

June 6, 2014

VIA HAND DELIVERY

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

Commissioner of Public Health
410 Capitol Avenue
Hartford, CT 06134
Attn: Kevin Hansted, Staff Attorney

Re: **GWHN and Vanguard – First Supplement to Certificate of Need Application for a Joint Venture**

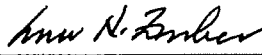
OHCA Docket No. 13-31838-CON, Attorney General Docket No. 13-486-01

Dear Messrs. Hawes and Hansted:

Greater Waterbury Health Network, Inc. and Vanguard Health Systems, Inc., a wholly owned subsidiary of Tenet Healthcare Corporation hereby submit the first supplement to the application for approval of a Certificate of Need for their proposed joint venture. At your request, two copies have been hand delivered to Mr. Hawes' office and seven copies have been hand delivered to Mr. Hansted's office. In addition, each office has received an electronic version.

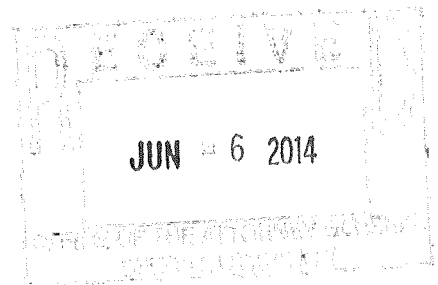
If you have any questions or need anything further, please contact me at (203) 252 2652. Thank you for your assistance in this matter.

Very truly yours,
CARMODY & TORRANCE LLP

By 
Ann H. Zucker

Enclosures

cc: Jeffrey Peterson, Esq. - Tenet Healthcare Corporation
Darlene Stromstad – Waterbury Hospital



**FIRST SUPPLEMENT TO
APPLICATION FOR APPROVAL OF JOINT VENTURE AND
RESPONSE TO COMPLETENESS QUESTIONS**

Greater Waterbury Health Network, Inc. (“GWHN”) and Vanguard Health Systems, Inc. (“Vanguard”) (collectively, the “Applicants”) submitted to the Attorney General and the Commissioner of the Department of Public Health an application for approval of their joint venture (the “Joint Venture”) under Conn. Gen. Stat. § 19a-486 et seq. on May 3, 2013 (the “Application”). On June 11, 2013, the Applicants submitted to the Attorney General and the Commissioner of Public Health responses to the Completeness Questions posed to the Applicants by the Attorney General and the Commissioner of Public Health on May 23, 2013 (the “Response to Completeness Questions”). The Applicants hereby respectfully submit to the Attorney General and the Commissioner of Public Health the following amendment to their Application and Response to Completeness Questions. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Application.

I. The Application

- Section 2, page 7 (Bates No. 00011) of the Application provides a description of Vanguard. Tenet Healthcare Corporation (“Tenet”) and Vanguard completed a transaction on October 1, 2013, by which Tenet acquired Vanguard for \$21 per share in an all cash transaction, and became Vanguard’s sole stockholder. Tenet is a publically traded corporation.
- Section 3, page 11 (Bates No. 00015) of the Application includes among the GWHN Contributed Assets, “Interests in subsidiaries and affiliates, other than CCGWHN and HAIC.” The Applicants have agreed that the Hospital will not contribute its interests in the Heart Center of Greater Waterbury, Inc. (“HCGW”) and Harold Leever Regional Cancer Center, Inc. (“HLRCC”) to the Joint Venture so these assets will no longer be included in the GWHN Contributed Assets. There is no change in the proposed consideration for the transaction.
- Section 3, page 12 (Bates No. 00016) of the Application includes among the GWHN Excluded Assets, “Interests in CCGWHN and HAIC.” Since the Hospital’s interests in HLRCC and HCGW will not be contributed to the Joint Venture, the interests in HLRCC and HCGW should be included in the list of “GWHN Excluded Assets.”
- Exhibit 20 (Bates No. 00943) to the Application, titled “Joint Venture Organizational Chart Post Closing,” shows HLRCC as a subsidiary of the Joint Venture. To reflect that neither HLRCC nor HCGW is being contributed to the Joint Venture, Exhibit 20 should instead show that both HLRCC and HCGW will continue as subsidiaries of the foundation that survives after the formation of the Joint Venture. Exhibit 20 also shows that the Foundation will have a 33% ownership interest in HAIC post-closing but should instead show that the Foundation will have a 50% ownership interest in HAIC post-closing. A revised Exhibit 20 is attached to this Amendment.

II. Response to Completeness Questions

- Section 4, page 5 (Bates No. 000967) of the Response to Completeness Questions discusses the condition precedent in the Contribution Agreement requiring the adoption of legislation regarding the corporate practice of medicine. The recent passage of P.A. 14-168 addresses the issue described in that question.

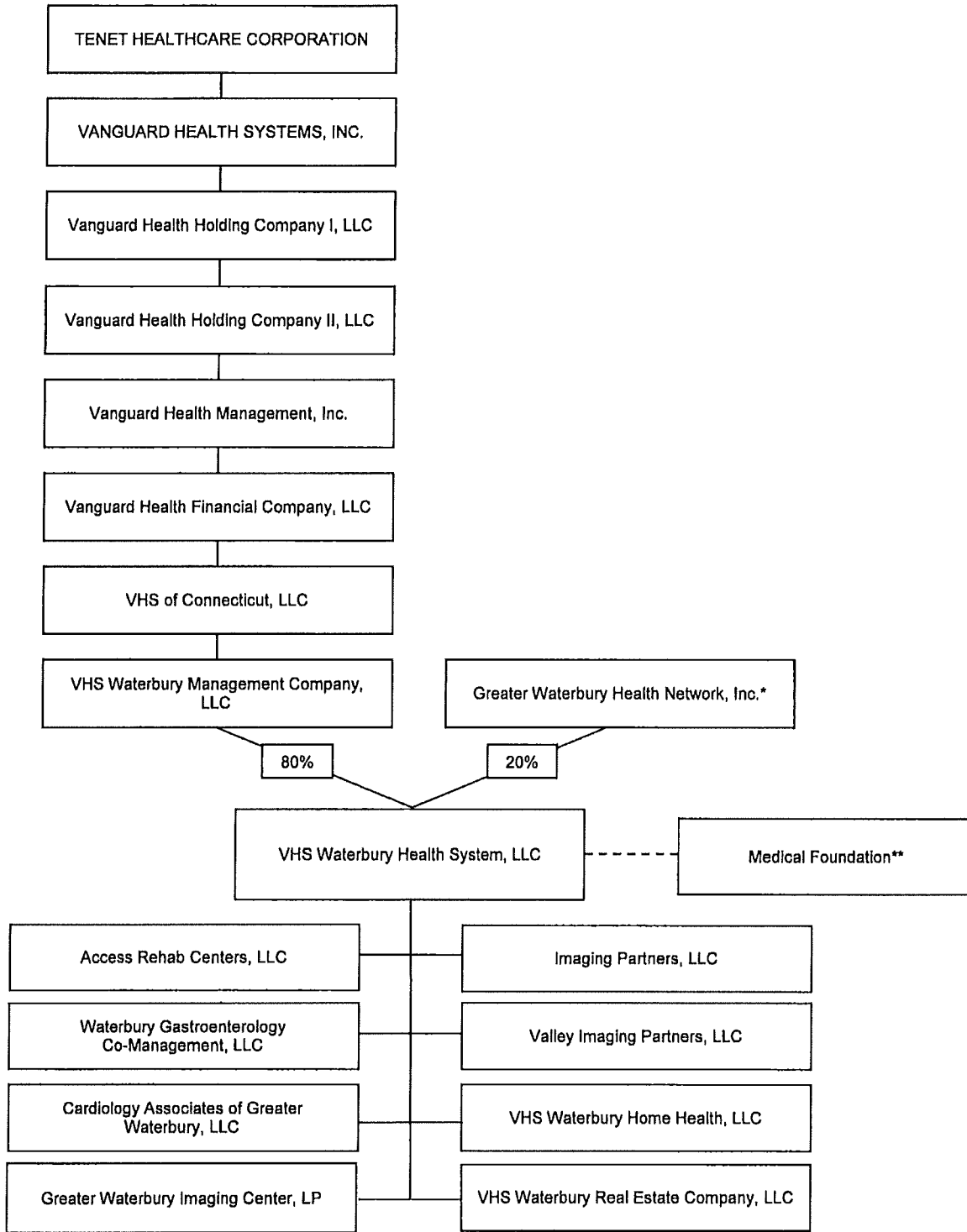
- Section 27(d), page 24 (Bates No. 000986) of the Response to Completeness Questions should be deleted, and replaced with the following, which is consistent with the fact that GWHN is no longer contributing its interests in HLRCC or HCGW to the Joint Venture: “The Waterbury Hospital is no longer transferring its interest in the HLRCC or the HCGW to the JV. Therefore, the JV’s for-profit status will have no impact on the current ownership structure, tax-exempt status or services offered by the HLRCC or the HCGW. Cardiac care is provided by the hospitals and not by the entity known as “HCGW.”
- Section 42, page 43 (Bates No. 001005) of the Response to Completeness Questions responds to the request from Attorney General and the Commissioner of Public Health that certain entities, including HCGW, be included in the Joint Venture Organizational Chart, which is a post-closing organizational chart for the Joint Venture. The revised Joint Venture Organizational Chart, including HCGW, was attached to the Response to Completeness Questions as Exhibit 16 (Bates No. 001223). Now, since GWHN is no longer contributing its interests in HLRCC or HCGW to the Joint Venture, HLRCC and HCGW should no longer be depicted as subsidiaries of VHS Waterbury Health System, LLC in Exhibit 16. Accordingly, a revised Exhibit 16 is attached to this Amendment.

Respectfully submitted:

GREATER WATERBURY HEALTH NETWORK, INC.

VANGUARD HEALTH SYSTEMS, INC.,
a wholly owned subsidiary of Tenet Healthcare Corporation

Exhibit 16



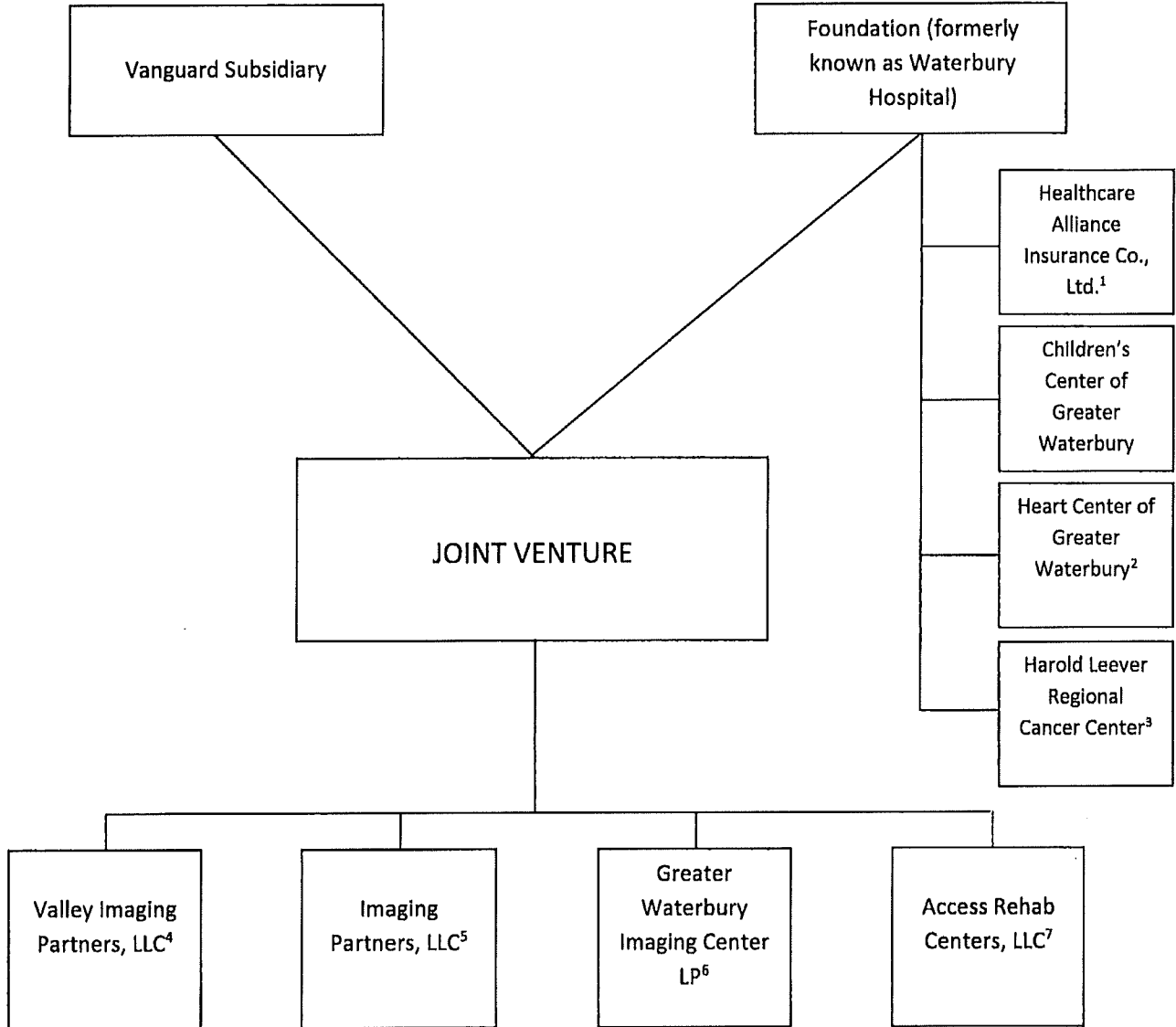
*to be merged into Waterbury Hospital with Waterbury Hospital as the surviving entity and renamed Waterbury Hospital Foundation, Inc.

** The parties will work to restructure GWHN's medical foundation, Alliance Medical Group, Inc., in a manner consistent with Public Act No. 14-168 either by (i) a member substitution, pursuant to which Tenet Healthcare Corporation ("Tenet") or an affiliate of Tenet will become the sole member of Alliance Medical Group, Inc., or (ii) a transfer of the assets and liabilities of Alliance Medical Group, Inc., to a new medical foundation, the sole member of which will be Tenet or an affiliate of Tenet.

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Exhibit 20

JOINT VENTURE ORGANIZATIONAL CHART POST CLOSING



¹50% ownership interest

²50% ownership interest

³50% ownership interest

⁴49% ownership interest

⁵85% ownership interest

⁶64% ownership interest and general partner

⁷65% ownership interest

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