



Notice to Recipient

"Bank of America Merrill Lynch" is the marketing name for the global banking and global markets businesses of Bank of America Corporation. Lending, derivatives and other commercial banking activities are per globally by banking affiliates of Bank of America Corporation, including Bank of America, N.A., member FDIC. Securities, strategic advisory, and other investment banking activities are performed globally by invebanking affiliates of Bank of America Corporation ("Investment Banking Affiliates"), including, in the United States, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Professional Clearing Corp., which are registered as broker-dealers and members of FINRA and SIPC, and, in other jurisdictions, by locally registered entities. Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Professional Corp. are registered as futures commission merchants with the CFTC and are members of the NFA.

Investment products offered by Investment Banking Affiliates: Are Not FDIC Insured * May Lose Value * Are Not Bank Guaranteed.

These materials have been prepared by one or more subsidiaries of Bank of America Corporation for the client or potential client to whom such materials are directly addressed and delivered (the "Company") in con with an actual or potential mandate or engagement and may not be used or relied upon for any purpose other than as specifically contemplated by a written agreement with us. These materials are based on infor provided by or on behalf of the Company and/or other potential transaction participants, from public sources or otherwise reviewed by us. We assume no responsibility for independent investigation or verification information (including, without limitation, data from third party suppliers) and have relied on such information being complete and accurate in all material respects. To the extent such information information for including, without limitation, data from third party suppliers) and have relied on such information being complete and accurate in all material respects. To the extent such information includes estimate forecasts of future financial performance prepared by or reviewed with the managements of the Company and/or other potential transaction participants or obtained from public sources, we have assumed the estimates and forecasts have been reasonably prepared on bases reflecting the best currently available estimates and judgments of such managements (or, with respect to estimates and forecasts obtained from sources, represent reasonable estimates). No representation or warranty, express or implied, is made as to the accuracy or completeness of such information and nothing contained herein is, or shall be relied up representation, whether as to the past, the present or the future. These materials were designed for use by specific persons familiar with the business and affairs of the Company and are being furnished and she considered only in connection with other information, oral or written, being provided by us in connection herewith. These materials are not intended to provide the so

Bank of America Corporation and its affiliates (collectively, the "BAC Group") comprise a full service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchar other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and strategic advisory services and other commercial sand products to a wide range of corporations, governments and individuals, domestically and offshore, from which conflicting interests or duties, or a perception thereof, may arise. In the ordinary course of activities, parts of the BAC Group at any time may invest on a principal basis or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions, for the accounts or the accounts of customers, in debt, equity or other securities or financial instruments (including derivatives, bank loans or other obligations) of the Company, potential counterparties or any other company as perivoled in a transaction. Products and services that may be referenced in the accompanying materials may be provided through one or more affiliates of Bank of America Corporation. We have adopted and guidelines designed to preserve the independence of our research analysts. The BAC Group prohibits employees from, directly or indirectly, offering a favorable research rating or specific price target, or offer change a rating or price target to a subject company as consideration or inducement for the receipt of business or for compensation and the BAC Group prohibits research analysts from being directly compensation that will allow us to identify the Company in accordance, as applicable, with the USA Patriot Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)) and such other laws, rules and regulat applicable within and outside the United States.

We do not provide legal, compliance, tax or accounting advice. Accordingly, any statements contained herein as to tax matters were neither written nor intended by us to be used and cannot be used by any taxpathe purpose of avoiding tax penalties that may be imposed on such taxpayer. If any person uses or refers to any such tax statement in promoting, marketing or recommending a partnership or other entity, investme or arrangement to any taxpayer, then the statement expressed herein is being delivered to support the promotion or marketing of the transaction or matter addressed and the recipient should seek advice base particular circumstances from an independent tax advisor. Notwithstanding anything that may appear herein or in other materials to the contrary, the Company shall be permitted to disclose the tax treatment structure of a transaction (including any materials, opinions or analyses relating to such tax treatment or tax structure, but without disclosure of identifying information or, except to the extent relating to such tax treatment, any nonpublic commercial information) on and after the earliest to occur of the date of (i) public announcement of discussions relating to such transaction, (ii) public announcement transaction or (iii) execution of a definitive agreement (with or without conditions) to enter into such transaction; provided, however, that if such transaction is not consummated for any reason, the provisions sentence shall cease to apply. Copyright 2013 Bank of America Corporation.

Trusted Leadership in Healthcare Banking

Supporting the vital work of healthcare professionals nationwide

Bank of America Merrill Lynch is recognized worldwide as a leading provider of innovative financial guidance and solutions to healthcare professionals, their employees and families.

Highlights:

- Thirty years of leadership in healthcare banking
- Extensive resources, with 400 healthcare bankers and product specialists across the United States and Europe
- More than \$50 billion in capital commitments to the healthcare industry.

1As of 6/01/12





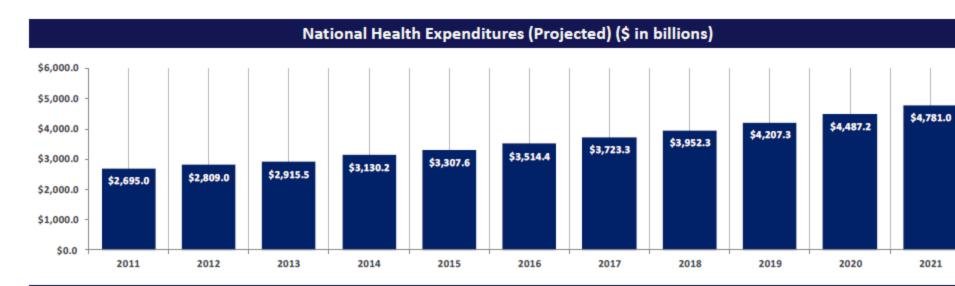


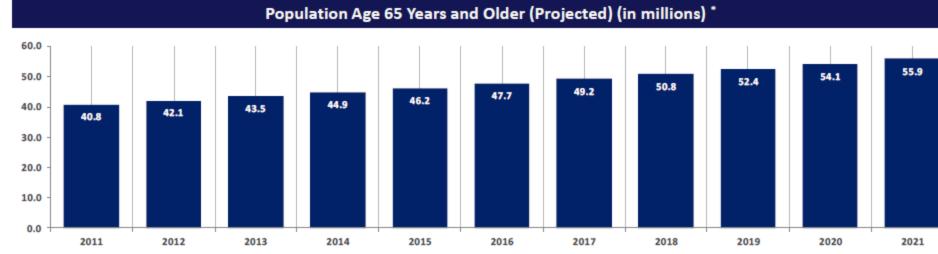
MANY DIFFERENT SUBSECTORS

HOSPITALS LONG TERM MANAGED LABORATORY DEVICES & PHARMA Biotech

And Many More.....

Healthcare in the U.S.





Source: Centers for Medicare & Medicaid Services

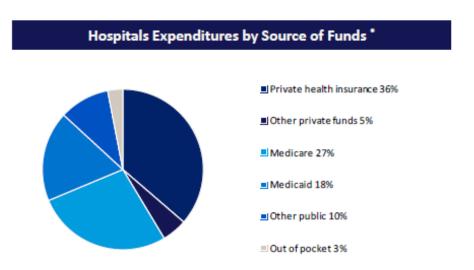
Note: The health spending projections were based on the National Health Expenditures released in January 2012. The projections include impacts of the Affordable Care Act.

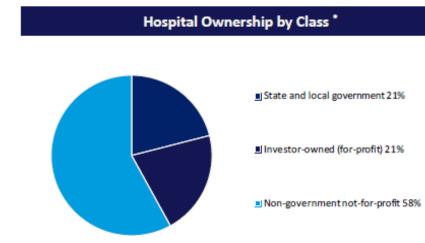
^{*} July 1 Census resident based population estimates.

Hospitals in the U.S.

Industry Overview

- Hospital services is the largest single category in health care at 31% of total health care spending in 2012, or approximately \$884.7BN, accordin
 the Centers for Medicare & Medicaid Services (CMS) projections
 - CMS projects the hospital services to grow by 4 7% per year through 2021 due to the aging of the U.S. population and consumer demand for expanded medical services 2005
- An acute care hospital is a typical general hospital providing services ranging from delivering babies to performing open heart surgery
 - A typical hospital generates 27% of its revenue from Medicare, a federal reimbursement system that pays for health care services for the eld
 and an additional 18% of revenue from Medicaid, a state-run program with federal matching that pays for health care for the poor
 - Other payers, including Managed Care, represent 55% of revenues
- Demand for hospital services is driven by demographics, illness and injury rates, and advances in medical care and technology





Hospitals in the U.S.

Fast Facts on the U.S. Hospitals (as of January 03, 2013)

Number of Nongovernment Not-for-Profit Community Hospitals	Number of Investor-Owned (For-Profit) Community Hospitals	Number of State and Local Government Community Hospitals	Fed Gover Hos	Number of Federal Government Hospitals		of eral tric als	Number of Nonfederal Long Term Care Hospitals		Number of Hospital Units of Institutions (Prison Hospitals, College Infirmaries, Etc.)
Total Staffed Beds in All U.S. Registered ^(a) Hospitals	Staffed Beds Community Hospitals	(b) All U.S. I	Total Admissions in All U.S. Registered Hospitals		Admissions in Community Hospitals		Total Expenses for All U.S. Registered Hospitals		Number of Community Hospitals in a System ^(c)
924,333	797,403	36,50	36,564,886		34,843,085		\$773,546,800,000		3,007

Source: The American Hospital Association (AHA)

- (a) Registered hospitals are those hospitals that meet AHA's criteria for registration as a hospital facility. Registered hospitals include AHA member hospitals as well as nonmember hospitals.
- (b) Community hospitals are defined as all nonfederal, short-term general, and other special hospitals. Other special hospitals include obstetrics and gynecology; eye, ear, nose, and throat; rehabilitation; orthopedic; and other individually described specialty services. Community hospitals include academic medical centers or other teaching hospitals if they are nonfederal short-term hospitals. Excluded are hospitals not accessible by the general public, such as prison hospitals or college infirmaries.
- (c) System is defined by AHA as either a multihospital or a diversified single hospital system. A multihospital system is two or more hospitals owned, leased, sponsored, or contract managed by a central organization. Single, freestanding hospitals may be categorized as a system by bringing into membership three or more, and at least 25 percent, of their owned or leased non-hospital preacute or postacute health care organizations. System affiliation does not preclude network participation.

Hospitals in the U.S.

Factors Driving the Industry

- Consolidation: Provisions of the Affordable Care Act (ACA), especially changing reimbursement modalities, have spurred unprecedented consolidation in the hospital industry, altering the competitive landscape
- Health Care IT: Government regulations and incentives are pushing hospitals to come up with electronic patient records that protect privacy while allowing doctors and hospitals to transfer health care information and prevent insurance fraud
- Reduced Patient Hospital Stay: In response to cost and revenue pressures, the medical industry has reduced the average time patients spend in hospitals
- Growth of Outpatient Services: Outpatient services comprise a growing portion of hospital revenue, more than 40% industry wide

- Aging Population, Increasing Demand: Health care expenditures a expected to reach more than \$4TN by 2017, driven partly by the aging population. Americans 65 and over are the fastest-growing segment of the population, projected to increase 36% between 20 and 2020
- Alternative Medical Services: With a market estimated at just over \$30BN and affluent customers who can pay high prices upfront for these services, more hospitals provide alternative medicine such a acupuncture
- IT Development: Electronic information management can help eliminate errors and many of the hours nurses spend charting patient data

Industry

- Capital Spending Required: To compete locally, hospitals require large capital investments in facilities and equipment, which can result in significant debt
- Rising Cost of Hospital Care: Hospital prices rose at an annual rate of 8% between 2008 and 2010, according to America's Health Insurance Plans (AHIP)
- Medical Errors: Medical errors cause between 100,000 and 200,000 hospital deaths per year, according to estimates by Medicare and the Department of Health and Human Services
- Nursing Shortage: Demand for health care workers is increasing, but the available labor pool is inadequate, especially in nursing
- High Risk of Employee Injury: Hospital workers have an average injury rate that is double the national average for all U.S. industries

- Affordable Care Act: The law calls for an emphasis on patient
 outcomes and overall patient care, which will change how hospita
 are reimbursed for services. Under the new law, hospitals with hig
 readmission rates will be reimbursed by Medicare at a lower rate.
 Hospitals are also facing an influx of some 30 million newly insured
 patients and will have to carefully manage capacity and workflow
 be able to effectively absorb and treat these patients
- Managed Care: Although hospitals treat patients, their largest customers are managed care companies (MCOs). On the local leve just a handful of MCOs may dominate most health markets, giving hospitals less bargaining leverage

Challenges

Critical Issues

Opportunities

Source: First Research

Hospitals in the U.S.

Not-For-Profit Hospitals' Profitability Strained as Medicare Rate Increase Does Not Cover Higher Costs

- The Centers for Medicare & Medicaid Services (CMS) announced that in 2014 the rate that Medicare reimburses hospitals for inpatient services increase by only 0.7%, or \$1.2BN over the prior year
 - Hospitals rely heavily on revenues from Medicare reimbursements to help cover the rising cost of providing services
 - The modest increase for fiscal 2014 is credit negative for not-for-profit hospitals because it is lower than the prior year increase of 2.8% or \$3
 and more importantly because the increase is materially below the pace that hospital costs are rising
- Medicare is the single largest payer for the overwhelming majority of not-for-profit hospitals
 - The 0.7% increase in Medicare reimbursement rates for 2014 is not enough to cover the approximately 2.5% increase in hospitals' costs expected by CMS
 - Indeed, Medicare reimbursement rate increases have for several years been below the rate of hospital expenditure growth as measured by the market basket update, which is CMS's measure of hospitals cost inflation
- In addition to the perennially low Medicare reimbursement increases, hospitals have increasingly grappled with multiple pressures on revenue growth. These additional pressures include

Medicare Reimburse Rate Increases Have Been At or Below Hospital Cost Inflation (Market Basket Update)

Market Basket Update

Market Basket Update

Payment Increase

1.0

0.5

0.0

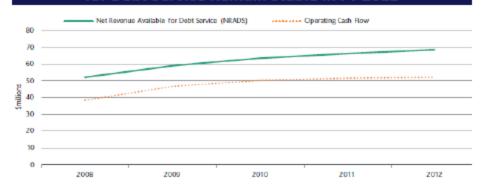
Pryor Fy98 Fy99 Fy00 Fy01 Fy02 Fy03 Fy04 Fy05 Fy06 Fy07 Fy08 Fy09 Fy10 Fy11 Fy12 Fy13

- Federal budget sequestration cuts Medicare reimbursements by an additional 2% per year starting in 2013 until a federal budget deal is reac
- Minimal rate increases from private insurance and Medicaid payers.
- Payment penalties levied on hospitals by CMS to discourage high readmission rates and poor service quality
- More stringent criteria from CMS and private insurers to qualify patients for inpatient admissions, creating a shift outpatient 'observation status' which has lower reimbursement rates

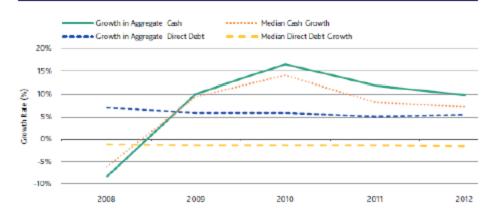
Source: Moody's Investors Service

Hospitals in the U.S.

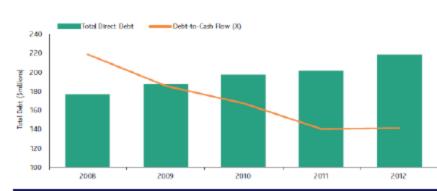
Median Operating Cash Flow and Net Revenue Available for Debt Service Remain Stable in FY 2012



Aggregate & Median Growth Rates for Unrestricted Cash and Debt Show Mixed Trends



Debt-to-Cash Flow is Stable in FY 2012



Median Days Cash on Hand Remains Stable as Operati Expenses Increase

