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PUCO USE ONLY - Version 1.07		ORIGINAL AGG Case Number
Date Received	Renewal Certification Number	11 - 1095 - GA-AGG

**RENEWAL CERTIFICATION APPLICATION**  
**COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**

**FILE**

Please type or print all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 13<sup>th</sup> Floor, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

**SECTION A - APPLICANT INFORMATION AND SERVICES**

**A-1 Applicant intends to renew its certificate as: (check all that apply)**

☒ Retail Natural Gas Aggregator    ☒ Retail Natural Gas Broker

**A-2 Applicant information:**

Legal Name                      HealthTrust Purchasing Group, L.P.  
Address                         155 Franklin Road Suite 400, Brentwood, TN 37027  
  
Telephone No.    615-344-3000                      Web site Address    <http://www.healthtrustpg.com>  
Current PUCO Certificate No.    11-211G(1)                      Effective Dates    04/01/2011

**A-3 Applicant information under which applicant will do business in Ohio:**

Name                      HealthTrust Purchasing Group, L.P.  
Address                    155 Franklin Road Suite 400, Brentwood, TN 37027  
  
Web site Address    <http://www.healthtrustpg.com>                      Telephone No.    615-344-3000

**A-4 List all names under which the applicant does business in North America:**

HealthTrust Purchasing Group, L.P.  
HPG Energy, L.P.  
CoreTrust Purchasing Group

**A-5 Contact person for regulatory or emergency matters:**

Name    James Picardo                      Title    Sr. Energy Accountant  
  
Business Address    155 Franklin Road Suite 400, Brentwood, TN 37027  
  
Telephone No.    615-344-3416                      Fax No.    866-739-2219                      Email Address    [james.picardo@healthtrustpg.com](mailto:james.picardo@healthtrustpg.com)

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business

Technician [Signature]

Date Processed FEB 02 2015 (CRNGS Broker/Aggregator Renewal)

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**A-6 Contact person for Commission Staff use in investigating customer complaints:**

Name Christine Harding

Title Manager, Contract Development

Business address 155 Franklin Road Suite 400, Brentwood, TN 37027

Telephone No. 615-344-3402

Fax No. 877-470-1817

Email Address christine.harding@healthtrustpg.com

**A-7 Applicant's address and toll-free number for customer service and complaints**

Customer service address 155 Franklin Road Suite 400, Brentwood, TN 37027

Toll-Free Telephone No. 888-222-1172

Fax No. 615-344-3096

Email Address christine.harding@healthtrustpg.com

**A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee**

Name C T CORPORATION SYSTEM

Title Applicant's Registered Agent

Business address 1300 EAST 9TH STREET CLEVELAND, OH 44114

Telephone No. 614-282-9634

Fax No.

Email Address

**A-9 Applicant's federal employer identification number 62-1778159**

**A-10 Applicant's form of ownership: (Check one)**

☐ Sole Proprietorship

☐ Partnership

☐ Limited Liability Partnership (LLP)

☐ Limited Liability Company (LLC)

☐ Corporation

☒ Other Foreign Limited Partnership (Delaware)

**A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: residential, small commercial, and/or large commercial/industrial (mercantile) customers. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)**

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

**A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.**

☒ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service		End Date	
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	10/01/2014	End Date	03/31/2016
<input type="checkbox"/> Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/> Industrial	Beginning Date of Service		End Date	

☒ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service		End Date	
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	12/01/2011	End Date	03/31/2016
<input type="checkbox"/> Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/> Industrial	Beginning Date of Service		End Date	

☒ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service		End Date	
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	01/01/2015	End Date	
<input type="checkbox"/> Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/> Industrial	Beginning Date of Service		End Date	

☒ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service		End Date	
<input checked="" type="checkbox"/> Small Commercial	Beginning Date of Service	01/01/2015	End Date	
<input type="checkbox"/> Large Commercial	Beginning Date of Service		End Date	
<input type="checkbox"/> Industrial	Beginning Date of Service		End Date	

**A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:**

<input type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	
<input type="checkbox"/>	Dominion East Ohio	Intended Start Date	
<input type="checkbox"/>	Duke Energy Ohio	Intended Start Date	
<input type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 **Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 **Exhibit A-15 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 **Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 **Exhibit A-17 "Articles of Incorporation and Bylaws,"** provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto, *only if the contents of the originally filed documents changed since the initial application.*
- A-18 **Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is still currently registered with the Ohio Secretary of the State.

## **SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking renewed certification (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services for which it is seeking renewed certification since applicant last filed for certification.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws since applicant last filed for certification.

☒ No ☐ Yes

If Yes, provide a separate attachment labeled as Exhibit B-5 "Disclosure of Consumer Protection Violations," detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas since applicant last filed for certification.

☒ No ☐ Yes

If Yes, provide a separate attachment, labeled as Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation," detailing such action(s) and providing all relevant documents.

## **SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization.
- C-8 Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

#### **SECTION D – APPLICANT TECHNICAL CAPABILITY**

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

*Wendell B. Smith*

, Chief Operations Officer

Sworn and subscribed before me this

5<sup>th</sup>

day of

January

Month 2015

Year

*Michelle Sanchez*

Michelle Sanchez, Paralegal

Signature of official administering oath

Print Name and Title

My commission expires on

July 2, 2018





# Public Utilities Commission

## Affidavit for the Filing of the Annual Report of a Regulated Entity

### REQUIRED VERIFICATION:

The Annual Report of a Regulated Entity to the Commission must be verified by an authorized officer of the Reporting Entity, pursuant to Ohio Revised Code Section 4905.14(A)(1).

State of: Tennessee

County of: Davidson

Affiant's Name: Michael Berryhill

Affiant's Title: Chief Operations Officer

Reporting Entity: HEALTHTRUST PURCHASING GROUP LP

### OATH:

The undersigned, being duly sworn, states that s/he is authorized to file the foregoing Annual Report to the Public Utilities Commission of Ohio on behalf of the above-named Reporting Entity; that to the best of her/his knowledge, information, and belief, all statements of fact contained therein, including any supporting schedules, are true; and that said Annual Report is a correct statement of the business and affairs of the Reporting Entity in respect to each and every matter set forth during the reporting period identified therein.

If applicable, the employee, agent, accounting firm or other third party company indicated below is hereby authorized to electronically file said Annual Report on my behalf.

Filer's Name: James Picardo

Filer's Title: Energy Accountant

Filer's Company: HEALTHTRUST PURCHASING GROUP LP

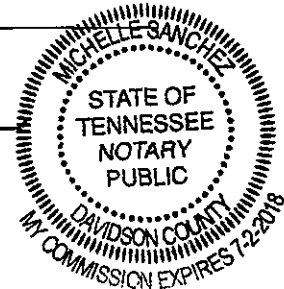
(Signature of Affiant)

Sworn and subscribed before me this 5<sup>th</sup> day of January, 2015

Signature of Notary

Print name of Notary: Michelle Sanchez, Paralegal

My commission expires on: July 2, 2018



### DECLARATION OF FILER:

The above indicated Filer, if applicable, hereby verifies that the Annual Report being electronically filed with the Public Utilities Commission of Ohio on behalf of the above-named Reporting Entity accurately reflects all statements of fact as authorized by the above-named Affiant.

(Signature of Filer)



# The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service  
Affidavit Form  
(Version 1.07)

In the Matter of the Application of )

HealthTrust Purchasing Group L.P. )

for a Certificate or Renewal Certificate to Provide )  
Competitive Retail Natural Gas Service in Ohio. )

Case No. 11 - 1095 -GA-AGG

County of Davidson  
State of Tennessee

Michael Berryhill

[Affiant], being duly sworn/affirmed, hereby states that:

- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

*Michael Berryhill*

, Chief Operations Officer

Sworn and subscribed before me this

5<sup>th</sup>

day of

January

Month

2015

Year

*Michelle Sanchez*  
Signature of Notary Public Administering Oath

Michelle Sanchez, Paralegal

Print Name and Title



My commission expires on July 2, 2018

(CRNGS Broker/Aggregator Renewal) Page 7 of 7



**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT A-14 PRINCIPAL OFFICERS, DIRECTORS & PARTNERS**

**EXHIBIT A-14**  
**HEALTHTRUST PURCHASING GROUP, L.P.**  
**PRINCIPAL OFFICERS, DIRECTORS & PARTNERS**  
**January 1, 2015**

**HPG OFFICERS:**

Edward T. Jones  
CEO, President  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3000

Michael Berryhill  
COO/Vice President  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3000

John M. Paul  
CFO/Sr. Vice President  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3000

Doug Swanson  
Sr. Vice President Marketing and Member Services  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3000

Jocelyn Bradshaw  
Sr. Vice President, Supply Chain Services  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3000

David Estrin  
Vice President Direct Contracting & Acquisition Management  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3249

Gary Pack  
Chief Legal Officer  
Legal Operations

\*HPG Enterprises, LLC

**General Partner Officers:**

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

**Directors/Managers HealthTrust Energy Program:**

Jon Ervin  
AVP, National Energy Programs  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3401

Christine Harding  
Manager, Contract Development  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3402

Dave McMillan  
Manager, Power Procurement  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3404

Bill Miller  
Manager, Energy Procurement  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3491

Alicia Rye  
Manager, Natural Gas Procurement  
155 Franklin Road, Suite 400  
Brentwood, TN 37027  
(615) 344-3405

**EXHIBIT A-14**  
**HEALTHTRUST PURCHASING GROUP, L.P.**  
**PARTNERS**  
**January 1, 2015**

Page 1 of 2

**HPG PARTNERS:**

Each of Applicant's partners is involved in the business of providing healthcare services

General Partner:	HPG Enterprises, LLC One Park Plaza Nashville, TN 37203 HPG Enterprises, LLC is a wholly owned, indirect subsidiary of HCA Holdings, Inc which operates over 163 hospitals across the United States.
Limited Partners:	HPG Solutions, LLC One Park Plaza Nashville, TN 37203 HPG Solutions, LLC is a wholly owned, indirect subsidiary of HCA Holdings, Inc which operates over 163 hospitals across the U.S.

LifePoint Hospitals Holdings, Inc  
103 Powell Court, Suite 200  
Brentwood, TN 37027

CHS/Community Health Systems, Inc  
4000 Meridian Blvd  
Franklin, TN 37067

Catholic Health Initiatives  
1999 Broadway, Suite 2600  
Denver, CO 80202

Consorta, Inc.  
1475 E Woodfield Road  
Schaumburg, IL 60173

**Consorta Shareholders:**

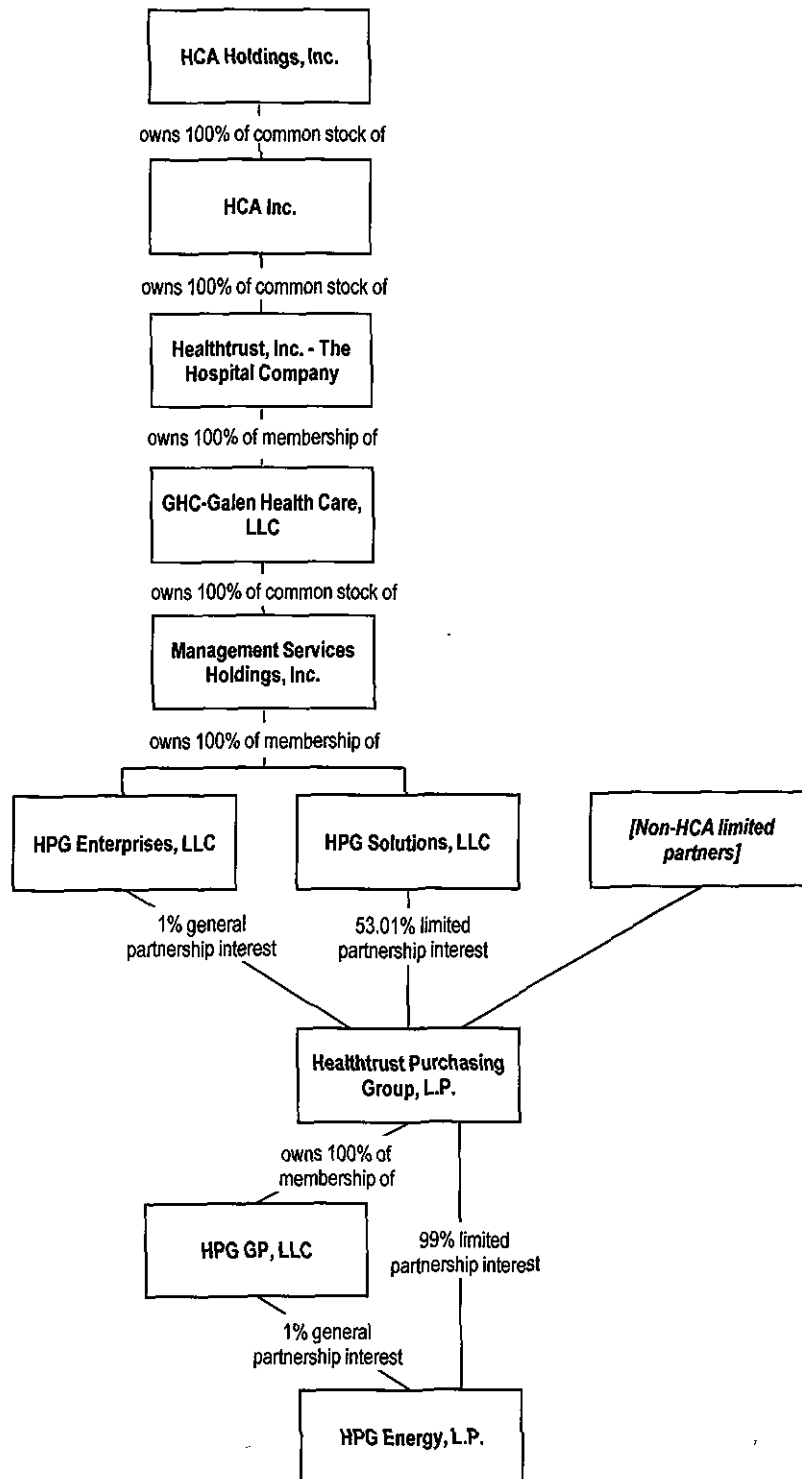
Sisters of St Francis Health Services, Inc  
1515 Dragoon Trail  
Mishawaka, IN 46544

Trinity Health System Corporation  
34605 Twelve Mile Road  
Farmington Hills, MI 48331-3221

Wheaton Franciscan Services, Inc  
26W 171 Roosevelt Road  
Wheaton, IL 60187

Hospital Sisters Health System  
4935 LaVeme Road  
Springfield, IL 62707

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT A-15 CORPORATE STRUCTURE**



**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT A-16 COMPANY HISTORY**

Applicant, HPG, headquartered in Brentwood, Tennessee, was established in 1999. HPG is a group purchasing organization ("GPO"), the members of which are hospitals and other healthcare providers. On behalf of its members, Applicant negotiates the purchase of goods and services with third-party suppliers, including negotiations for the purchase of natural gas and electricity services, so that its members can benefit from their combined purchasing power. Since its inception in 1999, the company membership has increased to more than 1,350 hospital members with over \$19 billion in annual purchasing volume. HPG now also operates CoreTrust Purchasing Group, a GPO, for non-healthcare members.



**HEALTHTRUST PURCHASING GROUP, L.P.  
RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS  
EXHIBIT A-17 ARTICLES OF INCORPORATION**

**No material changes since last filing.**

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT A-18 SECRETARY OF STATE**

**See Attached**

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show HEALTHTRUST PURCHASING GROUP, L.P., a Delaware Limited Partnership, Registration Number 1883162, filed on September 15, 2009, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 29th day of December, A.D.  
2014.*

*Jon Husted*

Ohio Secretary of State

Validation Number: 201436301414

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT B-1 JURISDICTIONS OF OPERATION**

A list of all jurisdictions in which applicant or its affiliates are currently certified, licensed, registered, or otherwise authorized to provide retail natural gas service for its members includes the following states:

**Licensed:**

- District of Columbia
- Iowa
- Maine
- Maryland
- Massachusetts
- New Hampshire
- New Jersey
- Ohio
- Pennsylvania

**Exempt:**

- Arizona
- Arkansas
- California
- Colorado
- Connecticut
- Delaware
- Florida
- Illinois
- Indiana
- Kansas
- Michigan
- New York
- Oregon
- South Carolina
- Tennessee
- Texas
- Utah
- Virginia
- Washington

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT B-2 EXPERIENCE AND PLANS**

On behalf of its member healthcare providers, Applicant negotiates the purchase of goods and services with third-party suppliers, including negotiations for the purchase of natural gas, so that its members can benefit from their combined purchasing power. Applicant issues Request for Proposals (RFP) to third-party licensed or certificated competitive retail natural gas suppliers (CRNGS) to serve the aggregate demand of Applicant's participating members. Applicant then negotiates a Group Purchasing and Energy Aggregation Agreement (Group Purchasing Agreement) with the winning licensed CRNGS, including pricing and other terms of its members' purchase of natural gas from the third-party licensed CRNGS. In accordance with the Group Purchasing Agreement, each participating member enters into a separate Transaction Agreement with the third-party licensed CRNGS, whereby the member purchases natural gas directly from the third-party licensed CRNGS, and remits payment directly to the natural gas distribution company or the third-party licensed CRNGS. Applicant does not take title to the natural gas, make payments on behalf of its members, or receive any payments from its members. Applicant only receives an administrative fee from the third-party licensed CRNGS, to cover the costs of conducting the RFP and negotiating and administering the Group Purchasing Agreement. Applicant does not provide any services to residential customers, and will not serve residential customers in Ohio.

Applicant proposes to negotiate for the purchase of natural gas on behalf of its members in Ohio from a third-party CRNGS licensed by the Commission. Each member will directly purchase natural gas from the third-party licensed CRNGS, and remit payment directly to the natural gas distribution company or third-party licensed CRNGS. Applicant will not take title to the natural gas or responsibility for delivery.

If there are any customer inquiries or complaints regarding Applicant's services, Applicant's in-house legal department or in-house management will serve to resolve any disputes. Applicant may also obtain assistance from outside legal counsel when appropriate.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT B-3 SUMMARY OF EXPERIENCE**

Applicant was formed in 1999 to negotiate the purchase of goods and services, including the purchase of retail electric and natural gas services, with third-party suppliers on behalf of its member healthcare providers. As a group purchasing organization, Applicant has considerable experience in providing aggregation service(s) for its members, including contracting with customers to combine natural gas and electricity volume and negotiating contracts on behalf of its members for the purchase of retail natural gas and electric services. Applicant provides leveraged group purchases of natural gas or electricity for its members through a standardized National Purchasing Agreement and contracts with licensed or certificated competitive retail natural gas suppliers or competitive retail electric service providers. Applicant's service reduces administrative burden and provides competitive natural gas and electric services at lower costs for Applicant's member organizations. Today, Applicant procures natural gas for over 800 member accounts located in about 36 states, managing gas volumes of over 19 billion cubic feet annually. Applicant also manages electricity contracts for over 1,400 electric member accounts in about 9 states and the District of Columbia with over 1.5 million MWh annually managed load.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT B-4 DISCLOSURE OF LIABILITIES AND INVESTIGATIONS**

There are no adverse rulings, judgments, contingent liabilities, revocation of authority, or investigations impacting HPG's financial or operational status or ability to provide the services it is seeking to be certified to provide.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-1 ANNUAL REPORTS**

Applicant itself is a privately owned limited partnership and does not have annual reports. See Applicant's recent financial statements in Exhibit C-3.



**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-2 SEC FILINGS**

Applicant itself is a privately owned limited partnership and does not file with the SEC.

# CONFIDENTIAL

**HEALTHTRUST PURCHASING GROUP, L.P.  
RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS  
EXHIBIT C-3 FINANCIAL STATEMENTS**

Two years of Applicant's audited financial statements for the two most recent fiscal years available are filed with the Commission separately under seal of confidentiality pursuant to a Motion for Protective Order and are not to be disclosed or disseminated to the public without the Applicant's prior written consent.

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January 30, 2015

**VIA UPS - NEXT DAY AIR**

Public Utilities Commission of Ohio  
Docketing Division  
180 East Broad Street  
Columbus, OH 43215-3793

Re: Motion for a Protective Order and Extension of Current Protective Order – In the Matter of Application of HealthTrust Purchasing Group, L.P. for Certification as a Competitive Retail Natural Gas Broker/Aggregator, Case No.11-1095-GA-AGG

Dear Docketing Division:

On behalf of HealthTrust Purchasing Group, L.P. ("HealthTrust"), enclosed for filing with the Commission are an original and three (3) copies of a Motion for a Protective Order and Extension of Current Protective Order and a Memorandum in Support relating to the confidentiality of the financial documents filed with HealthTrust's Renewal Application for Certification as a Competitive Retail Natural Gas Broker/Aggregator, filed on January 30, 2015 ("2015 Renewal Application"), as well as previously submitted financial documents filed with its Original Application and Renewal Application filed on March 1, 2011 and March 1, 2013, respectively. The financial documents filed herewith, marked as Exhibits C-3 and C-5 of the 2015 Renewal Application, are labeled "Confidential" and are being filed with the Commission under seal of confidentiality pursuant to the current Protective Order.

A proposed draft Entry is enclosed as Attachment A for the Attorney Examiner's convenience and use in connection with HealthTrust's Motion for a Protective Order and Extension of Current Protective Order.

Please date stamp the extra copies of this transmittal letter and Motion, and return them to me in the self-addressed, stamped envelope. If you have any questions regarding these filings, please contact me.

January 30, 2015  
Public Utilities Commission of Ohio  
Docketing Division  
Page 2

*Please note my new address and telephone number and update your records accordingly.*  
Thank you.

Very truly yours,

A handwritten signature in black ink that reads "Alan M. Seltzer". The signature is written in a cursive, slightly slanted style.

Alan M. Seltzer  
OH Attorney ID No. 0074908

Attorney for HealthTrust Purchasing Group, L.P.

AMS/gm  
Enclosures  
cc: Michelle Sanchez

BEFORE THE  
PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of	)	
HealthTrust Purchasing Group, L.P. for	)	Case No. 11-1095-GA-AGG
Certification as a Competitive Retail	)	
Natural Gas Broker/Aggregator	)	

**MOTION FOR A PROTECTIVE ORDER AND  
EXTENSION OF CURRENT PROTECTIVE ORDER**

Pursuant to the provisions of Rules 4901-1-24(D) and 4901-1-24(F) of the Ohio Administrative Code ("O.A.C."), HealthTrust Purchasing Group, L.P. ("HealthTrust"), by and through its attorneys, Buchanan Ingersoll & Rooney, P.C. and Alan Michael Seltzer, respectfully requests that the Public Utilities Commission of Ohio ("Commission") issue a Protective Order in this matter:

- (1) to protect the confidentiality and prohibit public disclosure and dissemination of HealthTrust's confidential financial documents filed under seal with its January 30, 2015 Renewal Application for Certification as a Competitive Retail Natural Gas Broker/Aggregator ("2015 Renewal Application"); and
- (2) to extend the current Protective Order issued May 10, 2013 in this matter to protect the confidentiality and prohibit public disclosure and dissemination of HealthTrust's previously submitted financial documents filed under seal with its 2013 Renewal Application filed March 1, 2013, and amended March 22, 2013, and its Original Application filed March 1, 2011.

The current Protective Order affording protective treatment of the confidential information specified therein is set to expire on April 4, 2015 in this docket.

Specifically, HealthTrust seeks confidential treatment and protection from public disclosure the following financial documents:

- Exhibits C-3 (financial statements) and C-5 (forecasted financial statements) of its 2015 Renewal Application filed January 30, 2015, unredacted copies of which are filed with this Motion;
- Previously submitted Exhibits C-3 (financial statements) and C-5 (forecasted financial statements) of its 2013 Renewal Application, filed March 1, 2013 and amended March 22, 2013;
- Previously submitted Amended Exhibit C-5 (forecasted financial statements) of its 2013 Renewal Application, filed March 22, 2013; and
- Previously submitted Exhibits C-2 (SEC filings of affiliated companies), C-3 (financial statements) and C-5 (forecasted financial statements) of its 2011 Original Application, filed March 1, 2011.

HealthTrust asserts that the above-referenced financial documents contain trade secret information and competitively sensitive and proprietary business/financial information. These documents have been marked as Confidential and have been filed under seal, pursuant to the existing Protective Order. In addition, because there is a need for continued protection from public disclosure of the aforesaid information, HealthTrust respectfully requests that the Commission extend the current Protective Order for an additional six-year period, from the expiration date of April 4, 2015 of the current Protective Order, until April 4, 2021, as provided for in Rule 4901:1-27-08 (effective December 1, 2014), and Rule 4901-1-24 of the O.A.C. regarding Protective Orders and Motions for Protective Orders, respectively.

In support of this Motion, HealthTrust sets forth the grounds for its Motion in the attached Memorandum in Support. In addition, a proposed draft Entry is enclosed as Attachment C for the Attorney Examiner's convenience and use in connection with HealthTrust's Motion for Protective Order and Extension of Current Protective Order.

Respectfully submitted,

BUCHANAN INGERSOLL & ROONEY, P.C.

By: Alan Michael Seltzer  
Alan Michael Seltzer  
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[alan.seltzer@bipc.com](mailto:alan.seltzer@bipc.com)

Attorneys for HealthTrust Purchasing Group, L.P.

Dated: January 30, 2015

BEFORE THE  
PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of	)	
HealthTrust Purchasing Group, L.P. for	)	Case No. 11-1095-GA-AGG
Certification as a Competitive Retail	)	
Natural Gas Broker/Aggregator	)	

**MEMORANDUM IN SUPPORT**

Pursuant to Rule 4901-1-24(D), Ohio Administrative Code ("O.A.C."), HealthTrust Purchasing Group, L.P. ("HealthTrust") files this Memorandum in Support of its Motion for a Protective Order and Extension of Current Protective Order with the Public Utilities Commission of Ohio ("Commission") requesting that certain financial documents attached to its Renewal Application for Certification as a Competitive Retail Natural Gas Broker/Aggregator, filed on January 30, 2015 ("2015 Renewal Application"), be afforded confidential treatment and be held under seal. The financial documents marked as Exhibits C-3 (financial statements) and C-5 (forecasted financial statements)<sup>1</sup> of the 2015 Renewal Application (collectively, "Confidential Information") should be treated by the Commission as confidential and held under seal separate and apart from its public files because such documents contain HealthTrust's competitively sensitive and highly proprietary business/financial information.

HealthTrust is a privately held business whose financial statements are not publicly available and public disclosure of the Confidential Information could adversely affect its competitive position with other similar businesses licensed in Ohio and elsewhere.

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<sup>1</sup> Redacted copies of Exhibits C-3 and C-5 have been filed as part of the 2015 Renewal Application. Unredacted copies of these Exhibits have been filed under seal as a separate compilation apart from, but concurrently with, the 2015 Renewal Application.



HealthTrust also requests, pursuant to Rule 4901-1-24(F) of the O.A.C., that the Commission extend the current Protective Order for its previously submitted financial documents marked as Exhibits C-3 (financial statements) and C-5 (forecasted financial statements) of HealthTrust's 2013 Renewal Application, filed March 1, 2013, and amended March 22, 2013; Amended Exhibit C-5 (forecasted financial statements) of its 2013 Renewal Application filed March 22, 2013; and Exhibits C-2 (Securities and Exchange Commission [SEC] filings of HealthTrust's affiliated companies, HCA, Inc. and HCA Holdings, Inc.), C-3 (financial statements) and C-5 (forecasted financial statements) of its 2011 Original Application, filed March 1, 2011. HealthTrust's previously submitted financial documents were filed under seal and have been afforded protective treatment in the existing Protective Order issued on May 10, 2013 in this matter. Those documents continue to be competitively sensitive and proprietary business financial information. Accordingly, HealthTrust requests that the Commission maintain the confidential nature of these documents and the information contained therein and protect these documents from public disclosure for an additional six-year period, pursuant to Rule 4901:1-27-08, O.A.C. (effective December 1, 2014), beyond the expiration date of April 4, 2015 of the current Protective Order issued May 10, 2013 in this docket.

Rule 4901-1-24(D), O.A.C., provides for the issuance of an order that is necessary to protect the confidentiality of information contained in documents filed at the Commission to the extent that state and federal laws prohibit the release of such information and where non-disclosure of the information is not inconsistent with the purposes of Title 49 of the Revised Code ("R.C."). State law recognizes the need to protect information that is confidential in nature, as is the information in Exhibit C-2 of the Original Application, Exhibits C-3 and C-5 of

the Original, 2013 and 2015 Renewal Applications, and Amended Exhibit C-5 of the 2013 Renewal Application.

Section 4929.23(A), R.C., specifically permits the Commission to grant confidentiality to competitive information: "The Commission shall take such measures as it considers necessary to protect the confidentiality of any such information." Public non-disclosure of the information contained in Exhibit C-2, filed March 1, 2011; Exhibit C-3, filed March 1, 2011, March 1, 2013 and January 30, 2015; and Exhibit C-5, filed March 1, 2011, March 1, 2013, amended March 22, 2013, and January 30, 2015, will not impair the purposes of Title 49 because the Commission and its Staff will have access to the information they need to complete the review process.

HealthTrust asserts that the financial documents and information contained in Exhibit C-2 of its Original Application, Exhibits C-3 and C-5 of the Original and Renewal Applications, and Amended Exhibit C-5 constitute its competitively sensitive and highly proprietary business/financial information which is not generally known or available to the general public, and that the information has independent economic value and is the subject of reasonable efforts to maintain its secrecy, thus falling within the statutory characterization of a "trade secret" as defined by Section 1333.61(D), R.C. Exhibit C-2, which contains the SEC filings of HealthTrust's affiliated companies, HCA, Inc. and HCA Holdings, Inc. was afforded confidential treatment and placed under seal, pursuant to the 2011 Entry that granted HealthTrust's 2011 Motion for Protective Order. In a 2013 Entry, HealthTrust's request for continued confidential treatment of Exhibit C-2 was granted and Exhibit C-2 was maintained under seal. In this Motion for a Protective Order and Extension of Current Protective Order, HealthTrust requests, pursuant to Rule 4901:1-27-08(B), O.A.C. (effective December 1, 2014), that Exhibit C-2 continue to be

treated as confidential and remain under seal for an additional six-year period until April 4, 2021 in this docket.

Additionally, the financial statements in Exhibits C-3 and C-5 of the Original, 2013 and 2015 Renewal Applications and Amended Exhibit C-5 contain proprietary business data not generally known by the public and should be afforded confidential treatment. Public disclosure or dissemination of this information would jeopardize HealthTrust's business position and ability to compete in the market. This information is not generally known by the public and is held in confidence in the ordinary and normal course of business, and derives independent economic value from not being generally known to other persons. Accordingly, HealthTrust asserts that the financial statements contained in Exhibits C-3 and C-5 of the Original, 2013 and 2015 Renewal Applications and Amended Exhibit C-5 satisfy the definition of "trade secret" under Section 1333.61(D), R.C., and should continue to be treated as confidential by the Commission and its Staff.

Due to the competitively sensitive and highly proprietary business/financial information and because public disclosure of this information would jeopardize HealthTrust's business position and ability to compete in the market, there is a need for continued protection from public disclosure. Therefore, HealthTrust respectfully requests that the Commission issue an Order as provided for in Rule 4901-1-24(F), O.A.C., extending protection from public disclosure or dissemination to Exhibit C-2 of the Original Application, Exhibits C-3 and C-5 of the Original, 2013 and 2015 Renewal Applications, and Amended Exhibit C-5, for an additional six years, pursuant to Rule 4901:1-27-08 (effective December 1, 2014), from the expiration date of April 4, 2015 until April 4, 2021.

A proposed draft Entry is enclosed as *Attachment A* for the Attorney Examiner's convenience and use in connection with HealthTrust's Motion for a Protective Order and Motion for Extension of Current Protective Order.

WHEREFORE, HealthTrust Purchasing Group, L.P. respectfully requests that its Motion for a Protective Order and Extension of Current Protective Order be granted for the reasons set forth in this Memorandum in Support, and that protection from public disclosure or dissemination be afforded for Exhibit C-2 of the Original Application, filed March 1, 2011; Exhibit C-3 of the Original, 2013 and 2015 Renewal Applications, filed March 1, 2011, March 1, 2013 and January 30, 2015, respectively; and Exhibit C-5 of the Original, 2013 and 2015 Renewal Applications, filed March 1, 2011, March 1, 2013, amended March 22, 2013, and January 30, 2015.

Respectfully submitted,

BUCHANAN INGERSOLL & ROONEY, P.C.

By: Alan Michael Seltzer  
Alan Michael Seltzer  
OH Attorney ID No. 0074908  
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Harrisburg, PA 17101-1357  
T: (717) 237-4862  
F: (717) 233-0852  
[alan.seltzer@bipc.com](mailto:alan.seltzer@bipc.com)

Attorneys for HealthTrust Purchasing Group, L.P.

Dated: January 30, 2015

## **ATTACHMENT A**

**Proposed Draft Entry for Attorney Examiner's use  
in connection with HealthTrust Purchasing Group, L.P.'s  
Motion for Protective Order and Extension of Current Protective Order,  
filed January 30, 2015.**

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of	)	
HealthTrust Purchasing Group, L.P. for	)	Case No. 11-1095-GA-AGG
Certification as a Competitive Retail	)	
Natural Gas Broker/Aggregator	)	

ENTRY

The Attorney Examiner finds:

- (1) On January 30, 2015, HealthTrust Purchasing Group, L.P. ("HealthTrust" or "Company") filed a Renewal Application for Certification as a Competitive Retail Natural Gas Broker/Aggregator ("2015 Renewal Application") at Case No. 11-1095-GA-AGG. On that same day, HealthTrust filed a Motion for a Protective Order and Extension of Current Protective Order, pursuant to Rule 4901-1-24(D), Ohio Administrative Code (O.A.C.), requesting that Exhibits C-3 (financial statements) and C-5 (forecasted financial statements) of its 2015 Renewal Application be afforded confidential treatment and be held under seal.
- (2) Pursuant to Rule 4901-1-24(F) of the O.A.C., HealthTrust also requested an extension of the current Protective Order for its previously submitted financial statements marked as Exhibits C-3 and C-5 of its 2013 Renewal Application, filed March 1, 2013 and amended March 22, 2013; Amended Exhibit C-5 of its 2013 Renewal Application, filed March 22, 2013; and Exhibits C-2 (Securities and Exchange Commission [SEC] filings of HealthTrust's affiliated companies), C-3 and C-5 of its 2011 Original Application, filed March 1, 2011. HealthTrust asserts that the information protected in those previously filed exhibits continue to be competitively sensitive and proprietary business financial information. HealthTrust seeks to continue the Protective Order issued May 10, 2013 in this docket for an additional six-year period as provided for in Rule 4901:1-27-08 (effective December 1, 2014).
- (3) In support of its Motion for a Protective Order and Extension of Current Protective Order, HealthTrust filed a Memorandum in Support representing that Exhibits C-2, C-3 and C-5 and Amended Exhibit C-5 contain competitively sensitive and highly proprietary business financial information which is not generally known or available to the general public, and that the information has independent economic value and is the subject of reasonable efforts to maintain its secrecy, thus constituting trade secret information. Therefore, HealthTrust requests that the information found in Exhibits C-2, C-3 and C-5 and Amended Exhibit C-5 be treated as confidential and protected from public disclosure.

- (4) Section 4905.07, Revised Code, provides that all facts and information in the possession of the Commission shall be public, except as provided in Section 149.43, Revised Code, and as consistent with the purposes of Title 49 of the Revised Code. Section 149.43, Revised Code, specifies that the term "public records" excludes information which, under state or federal law, may not be released. The Ohio Supreme Court has clarified that the "state or federal law" exemption is intended to cover trade secrets. *State ex rel. Besser v. Ohio State*, 89 Ohio St.3d 396, 399 (2000).
- (5) Similarly, Rule 4901-1-24(D), O.A.C., allows an Attorney Examiner to issue an order to protect the confidentiality of information contained in a filed document, "to the extent that state or federal law prohibits release of the information, including where the information is deemed ... to constitute a trade secret under Ohio law, and where nondisclosure of the information is not inconsistent with the purposes of Title 49 of the Revised Code."
- (6) Ohio law defines a trade secret as "information . . . that satisfies both of the following: (1) It derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use. (2) It is the subject of efforts that are reasonable under the circumstances to maintain its secrecy." Section 1333.61(D), Revised Code.
- (7) The Attorney Examiner has examined the information covered by the Motion for a Protective Order and Extension of Current Protective Order filed by HealthTrust, as well as the assertions set forth in the supportive Memorandum. Applying the requirements that the information have independent economic value and be the subject of reasonable efforts to maintain its secrecy pursuant to Section 1333.61(D), Revised Code, as well as the six-factor test set forth by the Ohio Supreme Court,<sup>1</sup> the Attorney Examiner finds that the information contained in Exhibits C-3 and C-5 of HealthTrust's Original and Renewal Applications, and Amended Exhibit C-5, constitutes trade secret information. Release of these documents is, therefore, prohibited under state law. The Attorney Examiner also finds that nondisclosure of this information is consistent with the purposes of Title 49 of the Revised Code. Accordingly, the Attorney Examiner finds that HealthTrust's Motion for a Protective Order and Extension of Current Protective Order is reasonable and shall be

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<sup>1</sup> See *State ex rel. the Plain Dealer v. Ohio Dept. of Ins.*, 80 Ohio St.3d 513, 524-525, 687 N.E.2d 661 (1997).

granted with regard to Exhibits C-3 and C-5 of the 2015 Renewal Application filed on January 30, 2015; Exhibits C-3 and C-5 of its 2013 Renewal Application filed March 1, 2013 and amended March 22, 2013; Amended Exhibit C-5 of its 2013 Renewal Application, filed on March 22, 2013; as well as Exhibits C-3 and C-5 of the 2011 Original Application filed on March 1, 2011.

- (8) Rule 4901:1-27-08(A), O.A.C. (effective December 1, 2014), provides for protective orders and protective treatment of financial statements, financial arrangements and forecasted financial statements filed under seal for a period of six years from the date of the certificate for which the information is being provided. HealthTrust has filed its financial statements and forecasted financial statements under seal. Therefore, confidential treatment shall be afforded to Exhibits C-3 and C-5 of the Original and Renewal Applications as well as Amended Exhibit C-5 for a period ending six years from the date of the certificate, or until April 4, 2021. Until April 4, 2021, the docketing division shall maintain under seal the following documents: Exhibit C-3, which was filed under seal in this docket on March 1, 2011, March 1, 2013, and January 30, 2015; and Exhibit C-5, which was filed on March 1, 2011, March 1, 2013, amended on March 22, 2013, and January 30, 2015.
- (9) With regard to Exhibit C-2, the Attorney Examiner notes that, as part of its 2011 Original Application, HealthTrust submitted the SEC filings of its affiliated companies, HCA, Inc. and HCA Holdings, Inc. and requested that those filings be treated as confidential information and placed under seal. In the 2011 Entry that ruled on HealthTrust's 2011 Motion for Protective Order, HealthTrust's request with respect to Exhibit C-2 was granted and Exhibit C-2 was placed under seal. In its 2013 Motion to Extend the Current Protective Order, HealthTrust requested that Exhibit C-2 continue to be treated as confidential and placed under seal. The 2013 Entry granted HealthTrust's request and Exhibit C-2 remained under seal for an additional 24-month period. In its 2015 Motion for Extension of Current Protective Order, HealthTrust again requests that Exhibit C-2 continue to be treated as confidential and kept under seal. Rule 4901:1-27-08(B), O.A.C. (effective December 1, 2014), provides that an applicant may file a motion for protective order covering information not covered under paragraph (A), and if filed in conformance with Rule 4901:1-27-07, O.A.C., it shall be automatically approved on the thirty-first day after the date of filing and the information shall be afforded protective treatment for a period of six years from the date of the certificate. The Attorney Examiner grants HealthTrust's 2015 Motion for Extension of Current Protective Order as it pertains to the SEC filings filed with HealthTrust's



2011 Original Application for an additional six-year period from the effective date of the certificate, or until April 4, 2021, in this docket.

- (10) Rule 4901-1-24(F), O.A.C., requires a party wishing to extend a protective order to file an appropriate motion at least 45 days in advance of the expiration date. If HealthTrust wishes to extend this confidential treatment, it should file an appropriate motion at least 45 days in advance of the expiration date. If no such motion to extend confidential treatment is filed, the Commission may release this information without prior notice to HealthTrust.

It is, therefore,

ORDERED, That the Motion for a Protective Order and Extension of Current Protective Order filed by HealthTrust be granted with regard to the information contained in Exhibit C-2 of its Original Application filed on March 1, 2011; Exhibits C-3 and C-5 of HealthTrust's Original, 2013 and 2015 Renewal Applications filed on March 1, 2011, March 1, 2013, and January 30, 2015, respectively; and Amended Exhibit C-5 filed on March 22, 2013. It is, further,

ORDERED, That the Commission's docketing division maintain, under seal, the unredacted Exhibit C-2, which was filed under seal in this docket on March 1, 2011; Exhibits C-3 and C-5, which were filed under seal on March 1, 2011, March 1, 2013, and January 30, 2015; and Amended Exhibit C-5 filed on March 22, 2013, for a period of six years from the date of the certificate, ending on April 4, 2021. It is, further,

ORDERED, That a copy of this Entry be served upon each party of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO

By: Kerry K. Sheets  
Attorney Examiner

Entered in the Journal

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Secretary

CONFIDENTIAL COPY - REDACTED

CONSOLIDATED FINANCIAL STATEMENTS

HealthTrust Purchasing Group, LP  
Year Ended December 31, 2012  
With Report of Independent Auditors

Ernst & Young LLP



Building a better  
working world

**HealthTrust Purchasing Group, LP**

**Consolidated Financial Statements**

**Year Ended December 31, 2012**

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Ernst & Young LLP  
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## Report of Independent Auditors

The Partners  
HealthTrust Purchasing Group, LP

We have audited the accompanying consolidated financial statements of HealthTrust Purchasing Group, LP (a Delaware limited partnership), which comprise the consolidated balance sheet as of December 31, 2012, and the related consolidated statements of income, comprehensive income, capital, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Building a better  
working world

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of HealthTrust Purchasing Group, LP at December 31, 2012, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

*Ernst + Young LLP*

January 21, 2014

HealthTrust Purchasing Group, LP

Consolidated Balance Sheet

December 31, 2012

**Assets**

Current assets:

Cash  
Prepaid expenses  
Other receivables  
Administrative fees receivable

\$

Property and equipment, at cost:

Leasehold improvements  
Equipment

Accumulated depreciation

Deferred tax asset

Other long-term assets

Due from an HCA affiliate

Total assets

\$

**Liabilities and capital**

Current liabilities:

Accounts payable  
Net fees payable  
Taxes payable  
Accrued expenses  
Notes payable to an HCA affiliate  
Other current liabilities

\$

Other liabilities

Partners' capital

Noncontrolling interest

Total liabilities and capital

\$

*See accompanying notes.*

HealthTrust Purchasing Group, LP

Consolidated Income Statement

Year Ended December 31, 2012

Revenues:

Administrative fees, net

\$ [REDACTED]

Reimbursed costs

[REDACTED]  
[REDACTED]

Other revenues

[REDACTED]  
[REDACTED]

Operating expenses:

Salaries and benefits

[REDACTED]

Contract services

[REDACTED]

Travel

[REDACTED]

Rents and leases

[REDACTED]

Other operating expenses

[REDACTED]

Depreciation

[REDACTED]  
[REDACTED]

Income before income taxes

[REDACTED]

Provision for income taxes

[REDACTED]

Net income

[REDACTED]

Net loss attributable to noncontrolling interest

[REDACTED]

Net income attributable to HealthTrust Purchasing Group, LP

\$ [REDACTED]

*See accompanying notes.*

**HealthTrust Purchasing Group, LP**  
**Consolidated Comprehensive Income Statement**

Year Ended December 31, 2012

	<b>Attributable to HealthTrust Purchasing Group, LP</b>	<b>Noncontrolling Interest</b>	<b>Total</b>
Net income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Other comprehensive loss on foreign currency translation, net of tax	[REDACTED]	[REDACTED]	[REDACTED]
Comprehensive income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

*See accompanying notes.*



HealthTrust Purchasing Group, LP

Consolidated Statement of Capital

Year Ended December 31, 2012

	<u>Partners' Capital</u>			
	<u>Managing General Partner</u>	<u>Limited Partners</u>	<u>Noncontrolling Interest</u>	<u>Total</u>
Capital at January 1, 2012	\$			
Net income (loss)				
Other comprehensive loss				
Distributions				
Capital at December 31, 2012	\$			

*See accompanying notes.*

HealthTrust Purchasing Group, LP  
Consolidated Statement of Cash Flows

Year Ended December 31, 2012

**Operating activities**

Net income  
Adjustments to reconcile net income to net cash provided by  
operating activities:  
    Depreciation  
    Increase (decrease) in cash from operating assets and liabilities:  
        Prepaid expenses and other assets  
        Administrative fees receivable  
        Deferred tax asset  
        Accounts payable  
        Net fees payable  
        Taxes payable  
        Accrued expenses and other liabilities  
Net cash provided by operating activities

\$

**Investing activities**

Purchase of property and equipment

**Financing activities**

Net transfers from an HCA affiliate  
Notes payable to an HCA affiliate  
Net distributions to partners  
Net cash used in financing activities

Effect of exchange rate changes on cash

Change in cash

Cash at January 1, 2012

Cash at December 31, 2012

\$

**Supplemental cash flow information**

Cash paid for income taxes

\$

*See accompanying notes.*

# HealthTrust Purchasing Group, LP

## Notes to Consolidated Financial Statements

Year Ended December 31, 2012

### 1. Organization

HealthTrust Purchasing Group, LP (a Delaware limited partnership) (HPG or the Partnership) is a Group Purchasing Organization (GPO) with both domestic and international office locations that negotiates contractual purchasing agreements with vendors to provide supplies, equipment, and other services to member facilities. Members enter into participation agreements with HPG to obtain access to HPG's purchasing agreements with vendors. HPG's role is to provide comprehensive cost management solutions and certain administrative services to member facilities. HPG was originally organized as a wholly owned affiliate of HCA Holdings, Inc. (HCA). LifePoint Hospitals, Health Management Associates (HMA), Community Health Systems, Consorta, and Universal Health Services have joined as partners. The general partner and a limited partner of HPG are both subsidiaries of HCA and have a combined ownership interest in excess of 51%.

### 2. Accounting Policies

#### Basis of Presentation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

The consolidated financial statements include all subsidiaries and entities controlled by HPG. The Partnership generally defines "control" as ownership of a majority of the voting interest of an entity. The consolidated financial statements include entities in which the Partnership absorbs a majority of the entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership interests in the entity. Significant intercompany transactions have been eliminated.

During 2011, HPG purchased a controlling interest in HealthTrust Europe, LLP, a newly formed GPO based in the United Kingdom. An affiliate of HCA owns the noncontrolling interest in HealthTrust Europe, LLP.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Revenues

Revenues consist of administrative fees generated under contracts with manufacturers and distributors for its members, various costs that are reimbursed by certain partners, and other revenues.

##### Administrative Fee Revenues

Administrative fees are generated under contractual purchasing agreements with vendors of products and services. Vendors pay administrative fees to the Partnership in return for aggregated sales volumes from member facilities that purchase products qualified under HPG's contracts. The administrative fees paid to the Partnership represent a percentage of the purchases made by HPG's member facilities.

Revenues are recorded as products are delivered and services are performed. Administrative fees are fixed and determinable based on reported purchasing volume, and the member and vendor contracts substantiate persuasive evidence of an arrangement.

Certain partner and non-partner members receive a portion of the administrative fees (revenue share obligations). These obligations are recognized according to the customers' contractual agreements with HPG as the related administrative fee revenues are recognized. In accordance with Accounting Standards Codification (ASC) Topic 605-45, *Revenue Recognition, Principal Agent Considerations*, these obligations are netted against the related gross administrative fees, and are presented on the accompanying consolidated income statement as administrative fees, net.

Gross administrative fees include all administrative fees received pursuant to vendor contracts. Revenue share obligations represent the portion of the administrative fees which the Partnership is contractually obligated to share with certain partners and members. The following shows the approximate components of net administrative fee revenues for the year ended December 31, 2012.

Gross administrative fees  
Less revenue share obligations  
Administrative fees, net

\$ [REDACTED]  
[REDACTED]  
\$ [REDACTED]

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Revenues – Reimbursed Costs

HPG incurs out-of-pocket costs to perform contracting and implementation services for its partners and non-partner members. These costs are segregated into “reimbursed costs” and “non-reimbursed costs” using calculations outlined in the HPG partnership agreement. The amount of operating costs that is reimbursed prior to the computation of net administrative fees retained by the Partnership is presented as a component of revenues in the consolidated income statement when the related costs are incurred. Both reimbursed costs and non-reimbursed costs are recorded as expenses when incurred.

##### Other Revenues

Other revenues include approximately \$[REDACTED] related to the Partnership’s annual vendor conferences. Revenues for conferences are recognized when the meetings are held and related obligations are performed.

Other revenues also include approximately \$[REDACTED] related to subscription fees from members of HealthTrust Europe, LP to join the GPO. Subscription fee revenues are recognized over the life of the agreement granting a member access to the contract portfolio offered by the GPO. Deferred revenue of approximately \$[REDACTED] related to subscription fees is included as a component of other current liabilities in the accompanying consolidated balance statement.

Other revenues also include approximately \$[REDACTED] related to service and support revenue for custom contracting services, data analytics, and supply chain consulting provided to the members of the GPO. Revenue for these services is recognized as work is performed over the life of the agreement. Deferred revenue of approximately \$[REDACTED] related to these services is included as a component of other current liabilities in the accompanying consolidated balance statement.

##### Partnership Distributions

The partnership agreement requires net administrative fees received less the expenses incurred that are not reimbursed by the partners to be distributed to the partners on a monthly basis. At December 31, 2012, no fees and expenses related to HealthTrust Europe, LLP have been distributed.

## **HealthTrust Purchasing Group, LP**

### **Notes to Consolidated Financial Statements (continued)**

#### **2. Accounting Policies (continued)**

##### **Vendor Rebates**

The Partnership receives rebates pursuant to the provisions of certain vendor agreements. The rebates are earned by members based on the amounts of their purchases. The Partnership collects, processes, and pays the rebates as a service to its members. Vendor rebates are excluded from revenues. The vendor rebates are recorded for active members when the Partnership receives cash payments from vendors.

##### **Administrative Fees Receivable**

The Partnership usually receives administrative fees a month or a quarter in arrears of actual member activity. HPG records administrative fees receivable based on member purchasing data provided by vendors and projections based on member purchase history.

The recorded amount of administrative fees receivable is based upon management's assessment of historical and expected net collections, business, and economic conditions, and other collection indicators. Management relies on the results of detailed reviews of historical collections as a primary source of information to utilize in estimating the administrative fees receivable. Adverse changes in general economic conditions or vendor operations could affect the Partnership's collection of administrative fees receivable, cash flows, and results of operations.

##### **Leasehold Improvements and Equipment**

Leasehold improvements and equipment are stated at cost. Depreciation expense is computed using the straight-line method. Leasehold improvements are depreciated over the shorter of the economic life or the lease term. Estimated useful lives of equipment vary generally from four to 10 years.

##### **Due From an HCA Affiliate**

Due from an HCA affiliate, in part, represents the net excess of funds transferred to a cash management account of an HCA affiliate over funds transferred to, or paid on behalf of, HPG.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Due From an HCA Affiliate (continued)

Generally, this balance is decreased by automatic cash transfers from the account to reimburse HPG's bank accounts for operating expenses; and fees and services provided by HCA affiliates, including information systems services, internal audit services, certain shared services, and other operating expenses (such as payroll, interest, and insurance). Generally, the balance is increased through daily transfers of cash by HPG to the account.

Information systems services fees represent an allocation of mainframe and other systems processing costs as well as the costs of related support services. The cost of these information systems services for the year ended December 31, 2012, was approximately \$[REDACTED] and is included in the accompanying consolidated income statement as a component of contract services.

Internal audit services represent an allocation of costs incurred by HCA to perform audits of the Partnership's vendor contracts. The cost of these services for the year ended December 31, 2012, was approximately \$[REDACTED] and is included in the accompanying consolidated income statement as a component of contract services.

To facilitate payroll administration, all personnel assigned to perform duties for the Partnership are employed by an HCA affiliate. The Partnership reimburses the HCA affiliate for the direct cost (i.e., salaries and related benefits) associated with such personnel. Such reimbursements are included in the accompanying consolidated income statement as a component of salaries and benefits.

Other services performed for the Partnership by an HCA affiliate include, but are not limited to, payroll administration, human resources, accounts payable, treasury, and design and construction functions. The cost of these services for the year ended December 31, 2012 was approximately \$[REDACTED] and is included in the accompanying consolidated income statement as components of contract services and other operating expenses based upon the nature of the charge.

For amounts due from an HCA affiliate, the Partnership receives interest income monthly based on the outstanding undistributed balances at a monthly average interest rate that the HCA affiliate earns on all of its investment accounts. Interest income under these arrangements of approximately \$[REDACTED] is included in the accompanying consolidated income statement as a component of other revenues.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Net Fees Payable

Net fees payable consists of administrative fees and rebates received from vendors that have not yet been paid to members and partners. These fees are distributed to members and partners, net of Partnership expenses, on a monthly basis as member purchasing data is received from vendors.

##### Income Taxes

No provision for federal income taxes is made in the accounts of the Partnership since such taxes are liabilities of the partners and depend upon their respective tax situations.

Since inception in 1999, the Partnership has been subject to the Tennessee Excise Tax (a tax based on net income). HCA affiliates own more than 50% of the Partnership; as a result and pursuant to a specific state ruling, HPG must be included in HCA's combined Tennessee franchise/excise tax return. Due to net operating losses of the combined group, no Tennessee Excise Tax has been paid by the combined group from 1999-2012. Although no tax has been paid, current and deferred taxes are reported in the Partnership's financial statements in accordance with ASC Topic 740, *Income Taxes*, as if the Partnership had filed a separate return with the taxing authority. No tax sharing agreement currently exists between HCA and HPG.

The Partnership's tax returns and the amounts reflected as distributable Partnership income or loss are subject to examination by the federal and state taxing authorities. In the event of an examination of the Partnership's tax return, the tax liability of the partners could be changed if any adjustment to the Partnership income or loss is ultimately sustained by the taxing authorities.

##### Business Receipts Tax

A gross business receipts tax is levied against gross receipts of administration fees. Subsequent to December 31, 2012 the Partnership settled with a state taxation authority to pay all business receipts taxes owed for the period July 1, 2009 – June 30, 2012. As of December 31, 2012, approximately \$[REDACTED] was accrued for the business receipts tax, interest, and penalties. This represents management's estimate of the amounts to be paid and is included as a component of taxes payable in the accompanying consolidated balance sheet.



## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Insurance Programs

HPG participates in a self-insured program for workers' compensation claims, which is administered by an HCA affiliate. The cost of the self-insured coverage is allocated to all participating HCA affiliates based, in part, on actual claims experience. The cost for the year ended December 31, 2012, was approximately \$[REDACTED] and is included as a component of salaries and benefits in the accompanying consolidated income statement.

##### Financial Instruments

The carrying amounts reported in the consolidated balance sheet for administrative fees receivable, accounts payable, net fees payable, other receivables, accrued expenses, and other current liabilities approximate fair values due to the short maturities of the financial instruments.

##### Concentration of Credit Risk

The Partnership's credit risks primarily relate to cash and administrative fees receivable. The Partnership has operating cash balances in banks in each of the international locations in which it operates. Deposits in these banks may exceed the amount of insurance provided on such deposits, if any. Management believes that these financial institutions are financially sound and, accordingly, believes that minimal credit risk exists. The Partnership has not experienced any losses on its cash deposits. Administrative fees receivable consist primarily of amounts due from vendors. The Partnership routinely performs evaluations of the amounts receivable and collections from vendors to determine that administrative fees receivable are stated at fair value.

#### 3. Retirement Plans

The Partnership participates in retirement plans. Liabilities associated with these retirement plans are maintained by an HCA affiliate, and the expense of these plans is allocated to the Partnership and included as a component of salaries and benefits in the accompanying consolidated income statement. Total benefits expense was approximately \$[REDACTED] in 2012.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 4. Notes Payable

During 2011, the Partnership entered into agreements with various HCA affiliates for notes payable approximating \$[REDACTED]. The notes incur interest at a rate of prime plus 1% as remeasured at the start of each calendar quarter, and the interest is payable annually. The principle amount on the notes is payable within 30 days upon receipt of a written demand. The funds from these notes were used to finance ongoing operations of the subsidiary, HealthTrust Europe, LLP. As of December 31, 2012, approximately \$[REDACTED] in accrued interest is due in 2013 and is included as a component other current liabilities in the accompanying consolidated balance statement.

Effective March 15, 2012, the Partnership's foreign subsidiary entered into an unsecured credit agreement (the Credit Agreement) with an HCA affiliate that provides for unsecured revolving borrowings up to £[REDACTED] (approximately \$[REDACTED]) that matures on March 1, 2022. Borrowings under the Credit Agreement bear interest at a rate of LIBOR rates plus the applicable margin of 2.5%. Amounts borrowed on this line of credit were £[REDACTED] (approximately \$[REDACTED]) at December 31, 2012. Approximately \$[REDACTED] in accrued interest is due on the Credit Agreement and is included as a component other current liabilities in the accompanying consolidated balance statement.

#### 5. Leases

Operating lease rental expense, relating primarily to the rental of office space and equipment, was approximately \$[REDACTED] for the year ended December 31, 2012, and is included in the accompanying consolidated income statement as rents and leases.

Future minimum rental commitments under noncancelable operating leases (with an initial or remaining term in excess of one year) at December 31, 2012, are as follows:

2013	\$ [REDACTED]
2014	[REDACTED]
2015	[REDACTED]
2016	[REDACTED]
2017	[REDACTED]
Thereafter	[REDACTED]
Total minimum rental commitments	<u>\$ [REDACTED]</u>

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 5. Leases (continued)

Future minimum sublease rental commitments under noncancelable operating leases (with an initial or remaining term in excess of one year) at December 31, 2012, are \$ [REDACTED]

#### 6. Commitments and Contingencies

The Partnership is subject to claims and suits arising in the ordinary course of business. In certain of these actions, the claimants may seek punitive damages against the Partnership, which are usually not covered by insurance. In the opinion of management, the ultimate resolution of such pending claims and legal proceedings will not have a material, adverse effect on the Partnership's results of operations or financial position.

The Partnership is party to an agreement whereby two of its partners could be paid a total of \$ [REDACTED] upon an adverse change in control as strictly defined within the partnership agreement. However, as management controls if, and when, any such change in control would happen, and no such change is anticipated, no accrual is recorded as of December 31, 2012.

The Partnership has entered into and may continue to enter into agreements with various members guaranteeing a certain level of savings provided the applicable members agree to use the Partnership as their GPO. A penalty would be assessed against the Partnership, in some cases, if the savings levels are not realized. The savings levels guaranteed were met or exceeded prior to December 31, 2012, on all such contracts.

#### 7. Related-Party Transactions

The Partnership is allocated costs and interest income from HCA affiliates for various services including information systems fees, internal audit services, certain shared services and other operating expenses (such as payroll, interest, and insurance) as described in Note 2 under "Due From an HCA Affiliate."

Expenses for certain GPO-related services are paid by the Partnership to HMA pursuant to the provisions of their agreements with HPG. The cost for the year ended December 31, 2012, was approximately \$ [REDACTED]. These costs are included in the accompanying consolidated income statement as a component of contract services.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 7. Related-Party Transactions (continued)

Expenses for maintenance and systems development costs are paid to Global Healthcare Exchange, a related party of an HCA affiliate. The cost for the year ended December 31, 2012, was approximately \$ [REDACTED] and is included in the accompanying consolidated income statement as a component of contract services.

#### 8. Income Taxes

The provision for income taxes (benefit) is comprised of:

Current:

State

\$ [REDACTED]

Foreign

Deferred:

State

Provision for income taxes

\$ [REDACTED]

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. Significant components of the Partnership's deferred tax assets at year end are as follows:

Foreign net operating loss carryforward

\$ [REDACTED]

Other

Gross deferred tax assets

Valuation allowance

Net deferred tax assets

\$ [REDACTED]

The valuation allowance is based on our assessment that it is more likely than not that certain deferred tax assets will not be realized in the foreseeable future. The valuation allowance as of December 31, 2012, related solely to the foreign net operating loss carryforwards. The foreign net operating loss carryforwards have no expiration date.

#### 9. Subsequent Events

The Partnership has evaluated subsequent events through January 21, 2014, the date the financial statements were available for issuance.

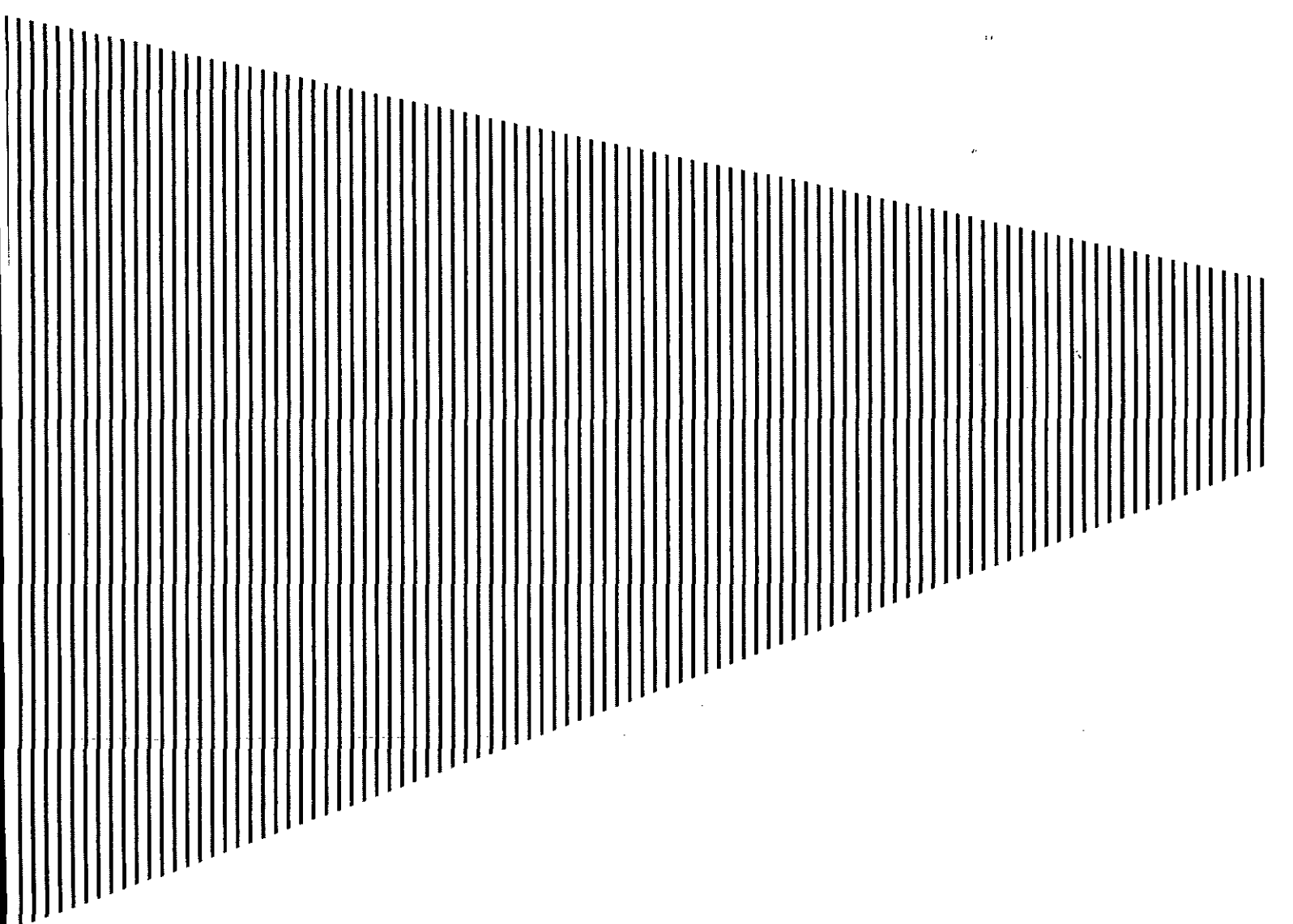
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CONSOLIDATED FINANCIAL STATEMENTS

HealthTrust Purchasing Group, LP  
Year Ended December 31, 2013  
With Report of Independent Auditors

Ernst & Young LLP



Building a better  
working world

HealthTrust Purchasing Group, LP

Consolidated Financial Statements

Year Ended December 31, 2013

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## Report of Independent Auditors

The Partners  
HealthTrust Purchasing Group, LP

We have audited the accompanying consolidated financial statements of HealthTrust Purchasing Group, LP (a Delaware limited partnership), which comprise the consolidated balance sheet as of December 31, 2013, and the related consolidated statements of income, comprehensive income, capital, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Partnership's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.





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## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of HealthTrust Purchasing Group, LP at December 31, 2013, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

*Ernst & Young LLP*

October 6, 2014

# HealthTrust Purchasing Group, LP

## Consolidated Balance Sheet

December 31, 2013

### Assets

#### Current assets:

Cash  
Administrative fees receivable  
Other receivables, net  
Prepaid expenses

\$ [REDACTED]

#### Property and equipment, at cost:

Leasehold improvements  
Equipment

[REDACTED]

Accumulated depreciation

[REDACTED]

Deferred tax assets

Due from an HCA affiliate

Total assets

[REDACTED]

### Liabilities and capital

#### Current liabilities:

Accounts payable  
Net fees payable  
Accrued expenses  
Notes payable to an HCA affiliate  
Taxes payable  
Other current liabilities

[REDACTED]

Other liabilities

[REDACTED]

Partners' capital

Noncontrolling interest

Total liabilities and capital

[REDACTED]

See accompanying notes.

HealthTrust Purchasing Group, LP

Consolidated Income Statement

Year Ended December 31, 2013

Revenues:

Administrative fees, net  
Reimbursed costs

\$

Other revenues

Operating expenses:

Salaries and benefits  
Contract services  
Travel  
Rents and leases  
Other operating expenses  
Depreciation

Income before income taxes

Provision for income taxes

Net income

Net loss attributable to noncontrolling interest

Net income attributable to HealthTrust Purchasing Group, LP

\$

*See accompanying notes.*

HealthTrust Purchasing Group, LP  
Consolidated Comprehensive Income Statement

Year Ended December 31, 2013

	Attributable to HealthTrust Purchasing Group, LP	Noncontrolling Interest	Total
Net income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Other comprehensive loss on foreign currency translation, net of tax	[REDACTED]	[REDACTED]	[REDACTED]
Comprehensive income (loss)	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]

*See accompanying notes.*

HealthTrust Purchasing Group, LP

Consolidated Statement of Capital

Year Ended December 31, 2013

	<u>Partners' Capital</u>			<u>Total</u>
	<u>Managing General Partner</u>	<u>Limited Partners</u>	<u>Noncontrolling Interest</u>	
Capital at January 1, 2013	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]	\$ [REDACTED]
Net income (loss)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Other comprehensive loss	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Distributions	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Capital at December 31, 2013	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>	<u>\$ [REDACTED]</u>

See accompanying notes.

HealthTrust Purchasing Group, LP  
Consolidated Statement of Cash Flows

Year Ended December 31, 2013

**Operating activities**

Net income  
Adjustments to reconcile net income to net cash  
provided by operating activities:  
    Depreciation  
    Increase (decrease) in cash from operating assets and liabilities:  
        Prepaid expenses and other assets  
        Administrative fees receivable  
        Deferred tax asset  
        Other assets  
        Accounts payable  
        Net fees payable  
        Taxes payable  
        Accrued expenses and other liabilities  
Net cash provided by operating activities

\$ [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

**Investing activities**

Purchase of property and equipment

[REDACTED]

**Financing activities**

Net transfers from an HCA affiliate  
Notes payable to an HCA affiliate  
Net distributions to partners  
Net cash used in financing activities

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

Effect of exchange rate changes on cash

[REDACTED]

Change in cash

Beginning of the year

End of the year

[REDACTED]  
[REDACTED]  
\$ [REDACTED]

**Supplemental cash flow information**

Cash paid for income taxes

\$ [REDACTED]

*See accompanying notes.*

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements

Year Ended December 31, 2013

#### 1. Organization

HealthTrust Purchasing Group, LP (a Delaware limited partnership) (HPG or the Partnership) is a Group Purchasing Organization (GPO) with both domestic and international office locations that negotiates contractual purchasing agreements with vendors to provide supplies, equipment, and other services to member facilities. Members enter into participation agreements with HPG to obtain access to HPG's purchasing agreements with vendors. HPG's role is to provide comprehensive cost management solutions and certain administrative services to member facilities. HPG was originally organized as a wholly owned affiliate of HCA Holdings, Inc. (HCA). In addition to HCA, Health Management Associates (HMA), LifePoint Hospitals, Community Health Systems (CHS), Consorta, and Catholic Health Initiatives (CHI) are all current partners of HPG. During 2013 Universal Health Services left the Partnership. Effective January 27, 2014, CHS finalized the acquisition of HMA. As a result, HMA's ownership percentage was combined with CHS'. The general partner and a limited partner of HPG are both subsidiaries of HCA and have a combined ownership interest in excess of 51%.

#### 2. Accounting Policies

##### Basis of Presentation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

The consolidated financial statements include all subsidiaries and entities controlled by HPG. The Partnership generally defines "control" as ownership of a majority of the voting interest of an entity. The consolidated financial statements include entities in which the Partnership absorbs a majority of the entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership interests in the entity. Significant intercompany transactions have been eliminated.

HPG owns a controlling interest in HealthTrust Europe, LLP, a GPO based in the United Kingdom. An affiliate of HCA owns the noncontrolling interest in HealthTrust Europe, LLP.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Revenues

Revenues consist of administrative fees generated under contracts with manufacturers and distributors for its members, various costs that are reimbursed by certain partners, and other revenues.

##### Administrative Fee Revenues

Administrative fees are generated under contractual purchasing agreements with vendors of products and services. Vendors pay administrative fees to the Partnership in return for aggregated sales volumes from member facilities that purchase products qualified under HPG's contracts. The administrative fees paid to the Partnership represent a percentage of the purchases made by HPG's member facilities.

Revenues are recorded as products are delivered and services are performed. Administrative fees are fixed and determinable based on reported purchasing volume, and the member and vendor contracts substantiate persuasive evidence of an arrangement.

Certain partner and non-partner members receive a portion of the administrative fees (revenue share obligations). These obligations are recognized according to the customers' contractual agreements with HPG as the related administrative fee revenues are recognized. In accordance with Accounting Standards Codification (ASC) Topic 605-45, *Revenue Recognition, Principal Agent Considerations*, these obligations are netted against the related gross administrative fees, and are presented on the accompanying consolidated income statement as administrative fees, net.

Gross administrative fees include all administrative fees received pursuant to vendor contracts. Revenue share obligations represent the portion of the administrative fees which the Partnership is contractually obligated to share with certain partners and members. The following shows the approximate components of net administrative fee revenues for the year ended December 31, 2013.

Gross administrative fees  
Less revenue share obligations  
Administrative fees, net

\$ [REDACTED]  
[REDACTED]  
\$ [REDACTED]



## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Revenues – Reimbursed Costs

HPG incurs out-of-pocket costs to perform contracting and implementation services for its partners and non-partner members. These costs are segregated into “reimbursed costs” and “non-reimbursed costs” using calculations outlined in the HPG partnership agreement. The amount of operating costs that is reimbursed prior to the computation of net administrative fees retained by the Partnership is presented as a component of revenues in the consolidated income statement when the related costs are incurred. Both reimbursed costs and non-reimbursed costs are recorded as expenses when incurred.

##### Other Revenues

Subscription fee revenues paid by members of HealthTrust Europe, LLP are recognized over the life of the agreement granting a member access to the contract portfolio offered by the GPO. Fees are typically billed in annual installments payable at the beginning of the membership period. Revenue approximating \$[REDACTED] was recorded for subscription fees. Deferred revenue of approximately \$[REDACTED] related to subscription fees is included as a component of other current liabilities in the accompanying consolidated balance statement.

Revenue from custom contracting services and data analytics services are recognized using a proportional performance method and over the life of the agreement as services are delivered, respectively. The terms of the engagements vary by customer, and fees are billed as directed in the contract. Revenue approximating \$[REDACTED] was recorded for such services. Deferred revenue of approximately \$[REDACTED] related to these services is included as a component of other current liabilities in the accompanying consolidated balance statement.

Revenue related to hosting industry meetings and conferences is recognized when the meetings are held and related obligations are performed. Revenue approximating \$[REDACTED] was recorded for the Partnership’s annual vendor conference.

##### Partnership Distributions

The partnership agreement requires net administrative fees received less the expenses incurred that are not reimbursed by the partners to be distributed to the partners on a monthly basis. At December 31, 2013, no fees and expenses related to HealthTrust Europe, LLP have been distributed.

## **HealthTrust Purchasing Group, LP**

### **Notes to Consolidated Financial Statements (continued)**

#### **2. Accounting Policies (continued)**

##### **Vendor Rebates**

The Partnership receives rebates pursuant to the provisions of certain vendor agreements. The rebates are earned by members based on the amounts of their purchases. The Partnership collects, processes, and pays the rebates as a service to its members. Vendor rebates are excluded from revenues. The vendor rebates are recorded for active members when the Partnership receives cash payments from vendors.

##### **Administrative Fees Receivable**

The Partnership usually receives administrative fees a month or a quarter in arrears of actual member activity. HPG records administrative fees receivable based on member purchasing data provided by vendors and projections based on member purchasing history.

The recorded amount of administrative fees receivable is based upon management's assessment of historical and expected net collections, business, and economic conditions, and other collection indicators. Management relies on the results of detailed reviews of historical collections as a primary source of information to utilize in estimating the administrative fees receivable. Adverse changes in general economic conditions or vendor operations could affect the Partnership's collection of administrative fees receivable, cash flows, and results of operations.

##### **Leasehold Improvements and Equipment**

Leasehold improvements and equipment are stated at cost. Depreciation expense is computed using the straight-line method. Leasehold improvements are depreciated over the shorter of the economic life or the lease term. Estimated useful lives of equipment vary generally from four to 10 years.

##### **Due From an HCA Affiliate**

Due from an HCA affiliate, in part, represents the net excess of funds transferred to a cash management account of an HCA affiliate over funds transferred to, or paid on behalf of, HPG.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Due From an HCA Affiliate (continued)

Generally, this balance is decreased by automatic cash transfers from the account to reimburse HPG's bank accounts for operating expenses; and fees and services provided by HCA affiliates, including information systems services, internal audit services, certain shared services, and other operating expenses (such as payroll, interest, and insurance). Generally, the balance is increased through daily transfers of cash by HPG to the account.

Information systems services fees represent an allocation of mainframe and other systems processing costs as well as the costs of related support services. The cost of these information systems services for the year ended December 31, 2013, was approximately [REDACTED] and is included in the accompanying consolidated income statement as a component of contract services.

Internal audit services represent an allocation of costs incurred by HCA to perform audits of the Partnership's vendor contracts. The cost of these services for the year ended December 31, 2013, was approximately \$[REDACTED] and is included in the accompanying consolidated income statement as a component of contract services.

To facilitate payroll administration, all personnel assigned to perform duties for the Partnership are employed by an HCA affiliate. The Partnership reimburses the HCA affiliate for the direct cost (i.e., salaries and related benefits) associated with such personnel. Such reimbursements are included in the accompanying consolidated income statement as a component of salaries and benefits.

Other services performed for the Partnership by an HCA affiliate include, but are not limited to, payroll administration, human resources, accounts payable, treasury, and design and construction functions. The cost of these services for the year ended December 31, 2013, was approximately [REDACTED] and is included in the accompanying consolidated income statement as components of contract services and other operating expenses based upon the nature of the charge.

For amounts due from an HCA affiliate, the Partnership receives interest income monthly based on the outstanding undistributed balances at a monthly average interest rate that the HCA affiliate earns on all of its investment accounts. Interest income under these arrangements of approximately \$[REDACTED] is included in the accompanying consolidated income statement as a component of other revenues.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Due From an HCA Affiliate (continued)

The GPO provides custom contracting services for certain contract categories. During the year such services were provided to a variety of HCA affiliates for a fee. Approximately \$[REDACTED] is included in the accompanying consolidated income statement as a component of other revenues.

##### Net Fees Payable

Net fees payable consists of administrative fees and rebates received from vendors that have not yet been paid to members and partners. These fees are distributed to members and partners, net of Partnership expenses, on a monthly basis as member purchasing data is received from vendors.

##### Income Taxes

No provision for federal income taxes is made in the accounts of the Partnership since such taxes are liabilities of the partners and depend upon their respective tax situations.

Since inception in 1999, the Partnership has been subject to the Tennessee Excise Tax (a tax based on net income). HCA affiliates own more than 50% of the Partnership; as a result and pursuant to a specific state ruling, HPG must be included in HCA's combined Tennessee franchise/excise tax return. Due to net operating losses of the combined group, no Tennessee Excise Tax has been paid by the combined group from 1999-2013. Although no tax has been paid, current and deferred taxes are reported in the Partnership's financial statements in accordance with ASC Topic 740, *Income Taxes*, as if the Partnership had filed a separate return with the taxing authority. No tax sharing agreement currently exists between HCA and HPG.

The Partnership's tax returns and the amounts reflected as distributable Partnership income or loss are subject to examination by the federal and state taxing authorities. In the event of an examination of the Partnership's tax return, the tax liability of the partners could be changed if any adjustment to the Partnership income or loss is ultimately sustained by the taxing authorities.

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Business Receipts Tax

A gross business receipts tax is levied against gross receipts of administration fees. During the year the Partnership settled with a state taxation authority to pay all business receipts taxes owed for the period July 1, 2009 – June 30, 2013. As of December 31, 2013, approximately \$[REDACTED] was accrued for the business receipts tax. This represents management's estimate of the amounts to be paid and is included as a component of taxes payable in the accompanying consolidated balance sheet.

##### Insurance Programs

HPG participates in a self-insured program for workers' compensation claims, which is administered by an HCA affiliate. The cost of the self-insured coverage is allocated to all participating HCA affiliates based, in part, on actual claims experience. The cost for the year ended December 31, 2013, was approximately \$[REDACTED] and is included as a component of salaries and benefits in the accompanying consolidated income statement.

##### Financial Instruments

The carrying amounts reported in the consolidated balance sheet for administrative fees receivable, other receivables, due from an HCA affiliate, accounts payable, net fees payable, accrued expenses, and other current liabilities approximate fair values due to the short maturities of the financial instruments. In addition, management believes the carrying amount of notes payable approximates fair value since they bear interest at variable rates, and interest expense is accrued on notes outstanding.

##### Concentration of Credit Risk

The Partnership's credit risks primarily relate to cash, administrative fees receivable, and other receivables. The Partnership has operating cash balances in banks in each of the international locations in which it operates. Deposits in these banks may exceed the amount of insurance provided on such deposits, if any. Management believes that these financial institutions are financially sound and, accordingly, believes that minimal credit risk exists. The Partnership has not experienced any losses on its cash deposits. Administrative fees receivable consist primarily of amounts due from vendors. Other receivables consist primarily of amounts due from GPO members related to fee-for-service engagements. The Partnership maintains an allowance for

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 2. Accounting Policies (continued)

##### Concentration of Credit Risk (continued)

doubtful accounts. This allowance is an estimate and is regularly evaluated by the Partnership for adequacy by taking into consideration factors such as past experience, credit quality of the member base, age of the receivable balances, both individually and in the aggregate, and current economic conditions that may affect a vendor or member's ability to pay. Provisions for the allowance for doubtful accounts attributed to bad debt are recorded in the consolidated income statement.

#### 3. Other Receivables

Other receivables, net consists of the following:

Other receivables	\$ [REDACTED]
Allowance for Doubtful Accounts	[REDACTED]
Net other receivables	<u>\$ [REDACTED]</u>

The total provision for bad debt was approximately \$ [REDACTED] for the year ended December 31, 2013.

#### 4. Retirement Plans

The Partnership participates in retirement plans administered by HCA affiliates. Liabilities associated with these retirement plans are maintained by HCA affiliates, and the expense of these plans is allocated to the Partnership and included as a component of salaries and benefits in the accompanying consolidated income statement.

#### 5. Notes Payable

During 2011, the Partnership entered into agreements with various HCA affiliates for notes payable approximating \$ [REDACTED]. The notes incur interest at a rate of prime plus 1% as remeasured at the start of each calendar quarter, and the interest is payable annually. The principle amount on the notes is payable within 30 days upon receipt of a written

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 5. Notes Payable (continued)

demand. The funds from these notes were used to finance ongoing operations of the subsidiary, HealthTrust Europe, LLP. As of December 31, 2013, approximately \$ [REDACTED] in accrued interest is due in 2014 and is included as a component other current liabilities in the accompanying consolidated balance statement.

Effective March 15, 2012, the Partnership's foreign subsidiary entered into an unsecured credit agreement (the Credit Agreement) with an HCA affiliate that provides for unsecured revolving borrowings up to £ [REDACTED] (approximately \$ [REDACTED] as of December 31, 2013) that matures on March 1, 2022. Borrowings under the Credit Agreement bear interest at a rate of LIBOR rates plus the applicable margin of 2.5%. Amounts borrowed on this line of credit were £ [REDACTED] (approximately \$ [REDACTED] as of December 31, 2013). Approximately \$ [REDACTED] in accrued interest is due on the Credit Agreement and is included as a component other current liabilities in the accompanying consolidated balance statement.

#### 6. Leases

Operating lease rental expense, relating primarily to the rental of office space and equipment, was approximately \$ [REDACTED] for the year ended December 31, 2013, and is included in the accompanying consolidated income statement as rents and leases.

Future minimum rental commitments under noncancelable operating leases (with an initial or remaining term in excess of one year) at December 31, 2013, are as follows:

2014	\$ [REDACTED]
2015	[REDACTED]
2016	[REDACTED]
2017	[REDACTED]
2018	[REDACTED]
Thereafter	[REDACTED]
Total minimum rental commitments	\$ [REDACTED]

Future minimum sublease rental commitments under noncancelable operating leases (with an initial or remaining term in excess of one year) at December 31, 2013, are \$ [REDACTED]

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 7. Commitments and Contingencies

The Partnership is subject to claims and suits arising in the ordinary course of business. In certain of these actions, the claimants may seek punitive damages against the Partnership, which are usually not covered by insurance. In the opinion of management, the ultimate resolution of such pending claims and legal proceedings will not have a material, adverse effect on the Partnership's results of operations or financial position.

The Partnership is party to an agreement whereby two of its partners could be paid a total of \$[REDACTED] upon an adverse change in control as strictly defined within the partnership agreement. However, because management controls if, and when, any such change in control would happen, and no such change is anticipated, no accrual is recorded as of December 31, 2013.

The Partnership has entered into and may continue to enter into agreements with various members guaranteeing a certain level of savings provided the applicable members agree to use the Partnership as their GPO. A penalty would be assessed against the Partnership, in some cases, if the savings levels are not realized. No significant penalties have been incurred related to these contracts as of December 31, 2013.

#### 8. Related-Party Transactions

The Partnership is allocated costs, interest income, and paid fees from HCA affiliates for various services including information systems fees, internal audit services, custom contracting, certain shared services and other operating expenses (such as payroll, interest, and insurance) as described in Note 2 under "Due From an HCA Affiliate."

Expenses for certain GPO-related services are paid by the Partnership to HMA pursuant to the provisions of its agreement with HPG. The cost for the year ended December 31, 2013, was approximately \$[REDACTED]. These costs are included in the accompanying consolidated income statement as a component of contract services.

Various fee-for-service engagements are performed for the partners of the GPO including HMA, Lifepoint, Consorta, UHS, and CHI. These engagements typically include custom contracting and data analytic services. Revenue for the engagements of approximately \$[REDACTED] is included in the accompanying consolidated income statement as a component of other revenues, and accounts receivable of approximately \$[REDACTED] are included in the accompanying consolidated balance sheet as a component of other receivables, net.



## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 9. Income Taxes

The provision for income taxes (benefit) is comprised of:

Current:	
State	\$ [REDACTED]
Foreign	
Deferred:	
State	[REDACTED]
* Provision for income taxes	<u>\$ [REDACTED]</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. Significant components of the Partnership's deferred tax assets at year end are as follows:

Foreign net operating loss carryforward	\$ [REDACTED]
Other	[REDACTED]
Gross deferred tax assets	[REDACTED]
Valuation allowance	[REDACTED]
Net deferred tax assets	<u>\$ [REDACTED]</u>

The valuation allowance is based on our assessment that it is more likely than not that certain deferred tax assets will not be realized in the foreseeable future. The valuation allowance as of December 31, 2013, related solely to the foreign net operating loss carryforwards. The foreign net operating loss carryforwards have no expiration date.

#### 10. Subsequent Events

The Partnership has evaluated subsequent events through October 6, 2014, the date the financial statements were available for issuance.

As of May 31, 2014, the Partnership acquired all outstanding shares of common stock of Cardiac Data Solutions, Inc. (CDS) for approximately \$[REDACTED]. The primary reason for the acquisition was to supplement clinical data needs for custom contracting strategies and services. The fair value of net tangible assets and identifiable intangible assets acquired totaled approximately \$[REDACTED] and \$[REDACTED] respectively. As a result, the Partnership recorded goodwill

## HealthTrust Purchasing Group, LP

### Notes to Consolidated Financial Statements (continued)

#### 10. Subsequent Events (continued)

of approximately \$[REDACTED]. The goodwill recognized as a result of the acquisition is primarily attributable to the workforce of CDS and the Partnership's ability to expand CDS' business by providing the Partnership's members access to new custom contracting strategies and clinical data tracking to improve patient outcomes.

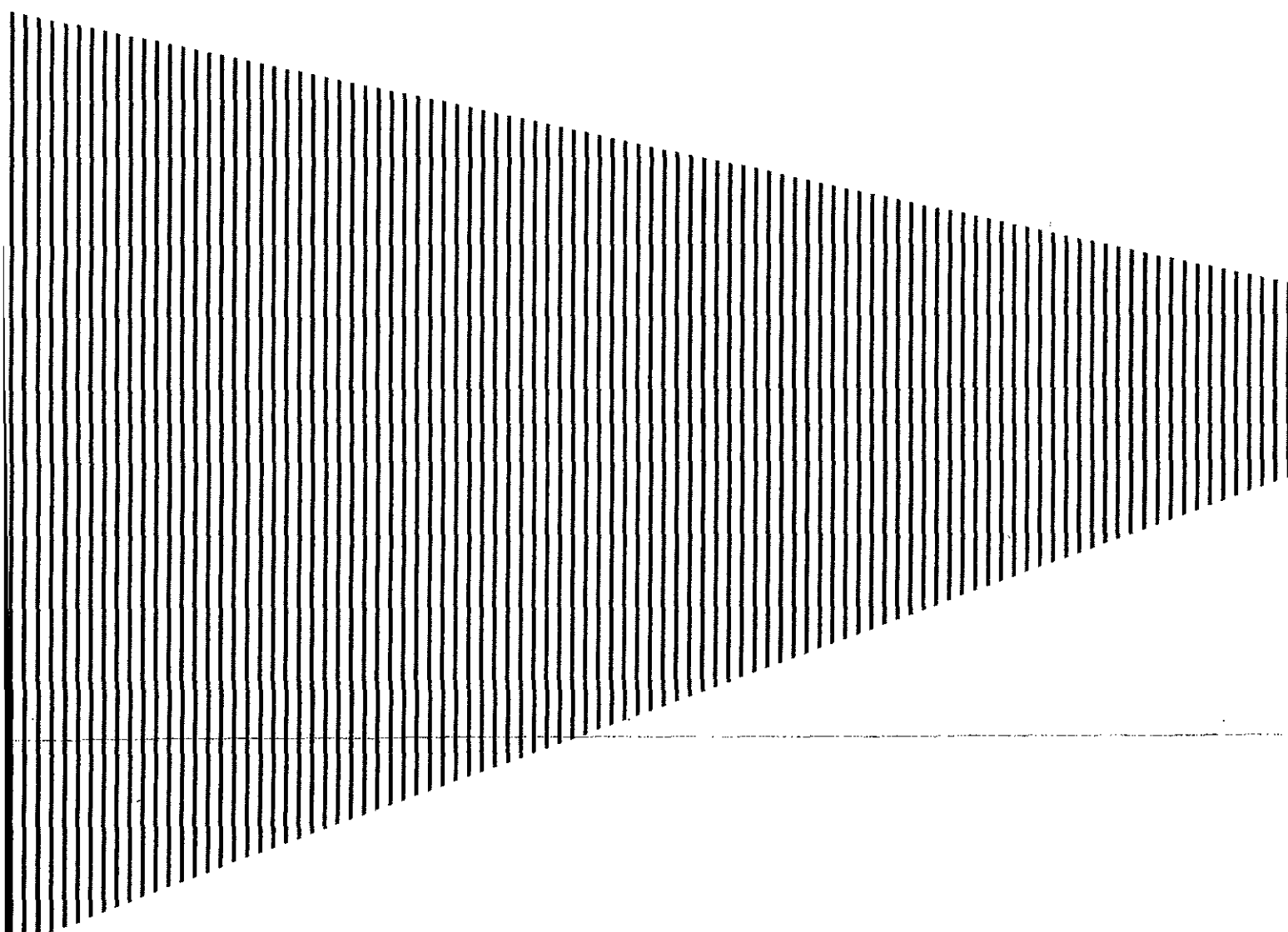
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**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-4 FINANCIAL ARRANGEMENTS**

Not applicable. Applicant will not be taking title to natural gas.

# CONFIDENTIAL

**HEALTHTRUST PURCHASING GROUP, L.P.  
RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS  
EXHIBIT C-5 FORECASTED FINANCIAL STATEMENTS**

Two years of Applicant's forecasted financial statements for its Competitive Retail Natural Gas Service operations are filed with the Commission separately under seal of confidentiality pursuant to a Motion for Protective Order and are not to be disclosed or disseminated to the public without the Applicant's prior written consent.

# COPY

## CONFIDENTIAL - REDACTED

### CONFIDENTIAL EXHIBIT

**HEALTHTRUST PURCHASING GROUP, L.P.  
RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS  
EXHIBIT C-5 FORECASTED FINANCIAL STATEMENTS**

Two years of Applicant's forecasted financial statements for its Competitive Retail Natural Gas Service operations related to Ohio are hereby submitted to the Commission separately under seal of confidentiality pursuant to a Motion for Protective Order and are not to be disclosed or disseminated to the public without the Applicant's prior written consent.

	2015	2016
GPO Fees	\$ [REDACTED]	\$ [REDACTED]
Expenses **	\$ [REDACTED]	\$ [REDACTED]
Operating Margin	\$ [REDACTED]	\$ [REDACTED]

#### NOTES:

- o Applicant does not have a segment balance sheet.
- o Forecast primarily based on committed deals in Ohio with some rollover assumptions.
- o \*\* Expenses for energy operations have been prorated based on estimated GPO fees by energy commodity for the state of Ohio. Expenses exclude most General & Administrative (G&A) expenses, such as leases, legal & financial support. These G&A expenses relate to costs at the entity wide level, as opposed to costs attributable to a specific business unit.

#### Preparer:

James Picardo  
Sr. Energy Accountant  
HealthTrust Purchasing Group  
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Brentwood, TN 37027  
[james.picardo@healthtrustpg.com](mailto:james.picardo@healthtrustpg.com)

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-6 CREDIT RATING**

Not applicable.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-7 CREDIT REPORT**

See attached credit report.





Decide with Confidence

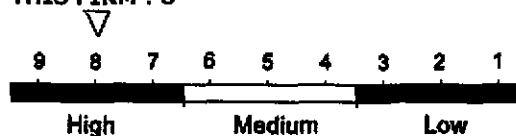
## Supplier Qualifier Report

[Print this Report](#)

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ATTN: **Name1**Report Printed: DEC 29 2014  
**In Date****BUSINESS INFORMATION****HEALTHTRUST PURCHASING GROUP, L.P.**

H P G

**155 Frankoin Rd Ste 400  
Brentwood, TN 37027**This is a **headquarters** location.  
Branch(es) or division(s) exist.**Telephone:** 615 377-1294**Fax:** 615 373-1788**Manager:** ED JONES, INTERIM PRES-CEO**Year started:** 2002**Employs:** 200 (Undetermined here)**History:** CLEAR**Financing:** SECURED**D-U-N-S® Number:** 06-840-6763**D&B Rating:** **1R3****Number of employees:** 1R is **10 or more** employees.**Composite credit appraisal:** 3 is **fair**.**D&B Supplier Risk:** **8****SUPPLIER EVALUATION RISK (SER) RATING FOR  
THIS FIRM : 8****D&B PAYDEX®****D&B PAYDEX: 80**

When weighted by dollar amount, payments to suppliers average generally within terms.



Based on up to 24 months of trade.

**SUMMARY ANALYSIS****D&B Rating:** **1R3****Number of employees:** 1R indicates **10 or more** employees.**Composite credit appraisal:** 3 is **fair**.

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 credit worthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive. For more information, see the D&B Rating Key.

Below is an overview of the company's rating history since 05/11/99:

<b>D&amp;B Rating</b>	<b>Date Applied</b>
1R3	10/25/12
--	07/01/11
1R2	09/10/09
1R3	08/23/06
1R2	08/17/04
--	02/12/03
1R4	04/30/02
--	02/12/02
1R3	01/23/02
--	05/11/99

The Summary Analysis section reflects information in D&B's file as of December 29, 2014.

#### **RISK SCORE ANALYSIS**

##### **SER COMMENTARY:**

- Proportion of past due balances to total amount owing.
- Recent high balance past due.
- Higher risk industry based on inactive rate for this industry.
- Paydex.
- Evidence of open suits.

#### **PROBABILITY OF CEASED OPERATIONS/BECOMING INACTIVE**

##### **SUPPLIER EVALUATION RISK RATING: 8**

The probability of ceased operations/becoming inactive indicates what percent of U.S. businesses is expected to cease operations or become inactive over next 12 months.

**Probability of Supplier Ceased Operations/Becoming Inactive :** 13.0% (1,300 PER 10,000)

**Percentage of US business with same SER score :** 12% (1,200 PER 10,000)

**Average Probability of Supplier Ceased Operations/Becoming Inactive :** 5.60% (560 PER 10,000)  
- Average of Businesses in D&B's Supplier Database

**CREDIT DELINQUENCY SCORE:** 451

#### **CUSTOMER SERVICE**

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company or its industry. Call Dun & Bradstreet's Customer Resource Center at 1.800.234.3867 from anywhere within the U.S. or visit our website at [www.dnb.com](http://www.dnb.com).

## HISTORY

The following information was reported **08/26/2014**:

**Management:** ED JONES, INTERIM PRES-CEO  
JOHN PAUL, CFO  
BILL FRANCIS, V PRES  
SHELLY WORKMAN, V PRES  
DOUG SWANSON, V PRES  
KENT PETTY, CIO

The Delaware Secretary of State's business registrations file showed that Healthtrust Purchasing Group, L.P. was registered as a Limited Partnership on April 28, 1999.

Business started 2002.

## RECENT EVENT:

On June 18, 2014, sources stated that Healthtrust Purchasing Group L.P., Brentwood, TN, has acquired certain of the assets and operations of Cardiac Data Solutions Inc., Atlanta, GA, on June 4, 2014. Further details are unavailable.

ED JONES. Previously held the position of chief operating officer of HealthTrust Purchasing Group and Parallon Supply Chain Solutions.

JOHN PAUL. 1999-present active here.

BILL FRANCIS. Mr. Francis earned his Bachelor of Science in Accounting from David Lipscomb University in Nashville, Tennessee.

SHELLY WORKMAN. Ms. Workman earned her Bachelor of Science degree at Ferris State University in Big Rapids, Michigan.

DOUG SWANSON. He earned his Bachelors Degree at the University of Michigan.

KENT PETTY. Petty most recently served as system vice president and CIO at Wellmont Health System.

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## BUSINESS REGISTRATION

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE AS OF MAY 18 2013:

**Registered Name:** HEALTHTRUST PURCHASING GROUP, L.P.

**Business type:** LIMITED PARTNERSHIP

**State of organization:** DELAWARE

**Filing date:** APR 28 1999

**Registration ID:** 3036033

**Status:** STATUS NOT AVAILABLE

**Where filed:** SECRETARY OF STATE/CORPORATIONS DIVISION, DOVER, DE

**Registered agent:** THE CORPORATION TRUST COMPANY, CORPORATION TRUST CENTER 1209 ORANGE ST, WILMINGTON, DE, 198010000

## OPERATIONS

08/26/2014

**Description:** Engaged in business services, specializing in purchasing services (100%).

Terms are Negotiate contracts which third parties can purchase. Sells to general public and commercial concerns. Territory : United States.

Nonseasonal.

**Employees:** 200 which includes partners. Undetermined employed here.**Facilities:** Rents 20,000 sq. ft. in a multi story brick building.**Location:** Central business section on well traveled street.**Branches:** Maintains a division at 155 Frankoin Rd, Brentwood, TN.**FAMILY LINKAGE**

This business is at the head of its corporate family tree. It is not a subsidiary of any other business.

**UNSPSC**

UNSPSC (United Nations Standard Product and Services Code) is a globally accepted commodity (Product and Services) classification system. HEALTHTRUST PURCHASING GROUP, L.P. offers the following product(s) and service(s):

**99990000      Unable to Code****NAICS**

Beginning in 1997, the **Standard Industrial Classification (SIC)** was replaced by the **North American Industry Classification System (NAICS)**. This six digit code is a major revision that not only provides for newer industries, but also reorganizes the categories on a production/process-oriented basis. This new, uniform, industry-wide classification system has been designed as the index for statistical reporting of all economic activities of the U.S., Canada, and Mexico.

**561499      All Other Business Support Services****SIC**

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific to a company's operations than if we use the standard 4-digit code.

**73899942      Purchasing service****D&B PAYDEX**

The D&B PAYDEX is a unique, dollar weighted indicator of payment performance based on up to 26 payment experiences as reported to D&B by trade references.

**3-Month D&B PAYDEX: 80**

When weighted by dollar amount, payments to suppliers average within terms.

**D&B PAYDEX: 80**

When weighted by dollar amount, payments to suppliers average generally within terms.



Based on trade collected over last 3 months.

Based on up to 24 months of trade.  
When dollar amounts are not considered, then  
approximately 88% of the company's payments are  
within terms.**PAYMENT SUMMARY**

The Payment Summary section reflects payment information in D&amp;B's file as of the date of this report.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	Total Rcv'd (#)	Total Dollar Amts (\$)	Largest High Credit (\$)	Within Terms (%)	Days Slow <31 31-60 61-90 90> (%)			
<b>Top industries:</b>								
Whol chemicals	3	47,500	25,000	79	21	-	-	-
Help supply service	2	10,000	5,000	50	25	-	25	-
Telephone communictns	1	9,000,000	9,000,000	100	-	-	-	-
Whol industrial suppl	1	35,000	35,000	100	-	-	-	-
Nonclassified	1	30,000	30,000	100	-	-	-	-
Periodical-print/publ	1	15,000	15,000	-	100	-	-	-
Trucking non-local	1	5,000	5,000	100	-	-	-	-
Whol computers/softwr	1	2,500	2,500	100	-	-	-	-
Misc business service	1	1,000	1,000	100	-	-	-	-
Investment advice	1	750	750	100	-	-	-	-
OTHER INDUSTRIES	6	1,700	750	100	-	-	-	-
<b>Other payment categories:</b>								
Cash experiences	7	850	250					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
<b>Placed for collections:</b>								
With D&B	0	0						
Other	0	N/A						
Total in D&B's file	26	9,149,300	9,000,000					

The highest **Now Owes** on file is \$2,000,000The highest **Past Due** on file is \$7,500

D&amp;B receives over 600 million payment experiences each year. We enter these new and updated experiences into D&amp;B Reports as this information is received.

**PAYMENT DETAILS****Detailed payment history**

Date Reported (mm/yy)	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (months)
12/14	Ppt	30,000	0	0		1 mo
11/14	Ppt	9,000,000	2,000,000	0		
	Ppt	35,000	15,000	0		1 mo
	Ppt	25,000	25,000	0		1 mo

	Ppt	5,000	0	0		6-12 mos
	Ppt	2,500	2,500	0		1 mo
	Ppt	1,000	1,000	0		1 mo
	Ppt	750	0	0		4-5 mos
	Ppt	500	250	0		1 mo
	Ppt	250	0	0		6-12 mos
	Ppt-Slow 30	20,000	20,000	7,500		1 mo
08/14	(012)	50			Cash account	1 mo
07/14	(013)	50			Cash account	1 mo
04/14	Ppt	50				1 mo
02/14	(015)	100			Cash account	1 mo
01/14	(016)	250			Cash account	6-12 mos
11/13	Slow 30	15,000	0	0		6-12 mos
10/13	Ppt	750	0	0		6-12 mos
07/13	Slow 30-90	5,000	0	0	N30	6-12 mos
06/13	Ppt	5,000	0	0		6-12 mos
	(021)	50			Cash account	1 mo
04/13	Ppt	2,500	0	0	N30	6-12 mos
	(023)	100			Cash account	1 mo
03/13	(024)	250			Cash account	1 mo
02/13	Ppt	100	0	0		6-12 mos
	Ppt	50	0	0		6-12 mos

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc.

Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

#### PAYMENT TRENDS

#### SUPPLIER VERSUS INDUSTRY PAYDEX

->	PRIOR 4 QTRS				CURRENT 12 MONTH TREND											
	2013	---	---	---	2014	---	---	---	---	---	---	---	---	---	---	---
	MAR	JUN	SEP	DEC	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Supplier PAYDEX	80	80	80	80	80	80	80	80	80	80	80	80	80	80	80	80
<b>Industry PAYDEX (Based on 13 establishments in SIC 73XX)</b>																
UP QRT	80	80	80	80			80			80			80			
MEDIAN	76	76	76	76			76			76			76			
LO QRT	69	69	69	69			69			69			68			

PAYDEX scores are updated daily and are based on upto 13 months of trade experiences from the Dun & Bradstreet trade file.

All amounts displayed within this report are in local currency.

#### FINANCE

08/26/2014

As of August 26, 2014, attempts to contact the management of this business have been unsuccessful. Outside sources confirmed operation and location.

#### PUBLIC FILINGS

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The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

**SUITS**

**Suit amount:** \$12,000  
**Status:** Pending  
**DOCKET NO.:** 201305700443CE  
**Plaintiff:** COMMONWEALTH OF PENNSYLVANIA, CITY OF PHILADELPHIA, PHILADELPHIA, PA  
**Defendant:** HEALTHTRUST PURCHASING GROUP  
**Cause:** CODE ENFORCEMENT  
**Where filed:** PHILADELPHIA MUNICIPAL COURT, PHILADELPHIA, PA  
  
**Date status attained:** 05/17/2013  
**Date filed:** 05/17/2013  
**Latest Info Received:** 06/15/2013

If it is indicated that there are defendants other than the report subject, the lawsuit may be an action to clear title to property and does not necessarily imply a claim for money against the subject.

**UCC FILINGS**

**Collateral:** Computer equipment including proceeds and products - Equipment including proceeds and products  
**Type:** Original  
**Sec. party:** GENERAL ELECTRIC CAPITAL CORPORATION, MILWAUKEE, WI  
**Debtor:** PETERSBURG HOSPITAL COMPANY, LLC  
**Filing number:** 14062438707  
**Filed with:** SECRETARY OF THE COMMONWEALTH/UCC DIVISION, RICHMOND, VA  
  
**Date filed:** 06/24/2014  
**Latest Info Received:** 09/03/2014

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

**GOVERNMENT ACTIVITY****Activity summary**

Congressional District:

07

The details provided in the Government Activity section are as reported to Dun & Bradstreet by the federal government and other sources.

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**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT C-8 Bankruptcy Information**

Not Applicable



**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT D-1 OPERATIONS**

A current description of the operational nature of Applicant's business functions follows. Applicant is a GPO, the members of which are hospitals and other healthcare providers, including not-for-profit and for-profit acute care hospitals, ambulatory surgery centers, alternate care sites, and physician practices. On behalf of its members, Applicant negotiates the purchase of goods and services with third-party suppliers, including negotiations for the purchase of natural gas and electricity services, so that its members can benefit from their combined purchasing power.

As part of its business functions, Applicant issues a RFP to third-party licensed or certificated competitive retail natural gas suppliers (CRNGS) to serve the aggregate demand of Applicant's participating members. Applicant then negotiates a Group Purchasing and Energy Aggregation Agreement (Group Purchasing Agreement) with the winning licensed CRNGS, including pricing and other terms of its members' purchase of natural gas from the third-party licensed CRNGS. In accordance with the Group Purchasing Agreement, each participating member enters into a separate Transaction Agreement with the CRNGS, whereby the member purchases natural gas directly from the CRNGS, and remits payment directly to the natural gas distribution company or the CRNGS. Applicant does not take title to the natural gas, make payments on behalf of its members, or receive any payments from its members. Applicant only receives an administrative fee from the CRNGS, to cover the costs of conducting the RFP and negotiating and administering the Group Purchasing Agreement.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT D-2 OPERATIONS EXPERTISE**

Applicant HPG's current experience and technical expertise in performing the operations referenced in Exhibit D-1 is evidenced by the number of years each of the employees in this section have been working in this industry – a combined total of approximately 100 years in the energy/healthcare industry. See resumes of key technical personnel at Exhibit D-3. As further evidence of HPG's current experience and technical expertise, Applicant notes that since its inception in 1999, its membership has grown to more than 4,000 healthcare providers located in virtually every state, with an aggregate annual purchasing volume of over \$19 billion. Applicant currently procures natural gas for over 800 member accounts located in about 36 states, managing gas volumes of over 19 billion cubic feet annually. Applicant also manages electricity contracts for over 1,400 electric member accounts in about 9 states and the District of Columbia with over 1.5 million MWh annually managed load.

**HEALTHTRUST PURCHASING GROUP, L.P.**  
**RENEWAL APPLICATION FOR COMPETITIVE RETAIL NATURAL GAS BROKERS/AGGREGATORS**  
**EXHIBIT D-3 KEY TECHNICAL PERSONNEL**

Key personnel involved in the operational aspects of Applicant's current business include:

**JON D. ERVIN, PE**

AVP, National Energy Programs

Email: [jon.ervin@healthtrustpg.com](mailto:jon.ervin@healthtrustpg.com)

Phone: (615) 344-3401

As the AVP of National Energy Programs for HealthTrust Purchasing Group, L.P., Jon Ervin directs the procurement of natural gas, electricity and related energy services for HealthTrust members. He is also responsible for an annual energy commodity budget of about \$300 million for HCA Inc., d/b/a Hospital Corporation of America. With about 163 hospitals in 20 states and Europe and over \$30 billion in annual revenues, HCA is the nation's largest for-profit healthcare organization.

Jon has been involved in many facets of the energy industry since the start of his career, including production, distribution, procurement and marketing. Jon directed energy affairs for a diversified manufacturer with glass, rubber and food operations and was a principal of Access Energy, one of the first and largest independent natural gas merchants. When Access was acquired by Enron Corp. in 1992, he was Senior Vice President of Marketing. He held various positions with Enron Capital & Trade Resources and Enron Energy Services until 1998 when he joined HCA.

Jon holds a BS in Civil Engineering from Purdue University and a MBA from Ball State University. He is a licensed Professional Engineer in the state of Ohio. In the aftermath of the energy crisis of the late 1970's, he was appointed by the governor of Ohio to the Public Audit Committee (PAC) of the Public Utilities Commission of Ohio which investigated the natural gas supply procurement practices of natural gas distribution utilities in Ohio.

**DAVE MCMILLAN, PE, CEM, CPQ**

Manager, Power Procurement

Email: [dave.mcmillan@healthtrustpg.com](mailto:dave.mcmillan@healthtrustpg.com)

Phone: (615) 344-3404

As the Manager of Power Procurement for HealthTrust Purchasing Group, Dave McMillan supports the management of energy costs for HealthTrust members participating in National Energy Programs. HealthTrust energy initiatives include the administration of deregulated electric and natural gas agreements, utility rate studies, evaluation of capital programs, utility negotiations, and the evaluation and implementation of new products and service offerings for HealthTrust participants.

Dave has twenty years of diverse energy industry experience including electrical design and engineering, utility negotiations, and deregulated energy procurement. Prior to joining HealthTrust, he was the energy manager for a Fortune 500 retailer. He also has previous experience working as an engineering design supervisor for an electric generation and transmission cooperative, project manager for utility consulting firm, and director of engineering for an energy service company. Before pursuing his engineering degree, Dave worked offshore for four years in the Gulf of Mexico on a jack-up drilling rig exploring for natural gas and oil. He also received training as an electrician and combat engineer during his ten years of service with the U.S Army Reserve and Alabama National Guard.

Dave received his Bachelor of Science in Engineering from the University of Alabama in Huntsville and his MBA from the University of Alabama. He is a licensed Professional Engineer in the States of Tennessee, Illinois and Georgia. He has been a member of the Institute of Electrical and Electronics Engineers (IEEE) for twenty years and is a senior member of the Association of Energy Engineers.

**BILL MILLER**

Manager, Energy Procurement

E-mail: [bill.miller@healthtrustpg.com](mailto:bill.miller@healthtrustpg.com)

Phone: (615) 344-3491

As Manager of Power Procurement for HealthTrust Purchasing Group, Bill Miller supports the management of energy costs for HealthTrust members participating in Energy Trust energy programs. HealthTrust energy initiatives include the administration of deregulated electric and natural gas agreements, utility rate studies, evaluation of capital programs, utility negotiations, demand response services, utility bill pay services. Bill is also involved with and the evaluation, negotiation and implementation of new procurement and service offerings for HealthTrust participants.

Bill has over twenty-two years of diverse energy industry experience including electrical design and engineering, commodity (energy, metals, and agricultural products) trading, contract negotiations and natural gas and electricity procurement in deregulated markets. Prior to joining HealthTrust, he was the energy manager for a Fortune 500 retailer with a total annual energy spend of over \$900 Million. He also has previous experience in setting up electricity trading desks as well as running the power system operation of an electric utility in the western United States.

Bill received his Bachelor of Science in Electrical Engineering from the University of Utah in Salt Lake City.

**ALICIA B. RYE**

Manager, Natural Gas Procurement

E-mail: [alicia.rye@healthtrustpg.com](mailto:alicia.rye@healthtrustpg.com)

Phone: (615) 344-3405

As Manager, Natural Gas Procurement, Alicia Rye is responsible for providing economic analysis to prospective participants, assisting clients in identifying optimum rate schedules, price risk hedging strategies, and generating benchmarking and utility rate analysis for gas accounts. Alicia also develops natural gas RFPs, analyzes results, and makes supplier recommendations to members.

Alicia has over 15 years of diverse utility and governmental experience encompassing regulatory, rate development, and economic development. Her experience proves invaluable in analyzing regulatory and energy information and supporting the HealthTrust membership and their facility management teams with energy analysis and reporting.

Alicia has a MBA from Tennessee Technological University and a B.S. in Business Management from David Lipscomb University. Before joining HealthTrust, she was a Senior Rate Analyst at Atmos Energy Corporation and prior to that was a consulting firm associate engaged in promoting economic, community, and industrial development.