



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

7141 Cleanwater Drive SW • PO Box 40108 • Olympia WA 98504-0108

August 28, 2008

Ms. Janis Sigman
Manager, Facility Certification Program
Department of Health
PO Box 47890
Olympia, WA 98504-7890

**RE: Empire Health Systems/Deaconess Medical Center and Valley Hospital
and Medical Center**

Dear Ms. Sigman:

We have reviewed the letters from Andrew J. Murray, counsel for Community Health Systems (CHS), and Kelley Taylor Hearne, counsel for Empire Health Systems (Empire). Their letters respond to your conditional approval of their application proposing the sale of Deaconess Medical Center and Valley Hospital and Medical Center by Empire to CHS, and specifically set forth the manner in which CHS and Empire, respectively, propose to satisfy the conditions attached to your approval of the conversion transaction. We have additionally examined the articles of incorporation of Empire Health Foundation, filed with the Secretary of State on August 22, 2008, as well as the Foundation's bylaws and biographical information regarding three additional members of the Foundation's board of directors.

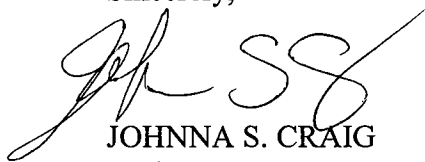
We conclude that the responses of CHS and Empire satisfy the conditions that we recommended in our opinion dated August 8, 2008, although one additional director for the Foundation has not yet been identified. Although the responses propose several modifications to the conditions as we originally expressed them, particularly with regard to the covenant not to compete and the proposal of a slate of directors for the Foundation 90 days after closing, the concerns that caused us to recommend these conditions are satisfied. Accordingly, provided that one additional director is identified to satisfy your condition #13, we conclude that the conditions we recommended have been satisfied.

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I trust that this information will be useful.

Sincerely,

A handwritten signature in black ink, appearing to read "Johnna S. Craig". The signature is fluid and cursive, with the first name "Johnna" and the last name "Craig" clearly distinguishable.

JOHNNA S. CRAIG
Assistant Attorney General

JSC/nh

cc: Andrew J. Murray
Kelley Taylor Hearne