

4(c)

[REDACTED]

Attorneys at Law

Professional Service Corporation

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Direct Contact
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Phone: [REDACTED]
Secretary: [REDACTED]

April 7, 2004

Michael B. Verne, Esq.
Staff Attorney
Premerger Notification Office
Federal Trade Commission
Washington, D.C. 20580

2004 APR 12 P 4: 28

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

Re: Applicability of 4(c) to Certificate of Need Materials
Proposed Acquisition of Hospital Assets in Jacksonville, Florida
(Our File: [REDACTED])

Dear Mr. Verne:

This confirms our teleconference with [REDACTED] on Tuesday, April 6, 2004, regarding the production of certificate of need materials as 4(c) documents. As a general matter, you agreed that documents otherwise subject to 4(c) were not exempt from production if filed in the certificate of need proceeding, and that documents containing market data that were prepared strictly in connection with the certificate of need process would not constitute 4(c) documents. We discussed four examples:

1. A business plan containing a third party valuation of the assets to be acquired and the anticipated competitive impact of the transaction would be a 4(c) document regardless of whether that business plan was submitted as an exhibit in the certificate of need proceeding.
2. A document prepared in connection with the certificate of need proceeding that contained market data extracted from the business plan in Example 1 would not be a 4(c) document.
3. A document prepared strictly for use or anticipated use in the certificate of need proceeding would not be a 4(c) document even if it included market data not otherwise disclosed in the party's 4(c) documents.

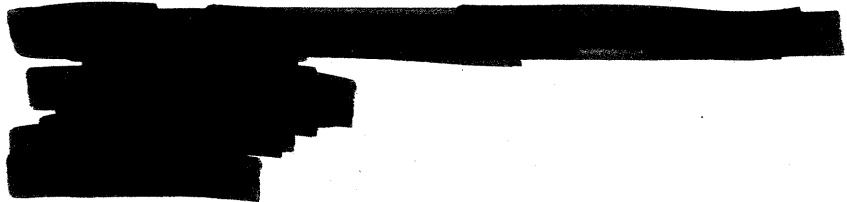
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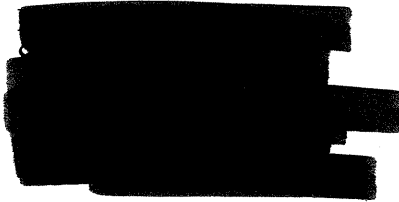
4. Regardless of the contents of the document, the certificate of need application itself, hearing transcripts, briefs and similar documents are not 4(c) documents; however, any exhibit thereto that would constitute a 4(c) document notwithstanding the certificate of need proceeding would continue to be a 4(c) document.

We truly appreciate your assistance in this matter. Please contact me via e-mail if I have misinterpreted the scope of our conversation or the conclusions reached.

Sincerely,

A large rectangular area of the document is completely redacted with black ink, obscuring the signature and any text that might have been present.

cc:

A block of text following the 'cc:' label is redacted with black ink, obscuring the names of the recipients.A small rectangular area of the document is redacted with black ink, likely representing another recipient name.

AGREE -
B. Michael On
4/13/04