

## NOTICE OF MATERIAL CHANGE

Date of Notice: August 7, 2013

1.	Name:	VHS Acquisition Subsidiary Number 7, Inc., d/b/a Saint Vincent Hospital
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	62-1861198	2128	1538131214

<b>Contact Information</b>			
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3.	Business Address 1:	123 Summer Street		
4.	Business Address 2:			
5.	City:	Worcester	State: MA	Zip Code: 01608
5.	Business Website:	<a href="http://www.stvincenthospital.com/Home.aspx">http://www.stvincenthospital.com/Home.aspx</a>		

<b>Contact Information</b>			
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7.	Contact First Name:	Erik	Contact Last Name:	Wexler
8.	Title:	President & Chief Executive Officer		
9.	Contact Phone:	(508) 363-6504	Extension:	
10.	Contact Email:	EWexler@vhsnewengland.com		

<b>Description of Organization</b>	
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11.	<i>Briefly</i> describe your organization.
	<p>Saint Vincent Hospital ("Saint Vincent") is an acute care hospital having a main campus located at 123 Summer Street, Worcester, Massachusetts. Saint Vincent is owned and operated by VHS Acquisition Subsidiary Number 7, Inc., d/b/a Saint Vincent Hospital. It has satellite facilities located elsewhere in Worcester and in Auburn, MA. Saint Vincent's primary service area consists of Worcester, Auburn, Webster, Shrewsbury, Millbury, Spencer, Oxford, and Holden. It provides a full range of acute services, including inpatient psychiatry.</p>

<b>Type of Material Change</b>	
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12.	Check the box that most accurately describes the proposed material change:
	<p> <input type="checkbox"/> Merger or affiliation with a carrier  <input type="checkbox"/> Acquisition of or acquisition by a carrier  <input checked="" type="checkbox"/> Merger with or acquisition of or by a hospital or a hospital system*  <input type="checkbox"/> Any other acquisition, merger, or affiliation between a provider organization and another provider organization where such acquisition, merger, or affiliation would result in an increase in annual net patient service revenue of the provider or provider organization of more than \$10,000,000  <input type="checkbox"/> Any clinical affiliation between a provider or provider organization with another provider or provider organization which itself has an annual net patient service revenue of more than \$25,000,000  <input type="checkbox"/> Formation of a partnership, joint venture, common entity, accountable care organization, or parent corporation created for the purpose of contracting on behalf of more than one provider or provider organizations                      * As noted in response to Items 14 and 15 below, the proposed transaction does not result in a direct merger or acquisition of Saint Vincent. Saint Vincent will continue to be owned by its current owner and will continue to be an                 </p>

	indirect subsidiary of Vanguard Health Systems, Inc. ("Vanguard"). Vanguard, which is merging with and into a wholly owned subsidiary of Tenet Healthcare Corporation ("Tenet"), will continue to exist as a corporate entity. See response to Item 14 below.	
13.	What is the proposed effective date of the proposed material change?	As soon as legally feasible.
<b>Material Change Narrative</b>		
14.	<i>Briefly</i> describe the nature and objectives of the proposed material change:	
	<p>The transaction will result in no change in the identity of Saint Vincent's current sole owner, which holds its acute hospital license, or in its hospital board or management or its taxpayer identification number. In addition, Saint Vincent will continue to be an indirect subsidiary of Vanguard. However, Vanguard, which is currently a publicly held company, will become a wholly-owned subsidiary of Tenet, another publicly traded company. Following the transaction, Vanguard will continue to exist as a corporate entity. In addition, Saint Vincent's ultimate parent company will continue to be a publicly traded company the stock of which is traded on the New York Stock Exchange. The transaction will not result in any changes at Saint Vincent, as described in more detail in Item 15 below. The transaction is expected to provide the combined system (Vanguard and Tenet) with an enhanced ability to manage more effectively and efficiently on a national scale in light of the continuing implementation of health care reform, and therefore provide benefits to Saint Vincent as a participant in the larger system.</p>	
15.	<i>Briefly</i> describe the anticipated impact of the proposed material change:	
	<p>The material change will affect only activities at the ultimate corporate parent (Vanguard and Tenet) level and not produce any changes at the Saint Vincent level. As a result of this transaction, there will be no changes to Saint Vincent's operations, as it will continue to be operated as it is now. It will continue to be owned by the same entity that currently holds its acute hospital license. The transaction will not result in a change in Saint Vincent's service area or market share. In addition, no change in its cost structure, payer mix or payer contracts will result by consummation of the transaction. The transaction will not have any impact on the Massachusetts market. Moreover, there will be no change in Saint Vincent's tax identification numbers, and its Medicare provider numbers will remain the same, since the Centers for Medicare &amp; Medicaid Services does not consider a stock transfer at the ultimate parent level to constitute a change in ownership or change in control of the Medicare provider, i.e., Saint Vincent. In addition, no changes in local governance, management, services or operations are planned for Saint Vincent as a result of the transaction.</p>	

<b>Development of the Material Change</b>	
16.	Describe any other material changes you anticipate making in the next 12 months:
	None.
17.	Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed material change to any other state or federal agency:
	<p>Determination of Need. Vanguard and Tenet are working with the Massachusetts Department of Public Health regarding its process relating to the transaction.</p> <p>Hart Scott Rodino Filing. On June 29, 2013, the Federal Trade Commission ("FTC") granted early termination of the Hart-Scott Rodino antitrust waiting period for the transaction. The FTC's action concludes the FTC's review and analysis of the transaction.</p> <p>The transaction has not required regulatory review in any other State in which Vanguard affiliates hold facility licenses, except for Illinois, where an expedited review process is expected to be completed by September 24.</p>

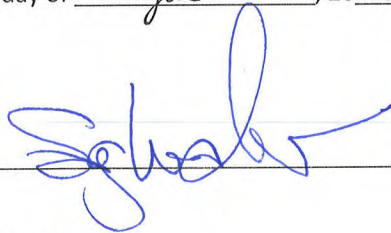
**Affidavit of Truthfulness and Proper Submission**

I, the undersigned, certify that:

1. I have read the Health Policy Commission Bulletin 2013-1, **Interim Guidance for Providers and Provider Organizations Relative to Notice of Material Change to the Health Policy Commission**.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission and to all relevant agencies (see below\*) as required.

Signed on the 5<sup>th</sup> day of August, 2013, under the pains and penalties of perjury.

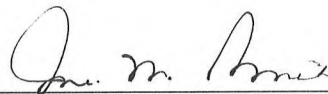
Signature: \_\_\_\_\_



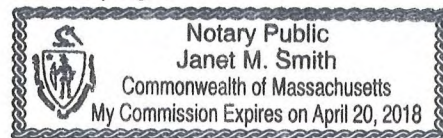
Name: Erik G. Wexler

Title: President & Chief Executive Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Notary Signature



Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)