

**KAMALA D. HARRIS**  
**Attorney General**

*State of California*  
**DEPARTMENT OF JUSTICE**



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December 23, 2015

Sent by Internet and U.S. Mail  
James R. Schwartz  
Manatt, Phelps & Phillips, LLP  
11355 West Olympic Boulevard  
Los Angeles, California 90064-1614

RE: Proposed Change in Governance and Control of Providence Health & Services and St. Joseph Health System

Dear Mr. Schwartz:

This letter confirms our conversation on December 23, 2015. As discussed, the written notice submitted by Providence Health & Services and St. Joseph Health System will not be reviewed on a waiver basis under Corporations Code section 5920(c).

Sincerely,

A handwritten signature in blue ink that reads "Scott Chan".

SCOTT CHAN  
Deputy Attorney General

For KAMALA D. HARRIS  
Attorney General