

July 31, 2020

VIA EMAIL

Jessica D. Rider, Esq.
Healthcare Advocate
Special Assistant Attorney General
Office of the Attorney General
150 South Main Street
Providence, RI 02903

Re: Hospital Conversion Initial Application of Chamber Inc.; Ivy Holdings Inc.; Ivy Intermediate Holdings, Inc.; Prospect Medical Holdings, Inc.; Prospect East Holdings, Inc.; Prospect East Hospital Advisory Services, LLC; Prospect CharterCARE, LLC; Prospect CharterCARE SJHSRI, LLC; Prospect CharterCARE RWMC, LLC (the “Transacting Parties”)

Dear Jessica:

The Transacting Parties submitted their responses to the Office of Attorney General’s (“RIAG”) Second Set of Supplemental Questions on July 31, 2020. The Transacting Parties respectfully request that the following documents be maintained as confidential:

- C-CIIH-006140 to C-CIIH-006168
- C-CIIH4-000089 to C-CIIH4-000247
- C-CIIH4-006169 to C-CIIH4-006177
- C-CIIH4-006178 to C-CIIH4-006182
- C-CIIH4-006183 to C-CIIH4-006188
- C-CIIH4-006189 to C-CIIH4-006195
- C-CIIH16-006221 to C-CIIH16-006224

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- C-CIIH16-006225 to C-CIIH16-006232
- C-CIIH-006304
- C-CIIH-006305
- C-CIIH-006306 to C-CIIH-006330
- C-CIIH-006331
- C-CIIH-006332
- C-CIIH-006333
- C-CIIH-006334 to C-CIIH-006364
- C-CIIH-006365 to C-CIIH-006396
- C-CIIH-006397 to C-CIIH-006429
- C-CIIH-006430 to C-CIIH-006466
- C-CIIH-006467 to C-CIIH-006527
- C-CIIH-006535

These documents constitute confidential and proprietary commercial and/or financial information subject to the confidentiality protections set forth in R.I. Gen. Laws §23-17.14-32. Pursuant to R.I. Gen. Laws § 38-2-2, “non-public” records include “commercial or financial information obtained from a person, firm, or corporation that is of a privileged or confidential nature.” As set forth below, these documents involve commercial and financial information obtained from the Transacting Parties that is highly confidential. The disclosure of such confidential information could adversely affect the Transacting Parties and their affiliates.

Specifically, first, the unredacted copy of the written responses Bates No. C-CIIH-006140 to C-CIIH-006168 have been redacted only for such confidential and financial information of a privileged nature. This includes references (i) to highly confidential financial information and (ii) to highly confidential business matters unrelated to the proposed transaction. Such confidential and proprietary commercial and/or financial information should not be publically disclosed and is subject to the confidentiality protections set forth in R.I. Gen. Laws §23-17.14-32.

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Second, documents with the Bates No. C-CIIH4-006169 through C-CIIH4-006195 include a solvency opinion and officer's certificates. These are confidential and proprietary documents that have not been publically disclosed. Such documents contain highly confidential financial information regarding PMH and were prepared with the expectation that they would remain confidential.

Third, the documents at Bates No. C-CIIH4-000089 to C-CIIH4-000247 are replacement copies for previously-produced documents. On May 21, 2020, the RIAG approved the confidentiality designation of these documents. As such, the replacement copies should remain confidential. In addition, those documents – C-CIIH4-000089 to C-CIIH4-000247 – and the documents at Bates No. C-CIIH16-006221 through C-CIIH16-006232 are board minutes and proposed resolutions for Ivy Holdings Inc., Ivy Intermediate Holdings, Inc., and PMH and PCC, respectively. Those minutes reflect highly confidential information regarding all aspects of those entities. The disclosure of those board materials would adversely impact the Transacting Parties through disclosure of their confidential board discussions and considerations.

Fourth, the documents at Bates No. C-CIIH-006304 through C-CIIH-006333 constitute confidential unaudited financial information of the Transacting Parties. Such documents include proprietary financial information and should not be publically disclosed pursuant to R.I. Gen. Laws § 38-2-2.

Fifth, the documents at Bates No. C-CIIH-006334 through C-CIIH-006527 constitute proprietary valuation reports produced for PMH with respect to property tax valuations – *i.e.* confidential internal financial information of PMH.

Finally, C-CIIH-006535 is a highly confidential document containing both unaudited financial information and confidential information regarding the impact of COVID-19 on PCC and PMH's finances. Such information is proprietary to the companies and would have an adverse impact if publically disclosed.

In light of the highly confidential nature of the above-referenced documents, we respectfully request that these documents be maintained confidentially. Please contact us if you have any questions.

Please contact us if you have any questions or comments. As always, thank you for your consideration.

ADLER POLLOCK & SHEEHAN P.C.

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Sincerely,

/s/ Patricia K. Rocha

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