

September 12, 2013

Via Overnight Delivery

United States Nuclear Regulatory Commission
Region III
Attention: DNMS, Materials Licensing
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

Re: Radioactive Materials Licenses; Notice of Proposed Transaction and Request for Determination of Filing Requirements

Dear Sir or Madam:

I am writing on behalf of our client, Community Health Systems, Inc. ("CHSI"). The purpose of this letter is to provide the United States Nuclear Regulatory Commission, Region III (the "NRC") with notice of a proposed transaction involving CHSI and Health Management Associates, Inc. ("HMA"), and to request a determination regarding whether this proposed transaction will necessitate the filing of any application materials or otherwise require action with the NRC. As described more fully below, the proposed transaction will not result in any change in the direct ownership of the health care facilities described herein, nor will it result in any change in the facilities' legal business names, federal tax identification numbers, local administrative management, personnel responsible for the use or control of radioactive materials, or operations involving radioactive materials subject to the jurisdiction of the NRC. Accordingly, we do not believe that the proposed transaction will constitute a change of ownership or transfer of control for purposes of the facilities' Missouri Radioactive Materials Licenses, and we are of the understanding that no filings will be required in connection with 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 Missouri. 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 two hospitals in Missouri. 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

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Proposed Transaction, HMA will cease to be a publicly-traded corporation and will become an indirect, wholly-owned subsidiary of CHSI.

Enclosed for your reference as Exhibit A is a listing of all of the HMA-affiliated hospitals located in Missouri (each, a "Hospital" and collectively, the "Hospitals"). It is our understanding that each of the Hospitals holds a Radioactive Materials License issued by the NRC. Please be advised that HMA-affiliated facilities other than the Hospitals may hold Radioactive Materials Licenses issued by the NRC. If so, please note that the ownership structure of these facilities is substantially similar to that of the Hospitals, and the Proposed Transaction will have the same effect on these facilities as the Hospitals. We respectfully request that the response of the NRC to this request apply to all HMA-affiliated facilities located in Missouri that hold Radioactive Materials Licenses.

In addition, enclosed as Exhibit B are ownership charts showing the ownership structure of each of the Hospitals 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 Hospitals. 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 Hospitals. In each case, the legal entity that owns and operates the Hospital 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 Hospitals will also retain their respective legal business names and federal tax identification numbers. In addition, other than changes resulting in the ordinary course of business, no change in the local administrative management or day-to-day operations of the Hospitals is anticipated as a result of the Proposed Transaction.

In particular, the Proposed Transaction will not result in any change in the use, possession, location, or storage of licensed radioactive materials by the Hospitals, nor will it result in any change in the facilities, equipment, procedures, or personnel that would require an amendment to the Hospitals' Radioactive Materials Licenses. Pursuant to the instructions of your office, we have enclosed as Exhibit C responses to the questions posed by the NRC in situations involving changes in ownership or transfers of control. Based on the facts described herein and our review of applicable law, it is our understanding that the Proposed Transaction will not constitute a change of ownership or transfer of control for purposes of the Hospitals' Missouri Radioactive Materials Licenses, and that no filings will be required in connection with the Proposed Transaction.

Request for Determination

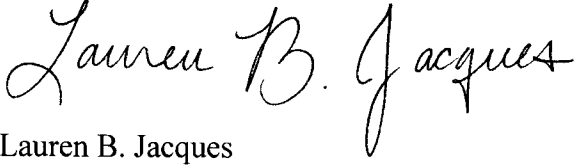
We respectfully request a determination from your office regarding whether the Proposed Transaction will necessitate the filing of any application materials or otherwise require action with the NRC.

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Thank you for your consideration of this request. If you have any questions, or if you require any additional information, please do not hesitate to contact me at (615) 252-4637 or ljacques@babbc.com.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By: 
Lauren B. Jacques

Enclosures

cc: Carol A. Hendry, Esq.

EXHIBIT A

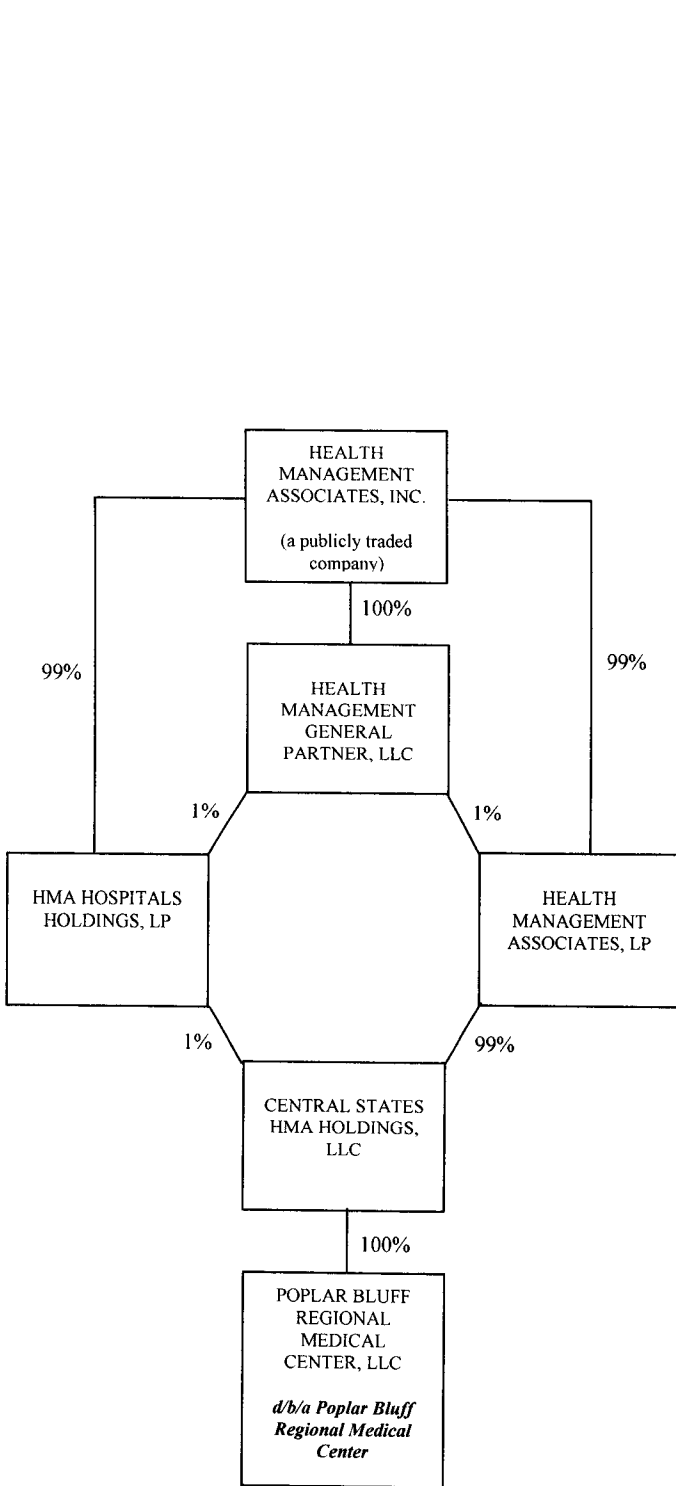
HMA-AFFILIATED HOSPITALS IN MISSOURI

FACILITY NAME	LEGAL ENTITY	LOCATION
Poplar Bluff Regional Medical Center	Poplar Bluff Regional Medical Center, LLC	621 West Pine Street, Poplar Bluff, Missouri 63901
Twin Rivers Regional Medical Center	Kennett HMA, LLC	1301 First Street, Kennett, Missouri 63857

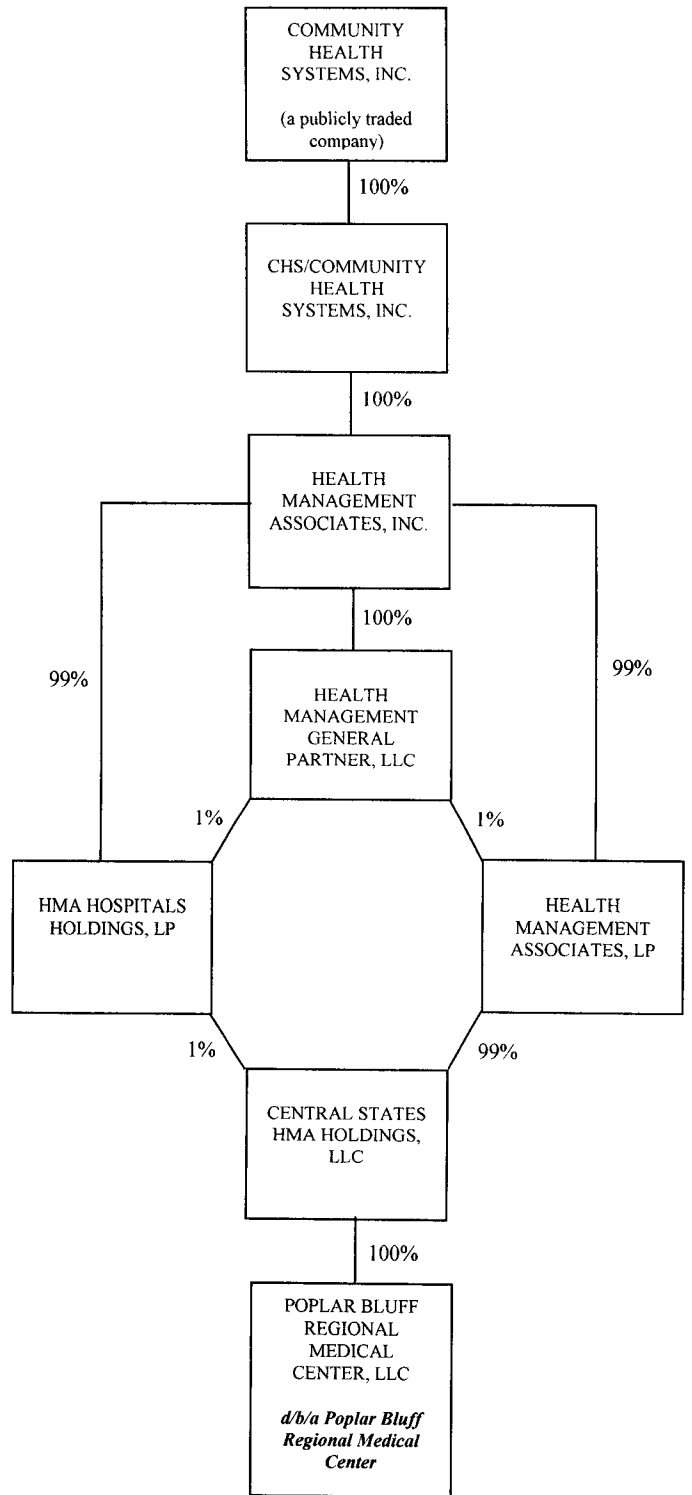
EXHIBIT B

POPLAR BLUFF REGIONAL MEDICAL CENTER, LLC

PRE-TRANSACTION STRUCTURE

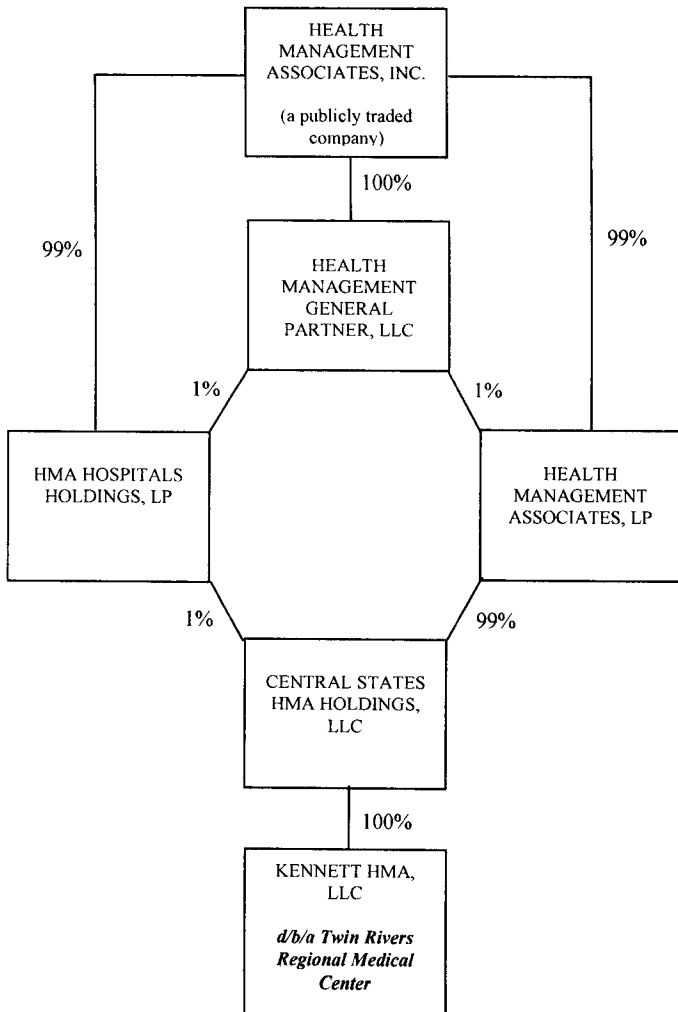


POST-TRANSACTION STRUCTURE



KENNETT HMA, LLC

PRE-TRANSACTION STRUCTURE



POST-TRANSACTION STRUCTURE

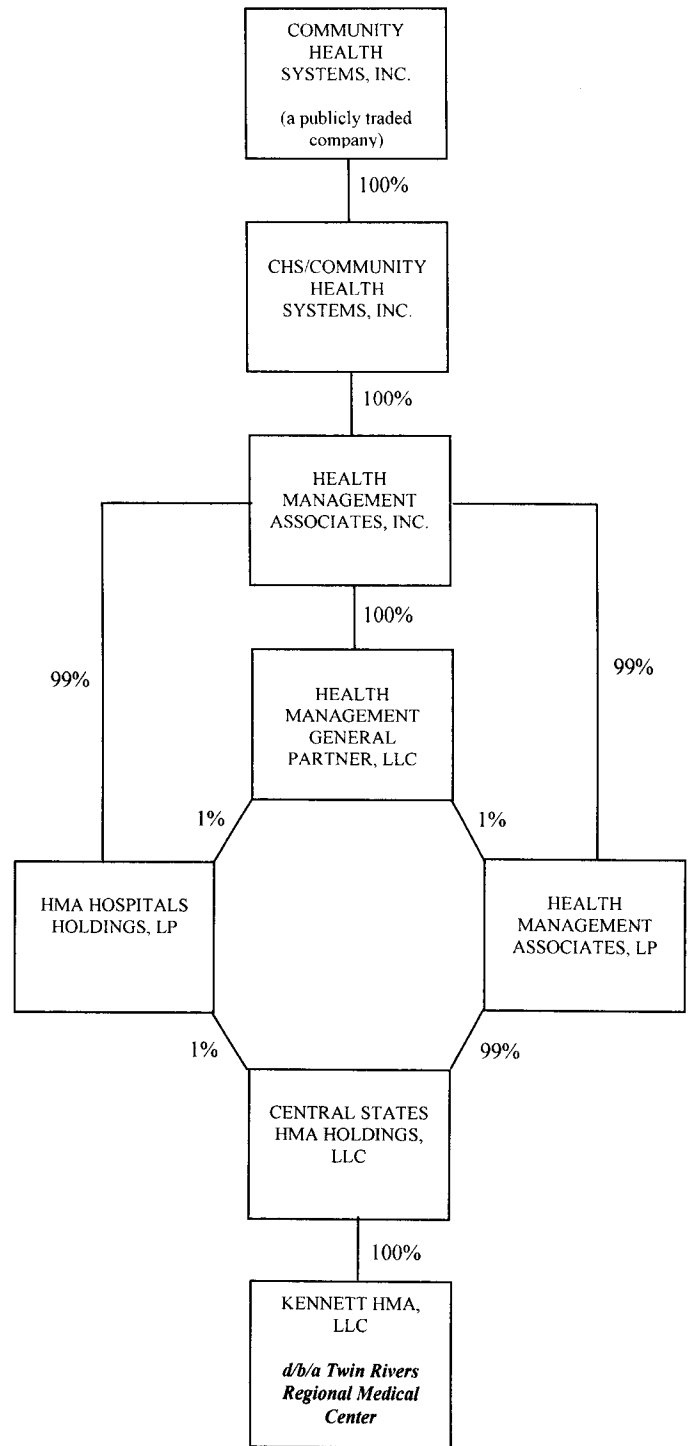


EXHIBIT C

RESPONSES TO QUESTIONS POSED BY THE NRC

- 1. Provide a complete description of the transaction (transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact whom NRC may contact if more information is needed.**

Response: As you can see from the ownership structure charts enclosed as Exhibit B, the Hospitals listed on Exhibit A are currently indirect, wholly-owned subsidiaries of Health Management Associates, Inc. ("HMA"). As described in the letter to which this Exhibit C is attached, Community Health Systems, Inc. ("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.

As reflected in Exhibit B, the Proposed Transaction will not result in any change in the direct ownership of the legal entities that own and operate the Hospitals. Rather, 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 Hospitals. Moreover, the names of the Hospitals will not change as a result of the Proposed Transaction. If more information is needed concerning the Proposed Transaction, please contact Lauren Jacques, outside counsel for CHSI, at (615) 252-4637 or ljacques@babco.com.

- 2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.**

Response: There are no changes in personnel or duties that relate to the licensed programs anticipated as a result of the Proposed Transaction.

- 3. Describe any changes in the organization, location, facilities, equipment, or procedures that relate to the licensed program.**

Response: There are no changes anticipated in the organization, location, facilities, equipment, or procedures that relate to the licensed programs as a result of the Proposed Transaction.

- 4. Describe the status of the surveillance program (surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.**

Response: There are no changes anticipated in the status of the surveillance programs as a result of the Proposed Transaction.

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

Response: Because there will be no change at the Hospital level as a result of the Proposed Transaction, there will be no transfer of records as a result of the Proposed Transaction. The current license holders will retain all records concerning the safe and effective decommissioning of the facilities.

6. Confirm that the transferee will abide by all constraints, conditions, requirements, and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.

Response: Because there will be no change at the Hospital level as a result of the Proposed Transaction, the “transferor” and “transferee” will be one and the same party (i.e., the current licensee). Accordingly, the current licensees will continue to abide by all constraints, conditions, requirements, and commitments currently in place with respect to the licensed programs.

From: (615) 244-2582
Lauren Jacques
Bradley Arant Boult Cummings LLP
1600 Division Street
Suite 700
Nashville, TN 37203

Origin ID: RNCA



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Ship Date: 12SEP13
ActWgt: 0.5 LB
CAD: 103944845/WSX12750

Delivery Address Bar Code



SHIP TO: (630) 829-9500

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DNMS Materials Licensing
US Nuclear Regulatory Commission
2443 Warrenville Rd Ste 210

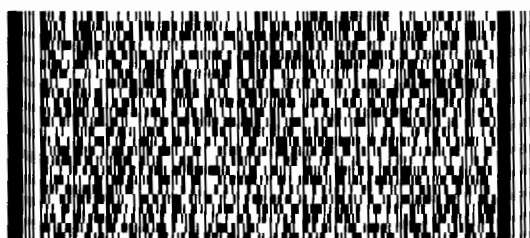
Lisle, IL 60532

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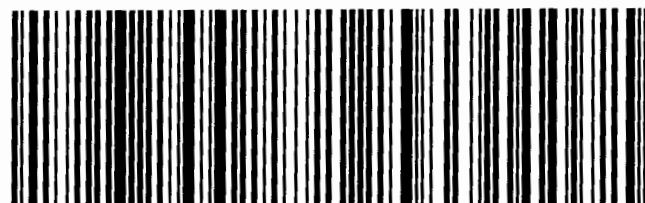
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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.