

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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|-------------------------------------|---|-------------------|
| In the Matter of |) | |
| |) | |
| Community Health Systems, Inc., |) | |
| a corporation; |) | |
| |) | File No. 131 0202 |
| and |) | |
| |) | |
| Health Management Associates, Inc., |) | |
| a corporation. |) | |
| |) | |

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission") having initiated an investigation of the proposed acquisition of Health Management Associates, Inc. ("HMA"), by Community Health Systems, Inc. ("CHS"), hereinafter referred to as "Proposed Respondents," and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets, and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. CHS is a corporation organized, existing and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 4000 Meridian Boulevard, Franklin, TN 37067.
2. HMA is a corporation organized, existing and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 5811 Pelican Bay Boulevard, Naples, FL 34108.
3. Proposed Respondents admit all jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
 - a. any further procedural steps;

b. the requirement that the Commission's

of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

10. This Consent Agreement contemplates that if accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached; (b) issue and serve its Order to Hold Separate and Maintain Assets; and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue and serve the attached Decision and Order containing an order to divest and providing for other relief in the disposition of the proceeding.
11. When final, the Decision and Order and Order to Hold Separate and Maintain Assets shall have the same force and effect and shall not be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order and Order to Hold Separate and Maintain Assets shall become final upon service. Delivery of the Complaint, Decision and Order, and the Order to Hold Separate and Maintain Assets to a Proposed Respondent by any means provided in

14. Proposed Respondents agree that they shall interpret the Divestiture Agreement, as that term is used in the Decision and Order, in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Proposed Respondents have read the draft Complaint, the Decision and Order, and the Order to Hold Separate and Maintain Assets. Proposed Respondents understand that once the Decision and Order and Order to Hold Separate and Maintain Assets have been issued, the Proposed Respondents will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order and the Order to Hold Separate and Maintain Assets.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Hold Separate and Maintain Assets from the date such Respondent signs this Consent Agreement. Proposed Respondents further understand that each may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Hold Separate and Maintain Assets after such Orders become final.

COMMUNITY HEALTH SYSTEMS,
INC.

By: [President/Chief Executive Officer]

Dated: _____

Counsel for CHS

HEALTH MANAGEMENT
ASSOCIATES, INC.

By:
[President/Chief Executive Officer]

Dated: _____

Counsel for HMA

FEDERAL TRADE COMMISSION

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