

January 29, 2014

Via Federal Express and Electronic Mail to sara.forster@nrc.gov

Ms. Sara Forster, Health Physicist
United States Nuclear Regulatory Commission
Region III
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

Re: Notice of Closing of Transaction

- **Poplar Bluff Regional Medical Center, LLC d/b/a Poplar Bluff Regional Medical Center (License No. 24-16652-01)**
- **Kennett HMA, LLC d/b/a Twin Rivers Regional Medical Center (License No. 24-17628-01)**

Dear Ms. Forster:

I am writing on behalf of our client, Community Health Systems, Inc. ("CHSI"), in follow up to previous correspondence with your office. A copy of the cover letter prefacing that correspondence is enclosed for your reference as Exhibit A. Please be advised that effective as of **January 27, 2014** (the "Effective Date"), CHSI and Health Management Associates, Inc. ("HMA") closed a transaction that resulted in the merger of HMA with an indirect, wholly-owned subsidiary of CHSI (the "Transaction"). As a result, following the closing of the Transaction, HMA ceased to be a publicly-traded corporation and became an indirect, wholly-owned subsidiary of CHSI. Furthermore, as of the Effective Date, CHSI became the ultimate parent company of each of the HMA subsidiaries, including the subsidiaries holding radioactive materials licenses in Missouri listed above. For further detail regarding the Transaction, please refer to Exhibit A. In addition, enclosed as Exhibit B please find a copy of the official press release of CHSI that was filed with the Securities and Exchange Commission ("SEC") in connection with the closing of the Transaction. The entire filing with the SEC is available at edgar.sec.gov.

Please allow this letter to serve as notice of the closing of the Transaction as of the Effective Date. If you have any questions, or if you require any additional information, please do not hesitate to contact me at (615) 252-2315 or ztanner@babbc.com.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By: 
Zeterrika C. Tanner

Enclosures

cc: Carol A. Hendry, Esq.

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EXHIBIT A

Please see attached.

October 17, 2013

Via Electronic Mail to Sara.Forster@nrc.gov

Ms. Sara Forster, Health Physicist
United States Nuclear Regulatory Commission
Region III
2443 Warrenville Road, Suite 210
Lisle, Illinois 60532-4352

**Re: Supplement to Notice Letter regarding Proposed Transaction involving
Missouri Hospitals holding Radioactive Materials Licenses:**

- **Poplar Bluff Regional Medical Center, LLC d/b/a Poplar Bluff
Regional Medical Center (License No. 24-16652-01)**
- **Kennett HMA, LLC d/b/a Twin Rivers Regional Medical Center
(License No. 24-17628-01)**

Dear Ms. Forster:

I am writing in follow up to our phone conversation on September 25, 2013, in which you asked for supplementary information in connection with the notice letter I submitted to the United States Nuclear Regulatory Commission, Region III (the "NRC") on September 12, 2013, a copy of which is enclosed for your reference (the "Notice Letter").

Per your request, enclosed please find revised copies of Exhibit C to the Notice Letter, which have been signed by an authorized representative of the HMA-affiliated Missouri hospitals listed above holding radioactive materials licenses (the "Hospitals"), as well as an authorized representative of CHS/Community Health Systems, Inc. ("CHSI"). Additionally, per our conversation, please note that the parties anticipate that the proposed transaction, which is described in detail in the Notice Letter, will close on or after January 2, 2013.

Also, per our discussion earlier today, enclosed please find copies of the Hospitals' current radioactive materials licenses. Please note that the correct legal entity and operating name for each of the Hospitals is as listed above in the reference line of this letter. We respectfully request that you update the information you have on file for the Hospitals to reflect the correct legal entity and "doing business as" names.

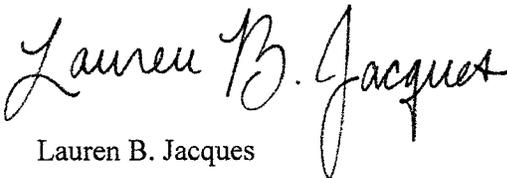
Thank you for your continued attention to this matter. If you have any questions, or if you need anything further, please do not hesitate to contact me at (615) 252-4637 or ljacques@babbc.com.

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Ms. Sara Forster
Page 2
October 17, 2013

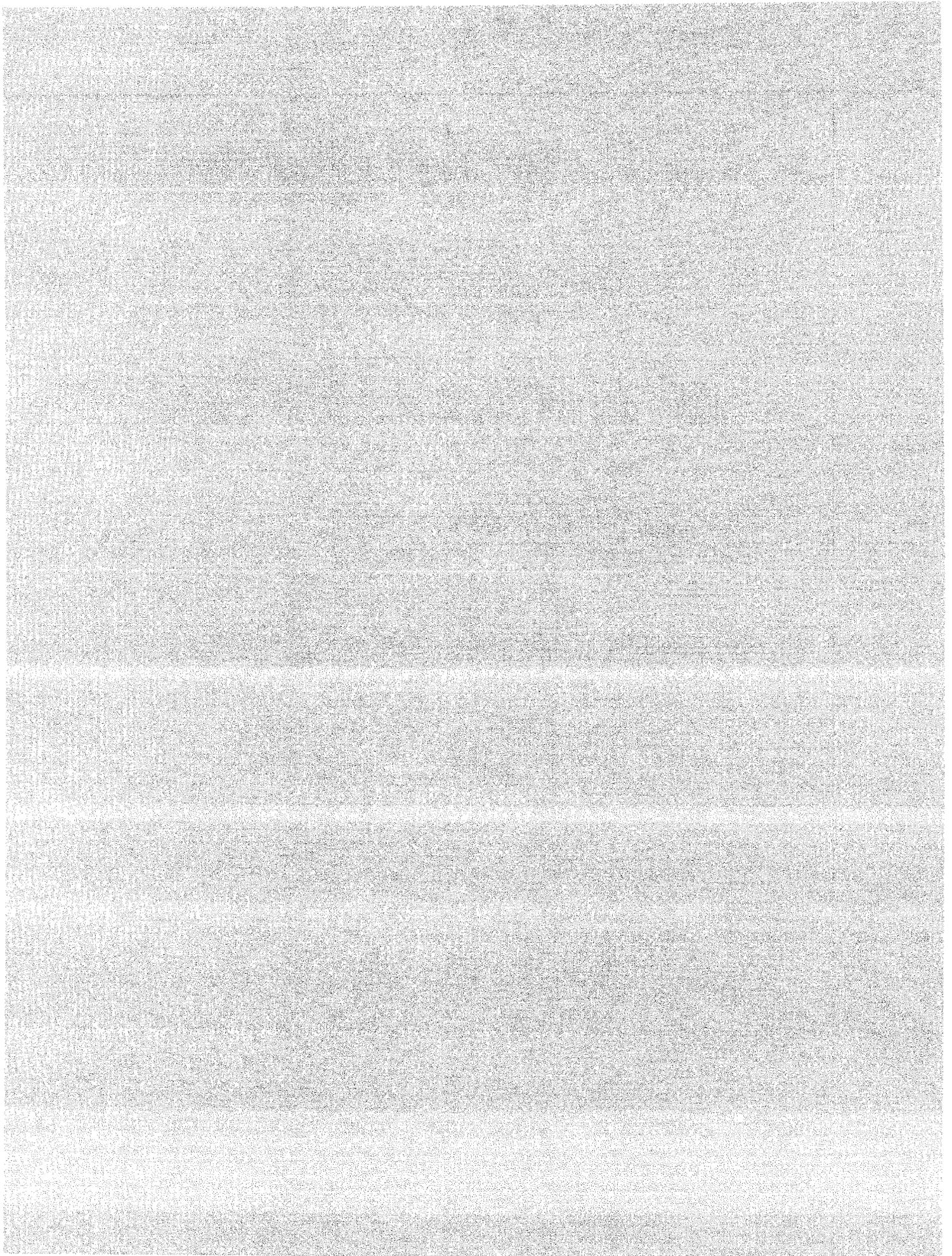
Very truly yours,

BRADLEY ARANT BOULT CUMMINGS, LLP

By: 
Lauren B. Jacques

Enclosures

cc: Carol A. Hendry, Esq.
Mary Parsons, Esq.



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

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

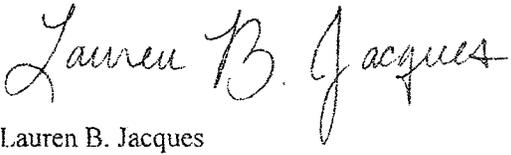
We respectfully request a determination from your office regarding whether the Proposed Transaction will necessitate the filing of any application materials or otherwise require action with the NRC.

United States Nuclear Regulatory Commission, Region III
September 12, 2013
Page 2

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@babco.com.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

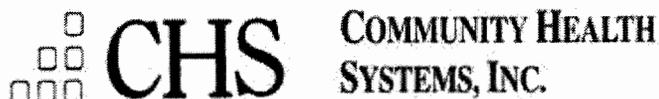
By: 
Lauren B. Jacques

Enclosures

cc: Carol A. Hendry, Esq.

EXHIBIT B

Please see attached.



**COMMUNITY HEALTH SYSTEMS COMPLETES ACQUISITION
OF HEALTH MANAGEMENT ASSOCIATES**

FRANKLIN, Tenn. (January 27, 2014) – Community Health Systems, Inc. (NYSE: CYH) (“CHS”) announced today that it has completed its previously announced acquisition of Health Management Associates, Inc. (NYSE: HMA) (“HMA”).

“We are very pleased to complete this important strategic acquisition and welcome our newly affiliated hospitals and their physicians and employees to our organization,” said Wayne T. Smith, Chairman and Chief Executive Officer of Community Health Systems, Inc. “This transaction provides us with increased scale and broader geographic reach as we work to create strong healthcare networks across the nation. Our larger organization is well positioned to address the changing dynamics in our industry and dedicated to providing quality care for millions of patients and all the communities we serve. We look forward to effectively integrating this acquisition and generating significant value for our shareholders.”

Effective today, HMA will cease trading on the New York Stock Exchange. HMA shareholders will receive \$10.50 per share in cash plus 0.06942 shares of CHS common stock for each HMA share they own. HMA shareholders will also receive one Contingent Value Right (CVR) for each HMA share they own, which could yield additional cash consideration of up to \$1.00 per share, depending on the outcome of certain matters described in HMA’s public filings under the “Legal Proceedings” section.

Through its affiliates, Community Health Systems now owns, leases or operates 206 hospitals in 29 states. The organization’s affiliates employ more than 135,000 people and approximately 27,000 physicians serve on the medical staffs of CHS-affiliated hospitals. CHS’s headquarters will remain in the Nashville, Tennessee, suburb of Franklin.

About CHS

Community Health Systems, Inc. is one of the largest publicly-traded hospital companies in the United States and a leading operator of general acute care hospitals in communities across the country. Through its subsidiaries, the Company currently owns, leases or operates 206 affiliated hospitals in 29 states with an aggregate of approximately 31,000 licensed beds. The Company’s headquarters are located in Franklin, Tennessee, a suburb south of Nashville. Shares in Community Health Systems, Inc. are traded on the New York Stock Exchange under the symbol “CYH.” More information about the Company can be found on its website at www.chs.net.

-MORE-

Community Health Systems Completes Acquisition
of Health Management Associates

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January 27, 2014

Forward-Looking Statements

Certain statements contained in this communication may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements regarding the benefits of the merger, including future financial and operating results, the combined company's plans, objectives, and expectations and other statements that are not historical facts. Such statements are based on the views and assumptions of the management of CHS and HMA and are subject to significant risks and uncertainties. Actual future events or results may differ materially from these statements. Such differences may result from the following factors: the risk that the benefits of the transaction, including cost savings and other synergies may not be fully realized or may take longer to realize than expected; the impact of the transaction on third-party relationships; actions taken by either of the companies; changes in regulatory, social and political conditions, as well as general economic conditions. Additional risks and factors that may affect results are set forth in HMA's and CHS's filings with the Securities and Exchange Commission, including each company's most recent Annual Report on Form 10-K or Form 10-K/A and Quarterly Report on Form 10-Q or 10-Q/A.

The forward-looking statements speak only as of the date of this communication. Neither CHS nor HMA undertakes any obligation to update these statements.

Contacts:

Community Health Systems, Inc.

Investor Relations:

W. Larry Cash, 615-465-7000

President of Financial Services and Chief Financial Officer

Media Relations:

Tomi Galin, 615-628-6607

Senior Vice President, Corporate Communications,

Marketing and Public Affairs

-END-

From: (615) 244-2582
Zeterrika Tanner
Bradley Arant Boulton Cummings LLP
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Suite 700
Nashville, TN 37203

Origin ID: RNCA



Ship Date: 30JAN14
ActWgt: 0.5 LB
CAD: 103944845/WSX12750

Delivery Address Bar Code



SHIP TO: (615) 252-2315 **BILL SENDER**
Sara Forster Health Pysicist
U.S. Nuclear Regulatory Comm Reg II
2443 WARRENVILLE RD STE 210

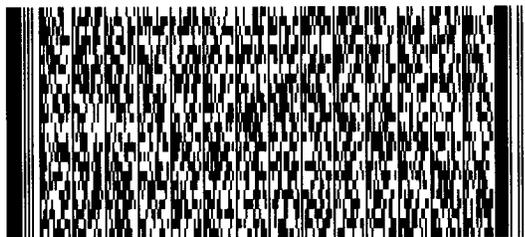
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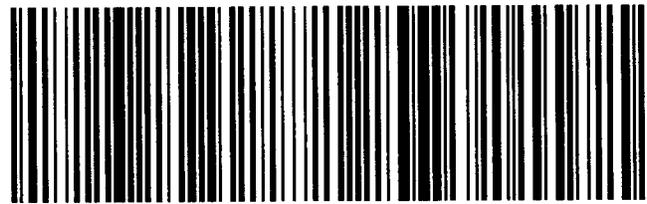
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FOLD on this line and place in shipping pouch with bar code and delivery address visible

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.