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October 23, 2019

Via Federal Express and E-Mail

Thomas J Donovan
Director of Charitable Trusts
Department of Justice
33 Capital Street
Concord, New Hampshire 03301

**RE: Notice of Proposed Transaction to Sell Charitable Assets of Frisbie Memorial
Hospital to FMH Health Services, LLC
PUBLIC COPY**

Dear Mr. Donovan:

On behalf of Frisbie Memorial Hospital, we are providing notice of the proposed transaction to sell the charitable assets of Frisbie Memorial Hospital to FMH Health Services, LLC. Certain confidential information related to this application has been redacted and will be submitted under separate cover.

This packet contains confidential commercial, financial, and/or proprietary information that is protected from misappropriation under RSA §350-B and exempted from disclosure under RSA §91-A:5, IV. Accordingly, the Applicant respectfully request that the confidential information be afforded confidential treatment pursuant to all applicable provisions of law. Should the Department receive any request for the materials described above, the Applicant respectfully requires that (i) the Applicant be notified in advance of any proposed disclosure by the Department and (ii) the Applicant be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure. Enclosed herewith please find a copy of the following information:

In accordance with N.H. REV. STAT. ANN. § 7:19-b, we are providing the following information regarding the proposed transaction:

1. All parties to the transaction. See Exhibit 1.
2. The transaction summary which describes the material terms of the transaction, including, without limitation, any changes in control or ownership of assets, any acquisition price,

- any change in the capital structure and management, and any and all compensation paid or to be paid in connection therewith. See Exhibit 2.
3. Copies of the minutes and other documents evidencing the decision of the governing body of Frisbie. See Exhibit 3.
 4. A summary of steps taken by Frisbie to comply with the public notice requirement of the statute and any changes in the proposed transaction resulting therefrom. See Exhibit 4.
 5. A copy of Frisbie's most recent community needs assessment. See Exhibit 5.
 6. A copy of the asset purchase agreement. See Exhibit 6.
 7. The financial statements of all parties. See Exhibit 7.1 (Frisbie) and Exhibit 7.2 (HCA).
 8. The certification signed by the members of Frisbie's governing body. See Exhibit 8.
 9. A statement from the acquirer specifying the manner in which it proposes to continue to fulfill the charitable objects of the health care charitable trust. See Exhibit 9.

We appreciate your consideration of the transaction. The parties are available to respond to any questions and/or meet to review the materials submitted.

Sincerely,



Laurie T. Cohen
Partner

LTC/db
Enclosures