

LANCASTER HOSPITAL CORP

Form S-4/A

April 02, 2012

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As filed with the Securities and Exchange Commission on April 2, 2012

Registration No. 333-180265

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 1**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**CHS/COMMUNITY HEALTH SYSTEMS, INC.**

Additional Registrants listed on Schedule A hereto

(Exact name of registrants as specified in their charters)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>8062</b> (Primary Standard Industrial Classification Code Number)	<b>76-0137985</b> (I.R.S. Employer Identification No.)
<b>4000 Meridian Boulevard Franklin, Tennessee 37067 (615) 465-7000</b>		

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

**Rachel A. Seifert**

**CHS/Community Health Systems, Inc.**

**Executive Vice President and General Counsel**

**4000 Meridian Boulevard**

**Franklin, Tennessee 37067**

**(615) 465-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Joshua N. Korff**

**Michael Kim**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, New York 10022-4611**

**(212) 446-4800**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	..		Accelerated filer	..
Non-accelerated filer	x	(Do not check if a smaller reporting company)	Smaller reporting company	..

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
8.00% Senior Notes Due 2019 <sup>(2)</sup>	\$1,000,000,000	\$1,000,000,000	\$114,600 <sup>(4)</sup>
8.00% Senior Notes Due 2019 <sup>(3)</sup>	\$1,000,000,000	\$1,000,000,000	\$114,600
Guarantees of 8.00% Senior Notes Due 2019	\$2,000,000,000		(5)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Represents Registrant's 8% Senior Notes Due 2019 issued on November 22, 2011
- (3) Represents Registrant's 8% Senior Notes Due 2019 issued on March 21, 2012
- (4) Previously paid
- (5) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents****Additional Registrants****Schedule A**

<b>Exact Name of Additional Registrants</b>	<b>Jurisdiction of Incorporation or Formation</b>	<b>Principal Executive Offices</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
Community Health Systems, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	13-3893191
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Anna Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4431843
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Big Bend Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2717545
Big Spring Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2574581
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Blue Island Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4082512
Blue Island Illinois Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1667279
Brownsville Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557534
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
Centre Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4370931
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHS Kentucky Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639057
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
CHS Washington Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3272205
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627
Clinton Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	90-0003715
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community GP Corp.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1648466
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
Community LP Corp.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1648206
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
Crestwood Hospital, LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
CSRA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5111915
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Deming Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	85-0438008
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
DHSC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2871473
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Evanston Hospital Corporation	WY	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	83-0327475
Fallbrook Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	91-1918215
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413
Forrest City Arkansas Hospital Company, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4217095
Forrest City Hospital Corporation	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4216978
Fort Payne Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4370870
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Galesburg Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1485782
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
Granite City Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4460625
Granite City Illinois Hospital Company, LLC	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4460628
Greenville Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1134649
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital of Barstow, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0385534
Hospital of Fulton, Inc.	KY	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1218106
Hospital of Louisa, Inc.	KY	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1238190
Hospital of Morristown, Inc.	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson Hospital Corporation (KY)	KY	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1285331
Jackson Hospital Corporation (TN)	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jourdanton Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-3011840
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Lakeway Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lexington Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557533

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
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Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252
Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Marion Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1359605
Martin Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Massillon Community Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	55-0799029
Massillon Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	34-1840860
Massillon Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0201156
McKenzie Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557531
McNairy Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557530
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Merger Legacy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344746
MMC of Nevada, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1543617
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
MWMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8007512
Nanticoke Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577346
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
National Healthcare of Mt. Vernon, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1622971
National Healthcare of Newport, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0616802



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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	NV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790
Northampton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2325498
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Payson Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0874009
Peckville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672049
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phillips Hospital Corporation	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2976342
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786
QHG Georgia Holdings, Inc.	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of Massillon, Inc.	OH	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	31-1472380
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
QHG of Warsaw Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1764509
Quorum Health Resources, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1742954
Red Bud Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4444121
Red Bud Illinois Hospital Company, LLC	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4443919
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
San Miguel Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2930034
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991
Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Shelbyville Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Spokane Valley Washington Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1315140
Spokane Washington Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1315081
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Tooele Hospital Corporation	UT	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	87-0619248
Triad Healthcare Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad of Oregon, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1761990
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926
Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
	DE		8062	62-1681610

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Triad-Navarro Regional Hospital Subsidiary, LLC		4000 Meridian Boulevard Franklin, Tennessee 37067		
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671

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Exact Name of Additional Registrants	Jurisdiction of Incorporation or Formation	Principal	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification No.
		Executive Offices		
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Warren Ohio Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-3190619
Warren Ohio Rehab Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-3190578
Watsonville Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	91-1894113
Waukegan Hospital Corporation	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3978400
Waukegan Illinois Hospital Company, LLC	IL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3978521
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
West Grove Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	25-1892279
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Williamston Hospital Corporation	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1749107
Women & Children s Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762556
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE		8062	62-1762418

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Youngstown Ohio Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-3074094
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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion, Dated April 2, 2012**

PROSPECTUS

**\$2,000,000,000**

**CHS/Community Health Systems, Inc.**

**Exchange Offer for 8.00% Senior Notes due 2019**

Offer for outstanding 8.00% Senior Notes due 2019, in the aggregate principal amount of \$2,000,000,000, consisting of (i) \$1,000,000,000 aggregate principal amount of 8.000% Senior Notes due 2019 issued on November 22, 2011 (the Existing Notes ), and (ii) \$1,000,000,000 aggregate principal amount of 8.000% Senior Notes due 2019 issued on March 21, 2012 as additional notes under the indenture governing the Existing Notes (the Add-On Notes and, together with the Existing Notes, the Old Notes ) in exchange for up to \$2,000,000,000 in aggregate principal amount of 8.00% Senior Notes due 2019 which have been registered under the Securities Act of 1933, as amended (which we refer to as the Exchange Notes and, together with the Old Notes, the notes ).

**Terms of the Exchange Offer**

Expires 11:59 p.m., New York City time, , 2012, unless extended.

You may withdraw tendered outstanding Old Notes any time before the expiration or termination of the exchange offer.

Not subject to any condition other than that the exchange offer does not violate applicable law or any interpretation of the staff of the Securities and Exchange Commission.

We can amend or terminate the exchange offer.

We will not receive any proceeds from the exchange offer.

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The exchange of Old Notes for the Exchange Notes should not be a taxable exchange for United States federal income tax purposes. See Material United States Federal Income Tax Considerations.

### Terms of the Exchange Notes

The Exchange Notes will be general unsecured obligations and will rank equally in right of payment with all of our existing and future indebtedness that is not expressly subordinated thereto, senior in right of payment to any future indebtedness that is expressly subordinated in right of payment thereto and effectively junior to our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness in addition to all indebtedness of our non-guarantor subsidiaries.

The Exchange Notes will be fully, jointly, severally and unconditionally guaranteed on a senior unsecured basis by Community Health Systems, Inc. and certain of our existing and future direct and indirect subsidiaries that guarantee any of our other indebtedness, all of which we refer to in this prospectus as the guarantors.

The Exchange Notes will mature on November 15, 2019.

The Exchange Notes will accrue interest at a rate per annum equal to 8.00% and will be payable semi-annually on each May 15 and November 15, beginning on May 15, 2012.

We may redeem the Exchange Notes in whole or in part from time to time. See Description of Exchange Notes.

If we experience certain changes of control, we must offer to purchase the Exchange Notes at 101% of their aggregate principal amount, plus accrued and unpaid interest, if any.

The terms of the Exchange Notes are substantially identical to those of the outstanding Old Notes, except the transfer restrictions, registration rights and additional interest provisions relating to the Old Notes do not apply to the Exchange Notes.

**For a discussion of the specific risks that you should consider before tendering your outstanding Old Notes in the exchange offer, see Risk Factors beginning on page 18 of this prospectus.**

There is no established trading market for the Old Notes or the Exchange Notes. We do not intend to list the Exchange Notes on any securities exchange or seek approval for quotation through any automated trading system.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Old Notes where such Old Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. The Issuer has agreed that, for a period of 180 days after the Expiration Date (as defined herein), it will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is \_\_\_\_\_, 2012



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Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). A broker-dealer who acquired Old Notes as a result of market making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes. We have agreed that, for a period of up to 180 days after the closing of the exchange offer, we will make this prospectus available for use in connection with any such resale. See Plan of Distribution.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities other than those specifically offered hereby or an offer to sell any securities offered hereby in any jurisdiction where, or to any person whom, it is unlawful to make such offer or solicitation. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or issuing the Exchange Notes.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as expects, anticipates, intends, plans, believes, estimates, thinks and similar expressions are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following:

general economic and business conditions, both nationally and in the regions in which we operate;

implementation and effect of adopted and potential federal and state healthcare legislation;

risks associated with our substantial indebtedness, leverage and debt service obligations;

demographic changes;

changes in, or the failure to comply with, governmental regulations;

potential adverse impact of known and unknown government investigations, audits and Federal and State False Claims Act litigation and other legal proceedings;

our ability, where appropriate, to enter into and maintain managed care provider arrangements and the terms of these arrangements;

changes in, or the failure to comply with, managed care provider contracts could result in disputes and changes in reimbursement that could be applied retroactively;

changes in inpatient or outpatient Medicare and Medicaid payment levels;

increases in the amount and risk of collectability of patient accounts receivable;

increases in wages as a result of inflation or competition for highly technical positions and rising supply costs due to market pressure from pharmaceutical companies and new product releases;

liabilities and other claims asserted against us, including self-insured malpractice claims;

competition;

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our ability to attract and retain, without significant employment costs, qualified personnel, key management, physicians, nurses and other healthcare workers;

trends toward treatment of patients in less acute or specialty healthcare settings, including ambulatory surgery centers or specialty hospitals;

changes in medical or other technology;

changes in GAAP;

the availability and terms of capital to fund additional acquisitions or replacement facilities;

our ability to successfully acquire additional hospitals or complete divestitures;

our ability to successfully integrate any acquired hospitals or to recognize expected synergies from such acquisitions;

our ability to obtain adequate levels of general and professional liability insurance;

timeliness of reimbursement payments received under government programs, and

the other risk factors set forth in our public filings.

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Some of the other important factors that could cause actual results to differ materially from our expectations are disclosed under Risk Factors and elsewhere in, or incorporated by reference into, this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. Although we believe that these statements are based upon reasonable assumptions, we can give no assurance that our goals will be achieved. Given these uncertainties, prospective investors are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are made as of the date of this prospectus. All subsequent written and oral forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements. We do not undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**INDUSTRY AND MARKET DATA**

The data included in this prospectus regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on reports of government agencies, published industry sources and other sources we believe to be reliable. While we believe that these studies and reports and our own research and estimates are reliable and appropriate, neither we nor the initial purchasers have independently verified such data and neither we nor the initial purchasers make any representations as to the accuracy of such information. Accordingly, investors should not place undue reliance on such data.

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**SUMMARY**

*The following summary contains important information about us and the exchange offer but may not contain all information that may be important to you in making a decision to tender your Old Notes. For a more complete understanding of our company and the exchange offer, we urge you to read carefully this entire prospectus, including the sections entitled Risk Factors and Cautionary Statement Regarding Forward-Looking Statements and the financial statements (including the accompanying notes) appearing elsewhere in this prospectus or incorporated by reference herein.*

*Unless otherwise indicated or the context requires otherwise, references in this prospectus to CHS, we, our, us and the Company refer to Community Health Systems, Inc. and its consolidated subsidiaries, including CHS/Community Health Systems, Inc., the issuer of the Exchange Notes. References to the Issuer refer to CHS/Community Health Systems, Inc. alone, and references to Holdings refer to Community Health Systems, Inc. alone.*

**Our Company**

We are one of the largest publicly-traded operators of hospitals in the United States in terms of number of facilities and net operating revenues. We provide healthcare services through the hospitals that we own and operate in non-urban and selected urban markets throughout the United States. As of December 31, 2011, we owned or leased 131 hospitals, geographically diversified across 29 states, with approximately 19,700 licensed beds. We generate revenues by providing a broad range of general and specialized hospital healthcare services to patients in the communities in which we are located. Services provided by our hospitals include general acute care, emergency room, general and specialty surgery, critical care, internal medicine, obstetrics, diagnostic, psychiatric and rehabilitation services. As an integral part of providing these services, we also employ approximately 2,000 physicians and an additional 500 licensed healthcare practitioners, and provide additional outpatient services at urgent care centers, occupational medicine clinics, imaging centers, cancer centers, ambulatory surgery centers, and home health and hospice agencies. In a number of our markets, we have partnered with local physicians or not-for-profit providers, or both, in the ownership of our facilities. Also, through our wholly-owned subsidiary, Quorum Health Resources, LLC, we provide management and consulting services to non-affiliated general acute care hospitals located throughout the United States. For the year ended December 31, 2011, we generated net operating revenue of approximately \$13.6 billion and net income attributable to Community Health Systems, Inc. of approximately \$201.9 million.

Historically, we have grown by acquiring hospitals and by improving the operations of our facilities. We generally target hospitals in growing, non-urban and selected urban healthcare markets for acquisition because of their favorable demographic and economic trends and competitive conditions. Because non-urban service areas have smaller populations, there are generally fewer hospitals and other healthcare service providers in these communities and generally a lower level of managed care presence in these markets. We believe that smaller populations support less direct competition for hospital-based services and these markets generally view the local hospital as an integral part of the community. Patients needing the most complex care are more often served by the larger, more specialized urban hospitals. We believe opportunities exist for skilled, disciplined operators in selected urban markets to create networks between urban hospitals and non-urban hospitals in order to expand the breadth of services offered in the non-urban hospitals while improving physician alignment in those markets and making it more attractive to managed care.

We had limited our acquisition activity after our acquisition of Triad Hospitals, Inc. in 2007 but during 2010, we fully resumed our acquisition strategy by acquiring five hospitals. For the year ended December 31, 2011, we acquired four hospitals and entered into definitive agreements to acquire three additional hospitals. Subsequent to December 31, 2011, we acquired three hospitals and entered into a definitive agreement to acquire one additional hospital.

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### **Our Competitive Strengths**

We believe the following strengths will allow us to continue to improve our operations and profitability:

***Strong presence in attractive markets.*** We believe we are one of the leading providers of acute care services in many of the markets we serve and we estimate that we are the sole acute care service provider in approximately 60% of these markets. We continue to focus on non-urban and smaller urban markets that may have attractive demographic growth and/or an underserved medical population. In general, reimbursement is more favorable in these markets than in markets with greater direct competition for hospital-based services. In some of our markets, we receive higher reimbursement rates from Medicare for designated sole community hospitals.

Our more recent acquisition activity has also focused on the acquisition of larger hospitals in more competitive, mid-sized urban and suburban markets. In these types of markets, we seek to develop or expand specialty services that have the potential to yield high patient and physician satisfaction, expand the hospital's local referral network, and acquire and integrate larger physician practices.

We believe our market positioning strategy will create growth opportunities and allow us to develop long-term relationships with patients, physicians, employers and third-party payors and enable us to achieve an attractive return on investments in facility expansion and physician recruitment.

***Emphasis on quality of care.*** We intend to maintain an emphasis on patients and clinical outcomes. We understand that high levels of clinical care are only achieved when quality is a company-wide focus that embraces patient, physician and employee satisfaction and continual, systematic improvements. Seeking the highest levels of improvement typically yields the best results for patients, reduces risk and improves our financial performance. We have developed and implemented programs to support and monitor quality of care improvement that include:

standardized data and benchmarks and sharing of best practices to assist and monitor hospital quality improvement efforts;

recommended policies and procedures based on the best medical and scientific evidence;

hospital-based training and coaching to achieve success with respect to expectations of accrediting agencies;

training programs for hospital management and clinical staff regarding regulatory and reporting requirements, as well as skills in leadership, communications and service; and

evidence-based tools for improving patient, physician and staff satisfaction.

As a result of these efforts, we have achieved significant progress in clinical quality. Our hospitals achieved an internally reported, overall inpatient score of 98.6% for the third quarter of 2011, which compares to The Centers for Medicare and Medicaid Services' (CMS) clinical core measures national average, from publicly reported data for all applicable hospitals, of approximately 96.0% as of December 31, 2010. Forty-one of our hospitals were named to The Joint Commission's list of 405 Top Performers on Key Quality Measures. We intend to pair our emphasis on quality of care with our highly effective corporate compliance program. We believe that a culture of compliance and unquestioned ethics is a necessary predicate to seek to improve the patient care experience.

***Geographic diversity and operating scale.*** As of December 31, 2011, we owned and operated 131 hospitals, geographically diversified across 29 states, with approximately 19,700 licensed beds. Our geographic diversity helps to mitigate risks associated with fluctuating state regulations related to Medicaid reimbursement and state-specific economic conditions. Furthermore, we believe the size of our operations enables us to realize the benefits of economies of scale, purchasing power and increased operating efficiencies and return on information technology and other capital investments.



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***Strong history of revenue growth, improving profitability and generating cash flow.*** From the year ended December 31, 2008 to the year ended December 31, 2011, we increased net operating revenues from \$10.6 billion to \$13.6 billion, income from continuing operations from \$238 million to \$336 million, and we increased cash flows from operating activities from \$1.1 billion to \$1.3 billion. We have improved profitability by expanding our service offerings to include more complex care, optimizing our emergency room strategy across our portfolio of hospitals, and selectively making capital investments in projects that generate a high return on investment. Consistent cash flows from operations have enabled us to invest in our operations and continue to pursue attractive growth opportunities. In 2010, we fully resumed our acquisition strategy by acquiring five hospitals and have acquired 17 hospitals since the beginning of 2008, the first full year following our acquisition of Triad Hospitals, Inc. In many cases, we have been able to acquire facilities with mid-single digit Adjusted EBITDA margins and double those margins after the acquisition. For example, since 2010, we acquired seven hospitals with \$732 million of total revenues for the trailing 12 months prior to acquisition with an average Adjusted EBITDA margin of 1.4%. In comparison, as of the year ended December 31, 2011, our same store Adjusted EBITDA margin was 14.3%, which provides a significant opportunity to improve operating profitability at these acquired hospitals, generate cash flow and deleverage our balance sheet. In addition, for the years ended December 31, 2008, 2009, 2010 and 2011 we achieved same-store Adjusted EBITDA growth of 17.7%, 9.8%, 5.6% and 5.6%, respectively.

***Experienced management team with a proven track record.*** We have a strong and committed management team that has substantial industry knowledge and a proven track record of operations success in the hospital industry. Our chief executive officer and chief financial officer each have over 30 years of experience in the healthcare industry and have worked together since 1973. In addition, our division presidents have, on average, over 20 years of healthcare experience. We have established an extensive record of providing high quality care, profitably growing our business, making and integrating strategic acquisitions and effectively reinvesting capital to execute our growth strategy.

## **Our Growth Strategy**

We intend to continue to grow our business and improve our financial performance by implementing our growth strategy, the key elements of which are to:

***Increase revenue at our facilities.*** We seek to increase revenues at our facilities by providing a broader range of services in a more attractive care setting. We intend to continue to expand the breadth of services offered at our hospitals through targeted capital expenditures to support the addition of more complex and specialty services. We have also expanded and renovated existing emergency rooms, surgical suites, intensive and critical care units and specialty services. Emergency rooms represent approximately 60% of our hospital admissions and we have taken steps to increase patient flow by renovating and expanding these facilities, improving service, reducing waiting times and implementing marketing campaigns publicizing our capabilities in the local communities. We believe that appropriate capital investments in our facilities combined with the development of our service capabilities will reduce the migration of patients to competing providers while providing an attractive return on investment.

Our primary method of expanding medical services is recruiting additional primary care physicians and specialists. We have increased the number of physicians affiliated with us through our recruiting efforts, net of turnover, by approximately 869 in 2011, 935 in 2010 and 772 in 2009. Over 50% of the physicians that commenced practice with us in 2011 were specialists. Additionally, in response to the growing trend in physicians seeking employment, we have been employing more physicians, including acquiring physician practices; however, most of the physicians in our communities remain in private practice and are not our employees.



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**Improve profitability.** We continually focus on improving operating efficiency to increase our operating margins. We seek to implement cost containment programs and adhere to operating philosophies that include:

standardizing and centralizing our methods of operation and management;

optimizing resource allocation through our case and resource management program, which assists in improving clinical care and containing costs;

monitoring and enhancing productivity of our human resources;

capitalizing on purchasing efficiencies through the use of company-wide standardized purchasing contracts and terminating or renegotiating specified vendor contracts; and

installing a standardized management information system, resulting in more efficient billing and collection procedures.

**Grow through selective acquisitions.** Each year we intend to acquire, on a selective basis, approximately two to four hospitals that fit our acquisition criteria. Most of our acquisition targets are municipal or other not-for-profit hospitals. We believe that our access to capital, reputation for providing quality care and ability to recruit physicians make us an attractive partner for these communities. We have remained disciplined in our approach to acquisitions and in each year since 1997, we have met or exceeded our acquisition goals. In 2010, we acquired five hospitals, and in 2011, we acquired four hospitals and entered into definitive agreements to acquire three additional hospitals. Subsequent to December 31, 2011, we acquired three hospitals and entered into a definitive agreement to acquire one additional hospital.

## **Our Industry**

Hospital services, the market in which we operate, is the largest single category of the healthcare industry at 31.4% of total healthcare spending in 2010, or approximately \$814.0 billion, as reported by CMS. CMS projects the hospital services category to grow by approximately 4.7% per year through 2020, and expects growth in hospital healthcare spending to continue due to the aging of the U.S. population and consumer demand for expanded medical services. As hospitals remain the primary setting for healthcare delivery, CMS expects hospital services to remain the largest category of healthcare spending.

We believe that we are well-positioned to benefit from the expected growth in hospital spending, as well as the shifts in demographics in the United States. According to the U.S. Census Bureau, there are approximately 40.3 million Americans aged 65 or older in the United States, who comprise approximately 13.0% of the total U.S. population. By the year 2030, the number of Americans aged 65 or older is expected to increase to 72.1 million, or 19.3% of the total population. Due to the increasing life expectancy of Americans, the number of people aged 85 years and older is also expected to increase from 5.8 million to 8.7 million by the year 2030. This increase in life expectancy will increase demand for healthcare services and the demand for innovative, more sophisticated means of delivering these services. Hospitals, as the largest category of care in the healthcare market, are expected to be among the main beneficiaries of this increase in demand. Based on data compiled for us, the populations of these service areas where our hospitals are located grew by 24.0% from 1990 to 2010 and are expected to grow by 3.9% from 2010 to 2015. The number of people aged 65 or older in these service areas grew by 27.4% from 1990 to 2010 and is expected to grow by 14.9% from 2010 to 2015.

The Patient Protection and Affordable Care Act, as amended by the Healthcare and Education Reconciliation Act of 2010 (collectively, the Health Reform Law ), is intended to change the way healthcare services are covered, delivered and reimbursed in the United States. It seeks to do so through expanded coverage of uninsured individuals, significant reductions in the growth of Medicare program payments, material decreases in Medicare and Medicaid disproportionate share hospital ( DSH ) payments, and the establishment of programs in which reimbursement is tied in part to quality, integration and the reduction of healthcare costs per



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beneficiary. The Health Reform Law, as enacted, is expected to expand health insurance coverage to approximately 32 million additional individuals by 2016 and to approximately 34 million additional individuals by 2021 through a combination of public program expansion and private sector health insurance reforms. We believe the expansion of private sector and Medicaid coverage will, over time, increase our reimbursement related to providing services to individuals who were previously uninsured. On the other hand, the reductions in the growth in Medicare payments and the decreases in DSH payments will adversely affect our government reimbursement. Because of the many variables involved, including pending court challenges, the potential for changes to the law as a result of efforts to amend or repeal the law, and budgetary issues at federal and state levels, we are unable to predict the net impact of the Health Reform Law on us. We believe, however, that our experienced management team, emphasis on quality care and diversified operations will enable us to benefit from the opportunities it presents, as well as adapt to its challenges.

## **Recent Developments**

### ***Credit Facilities***

On March 6, 2012, Holdings and the Issuer entered into a new \$750 million senior secured revolving credit facility (the Replacement Revolver Facility ) and incurred a new \$750 million incremental term loan A facility (the Incremental Term Loan ). The Replacement Revolver Facility replaced in full the previously existing revolving credit facility under the Credit Agreement, dated as of July 25, 2007, as amended and restated as of November 5, 2010 and February 2, 2012 (the Credit Agreement ). The proceeds of the Incremental Term Loan were used to repay existing term loans under the Credit Agreement. In addition, effective February 2, 2012, we completed an additional amendment and restatement of the Credit Facility, which extended by two and a half years the maturity date of \$1.6 billion of our existing non-extended term loans under the Credit Facility, until January 25, 2017 (subject to customary acceleration events) or, if more than \$50 million of the Issuer's 8.875% Senior Notes due 2015 (the 2015 Notes ) are outstanding on April 15, 2015, to April 15, 2015. As of March 7, 2012, the principal amount outstanding under our revolving credit facility was \$500 million and the amount available for borrowing thereunder was \$250 million.

On March 21, 2012, the Issuer and certain of its subsidiaries entered into an accounts receivable securitization program (the Receivables Facility ) with a group of conduit lenders and liquidity banks, Credit Agricole Corporate and Investment Bank, as a managing agent and as the administrative agent, and The Bank of Nova Scotia, as a managing agent. Pursuant to the Receivables Loan Agreement, dated as of March 21, 2012 (the Receivables Loan Agreement ), among CHS Receivables Funding, LLC, a special purpose limited liability company and a wholly owned subsidiary of the Issuer ( CHS Receivables ), the administrative agent, the lenders party thereto, the financial institutions party thereto as managing agents for the conduit lenders, and Community Health Systems Professional Services Corporation, as the collection agent, CHS Receivables agreed to grant security interests in its accounts receivables and other related assets to the administrative agent in exchange for borrowings from the lenders of up to \$300 million outstanding from time to time based on the availability of eligible receivables and other customary factors. As of March 31, 2012, the principal amount outstanding under our Receivables Facility was \$300 million. We used the proceeds of from the Receivables Facility to pay down a portion of the amount outstanding under the Replacement Revolver Facility. We expect to continue to manage the maturities of our indebtedness and pursue opportunistic refinancing transactions.

### ***Tender Offer***

On March 7, 2012, we commenced a cash tender offer for up to \$700 million aggregate principal amount of the 2015 Notes, and subsequently increased the maximum amount of the 2015 Notes to be purchased in the tender offer to \$850 million, on the terms and subject to the conditions set forth in our Offer to Purchase dated March 7, 2012 (as supplemented, the Tender Offer ). This prospectus is not an offer to purchase or a solicitation of an offer to purchase any 2015 Notes. The Tender Offer is only being made by the Offer to Purchase referred to above.

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The Tender Offer is currently scheduled to expire at 5:00 p.m. on April 4, 2012. We are offering, subject to the terms and conditions of the Tender Offer, to pay a total consideration of \$1,047.50 (including an early tender payment of \$30.00) per \$1,000 principal amount of 2015 Notes validly tendered in the Tender Offer on or prior to 12:00 midnight on March 20, 2012 (as the same may be extended, the Early Tender Deadline ), plus accrued and unpaid interest. The early tender payment will not be paid for any 2015 Notes accepted for purchase that are validly tendered after the Early Tender Deadline and prior to the expiration of the Tender Offer.

## **Our Corporate Information**

Community Health Systems, Inc. was incorporated in the State of Delaware on June 6, 1996. CHS/Community Health Systems, Inc. was incorporated in the State of Delaware on March 25, 1985. Our principal executive offices are located at 4000 Meridian Boulevard, Franklin, Tennessee 37067, and our telephone number is (615) 465-7000. Our website is [www.chs.net](http://www.chs.net). **Information on our website shall not be deemed part of this prospectus.**

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**The Exchange Offer**

On November 22, 2011, we sold, through a private placement exempt from the registration requirements of the Securities Act, \$1,000,000,000 of our 8.00% Senior Notes due 2019, all of which are eligible to be exchanged for Exchange Notes. We refer to these notes as Existing Notes in this prospectus. On March 21, 2012, we sold, through a private placement exempt from the registration requirements of the Securities Act, an additional \$1,000,000,000 of our 8.00% Senior Notes due 2019, issued under the indenture governing the Existing Notes, all of which are eligible to be exchanged for Exchange Notes. We refer to these notes as Add-On Notes in this prospectus and together with the Existing Notes, the Old Notes.

The Add-On Notes have terms substantially identical to those of the Existing Notes. The Existing Notes and the Add-On Notes are treated as a single class for all purposes of the indenture governing the Old Notes, including waivers, amendments, redemptions and offers to purchase.

Simultaneously with the private placements of the Old Notes, we entered into two registration rights agreements, (i) one with respect to the Existing Notes, dated November 22, 2011 (the Existing Notes Registration Rights Agreement), with the initial purchasers of the Old Notes, and (ii) one with respect to the Add-On Notes, dated March 21, 2011 (the Add-On Notes Registration Rights Agreement and together with the Existing Notes Registration Rights Agreement, the Registration Rights Agreements). Under the Registration Rights Agreements, we are required to file a registration statement with the Securities and Exchange Commission (the SEC) enabling the holders of the Old Notes to exchange their Old Notes for Exchange Notes with identical terms, and to use our commercially reasonable efforts to complete the exchange offer pursuant to the terms of each such Registration Rights Agreement. You may exchange your Old Notes for Exchange Notes in this exchange offer. You should read the discussion under the headings Summary of Exchange Offer, The Exchange Offer and Description of Exchange Notes for further information regarding the Exchange Notes.

We did not register the Old Notes under the Securities Act or any state securities law, nor do we intend to after the exchange offer. As a result, the Old Notes may only be transferred in limited circumstances under the securities laws. If the holders of the Old Notes do not exchange their Old Notes in the exchange offer, they lose their right to have the Old Notes registered under the Securities Act, subject to certain limitations. Anyone who still holds Old Notes after the exchange offer may be unable to resell their Old Notes.

Securities Offered	\$2,000,000,000 aggregate principal amount of 8.00% Senior Notes due 2019.
Exchange Offer	<p>We are offering to exchange the Old Notes for a like principal amount at maturity of the Exchange Notes. Old Notes may be exchanged only in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. This exchange offer is being made pursuant to the Registration Rights Agreements, which grants the initial purchasers and any subsequent holders of the Old Notes certain exchange and registration rights. This exchange offer is intended to satisfy those exchange and registration rights with respect to the Old Notes. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your Old Notes.</p> <p>The form and terms of the Exchange Notes are the same as the form and terms of the Old Notes except that:</p> <p style="padding-left: 40px;">the Exchange Notes have been registered under the federal securities laws and will not bear any legend restricting their transfers;</p>

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the Exchange Notes bear a different CUSIP number than the Old Notes; and

the holders of the Exchange Notes will not be entitled to most rights under the Registration Rights Agreements, including the provisions for an increase in the interest rate on the Old Notes in some circumstances contained in the registration rights agreements relating to the Old Notes.

Expiration Date; Withdrawal of Tender

The exchange offer will expire 11:59 p.m., New York City time, on \_\_\_\_\_, 2012, or a later time if we choose to extend the exchange offer in our sole and absolute discretion. You may withdraw your tender of Old Notes at any time prior to the expiration date. All outstanding Old Notes that are validly tendered and not validly withdrawn will be exchanged. Any Old Notes not accepted by us for exchange for any reason will be returned to you at our expense as promptly as possible after the expiration or termination of the exchange offer.

Resales

We believe that you can offer for resale, resell and otherwise transfer the Exchange Notes without complying with the registration and prospectus delivery requirements of the Securities Act so long as:

you acquire the Exchange Notes in the ordinary course of business;

you are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the Exchange Notes;

you are not an affiliate of ours, as defined in Rule 405 of the Securities Act; and

you are not a broker-dealer.

If any of these conditions is not satisfied and you transfer any Exchange Notes without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We do not assume, or indemnify you against, any such liability.

Each broker-dealer acquiring Exchange Notes issued for its own account in exchange for Old Notes, which it acquired through market making activities or other trading activities, must acknowledge that it will deliver a proper prospectus when any Exchange Notes issued in the exchange offer are transferred. A broker-dealer may use this prospectus for an offer to resell, a resale or other retransfer of the Exchange Notes issued in the exchange offer.

Conditions to the Exchange Offer

Our obligation to accept for exchange, or to issue the Exchange Notes in exchange for, any Old Notes is subject to certain customary conditions, including our determination that the exchange offer does



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not violate any law, statute, rule, regulation or interpretation by the Staff of the SEC or any regulatory authority or other foreign, federal, state or local government agency or court of competent jurisdiction, some of which may be waived by us. We currently expect that each of the conditions will be satisfied and that no waivers will be necessary. See "The Exchange Offer" "Conditions on the Exchange Offer."

Procedures for Tendering Old Notes held in the Form of Book-Entry Interests

The Old Notes were issued as global securities and were deposited upon issuance with U.S. Bank National Association, as custodian for the global securities representing the uncertificated depositary interests in those outstanding Old Notes, which represent a 100% interest in those Old Notes, to The Depository Trust Company ( "DTC" ). Beneficial interests in the outstanding Old Notes, which are held by direct or indirect participants in DTC, are shown on, and transfers of the Old Notes can only be made through, records maintained in book-entry form by DTC.

You may tender your outstanding Old Notes by instructing your broker or bank where you keep the Old Notes to tender them for you. In some cases you may be asked to submit the letter of transmittal that may accompany this prospectus. By tendering your Old Notes you will be deemed to have acknowledged and agreed to be bound by the terms set forth under "The Exchange Offer." Your outstanding Old Notes must be tendered in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof.

In order for your tender to be considered valid, the exchange agent must receive a confirmation of book-entry transfer of your outstanding Old Notes into the exchange agent's account at DTC, under the procedure described in this prospectus under the heading "The Exchange Offer," on or before 11:59 p.m., New York City time, on the expiration date of the exchange offer.

United States Federal Income Tax Considerations

The exchange offer should not result in any income, gain or loss to the holders of Old Notes or to us for United States federal income tax purposes. See "Material United States Federal Income Tax Considerations."

Use of Proceeds

We will not receive any proceeds from the issuance of the Exchange Notes in the exchange offer.

Exchange Agent

U.S. Bank National Association is serving as the exchange agent for the exchange offer.

Shelf Registration Statement

In limited circumstances, holders of Old Notes may require us to register their Old Notes under a shelf registration statement.



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**Consequences of Not Exchanging Old Notes**

If you do not exchange your Old Notes in the exchange offer, your Old Notes will continue to be subject to the restrictions on transfer currently applicable to the Old Notes. In general, you may offer or sell your Old Notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the Old Notes under the Securities Act. Under some circumstances, however, holders of the Old Notes, including holders who are not permitted to participate in the exchange offer or who may not freely resell Exchange Notes received in the exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of Old Notes by these holders. For more information regarding the consequences of not tendering your Old Notes and our obligation to file a shelf registration statement, see [The Exchange Offer Consequences of Failure to Exchange](#) and [The Exchange Offer Shelf Registration](#).

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**Description of Exchange Notes**

The form and terms of the Exchange Notes are the same as the form and terms of the Old Notes, except that the Exchange Notes will be registered under the Securities Act. As a result, the Exchange Notes will not bear legends restricting their transfer and will not contain the registration rights and additional interest provisions contained in the Old Notes. The Exchange Notes represent the same debt as the Old Notes. The Old Notes and the Exchange Notes are governed by the same indenture and are together considered a single class of securities under that indenture. Unless the context indicates otherwise, we use the term "Notes" in this prospectus to refer collectively to the Old Notes and the Exchange Notes. The following summary contains basic information about the Exchange Notes and is not intended to be complete. For a more complete understanding of the Exchange Notes, please refer to the section entitled "Description of Exchange Notes" in this prospectus.

Issuer	CHS/Community Health Systems, Inc., a Delaware corporation.
Notes Offered	\$2,000,000,000 aggregate principal amount of 8.00% senior notes due 2019.
Maturity Date	The Exchange Notes will mature on November 15, 2019.
Interest Rate	The Exchange Notes will bear interest at a rate of 8.00% per annum. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Interest Payment Dates	Interest on the Exchange Notes will be payable semi-annually on May 15 and November 15 of each year, commencing on May 15, 2012.
Guarantees	<p>The Exchange Notes will be fully, jointly, severally and unconditionally guaranteed on a senior unsecured basis by Holdings and certain of our existing and future direct and indirect subsidiaries that guarantee any of our other indebtedness, all of which we refer to in this prospectus as the guarantors.</p> <p>Any subsidiary that guarantees our obligations or the obligations of our domestic subsidiaries under our Credit Facilities in the future will guarantee the Exchange Notes unless we designate such subsidiary as an "unrestricted subsidiary" under the indenture.</p>
Ranking	<p>The Exchange Notes and guarantees thereof will be the Issuer's and the guarantors' unsecured senior obligations. Accordingly, they will:</p> <p style="padding-left: 40px;">be effectively subordinated in right of payment to all of our and the guarantors' obligations under all existing and future secured indebtedness, including the borrowings under our senior secured credit facilities (the "Credit Facility"), to the extent of the value of the assets securing such obligations;</p> <p style="padding-left: 40px;">be structurally subordinated to all existing and future obligations of each of our subsidiaries that is not a guarantor of the Exchange Notes;</p>

rank pari passu in right of payment with all of our and the guarantors' existing and future senior indebtedness, including the Old Notes; and

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rank senior in right of payment to all of our and the guarantors' future subordinated indebtedness.

As of December 31, 2011, we had approximately \$6.0 billion aggregate principal amount of senior secured indebtedness outstanding, and an additional \$750 million that we would have been able to borrow under our Credit Facility, to which the Exchange Notes would have been effectively subordinated to the extent of the value of the assets securing such indebtedness.

Optional Redemption

At any time prior to November 15, 2014, we may redeem up to 35% of the aggregate principal amount of the Exchange Notes with the proceeds of certain equity offerings at the redemption price set forth in this prospectus, plus accrued and unpaid interest, if any, to the redemption date. See "Description of Exchange Notes—Optional redemption."

At any time prior to November 15, 2015, we may also redeem some or all of the Exchange Notes at a price equal to 100% of the principal amount of the Exchange Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date and a "make-whole premium" as described in this prospectus. See "Description of Exchange Notes—Optional redemption."

The Exchange Notes will be redeemable at our option, in whole or in part, at any time on or after November 15, 2015, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption. See "Description of Exchange Notes—Optional redemption."

Change of Control Offer

If a change of control occurs, each holder of Exchange Notes will have the right to require us to purchase all or a portion of its Exchange Notes at 101% of the principal amount of the notes on the date of purchase, plus any accrued and unpaid interest and additional interest, if any, to the date of repurchase. See "Description of Exchange Notes—Change of control."

Asset Sale Offer

If we sell assets under certain circumstances we must offer to repurchase the Exchange Notes at 100% of their principal amount, plus accrued and unpaid interest, if any, to the applicable repurchase date. See "Description of Exchange Notes—Limitation on Sales of Assets and Subsidiary Stock."

Restrictive Covenants

The Exchange Notes will be issued under the indenture that contains covenants that, among other things, restrict our ability and the ability of our restricted subsidiaries to:

incur or guarantee additional indebtedness;

pay dividends or make other restricted payments;

make certain investments;



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create or incur certain liens;

sell assets and subsidiary stock;

transfer all or substantially all of our assets or enter into merger or consolidation transactions; and

enter into transactions with our affiliates.

These covenants will be subject to a number of important exceptions and qualifications. See [Description of Exchange Notes](#) [Certain covenants](#).

No Established Trading Market

The Exchange Notes are new issues of securities with no established trading market. We do not intend to apply for the Exchange Notes to be listed on any securities exchange or included in any automated quotation system. We cannot assure you that a liquid market for the Exchange Notes will develop or be maintained.

Use of Proceeds

We will not receive any proceeds from the issuance of the Exchange Notes pursuant to the exchange offer.

Risk Factors

Investment in the Exchange Notes involves substantial risks. You should consider carefully all of the information set forth in this prospectus and, in particular, you should evaluate the specific factors discussed in the section entitled [Risk Factors](#) before deciding to invest in the Exchange Notes. For more complete information about the Exchange Notes, see [Description of Exchange Notes](#).

**Table of Contents****Summary historical financial and other data**

The following table sets forth a summary of our selected consolidated historical financial data as of and for the periods presented. The summary historical financial information presented below for each of the three years ended December 31, 2011 has been derived from our audited consolidated financial statements. Our consolidated financial statements for each of the three years in the period ended December 31, 2011 have been audited by Deloitte & Touche LLP, independent registered public accounting firm.

The following summary historical financial and other data should be read in conjunction with Selected Historical Financial and Other Information, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and our consolidated financial statements and the related notes thereto, included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on February 23, 2012, which are incorporated by reference in this prospectus.

	Year Ended December 31,		
	2009	2010	2011
	(Dollars in thousands)		
<b>Consolidated Statement of Income Data</b>			
Net operating revenues	\$ 11,742,454	\$ 12,623,274	\$ 13,626,168
Operating costs and expenses:			
Salaries and benefits	4,701,231	5,093,767	5,577,925
Provision for bad debts	1,408,953	1,530,852	1,719,956
Supplies	1,649,779	1,738,088	1,834,106
Other operating expenses	2,129,081	2,296,063	2,515,638
Electronic health records incentive reimbursement			(63,397)
Rent	237,536	248,463	254,781
Depreciation and amortization	551,043	594,997	652,674
<b>Total operating costs and expenses</b>	<b>10,677,623</b>	<b>11,502,230</b>	<b>12,491,683</b>
Income from operations	1,064,831	1,121,044	1,134,485
Interest expense, net <sup>(1)</sup>	643,608	647,593	644,410
Loss (gain) from early extinguishment of debt	(2,385)		66,019
Equity in earnings of unconsolidated affiliates	(36,531)	(45,443)	(49,491)
Impairment of long-lived and other assets	12,477		
Income from continuing operations before income taxes	447,662	518,894	473,547
Provision for income taxes	141,851	163,681	137,653
Income from continuing operations	305,811	355,213	335,894
Discontinued operations, net of taxes:			
Income (loss) from operations of entities sold	971	(6,772)	(7,769)
Impairment of hospitals sold			(47,930)
Loss on sale, net	(405)		(2,572)
Income (loss) from discontinued operations	566	(6,772)	(58,271)
Net income	306,377	348,441	277,623
Less: Net income attributable to noncontrolling interests	63,227	68,458	75,675
Net income attributable to Community Health Systems, Inc.	\$ 243,150	\$ 279,983	\$ 201,948
<b>Statement of Cash Flows Data</b>			
Net cash provided by operating activities	\$ 1,076,429	\$ 1,188,730	\$ 1,261,908
Net cash used in investing activities	(867,182)	(1,044,310)	(1,195,775)
Net cash used in financing activities	(85,361)	(189,792)	(235,437)





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	2009	Year Ended December 31, 2010 (Dollars in thousands)	2011
<b>Other Financial Data</b>			
Adjusted EBITDA <sup>(2)</sup>	\$ 1,652,405	\$ 1,761,484	\$ 1,836,650
<b>Operating Data</b>			
Number of hospitals (at end of period)	122	127	131
Licensed beds (at end of period) <sup>(3)</sup>	17,557	19,004	19,695
Beds in service (at end of period) <sup>(4)</sup>	15,539	16,264	16,832
Admissions <sup>(5)</sup>	675,902	678,284	675,050
Adjusted admissions <sup>(6)</sup>	1,242,647	1,277,235	1,330,988
Patient days <sup>(7)</sup>	2,874,125	2,891,699	2,970,044
Average length of stay (days) <sup>(8)</sup>	4.3	4.3	4.4
Occupancy rate (beds in service) <sup>(9)</sup>	51.3%	50.2%	49.1%
Net operating revenues	\$ 11,742,454	\$ 12,623,274	\$ 13,626,168
Net inpatient revenues as a % of total net operating revenues	50.4%	49.3%	46.1%
Net outpatient revenues as a % of total net operating revenues	47.3%	48.5%	51.9%
<b>Consolidated Balance Sheet Data (end of period)</b>			
Working Capital	\$ 1,217,199	\$ 1,229,153	\$ 934,950
Property and equipment, net	6,132,246	6,324,437	6,855,976
Cash and cash equivalents	344,541	299,169	129,865
Total assets	14,021,472	14,698,123	15,208,840
Long-term debt	8,844,638	8,808,382	8,782,798
Other long-term liabilities	858,952	1,001,675	949,990
Total Community Health Systems, Inc. stockholders' equity	1,950,635	2,189,464	2,397,096

- (1) Interest expense, net of income of approximately \$4.7 million, \$1.8 million and \$3.6 million in 2011, 2010 and 2009, respectively.
- (2) EBITDA consists of net income attributable to Community Health Systems, Inc. before interest, income taxes, depreciation and amortization. Adjusted EBITDA is EBITDA adjusted to exclude discontinued operations, gain/loss from early extinguishment of debt and net income attributable to noncontrolling interests. We have from time to time sold noncontrolling interests in certain of our subsidiaries or acquired subsidiaries with existing noncontrolling interest ownership positions. We believe that it is useful to present Adjusted EBITDA because it excludes the portion of EBITDA attributable to these third-party interests and clarifies for investors our portion of EBITDA generated by continuing operations. We use Adjusted EBITDA as a measure of liquidity and the most comparable GAAP measure is net cash provided from operating activities. We have included this measure because we believe it provides investors with additional information about our ability to incur and service debt and make capital expenditures. Adjusted EBITDA is the basis for a key component in the determination of our compliance with some of the covenants under the Credit Facility, as well as to determine the interest rate and commitment fee payable under the Credit Facility (although Adjusted EBITDA as presented here does not include all of the adjustments described in the Credit Facility).

EBITDA and Adjusted EBITDA are not measurements of financial performance or liquidity under generally accepted accounting principles. They should not be considered in isolation or as a substitute for net income, operating income, cash flows from operating, investing or financing activities, or any other measure calculated in accordance with generally accepted accounting principles. The items excluded from EBITDA and Adjusted EBITDA are significant components in understanding and evaluating financial performance and liquidity. Our calculation of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. See Non-GAAP Financial Measures.

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The following table reconciles Adjusted EBITDA, as defined, to our net cash provided by operating activities as derived directly from our consolidated financial statements for the years ended December 31, 2009, 2010 and 2011:

	Year Ended December 31,		
	2009	2010	2011
	(Dollars in thousands)		
Adjusted EBITDA	\$ 1,652,405	\$ 1,761,484	\$ 1,836,650
Interest expense, net	(643,608)	(647,593)	(644,410)
Provision for income taxes	(141,851)	(163,681)	(137,653)
Deferred income taxes	34,268	97,370	107,032
Income (loss) from operations of hospitals sold	971	(6,772)	(7,769)
Depreciation and amortization of discontinued operations	15,500	14,842	4,991
Stock compensation expense	44,501	38,779	42,542
Income tax payable increase (excess tax benefit) relating to stock-based compensation	3,472	(10,219)	(5,290)
Other non-cash expenses, net	22,870	12,503	28,716
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:			
Patient accounts receivable	58,390	(27,049)	(138,332)
Supplies, prepaid expenses and other current assets	(34,535)	(39,904)	(42,858)
Accounts payable, accrued liabilities and income taxes	86,098	161,952	246,110
Other	(22,052)	(2,982)	(27,821)
Net cash provided by operating activities	\$ 1,076,429	\$ 1,188,730	\$ 1,261,908

- (3) Licensed beds are the number of beds for which the appropriate state agency licenses a facility regardless of whether the beds are actually available for patient use.
- (4) Beds in service are the number of beds that are readily available for patient use.
- (5) Admissions represent the number of patients admitted for inpatient treatment.
- (6) Adjusted admissions is a general measure of combined inpatient and outpatient volume. We computed adjusted admissions by multiplying admissions by gross patient revenues and then dividing that number by gross inpatient revenues.
- (7) Patient days represent the total number of days of care provided to inpatients.
- (8) Average length of stay (days) represents the average number of days inpatients stay in our hospitals.
- (9) We calculated occupancy rate percentages by dividing the average daily number of inpatients by the weighted-average number of beds in service.

**Table of Contents****COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratio of earnings to fixed charges for each of the periods shown on a consolidated basis. For purposes of determining the ratio of earnings to fixed charges, earnings are defined as earnings (loss) from continuing operations before income taxes, plus fixed charges. Fixed charges consist of interest expense on all indebtedness, amortization of debt discount, amortization of deferred financing costs and an interest factor attributable to operating leases.

	Fiscal Years Ended December 31,				
	2007	2008	2009	2010	2011
<b>Earnings</b>					
Income from continuing operations before provision for income taxes	\$ 111,858	\$ 366,287	\$ 447,662	\$ 518,894	\$ 473,547
Income from equity investees	(25,136)	(42,073)	(36,531)	(45,443)	(49,491)
Distributed income from equity investees	19,902	32,897	33,705	33,882	39,995
Interest and amortization of deferred finance costs	356,488	643,397	643,608	647,593	644,410
Amortization of capitalized interest	881	1,468	2,021	2,421	2,882
Implicit rental interest expense	36,696	55,440	59,384	62,116	63,695
<b>Total Earnings</b>	<b>\$ 500,689</b>	<b>\$ 1,057,416</b>	<b>\$ 1,149,849</b>	<b>\$ 1,219,463</b>	<b>\$ 1,175,038</b>
<b>Fixed Charges</b>					
Interest and amortization of deferred finance costs	\$ 356,488	\$ 643,397	\$ 643,608	\$ 647,593	\$ 644,410
Capitalized interest	19,009	22,087	16,649	11,316	20,998
Implicit rental interest expense	36,696	55,440	59,384	62,116	63,695
<b>Total Fixed Charges</b>	<b>\$ 412,193</b>	<b>\$ 720,924</b>	<b>\$ 719,641</b>	<b>\$ 721,025</b>	<b>\$ 729,103</b>
Ratio of earnings to fixed charges	1.21x	1.47x	1.60x	1.69x	1.61x

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**RISK FACTORS**

*You should carefully consider the risks described below and all of the information contained in this prospectus before deciding whether to participate in the exchange offer. The risks and uncertainties described below are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of those risks actually occurs, our business, financial condition and results of operations would suffer. In such case, you may lose all or part of your original investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See *Cautionary Statement Regarding Forward-Looking Statements* in this prospectus.*

**Risks related to the exchange offer, the Exchange Notes and our Indebtedness**

***We may not be able to generate sufficient cash to service all of our indebtedness, including the Exchange Notes, and we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.***

Our ability to make scheduled payments on or to refinance our indebtedness depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. See *Cautionary Statement Regarding Forward-Looking Statements* herein and *Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources* included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the SEC on February 23, 2012, which is incorporated by reference in this prospectus.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, including those required for operating our existing hospitals, for integrating our historical acquisitions or for future acquisitions. We also may be forced to sell assets or operations, seek additional capital or restructure or refinance our indebtedness, including the Exchange Notes. We cannot assure you that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements, including our Credit Facility, the indenture (the *2015 Notes Indenture*) governing our 8.875% Senior Notes due 2015 (the *2015 Notes*) and the indenture governing the notes. For example, our Credit Facility, the Existing Notes Indenture and the indenture governing the notes restrict our ability to dispose of assets and use the proceeds from any dispositions. We may not be able to consummate those dispositions and any proceeds we receive may not be adequate to meet any debt service obligations then due. See *Description of Certain Indebtedness* and *Description of Exchange Notes*.

***We are a holding company and may not have access to sufficient cash to make payments on the Exchange Notes.***

We are a holding company with no direct operations. Our principal assets are the equity interests we hold in our operating subsidiaries. As a result, we are dependent upon dividends and other payments from our subsidiaries to generate the funds necessary to meet our outstanding debt service and other obligations. Our subsidiaries may not generate sufficient cash from operations to enable us to make principal and interest payments on our indebtedness, including the Exchange Notes. In addition, any payments of dividends, distributions, loans or advances to us by our subsidiaries could be subject to legal and contractual restrictions. Our subsidiaries are permitted under the terms of our indebtedness, including the indenture governing the notes, to incur additional indebtedness that may restrict payments from those subsidiaries to us. The agreements governing the current and future indebtedness of our subsidiaries may not permit those subsidiaries to provide us with sufficient cash to fund payments on the Exchange Notes when due.

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Our subsidiaries are separate and distinct legal entities, and they may have (except to the extent of any guarantees of the notes) no obligation, contingent or otherwise, to pay amounts due under the Exchange Notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment.

### ***Restrictive covenants in the agreements governing our indebtedness may adversely affect us.***

The Credit Facility, the 2015 Notes Indenture and/or the indenture governing the notes contain various covenants that limit our ability and/or our restricted subsidiaries' ability to:

incur, assume or guarantee additional indebtedness;

issue redeemable stock and preferred stock;

repurchase capital stock;

make restricted payments, including paying dividends and making investments;

redeem debt that is junior in right of payment to the notes;

create liens;

sell or otherwise dispose of assets, including capital stock of subsidiaries;

enter into agreements that restrict dividends from subsidiaries;

merge, consolidate, sell or otherwise dispose of substantially all our assets;

enter into transactions with affiliates; and

guarantee indebtedness.

In addition, our Credit Facility contains other restrictive covenants and requires us to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet those tests. A breach of any of these covenants could result in a default under our Credit Facility, the 2015 Notes and/or the notes. Upon the occurrence of an event of default under our Credit Facility or the 2015 Notes Indenture, all amounts outstanding under our Credit Facility and/or the 2015 Notes could be declared to be immediately due and payable and the lenders under the Credit Facility could terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under our Credit Facility could proceed against the collateral granted to them to secure that indebtedness. We have pledged a significant portion of our assets as collateral under our Credit Facility. If the lenders under our Credit Facility accelerate the repayment of borrowings, we cannot assure you that we will have sufficient assets to repay our Credit Facility and our other indebtedness, including the Exchange Notes.

***Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.***

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Our borrowings under the Credit Facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income would decrease.

Our interest expense, net, for the year ended December 31, 2011 was \$644.4 million. For the year ended December 31, 2011, a fluctuation in interest rates of 1% on our variable rate debt that is not hedged by interest rate swaps would have resulted in a fluctuation in our interest expense of approximately \$7.2 million.

***If we default on our obligations to pay our indebtedness, we may not be able to make payments on the Exchange Notes.***

Any default under the agreements governing our indebtedness, including a default under our Credit Facility that is not waived by the required lenders, and the remedies sought by the holders of indebtedness as a result of a

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default, could render us unable to pay principal, premium, if any, and interest on the Exchange Notes and substantially decrease the market value of the Exchange Notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, including covenants in the indenture governing the notes, the 2015 Notes Indenture and our Credit Facility, we could be in default under the terms of the agr