

TO: Nonprofit Health Care Entities

RE: Form for Providing Notice to Attorney General Pursuant to Va. Code § 32.1-374

Va. Code § 32.1-374 directs that any nonprofit health care entity, prior to a disposition of assets (as defined in Va. Code § 32.1-373), provide written notice to the Attorney General, on a form provided by the Attorney General, of its intent to dispose of such assets.

Attached hereto is the form for providing notice to the Attorney General. Please supply the information requested on this form. If you require additional space, you may submit supplemental responses, noting on the form that such supplemental responses are attached or otherwise provided. Additionally, please provide all necessary documents as set out in paragraph 14. With regard to the documents provided pursuant to paragraph 14, please clearly label any documents considered to be of a proprietary nature and provide reasons supporting such an assertion. Notice will not be complete until all documents are submitted.

Pursuant to Va. Code § 32.1-374, please submit this completed form, any supplementary information, and all appropriate documents, in triplicate, at least 60 days in advance of the effective date of the proposed transaction, to:

OFFICE OF THE ATTORNEY GENERAL
202 NORTH 9th STREET
RICHMOND, VA 23219
ATTENTION: CONSUMER PROTECTION SECTION, NONPROFIT
DISPOSITION OF ASSETS HEALTH CARE REVIEW

If you have any questions, you may call the Consumer Protection Section at (804) 786-3227.

**NOTICE OF DISPOSITION OF ASSETS
BY NONPROFIT HEALTH CARE ENTITY**

Pursuant to Virginia Code § 32.1-374, the nonprofit health care entity listed below hereby gives notice to the Attorney General of its intent to enter into a transaction involving a disposition of assets, as defined in Virginia Code § 32.1-373.

1. Nonprofit health care entity disposing of assets

Name: _____
Address: _____
Telephone: _____
Contact Person: _____
Title: _____

2. Entity acquiring the assets

Name: _____
Address: _____
Telephone: _____
Contact Person: _____
Title: _____

3. Type of disposition (sale, lease, exchange, joint venture, option, merger, or restructure resulting in change in control or governance).

4. Identity of each person serving as an officer or director of the nonprofit health care entity disposing of assets. (Include the name, occupation, business address and telephone number, and home address and telephone number.)

5. For each person identified in response to 4, above, describe all agreements and discussions concerning any role that such person would play, following disposition of assets, with respect either to the entity acquiring the assets, any person affiliated therewith, or the assets received by the disposing entity. (Provide a copy of all documents relating to such agreements or discussions.)

6. Assets being disposed (general description).

7. Will the nonprofit health care entity retain any assets after this disposition? (If yes, please give a general description of those assets.)

8. Terms of the proposed transfer (including, but not limited to, price, management agreements, leases, contracts, employment arrangements, and ancillary agreements).

9. Plan of the nonprofit health care entity disposing of assets for its remaining assets and/or for the consideration being received from the acquiring entity (general description).

10. Did the nonprofit health care entity engage outside expert assistance to advise it in connection with this disposition of assets? (If yes, identify the expert(s), provide information of the expert's qualifications, give a general description of advice received and provide copies of reports or other advisory or consultation documents and materials.)

11. Was a health impact analysis study conducted? (If so, provide all documents, papers, or reports reflecting the analysis, with particular regard to the impact of the transaction upon the accessibility or availability of health care, as well as the impact if the transaction does not go through.)

12. Hart-Scott-Rodino Filing. Please indicate whether the entity disposing of assets or the entity acquiring assets has made a Hart-Scott-Rodino filing concerning the transaction described in this Notice. If so, please provide a copy of the filing(s) made pursuant to the NAAG Pre-Merger Voluntary Disclosure Compact. Please also indicate whether you have received any notice of whether the FTC and/or DOJ are continuing to review this transaction.

13. Other Facilities of Acquiring Entity. Please identify the names, addresses, and sizes (e.g., in the case of a hospital, number of beds) that the acquiring entity operates within sixty (60) miles of the entity disposing of assets, including any that it owns, manages, holds a majority interest in, or in which it is in a partnership or joint venture.

14. Production of documentary materials. Provide copies of all pertinent materials that document the transaction and related transactions. These include, but are not limited to, copies of the following, as appropriate: contracts of sale, asset purchase agreements, affiliation agreements, memoranda of understanding, covenants, collateral agreements; documents evidencing plans and structure of reorganization, including collateral, subsidiary, or related entities, mission of restructured entities including collateral, subsidiary, or related entities; corporate governance documents, including articles of incorporation, and bylaws; any requests for proposals, minutes of meetings, reports of experts, alternatives considered, records of public hearings, or other evidence of due diligence; any valuations, fairness opinions, commitments such as Hill-Burton or Certificate of Public Need

assurances, Medicare/Medicaid reimbursement agreements, charitable trust provisions; documents evidencing disclosure of any conflicts of interests, contingencies, perquisites to existing board members or negotiators, promised compensation or employment contracts to existing board members or executive staff of the nonprofit entity, other documentation of arm's length or unrelated-party transactions; documents that describe or concern the service area(s) of the entity disposing of assets, including, but not limited to, any documents that depict the various geographic areas or zip codes from which patients or residents of the entity disposing of assets are drawn; and such other materials and documents as requested.

15. Certification. The undersigned representative of the nonprofit health care entity providing notice to the Attorney General hereby certifies that the answers provided herein are true and complete to the best of his/her knowledge.

Signature: _____

Printed Name: _____

Title: _____

Company: _____

Address: _____

Telephone: _____

Date: _____