STATE OF CONNECTICUT

OFFICE OF THE ATTORNEY GENERAL

DEPARTMENT OF PUBLIC HEALTH

GEORGE JEPSEN
ATTORNEY GENERAL

DR. JEWEL MULLEN
COMMISSIONER

October 30, 2015

VIA U.S. and ELECTRONIC MAIL
Jonathan Spees
Senior VP, Mergers and Acquisitions
Prospect Medical Holdings, Inc.
10780 Santa Monica Blvd., Suite 400
Los Angeles, CA 90025

Dennis P. McConville
Senior VP and Chief Strategy Officer
Eastern Connecticut Health Network, Inc.
71 Haynes Street
Manchester, CT 06040

Re: Eastern Connecticut Health Network, Inc. Proposed Asset Purchase by Prospect Medical Holdings, Inc.; OHCA Docket Number: 15-32016-486 and Attorney General Docket Number: 15-486-01

Dear Mr. Spees and Mr. McConville:

On October 13, 2015, the Application of Eastern Connecticut Health Network, Inc. ("ECHN"), including Manchester Memorial Hospital ("MMH") and Rockville General Hospital ("RGH"), and Prospect Medical Holdings, Inc. ("PMH") was filed with the Office of Health Care Access, Department of Public Health ("OHCA/DPH") and Office of the Attorney General ("OAG") for the transfer of substantially all of the assets of ECHN and its related affiliates to PMH or one or more of its affiliates.

The OAG and OHCA/DPH have determined that there are deficiencies in the Application that require clarification and/or additional production. Conn. Gen. Stat. § 19a-486a(d). Accordingly, please respond to the following questions and/or submit the following materials to the OAG and OHCA by December 29, 2015.

1. Page 23 of the Application and Section 2.05(b) of the proposed Asset Purchase Agreement ("APA") state that if ECHN obtains, prior to the Closing Date, an assumable loan in

an amount not to exceed $45 million to refinance certain of its outstanding bond liabilities (the "Refinancing Loan"), PMH will pay $115 million instead of $105 million for the assets of ECHN, subject to certain adjustments. The same section of the APA states that if ECHN obtains the Refinancing Loan and spends less than $10M on capital projects that could be counted toward the $75 million Commitment Amount under Section 5.18 of the APA, the purchase price of $115 million would be reduced by the difference between $10 million and the amount spent on such capital projects. With respect to these provisions, please answer the following:

a) Has ECHN obtained the Refinancing Loan and, if not, what is the status of its efforts in this regard and how likely is it that the Refinancing Loan will be obtained before the Closing Date?

b) If ECHN has obtained the Refinancing Loan, what is the loan amount, how much of the loan amount has been expended on capital projects as of the date of ECHN's response and what is the likelihood that $10 million of the new capital will be expended before the Closing Date?

c) Please provide detail on the improvements to ECHN's OB and Behavioral Health facilities that the $10 million is intended to be expended on.

2. Section 4 of the Letter of Intent ("LOI") states that the joint venture interests of ECHN subject to transfer to PMH, except for Metro Wheelchair Services, Inc., have been valued at a six (6) times multiple of FY2014 EBITDA.

a) Please explain how and why the parties determined the 6X multiple to be appropriate.

b) Please provide the aggregate value of the joint venture assets using this valuation method and the value ascribed to each individual joint venture asset under this methodology.

c) Please provide an update on the status of the transfer of these interests (e.g., for which joint ventures have the JV partners of ECHN agreed to a transfer if the asset purchase is consummated).

3. The LOI at Section 5 and the APA at Section 2.05(d) provide that if, on the Closing Date, ECHN has more than $77 million of liabilities under Scenario A (purchase price of $105 million) or $122 million of liabilities under Scenario B (purchase price of $115 million) other than long-term debt, PMH shall assume such excess liabilities provided it is reimbursed dollar-for-dollar by ECHN from its Available Cash (to the extent the Available Cash exceeds $1 million) and the $4.5 million Indemnity Reserve established under Section 9.8 of the APA. If the Indemnity Reserve is exhausted and there are still additional liabilities to assume, PMH will assume up to an additional $10 million of such liabilities and reduce its $75 million Commitment Amount by that amount. PMH also has the option to assume more than $10 million of ECHN's remaining debt and offset those additional amounts from the Commitment Amount. Please respond to the following questions regarding that option:

a) Do the figures in Table 8 of the Application (p. 88) reflect all liabilities of ECHN?

b) Did the parties consider a cap on reductions to the Commitment Amount?

c) If the answer to the above question is no, why was no such cap considered? If the answer is yes, why was no cap instituted?

4. Table 8 of the Application provides a net proceeds analysis of the funds payable to ECHN from the asset purchase. Please update the Assumed Liabilities and other line items of the table to reflect the net proceeds analysis under Scenarios A and B as of the date of your response to this Completeness Letter and confirm whether or not the line item for the underfunding of ECHN's pension plan will change between the date of your response and September 30, 2016. Please also:

a) Describe the cause and estimated amount of any other changes to the Assumed Liabilities line item amounts that may occur between the date of your response and the Closing Date.

b) Comment on the likelihood of the $75 Commitment Amount being substantially reduced under the terms of the APA given ECHN's unfunded pension liabilities, level of debt and declines in cash and cash equivalents as set forth in its FY 2014 financial statements and Table 8 of the Application.

c) If the $75 million Commitment Amount is substantially reduced by what means and under what timetable would the proposed capital projects described at page 31 of the Application be funded by PMH?

5. Please provide a copy of PMH's written response to the February 19, 2015 Request For Proposal set forth at Exhibit Q5 to the Application, including, without limitation, the responses to the questions and other items listed at pages 229 to 232 thereof from the Visions and Operations section to the section entitled Additional Information/Due Diligence Required .

6. The LOI provides in Section 9 that the parties agree to enter into a Consulting Agreement, to be effective 30 days after the parties have made any required Hart-Scott-Rodino Act filing, pursuant to which PMH "would provide operational support to ECHN's leadership." The parties also state that "ECHN agrees to reasonably consent to make recommended operational changes" pursuant to the Consulting Agreement. Please elaborate on the content and purpose of the Consulting Agreement by providing specific examples of the type of operational support that would be offered, the operational changes PMH is likely to make and provide a copy of the Consulting Agreement if one is available.

7. The Application at page 97 states that PMH will be seeking property and sales tax abatements post-closing for a transition period and that "such abatement is deemed critical to the overall success of the proposed transaction." In connection with these statements:

a) Please describe the length of the proposed transition period and the particulars of the abatement that will be sought.

b) Explain why the abatement is deemed critical to the overall success of the proposed transaction.

c) If PMH is unsuccessful in its negotiations for such an abatement, will there be any changes to the Commitment Amount or PMH's commitment, as noted on page 75, to ensure that MMH and RGH each maintains and adheres to ECHN's current policies regarding charity care, indigent care, community volunteer services and community benefits or adopts other policies that are at least as favorable to the community as ECHN's policies.

8. The LOI provides in Section 10 that Eastern Connecticut Physician Hospital Organization ("ECPHO") and Clinically Integrated Network of Eastern Connecticut ("CINECT") will enter into a 5-year management agreement with Coordinated Regional Care Group, Inc., a subsidiary of PMH, to implement PMH's Coordinated Regional Care ("CRC") strategy. Please provide the number of physicians currently participating in ECPHO and CINCET, respectively, describe any physician participation overlap between these two entities and detail the nature of the management services to be provided by the PMH subsidiary under the agreement. Also, provide a copy of the management agreement if available.

9. On page 26 of the Application, Applicants describe the CRC model as being "highly successful in aligning physicians with PMH hospitals and improving quality, efficiency and financial performance in California, and local versions of the model have been implemented in Texas and Rhode Island with similar success." The Application also states that the size of PMH's physician network in these three states encompasses approximately 8,900 physicians. With respect to these statements, please provide the following:

a) How many physicians participate in PMH's physician networks in California, Texas and Rhode Island, respectively?

b) Do the physician networks in each of these states operate as independent practice associations ("IPAs") that contract with a management services organization ("MSO") controlled by PMH or, if there are other models used, please describe the models and the states in which they are used.

c) How will the physician network that PMH seeks to establish in Connecticut differ from those developed in these other states?

d) For the CRC model developed for the Alta Los Angeles Hospitals in California, provide the number of physicians participating in PMH's physician network for each year from 2007 to present;

e) For the CRC model developed for the Southern California Healthcare System in California, provide the number of physicians participating in PMH's physician network for each year from 2009 to present;

f) For the CRC model developed for the Nix Health System in Texas, provide the . number of physicians participating in PMH's physician network for each year from 2012 to present; and

g) For the CRC model developed for the Prospect CharterCare Hospitals in Rhode Island, where applicants state in Exhibit Q58-1 that PMH developed an IPA and recruited 105 primary care physicians and 270 specialists, please state the number of physicians that were affiliated with these hospitals through IPAs or other physician organizations at the inception of the joint venture.

10. Elaborate on whether there is a standard CRC business plan that is used by PMH in the development of IPAs and what specific CRC policies, procedures and processes are implemented for recruiting purposes to reach target amounts of affiliated medical professionals.

11. PMH's prior hospital acquisitions in California, Texas and Rhode Island have been concentrated in high density urban markets. ECHN's service area population for 2020 is projected to be 356,046 residents. Explain how PMH's experience with the CRC model in high density urban markets will be adapted to a more rural market.

12. On page 76 of the Application and in Figure 3, Applicants indicate that from 2012 to 2014, in Texas and California, PMH reduced hospital bed days per thousand from 1,260 to 720, reduced length of stay from 5.1 days to 3.9 days, dropped admissions per thousand from 245 to 182 and reduced hospital readmissions within thirty days from 19% to 13% for Medicare Advantage participants. This data is provided as evidence of PMH's ability to operate its hospitals efficiently through the CRC model while avoiding unnecessary, inefficient and duplicative services and reducing medical errors. Using these same benchmarks (hospital bed days, length of stay, patient admissions and readmissions) please update Figure 3 to show whether similar reductions have been achieved across all patient populations for each of the healthcare systems owned by PMH in California and Texas over the past 3 years and for Prospect CharterCare Hospitals since 2014. Provide data and detailed explanations on the specific programs, policies and procedures under the CRC model that have been implemented in the PMH member hospitals to reduce hospital stays, admissions and medical errors.

13. On page 56 of the Application, Applicants state that "the transaction will allow ECHN the ability to adjust to a rapidly changing healthcare delivery environment and reinvest in itself to continuously improve care coordination, address continued improvement in quality and safety, expand and add needed services, recruit and retain physicians, and improve access to services across its service area." Please explain how implementation of the CRC model will facilitate the expansion and addition of needed services and improve access to services. Specifically focus on examples where PMH opened new outpatient facilities and developed new service lines for the hospitals it acquired in California, Rhode Island and Texas.

14. In reference to the "Local Board" as described on page 30 of the Application, please provide the following:

a) Elaborate on recommending authority of the respective Local Boards as described in Sections 5.18 (strategic capital plan), 5.21 (clinical quality matters), and 5.26 (strategic business plan) of the APA.

b) Please clarify how each respective Local Boards of MMH and RGH will function collaboratively in providing recommendations to PMH.

15. On page 66 of the Application, Applicants state that "PMH has already begun implementation efforts with respect to its CRC model for ECHN, including formation of an IPA and Board, review of regulatory requirements, discussions with payers and evaluation of the care delivery network." Please provide the following:

a) the status on the formation of the IPA and the Board;

b) the opportunities and impediments for utilizing the CRC model in Connecticut based on regulatory requirements;

c) the substance of discussions with payers; and

d) any reports on PMH's evaluation of the care delivery network.

16. On page 75 of the Application, Applicants disclose that "PMH and ECHN representatives have already met with leadership for Connecticut's Medicaid Program and expressed their desire to work under a risk-based arrangement to provide care to Medicaid recipients." Please provide an update on the status of these discussions. What impact, if any, would there be on the proposed asset purchase if Connecticut's Department of Social Services were to decide not to enter into risk-based arrangements with PMH?

17. In table format, provide historical volumes (three full fiscal years ("FY") and the current year-to-date) for the number of discharges and patient days, by service for MMH and RGH, respectively.

TABLE A
HISTORICAL AND CURRENT DISCHARGES

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical Maternity Psychiatric Pediatric				
Total				

* Provide the number of discharges for each service listed (medical/Surgical, Maternity, Psychiatric, and Pediatric).

** Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July 1-June 30, calendar year, etc.).

*** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

TABLE B
HISTORICAL AND CURRENT PATIENT DAYS

Service*	Actual Volume (Last 3 Completed FYs)			
	FY**	FY**	FY**	CFY***
Medical/Surgical Maternity Psychiatric Pediatric				
Total				

* Provide the number of patient days for each service listed (medical/Surgical, Maternity, Psychiatric, and Pediatric).

** Fill in years. In a footnote, identify the period covered by the Applicant's FY (e.g., July 1- June 30, calendar year, etc.).

*** For periods greater than 6 months, report annualized volume, identifying the number of actual months covered and the method of annualizing. For periods less than six months, report actual volume and identify the period covered.

18. Complete the following tables for MMH and RGH, respectively, for the first three (full) fiscal years following the proposed asset purchase, if the first year is a partial year, include that as well.

TABLE C
PROJECTED DISCHARGES BY SERVICE

	Projected Volume			
Service*	FY**	FY**	FY**	FY**
Medical/Surgical Maternity Psychiatric Pediatric				
Total				

* Provide the number of discharges for each service listed (medical/Surgical, Maternity, Psychiatric, and Pediatric).

** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's fiscal year FY (e.g., July 1- June 30, calendar year, etc.).

TABLE D
PROJECTED PATIENT DAYS BY SERVICE

Service*	Projected Volume			
	FY**	FY**	FY**	FY**
Medical/Surgical Maternity Psychiatric Pediatric				
Total				

* Provide the number of patient days for each service listed (medical/Surgical, Maternity, Psychiatric, and Pediatric).

** If the first year of the proposal is only a partial year, provide the first partial year and then the first three full FYs. Add columns as necessary. In a footnote, identify the period covered by the Applicant's fiscal year FY (e.g., July 1- June 30, calendar year, etc.).

a) Explain any increases and/or decreases in historical volumes reported in the tables above.

b) Provide a detailed explanation of all assumptions used in the derivation/calculation of the projected volume.

19. Please complete the following tables setting forth the number of physicians comprising Active and total members of the medical staffs (Active plus all other staff categories) for both MMH and RGH for the years listed below:

TABLE A
MMH

	2013	**2014**	**2015**
Active Staff			
Total Staff			

TABLE B
RGH

	2013	2014	2015
Active Staff			
Total Staff			

20. With respect to ECHN's Medical Foundation, please provide the number of physicians and other allied health professional participants for each year since the inception of the Foundation to the current year to date.

21. In accordance with the provisions of the Section 5.18 of the APA, PMH may direct some portion of the Commitment Amount to expenditures in support of the recruitment of the Hospitals' medical staff located in the Hospitals' Service Area. Please elaborate on the extent to which ECHN has had difficulty recruiting and/or maintaining medical staff in recent years and how and PMH's experience with the development of its CRC models of care in California, Texas and Rhode Island would demonstrate PMH's ability to effectively grow ECHN's physician network from the 39 community-based physicians and 16 allied health professionals reported to be currently employed by its medical foundation.

22. On page 70 of the Application, PMH and its affiliates commit to "continue support the CHNA [Community Health Needs Assessment] implementation plans [of ECHN] as they are rolled out through 2016." With respect to this statement, please respond to the following:

a) Please address whether PMH intends to conduct CHNAs after the closing and, if so, whether it intends to conduct them in a manner that meets the requirements of IRS Code Section 501(r), including conducting a CHNA at least once every three years and adopting an implementation strategy to address those identified needs.

b) Describe PMH's experience in conducting CHNAs subsequent to acquiring non-profit, tax-exempt hospitals, specifically, those hospitals located in California and Texas;

c) In 2013, MMH and RGH jointly conducted a CHNA. The CHNA identified four priority health needs including heart disease incidence, cancer incidence, diabetes incidence and arthritis incidence. Please provide, for years 2013 to present, the dates, locations, and number of free screenings ECHN conducted for the following:

i. Blood pressure screenings
ii. Cholesterol and/or body fat screenings
iii. Cancer screenings
iv. Diabetes glucose testing

d) On page 1783 of the Application, ECHN's CHNA identified additional priority needs, including addressing Alzheimer's, Multiple Sclerosis, substance abuse and childhood lead screening, that ECHN was not able to address due to limited resources. Please elaborate how PMH plans to address these additional identified areas of need.

23. Reference is made to the chart below concerning the amount of charity care provided by MMH and RGH from FY 2012 to FY 2014:

	FY 2012	FY 2013	FY 2014
MMH	$4,953,633	$3,908,882	$2,411,263
RGH	$2,192,753	$1,271,767	$1,188,543

* Source: OHCA Annual Report on the Financial Status of Connecticut's Short Term Acute Care Hospitals (Sept. 2015)

a) Please explain the reasons for the year over year declines in charity care provided by MMH and RGH.

b) Please provide the amount of charity care provided by each hospital for FY 2015.

c) Please describe how the proposed asset purchase with PMH can result in an increase in charity care provided by MMH and RGH, respectively, and cite to any examples from PMH's prior non-profit acute care hospital acquisitions where the amount of charity care (not total uncompensated care inclusive of bad debt) has increased from year to year post acquisition.

24. In reference to Table 9 at page 96 of the Application, Applicants identify $27,678 in community based clinical services and $412,862 in health care support services provided by MMH in FY 2014; in reference to Table 10 at page 97, Applicants identify $47,369 in health care support services provided by RGH in FY 2014; and, in reference to Table 11 at page 100, Applicants identify $140,797 and $124,710 in community support and workforce development expenditures by MMH in FY 2014. Please provide the following:

a) a breakout of the services and community building activities associated with each of these amounts;

b) details on the Early Head Start, Family Enrichment Services, Nurturing Families Network programs and the School-based Family Resources Centers' services provided by MMH's Family Development Center; and

c) details on the Workforce Development activities of MMH.

25. Applicants state that ECHN's present teaching arrangements with the University of New England College of Medicine for third year medical students, residents, and interns will be maintained. Please explain how these students, residents and interns are deployed within MMH, RGH and the towns served by ECHN to provide healthcare services and whether PMH plans any changes to how such medical students, residents, and interns are utilized.

26. On page 63 of the Application, Applicants cite that the "Rockville section of Vernon, where RGH is located, has been designated by the Health Resources and Services Administration as a Medically Underserved Population and the northwestern part of Mansfield has been designated as a Health Professional Shortage Area for Primary Medical Care. RGH, MMH and their System affiliates provide safety net services to this region of the State." Please explain specifically how the proposed transaction with PMH will continue to address the needs of these underserved areas by identifying those programs, services and collaborations with other community organizations that will continue post-closing and provide information on any plans for new programs, services and collaborations that will expand access to health care in these underserved areas.

27. With respect to Exhibits Q42-1, Q42-2 and Q44-1, please address the following:

a) Applicants project no change in Nurse Staff to Patient Ratios or the Average Weekly Hours for Ancillary Caregivers for three years following approval of the asset purchase. Reconcile how the asset purchase will achieve efficiencies and improve quality of care without corresponding adjustments to nurse to patient ratios and the hours of ancillary caregivers.

b) ECHN failed to meet budgeted targets for Average Nursing Hours per Patient Per Day in several categories yet no changes in Nursing Staff ratios for the first three years following approval of the asset purchase are projected. Explain why this is the case.

28. Please elaborate on the expected revenue growth for MMH and RGH associated with the use of the CRC model of care and provide specific examples from hospitals currently owned by PMH of actual savings realized post-acquisition in the various operating expense categories set forth in Financial Worksheet (C).

29. On page 78 of the Application, the Applicants indicate that "PMH has access to an existing corporate level credit facility in addition to its cash on hand." Name the credit facility, provide PMH's current credit rating and elaborate on the process associated with borrowing funds from this credit facility to fund any portion of the $75 million Commitment Amount in lieu of cash from MMH and RGH operations.

30. Elaborate on the financial feasibility to fund the $105 million (or $115 million) purchase price given PMH's declines in cash and cash equivalents, operating income, net income, and

realized deficits in Stockholder's equity from FY 2012 to 2014 reported in its FY 2014 audited financial statements as set forth at Exhibit Q8-1..

31. On page 907 of the Application, in PMH's Condensed Consolidated Statements of Operations, Applicants report significant growth in both Total Net Revenues and Total Operating Expenses for the nine months ending June 30, 2015 as compared to the same reporting period in 2014. Please explain the factors impacting these changes.

32. In reference to the priority capital projects identified by ECHN management on page 82 of the Application, provide their current estimated cost and, as applicable, the years beyond useful life for these assets.

33. With the understanding that the $75 million Commitment Amount has not been apportioned by hospital or other affiliates, please submit a preliminary capital investment plan that provides an approach on how PMH might distribute the $75 million by capital projects.

34. Provide an updated Exhibit Q8-2, providing PMH's FY 2015 unaudited financial statements to reflect twelve months of financial activity.

35. In reference to Financial Worksheet (C), Exhibit Q37, and the related Assumptions, at Exhibit Q38, for MMH, RGH and ECHN address the following:

a) Provide a revised Financial Worksheet (C) that will include projections of total revenue, expense and volume statistics without, incremental to and with the CON proposal for FYs 2015 and 2016. Provide the assumptions utilized in developing the projections and explain any projected losses from operations;

b) The Assumptions, listed under the other operating revenue section, indicate that joint venture income will increase 2% each year after FY 2016. Provide an itemized schedule of the other operating revenue amounts reported for FYs 2017, 2018 and 2019 without, incremental to and with the CON proposal, inclusive of joint venture income for all three entities; and

c) The Assumptions indicate that the asset purchase by PMH will allow MMH and RGH and their provider affiliates to benefit from economies of scale inherent of a large organization when purchasing supplies and services. In reference to this statement, explain the projected incremental increases in fringe benefits, supplies and drugs, and other expenses reported between FYs 2017 and 2019.

36. Please provide updated Financial Measurements/Indicators, Exhibit Q50-1, for the months of July, August and September 2015 and comparable months from the previous fiscal year for MMH and RGH, ECHN and PMH. Provide the methodology utilized to calculate the financial ratios on Sections A through C and an explanation for any decreases or increases that apply to any of the items listed on Section D between YTD FYs 2014 and 2015.

37. For each of PMH's five most recent acute care hospital acquisitions identified in Exhibit Q58-1 of the Application address the following:

a) Complete the following table:

Name	Total Capital Investments	Describe Improvements in Financial Performance			Total Cost Savings
		profits	liquidity	solvency	

b) Describe particular initiatives utilized to achieve the results described above;

c) Indicate how the financial performance improvements translated into lower health care costs; and

d) Indicate how the cost savings were due to economies of scale inherent of a larger organization; and

e) Since Exhibit Q58-1 contains no discussion of how these acquisitions improved the quality of health care for the hospital's service area, comment on each hospital's performance under the following CMS quality improvement programs since PMH first acquired the hospital (comparison to national, state and local performance standards as well as ECHN's current performance statistics is invited):

i. Hospital Inpatient Quality Reporting Program;
ii. Hospital Outpatient Quality Reporting Program;
iii. Hospital Value-Based Purchasing Program; and
iv. Hospital Readmissions Reduction Program.

38. On page 865 of the Application, PMH's FY 2014 audited financial statements, indicate that "*Patients without insurance are offered assistance in applying for Medicaid and other programs they may be eligible for, such as state disability. Patient advocates from the Company's Medical Eligibility Program ("MEP") screen patients in the Hospital and determine potential linkage to financial assistance programs. They also expedite the process of applying for these government programs.*" Elaborate on the MEP process and success record. Indicate whether this program will be available at MMH and RGH if the asset purchase is approved and consummated.

39. On page 92, Applicants were asked provide copies of the most recent CMS Statements of Deficiencies and Plans of Correction (CMS Form 2567) for all hospitals owned by PMH. Applicants provided only those statements pertaining to its Rhode Island hospitals. Please provide the requested information for PMH owned hospitals in Texas and California. Provide these documents in an electronic format only. PDF file on a CD to accompany the responses.

40. With respect to the proposed Asset Purchase Agreement, please provide the information contained in the following schedules: Schedule 2.01 (a) Owned Real Property; Schedule 2.01(b) Leased real property; Schedule 3.12 (c) Building Maintenance and Repairs; Schedule 3.12(g) Rent Roll; Schedule 3.12 Tenant Lease Encumbrances; Schedule 3.13(a) Environmental claims; Schedule 3.13 (b) Underground storage tanks and waste disposal; and Schedule 3.18 People in possession of owned property.

41. Please provide a full and complete listing of both owned and leased real property, including any real estate related to joint ventures.

42. With respect to Question 5, please provide any information and documents that are not attorney/client privileged or are protected by confidentiality agreements relating to any other offers to transfer assets or operations or change control of operations received by ECHN.

Please mail one (1) complete hard copy and one (1) complete electronic copy of the requested materials for approval to each of the following addresses:

Office of the Attorney General
55 Elm Street, P.O. Box 120
Hartford, Connecticut 06141-0120
Attn: Gary W. Hawes, AAG

Office of Health Care Access, Dept. of Public Health
410 Capitol Avenue
Hartford, Connecticut 06134
Attn: Steven W. Lazarus

After receipt of these requested materials, the OAG and OHCA shall review the submission to determine whether the application for approval is complete. If not, they shall provide written notice of any deficiencies within twenty (20) days of receipt of the information requested. Should you have any questions regarding these requests or any other issues relating to the Commissioner's and Attorney General's review, please do not hesitate to contact either Steven W. Lazarus at the Department of Public Health (860-418-7012; Steven.Lazarus@ct.gov) or Assistant Attorney General Gary W. Hawes at the Office of the Attorney General (860-808-5020; gary.hawes@ct.gov).

Very truly yours,

Gary W. Hawes
Assistant Attorney General
Office of the Attorney General

Very truly yours,

Kimberly Martone
Director of Operations
Office of Health Care Access

cc: Steven Lazarus (via electronic mail)
[Counsel of Record]