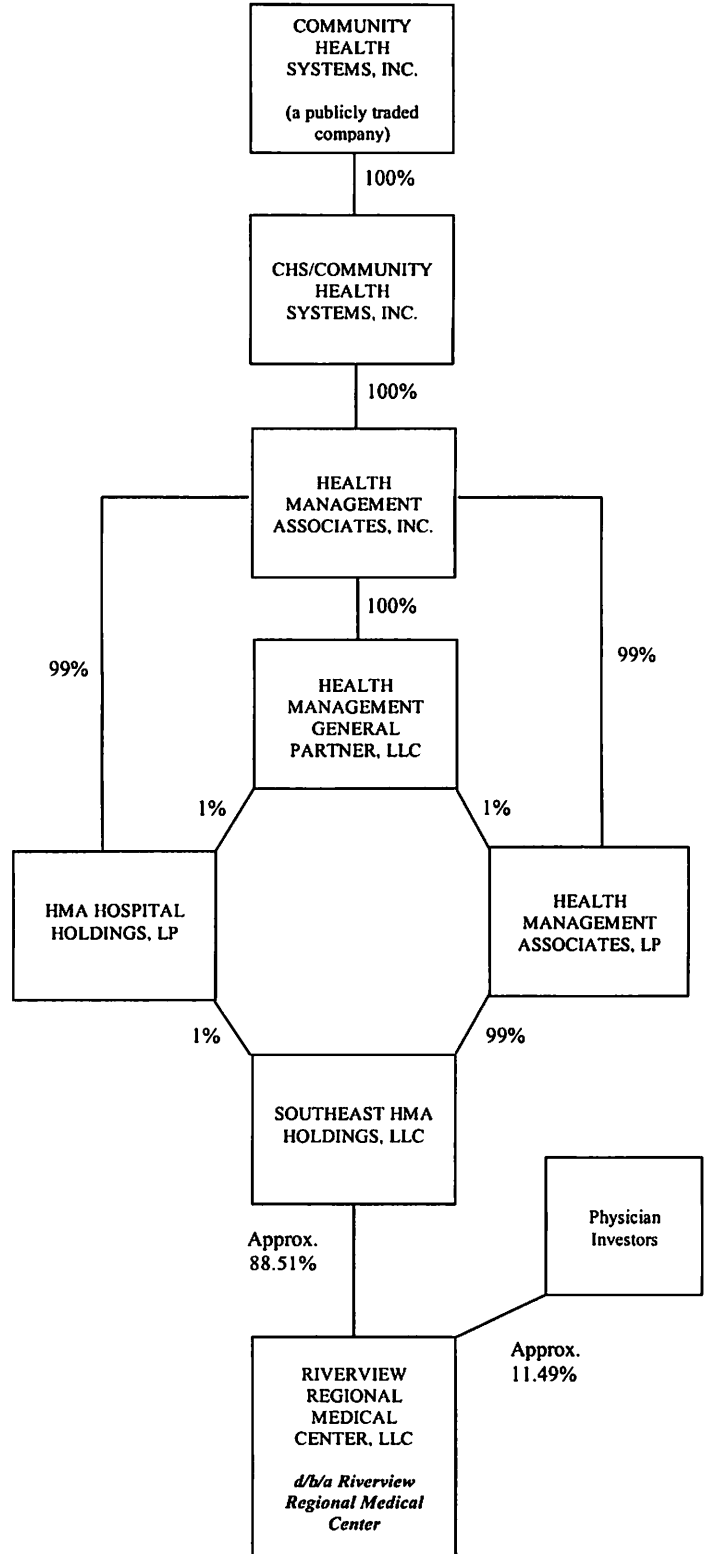
EXHIBIT B

RIVERVIEW REGIONAL MEDICAL CENTER, LLC

PRE-TRANSACTION STRUCTURE

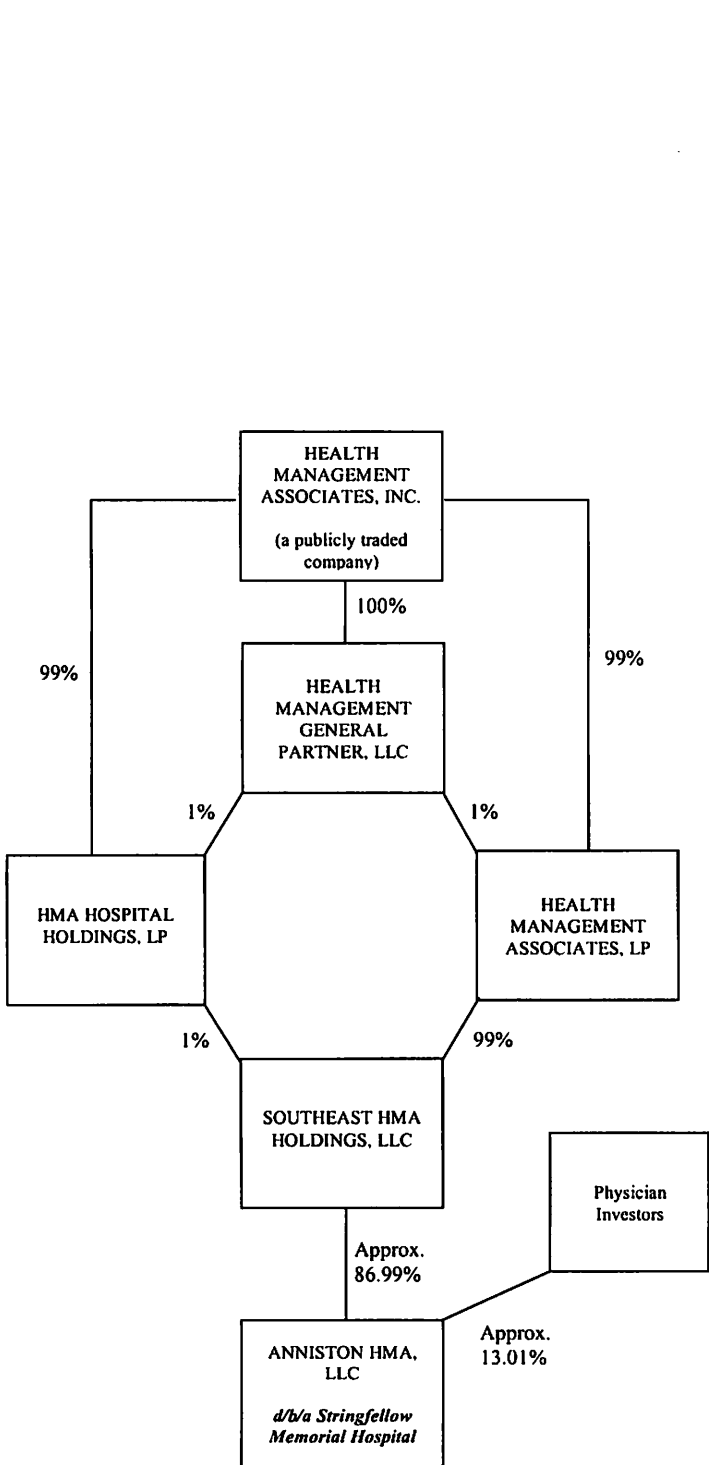


POST-TRANSACTION STRUCTURE



ANNISTON HMA, LLC

PRE-TRANSACTION STRUCTURE



POST-TRANSACTION STRUCTURE

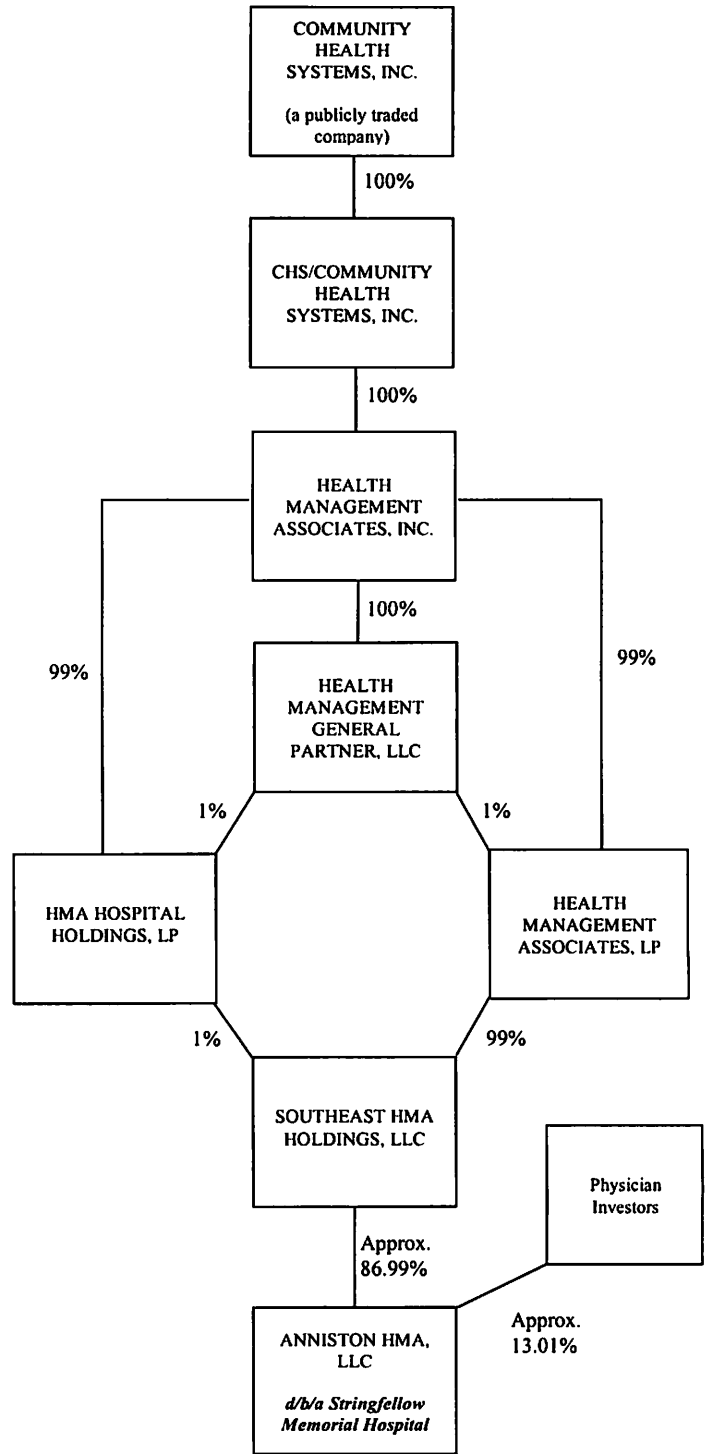


EXHIBIT C

Responses to Questions Posed by Ala. Admin. Code § 410-1-7-.04

RIVERVIEW REGIONAL MEDICAL CENTER

- a) The financial scope of the project to include the preliminary estimate of the costs broken down by equipment, construction, and yearly operating cost;

Response: The parties have agreed upon a price for the Proposed Transaction that they have mutually determined is fair market value.

- b) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is the extension of a presently offered service, or whether the service is a new service);

Response: The Proposed Transaction will not result in the offering of, the provision of, or the creation of, a new institutional health service at the Facility.

- c) Whether the proposal will include the addition of any new beds;

Response: The Proposed Transaction will not result in the addition of any beds at the Facility.

- d) Whether the assets and stock (if any) will be acquired; and

Response: As described more fully in the body of the letter to which this Exhibit C is attached, the Proposed Transaction will not result in the acquisition of assets or transfer of stock at the level of the entities that own and operate the Facilities. Instead, the Proposed Transaction is merely a change in the indirect, upstream ownership structure of the Facilities. More specifically, CHSI and HMA are parties to an Agreement and Plan of Merger that, subject to the satisfaction or waiver of certain conditions, will result in the merger of HMA with an indirect, wholly-owned subsidiary of CHSI (the "Proposed Transaction"). As a result, following the closing of the Proposed Transaction, HMA will cease to be a publicly-traded corporation and will become an indirect, wholly-owned subsidiary of CHSI. It is currently anticipated that the Proposed Transaction will close on or about January 17, 2014.

- e) Any other information that the Executive Director shall deem necessary to insure a full understanding by the state agency.

Response: Should the Executive Director have any additional questions or requests for information, please contact Lauren B. Jacques, Esq. at (615) 252-4637 or ljacques@babc.com.

CHANGE OF OWNERSHIP**RECEIVED****DEC 12 2013**STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY**Part I: Purchasing Organization Information**

Name of Organization: Riverview Regional Medical Center, LLC

Facility Name:
(ADPH Licensure name) Riverview Regional Medical Center

SHPDA ID Number: N/A

Address (PO Box #): Corporate Address: 4000 Meridian Boulevard, Franklin, Tennessee 37067

City, State, Zip, County: Facility Address: 630 3rd Street, Gadsden, Alabama 35901

Number/Type Licensed Beds: N/A

Owner(s): Riverview Regional Medical Center, LLC

Operator(s): Riverview Regional Medical Center, LLC

Part II: Selling Organization Information

Name of Organization: Riverview Regional Medical Center, LLC

Address (PO Box #): Corporate Address: 5811 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108

City, State, Zip, County: Facility Address: 630 3rd Street, Gadsden, Alabama 35901

Number/Type Licensed Beds: N/A

Owner(s): Riverview Regional Medical Center, LLC

Operator(s): Riverview Regional Medical Center, LLC

Part III: Value of Consideration

Monetary Value of Purchase: \$ Please see attached letter No./Type Beds: N/A

Terms of Purchase: Please see attached letter
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: N/A

Types of Institutional Health Services: Hospital Services

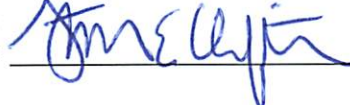
List Service Area by County for Home Health Agencies: N/A

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):  Steven E. Clifton
 Owner(s): _____
 Operator(s): _____
 Title/Date: Senior Vice President 12/02/13

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of **\$2,300*** made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

YES NO **The above Purchaser and Seller have agreed to these purchase terms.**

Purchaser Signature: _____
 Title/Date: Martin G. Schweinhart, President _____

*- Please note that the fee for a Notice of Change of Ownership includes a temporary surcharge of \$300.

On an Attached Sheet Please Address the Following:

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Title/Date: Martin G. Schweinhart, President 12-4-2013

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EXHIBIT C

Responses to Questions Posed by Ala. Admin. Code § 410-1-7-.04

STRINGFELLOW MEMORIAL HOSPITAL

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STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

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Facility Name:
(ADPH Licensure name) Stringfellow Memorial Hospital

SHPDA ID Number: N/A

Address (PO Box #): Corporate Address: 4000 Meridian Boulevard, Franklin, Tennessee 37067

City, State, Zip, County: Facility Address: 301 East 18th Street, Anniston, Alabama 36207

Number/Type Licensed Beds: N/A

Owner(s): Anniston HMA, LLC

Operator(s): Anniston HMA, LLC

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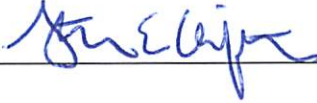
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