BROOKWOOD MEDICAL CENTER OF GULFPORT INC
Form 424B5
July 28, 2011

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-175791

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per security	Proposed maximum aggregate offering price	Amount of registration fee[1]
6.50% Senior Secured Notes due 2020	$3,000,000,000	100.00%	$3,000,000,000	$348,300
7.50% Senior Notes due 2022	$2,000,000,000	100.00%	$2,000,000,000	$232,200

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. The total registration fee due for this offering is $580,500.

Prospectus Supplement
(To Prospectus dated July 26, 2011)

HCA Inc.

$5,000,000,000
6.50% Senior Secured Notes due 2020
7.50% Senior Notes due 2022

Interest payable February 15 and August 15

HCA Inc. is offering $3,000,000,000 aggregate principal amount of 6.50% senior secured notes due 2020, which we refer to as the secured notes, and $2,000,000,000 aggregate principal amount of 7.50% senior notes due 2022, which we refer to as the unsecured notes. The secured notes and unsecured notes are collectively referred to herein as the notes, unless the context otherwise requires. The secured notes will bear interest at a rate of 6.50% per annum and the unsecured notes will bear interest at a rate of 7.50% per annum. HCA Inc. will pay interest on the notes semi-annually, in cash in arrears, on February 15 and August 15 of each year, beginning on February 15, 2012. The secured notes will mature on February 15, 2020 and the unsecured notes will mature on February 15, 2022.

We may redeem the notes, at any time in whole or from time to time in part, at the redemption prices described in this prospectus supplement. In addition, if we experience certain kinds of changes in control, we may be required to repurchase the notes on the terms described in this prospectus supplement. If we sell certain assets and do not reinvest the proceeds or repay indebtedness, we must offer to repurchase the secured notes.

The notes will be HCA Inc. s senior obligations and will rank equally and ratably with all of its future senior indebtedness and senior to any of its future subordinated indebtedness. The obligations under the unsecured notes will be fully and unconditionally guaranteed by HCA Holdings, Inc. on a senior unsecured basis and will rank equally and ratably with HCA Inc. s existing and future senior indebtedness and senior to any of its future subordinated indebtedness and will be structurally subordinated in right of payment to all obligations of HCA Inc. s subsidiaries.

The secured notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and on a senior secured basis by each domestic subsidiary that guarantees HCA Inc. s senior secured credit facilities (as defined herein), other than certain subsidiaries that guarantee only HCA Inc. s asset-based revolving credit facility. To the extent lenders under the senior secured credit facilities release any guarantor from its obligations, such guarantor will also be released from its obligations under the secured notes.

The secured notes and related guarantees will be secured by first-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets, subject to certain exceptions, that will from time to time secure HCA Inc. s cash flow credit facility on a first-priority basis. The secured notes and related guarantees will be secured by second-priority liens, subject to permitted liens, on HCA Inc. s and HCA Inc. s subsidiary guarantors assets that will secure HCA Inc. s asset-based revolving credit facility on a first-priority basis. The secured notes will share equally in the collateral (other than any European collateral securing the European term loan) securing HCA Inc. s cash flow credit facility and other first lien notes. To the extent the collateral agent for the lenders under the cash flow credit facility releases any liens during any period when the collateral agent has authority to do so under the first lien intercreditor agreement, the lien securing the obligations under the notes will also be released.

HCA Inc. intends to use the net proceeds of this offering for the repayment, redemption or repurchase of its existing debt.

Investing in the notes involves risks. See Risk factors beginning on page S-21.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Public offering price[1]		**Underwriting discount**		**Proceeds to HCA Inc.[1] (before expenses)**	
	Per note	**Total**	**Per note**	**Total**	**Per note**	**Total**
6.50% Senior Secured Notes due 2020	100.00%	$ 3,000,000,000	1.125%	$ 33,750,000	98.875%	$ 2,966,250,000
7.50% Senior Notes due 2022	100.00%	$ 2,000,000,000	1.125%	$ 22,500,000	98.875%	$ 1,977,500,000

(1) Plus accrued interest, if any, from August 1, 2011.

The underwriters expect to deliver the notes to investors on or about August 1, 2011 in book entry form only through the facilities of The Depository Trust Company.

Joint Book-Running Managers

J.P. Morgan	**Barclays Capital**	**BofA Merrill Lynch**	**Citi**	**Deutsche Bank Securities**	**Wells Fargo Securities**

July 26, 2011.

You should rely only on the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither HCA Inc. nor the underwriters has authorized anyone to provide you with any information or represent anything about HCA Inc., its financial results or this offering that is not contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by HCA Inc. or the underwriters. Neither HCA Inc. nor the underwriters is making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. The information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus may only be accurate on the date of this document.

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes and adds to and supplements information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part is the accompanying prospectus, which we refer to as the accompanying prospectus. The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes. The accompanying prospectus also incorporates by reference documents that are described under Incorporation by Reference in that prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus filed by us with the Securities and Exchange Commission. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any such free writing prospectus is accurate as of any date other than the respective dates thereof. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are not, and the underwriters are not, making an offer of the notes in any jurisdiction where the offer or sale is not permitted.

Market, ranking and other industry data

The data included or incorporated by reference in this prospectus supplement 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 or published industry sources and estimates based on management s knowledge and experience in the markets in which we operate. These estimates have been based on information obtained from our trade and business organizations and other contacts in the markets in which we operate. We believe these estimates to be accurate as of the date of this prospectus supplement. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar industry data included or incorporated by reference in this prospectus supplement, and estimates and beliefs based on that data, may not be reliable. Neither we nor the underwriters can guarantee the accuracy or completeness of any such information contained or incorporated by reference in this prospectus supplement.

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Forward-looking and cautionary statements

This prospectus supplement and the accompanying prospectus contain and incorporate by reference forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include all statements that do not relate solely to historical or current facts, and you can identify forward-looking statements because they contain words such as believes, expects, may, will, should, seeks, approximately, intends, plans, estimates, projects, continue, initiative or anticipates or similar expressio our prospects, objectives, strategies, plans or intentions. All statements made relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to the impact of existing or proposed laws or regulations described or incorporated by reference in this prospectus supplement and the accompanying prospectus are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect our actual results.

Some of the 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 in this prospectus supplement and the accompanying prospectus. All subsequent written and oral forward-looking statements attributable to us, or 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.

Summary

This summary highlights information appearing elsewhere in and incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should carefully read the entire prospectus supplement, the accompanying prospectus and the information incorporated herein by reference, including the financial data and related notes and the section entitled Risk factors.

As used herein, unless otherwise stated or indicated by context, references to (i) the Issuer refer to HCA Inc. and its affiliates, (ii) HCA Holdings, Inc. refer to HCA Holdings, Inc., parent of HCA Inc., and its affiliates and (iii) the Company, HCA, we, our or us refer to HCA Inc. and its affiliates prior to the Corporate Reorganization (as defi herein) and to HCA Holdings, Inc. and its affiliates upon the consummation of the Corporate Reorganization. The term affiliates means direct and indirect subsidiaries and partnerships and joint ventures in which such subsidiaries are partners. The terms facilities or hospitals refer to entities owned and operated by affiliates of HCA and the term employees refers to employees of affiliates of HCA.

Our company

We are the largest non-governmental hospital operator in the U.S. and a leading comprehensive, integrated provider of health care and related services. We provide these services through a network of acute care hospitals, outpatient facilities, clinics and other patient care delivery settings. As of March 31, 2011, we operated a diversified portfolio of 163 hospitals (with approximately 41,000 beds) and 107 freestanding surgery centers across 20 states throughout the U.S. and in England. As a result of our efforts to establish significant market share in large and growing urban markets with attractive demographic and economic profiles, we currently have a substantial market presence in 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. and currently maintain the first or second position, based on inpatient admissions, in many of our key markets. We believe our ability to successfully position and grow our assets in attractive markets and execute our operating plan has contributed to the strength of our financial performance over the last several years. For the three months ended March 31, 2011, we generated revenues of $8.055 billion, net income attributable to HCA Holdings, Inc. of $240 million and Adjusted EBITDA of $1.590 billion.

Our patient-first strategy is to provide high quality health care services in a cost-efficient manner. We intend to build upon our history of profitable growth by maintaining our dedication to quality care, increasing our presence in key markets through organic expansion and strategic acquisitions and joint ventures, leveraging our scale and infrastructure, and further developing our physician and employee relationships. We believe pursuing these core elements of our strategy helps us develop a faster-growing, more stable and more profitable business and increases our relevance to patients, physicians, payers and employers.

Using our scale, significant resources and over 40 years of operating experience, we have developed a significant management and support infrastructure. Some of the key components of our support infrastructure include a revenue cycle management organization, a health care group purchasing organization (GPO), an information technology and services provider, a nurse staffing agency and a medical malpractice insurance underwriter. These shared services have helped us to maximize our cash collection efficiency, achieve savings in purchasing through

our scale, more rapidly deploy information technology upgrades, more effectively manage our labor pool and achieve greater stability in malpractice insurance premiums. Collectively, these components have helped us to further enhance our operating effectiveness, cost efficiency and overall financial results. We have also created a subsidiary, Parallon Business Solutions, that offers certain of these component services to other health care companies.

Since the founding of our business in 1968 as a single-facility hospital company, we have demonstrated an ability to consistently innovate and sustain growth during varying economic and regulatory climates. Under the leadership of an experienced senior management team, whose tenure at HCA averages over 20 years, we have established an extensive record of providing high quality care, profitably growing our business, making and integrating strategic acquisitions and efficiently and strategically allocating capital spending.

On November 17, 2006, HCA Inc. was acquired by a private investor group comprised of affiliates of or funds sponsored by Bain Capital Partners, LLC (Bain Capital), Kohlberg Kravis Roberts & Co. (KKR), Merrill Lynch Global Private Equity (MLGPE), now BAML Capital Partners (each a Sponsor), Citigroup Inc., Bank of America Corporation (the Sponsor Assignees) and HCA founder Dr. Thomas F. Frist, Jr. (the Frist Entities), a group we collectively refer to as the Investors, and by members of management and certain other investors. We refer to the merger, the financing transactions related to the merger and other related transactions collectively as the Recapitalization.

Since the Recapitalization, we have achieved substantial operational and financial progress. During this time, we have made significant investments in expanding our service lines and expanding our alignment with highly specialized and primary care physicians. In addition, we have enhanced our operating efficiencies through a number of corporate cost-saving initiatives and an expansion of our support infrastructure. We have made investments in information technology to optimize our facilities and systems. We have also undertaken a number of initiatives to improve clinical quality and patient satisfaction. As a result of these initiatives, our financial performance has improved significantly from the year ended December 31, 2007, the first full year following the Recapitalization, to the year ended December 31, 2010, with revenues growing by $3.825 billion, net income attributable to HCA Holdings, Inc. increasing by $333 million and Adjusted EBITDA increasing by $1.276 billion. This represents compounded annual growth rates on these key metrics of 4.5%, 11.4% and 8.5%, respectively.

Our industry

We believe well-capitalized, comprehensive and integrated health care delivery providers are well-positioned to benefit from the current industry trends, some of which include:

Aging Population and Continued Growth in the Need for Health Care Services. According to the U.S. Census Bureau, the demographic age group of persons aged 65 and over is expected to experience compounded annual growth of 3.0% over the next 20 years, and constitute 19.3% of the total U.S. population by 2030. The Centers for Medicare & Medicaid Services (CMS) projects continued increases in hospital services based on the aging of the U.S. population, advances in medical procedures, expansion of health coverage, increasing consumer demand for expanded medical services and increased prevalence of chronic conditions such as diabetes, heart disease and obesity. We believe these factors will continue to drive increased utilization of health care services and the need for comprehensive,

integrated hospital networks that can provide a wide array of essential and sophisticated health care.

Continued Evolution of Quality-Based Reimbursement Favors Large-Scale, Comprehensive and Integrated Providers. We believe the U.S. health care system is continuing to evolve in ways that favor large-scale, comprehensive and integrated providers that provide high levels of quality care. Specifically, we believe there are a number of initiatives that will continue to gain importance in the foreseeable future, including introduction of value-based payment methodologies tied to performance, quality and coordination of care, implementation of integrated electronic health records and information, and an increasing ability for patients and consumers to make choices about all aspects of health care. We believe our company is well positioned to respond to these emerging trends and has the resources, expertise and flexibility necessary to adapt in a timely manner to the changing health care regulatory and reimbursement environment.

Impact of Health Reform Law. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the Health Reform Law), will change how health care services are covered, delivered and reimbursed. It will 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 where reimbursement is tied in part to quality and integration. The Health Reform Law, as enacted, is expected to expand health insurance coverage to approximately 32 to 34 million additional individuals 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 and efforts to amend or repeal the law, we are unable to predict the net impact of the Health Reform Law on us; however, we believe our experienced management team, emphasis on quality care and diverse service offerings will enable us to capitalize on the opportunities presented by the Health Reform Law, as well as adapt in a timely manner to its challenges.

Our competitive strengths

We believe our key competitive strengths include:

Largest Comprehensive, Integrated Health Care Delivery System. We are the largest non-governmental hospital operator in the U.S., providing approximately 4% to 5% of all U.S. hospital services through our national footprint. The scope and scale of our operations, evidenced by the types of facilities we operate, the diverse medical specialties we offer and the numerous patient care access points we provide, enable us to provide a comprehensive range of health care services in a cost-effective manner. As a result, we believe the breadth of our platform is a competitive advantage in the marketplace enabling us to attract patients, physicians and clinical staff while also providing significant economies of scale and increasing our relevance with commercial payers.

Reputation for High Quality Patient-Centered Care. Since our founding, we have maintained an unwavering focus on patients and clinical outcomes. We believe clinical quality influences physician and patient choices about health care delivery. We align our quality initiatives throughout the organization by engaging corporate, local, physician and nurse leaders to share best practices and develop standards for delivering high quality care. We have invested extensively in quality of care initiatives, with an emphasis on implementing information technology and adopting industry-wide best practices and clinical protocols. As a result of these efforts, we have achieved significant progress in clinical quality. As measured by the CMS clinical core measures reported on the CMS Hospital Compare website and based on publicly available data for the twelve months ended June 30, 2010, our hospitals achieved a composite score of 98.5% of the CMS core measures versus the national average of 95.5%, making us among the top performing major health systems in the U.S. In addition, as required by the Health Reform Law, CMS will establish a value-based purchasing system and will adjust hospital payment rates based on hospital-acquired conditions and hospital readmissions. We also believe our quality initiatives favorably position us in a payment environment that is increasingly performance-based.

Leading Local Market Positions in Large, Growing, Urban Markets. Over our history, we have sought to selectively expand and upgrade our asset base to create a premium portfolio of assets in attractive growing markets. As a result, we have a strong market presence in 14 of the top 25 fastest growing markets with populations greater than 500,000 in the U.S. We currently operate in 29 markets, 19 of which have populations of one million or more, with all but two of these markets projecting growth above the national average from 2011 to 2016. Our inpatient market share places us first or second in many of our key markets. We believe the strength and stability of these market positions will create organic growth opportunities and allow us to develop long-term relationships with patients, physicians, large employers and third-party payers.

Diversified Revenue Base and Payer Mix. We believe our broad geographic footprint, varied service lines and diverse revenue base mitigate our risks in numerous ways. Our diversification limits our exposure to competitive dynamics and economic conditions in any single local market, reimbursement changes in specific service lines and disruptions with respect to payers such as state Medicaid programs or large commercial insurers. We have a diverse portfolio of assets with no single facility contributing more than 2.3% of our revenues and no single metropolitan statistical area contributing more than 8.0% of revenues for the year ended December 31, 2010. We have also developed a highly diversified payer base, including approximately 3,000 managed care contracts, with no single commercial payer representing more than 8% of revenues for the year ended December 31, 2010. In addition, we are one of the country s largest providers of outpatient services, which accounted for approximately 38% of our revenues for the year ended December 31, 2010. We believe the geographic diversity of our markets and the scope of our inpatient and outpatient operations help reduce volatility in our operating results.

Scale and Infrastructure Drive Cost Savings and Efficiencies. Our scale allows us to leverage our support infrastructure to achieve significant cost savings and operating efficiencies, thereby driving margin expansion. We strategically manage our supply chain through centralized purchasing and supply warehouses, as well as our revenue cycle through centralized billing, collections and health information management functions. We also manage the provision of information technology through a combination of centralized systems with regional service support as well as centralize many other clinical and corporate

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functions, creating economies of scale in managing expenses and business processes. In addition to the cost savings and operating efficiencies, this support infrastructure simultaneously generates revenue from third parties that utilize our services.

Well-Capitalized Portfolio of High Quality Assets. In order to expand the range and improve the quality of services provided at our facilities, we invested over $7.5 billion in our facilities and information technology systems over the five-year period ended March 31, 2011. We believe our significant capital investments in these areas will continue to attract new and returning patients, attract and retain high-quality physicians, maximize cost efficiencies and address the health care needs of our local communities. Furthermore, we believe our platform, as well as electronic health record infrastructure, national research and physician management capabilities, provide a strategic advantage by enhancing our ability to capitalize on anticipated incentives through the Health Information Technology for Economic and Clinical Health Act (HITECH) provisions of the American Recovery and Reinvestment Act of 2009 (ARRA) and position us well in an environment that increasingly emphasizes quality, transparency and coordination of care.

Strong Operating Results and Cash Flows. Our leading scale, diversification, favorable market positions, dedication to clinical quality and focus on operational efficiency have enabled us to achieve attractive historical financial performance even during the most recent economic period. In the three months ended March 31, 2011, we generated net income attributable to HCA Holdings, Inc. of $240 million, Adjusted EBITDA of $1.590 billion and cash flows from operating activities of $918 million. Our ability to generate strong and consistent cash flow from operations has enabled us to invest in our operations, reduce our debt, enhance earnings per share and continue to pursue attractive growth opportunities.

Proven and Experienced Management Team. We believe the extensive experience and depth of our management team are a distinct competitive advantage in the complicated and evolving industry in which we compete. Our CEO and Chairman of the Board of Directors, Richard M. Bracken, began his career with our company over 29 years ago and has held various executive positions with us over that period, including, most recently, as our President and Chief Operating Officer. Our President, Chief Financial Officer and Director, R. Milton Johnson, joined our company over 28 years ago and has held various positions in our financial operations since that time. Our Group Presidents average approximately 20 years of experience with our company. Members of our senior management hold significant equity interests in our company, further aligning their long-term interests with those of our stockholders.

Our growth strategy

We are committed to providing the communities we serve with high quality, cost-effective health care while growing our business, increasing our profitability and creating long-term value for our stockholders. To achieve these objectives, we align our efforts around the following growth agenda:

Grow Our Presence in Existing Markets. We believe we are well positioned in a number of large and growing markets that will allow us the opportunity to generate long-term, attractive growth through the expansion of our presence in these markets. We plan to continue recruiting and strategically collaborating with the physician community and adding attractive service lines such as cardiology, emergency services, oncology and women s

services. Additional components of our growth strategy include expanding our footprint through developing various outpatient access points, including surgery centers, rural outreach, freestanding emergency departments and walk-in clinics. We have invested significant capital into these markets and expect to continue to see the benefit of this investment.

Achieve Industry-Leading Performance in Clinical and Satisfaction Measures. Achieving high levels of patient safety, patient satisfaction and clinical quality are central goals of our business model. To achieve these goals, we have implemented a number of initiatives including infection reduction initiatives, hospitalist programs, advanced health information technology and evidence-based medicine programs. We routinely analyze operational practices from our best-performing hospitals to identify ways to implement organization-wide performance improvements and reduce clinical variation. We believe these initiatives will continue to improve patient care, help us achieve cost efficiencies, grow our revenues and favorably position us in an environment where our constituents are increasingly focused on quality, efficacy and efficiency.

Recruit and Employ Physicians to Meet Need for High Quality Health Services. We depend on the quality and dedication of the health care providers and other team members who serve at our facilities. We believe a critical component of our growth strategy is our ability to successfully recruit and strategically collaborate with physicians and other professionals to provide high quality care. We attract and retain physicians by providing high quality, convenient facilities with advanced technology, by expanding our specialty services and by building our outpatient operations. We believe our continued investment in the employment, recruitment and retention of physicians will improve the quality of care at our facilities.

Continue to Leverage Our Scale and Market Positions to Enhance Profitability. We believe there is significant opportunity to continue to grow the profitability of our company by fully leveraging the scale and scope of our franchise. We are currently pursuing next generation performance improvement initiatives such as contracting for services on a multistate basis and expanding our support infrastructure for additional clinical and support functions, such as physician credentialing, medical transcription and electronic medical recordkeeping. We believe our centrally managed business processes and ability to leverage cost-saving practices across our extensive network will enable us to continue to manage costs effectively. We have created a subsidiary, Parallon Business Solutions, to leverage key components of our support infrastructure, including revenue cycle management, health care group purchasing, supply chain management and staffing functions, by offering these services to other hospital companies.

Selectively Pursue a Disciplined Development Strategy. We continue to believe there are significant growth opportunities in our markets. We will continue to provide financial and operational resources to successfully execute on our in-market opportunities. To complement our in-market growth agenda, we intend to focus on selectively developing and acquiring new hospitals, outpatient facilities and other health care service providers. We believe the challenges faced by the hospital industry may spur consolidation and we believe our size, scale, national presence and access to capital will position us well to participate in any such consolidation. We have a strong record of successfully acquiring and integrating hospitals and entering into joint ventures and intend to continue leveraging this experience.

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Recent developments

On July 25, 2011, we announced our results of operations for the quarter ended June 30, 2011. For further information regarding these results, see Recent developments.

During the second quarter of 2011, we completed the acquisition of Mercy Hospital in Coral Gables, Florida, and on June 15, 2011, we announced that we had entered into a non-binding Memorandum of Understanding with the Colorado Health Foundation for the purchase of the Foundation s remaining ownership interest in the HCA-HealthONE LLC joint venture for $1.45 billion. Subject to regulatory review and negotiation of a definitive agreement, the transaction is expected to close in the third quarter of 2011. We intend to fund the purchase price at the closing of the acquisition through amounts available under our revolving credit facility and do not anticipate it will have a material impact to our leverage ratio.

In June 2011, HCA Inc. redeemed all of its $1.000 billion aggregate principal amount of 91/8% second lien notes due 2014 and $108.5 million aggregate principal amount of its 97/8% second lien notes due 2017 (the June redemptions).

On May 4, 2011, we amended our senior secured credit facilities to, among other things, and subject to compliance with certain covenants and restrictions: (i) permit HCA Inc. and its restricted subsidiaries to issue new unsecured and second lien notes, (ii) allow HCA Inc. and its restricted subsidiaries to issue new first lien notes and first lien term loans, (iii) revise the change of control definition and (iv) with respect to certain of the senior secured credit facilities, extend the maturity date. See Description of other indebtedness Senior secured credit facilities.

Corporate reorganization

On November 22, 2010, HCA Inc. reorganized by creating a new holding company structure (the Corporate Reorganization), pursuant to which HCA Holdings, Inc. became our new parent company, and HCA Inc. became HCA Holdings, Inc. s wholly-owned direct subsidiary. As part of the Corporate Reorganization, HCA Inc. s outstanding shares of capital stock were automatically converted, on a share for share basis, into identical shares of HCA Holdings, Inc. s common stock, and HCA Holdings, Inc. became a guarantor but did not assume the debt of HCA Inc. s outstanding secured notes. See Description of other indebtedness.

Through our predecessors, we commenced operations in 1968. HCA Inc. was incorporated in Nevada in January 1990 and reincorporated in Delaware in September 1993. Our principal executive offices are located at One Park Plaza, Nashville, Tennessee 37201, and our telephone number is (615) 344-9551.

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Corporate structure

The indebtedness figures in the diagram below are as of March 31, 2011 and give effect to the June redemptions and the indebtedness incurred under the notes offered hereby and the use of proceeds therefrom. In this prospectus supplement, where we have presented information as adjusted to give effect to the use of the net proceeds of this offering, we have assumed that the notes will not be offered at a discount. If the notes are offered at a discount, the net proceeds to us will be less than we have assumed.

(1) In connection with the Corporate Reorganization, HCA Holdings, Inc. became a guarantor of all of HCA Inc. s then-outstanding secured notes but is not subject to the covenants that apply to HCA Inc. or HCA Inc. s restricted subsidiaries under those notes.

(2) Consists of (i) a $2.000 billion asset-based revolving credit facility maturing on November 16, 2012 (the asset-based revolving credit facility) ($1.450 billion outstanding at March 31, 2011 as adjusted to give effect to the June redemptions and the notes offered hereby); (ii) a $2.000 billion senior secured revolving credit facility maturing on November 17, 2015 (the senior secured revolving credit facility) (none outstanding at March 31, 2011, without giving effect to outstanding letters of credit); (iii) a $487 million senior secured term loan A-1 facility maturing on November 17, 2012; (iv) a $594 million senior secured term loan A-2 facility maturing on May 2, 2016; (v) a $1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013; (vi) a $2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017; (vii) a $2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018; and (viii) a 291 million, or $411 million-equivalent, senior secured European term loan facility maturing on November 17, 2013. We refer to the facilities described under (ii) through (viii) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities. Does not give effect to amounts that may be drawn under the revolving credit facility to fund our acquisition of HCA-HealthONE LLC, if consummated. See Summary Recent developments.

(3) Consists of (i) $1.500 billion aggregate principal amount of 81/2% first lien notes due 2019 that HCA Inc. issued in April 2009 (the April 2009 first lien notes); (ii) $1.250 billion aggregate principal amount of 77/8% first lien notes due 2020 that HCA Inc. issued in August 2009 (the August 2009 first lien notes), (iii) $1.400 billion aggregate principal amount of 71/4% first lien notes due 2020 that HCA Inc. issued in March 2010 (the March 2010 first lien notes and, collectively with the April 2009 first lien notes and the August 2009 first lien notes, the first lien notes) and (iv) $74 million of unamortized debt discounts that reduce the existing indebtedness.

(4) Consists of (i) $3.200 billion aggregate principal amount of 91/4% second lien notes due 2016 (all of which are intended to be redeemed with the net proceeds from this offering), (ii) $1.578 billion of 95/8%/103/8% second lien toggle notes due 2016 (all of which are intended to be redeemed with the net proceeds from this offering), (iii) $310 million aggregate principal amount of 97/8% second lien notes due 2017 ($108.5 million of which were redeemed in the June redemptions), and (iv) $6 million of unamortized debt discounts that reduce the existing indebtedness. We refer to the notes issued in (i) through (iii) above, collectively as the second lien notes and, together with the first lien notes, the existing secured notes.

(5) Consists of (i) an aggregate principal amount of $246 million medium-term notes with maturities ranging from 2014 to 2025 and a weighted average interest rate of 8.28%; (ii) an aggregate principal amount of $886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iii) an aggregate principal amount of $4.694 billion senior notes with maturities ranging from 2012 to 2033 and a weighted average interest rate of 6.54%;

(iv) $314 million of secured debt, which represents capital leases and other secured debt with a weighted average interest rate of 7.12%; and (v) $9 million of unamortized debt discounts that reduce the existing indebtedness. For more information regarding our unsecured and other indebtedness, see Description of other indebtedness.

(6) The cash flow credit facility and the first lien notes are secured by first-priority liens, and the second lien notes and related guarantees are secured by second-priority liens, on substantially all the capital stock of Healthtrust, Inc. The Hospital Company and the first-tier subsidiaries of the subsidiary guarantors (but limited to 65% of the voting stock of any such first-tier subsidiary that is a foreign subsidiary), subject to certain exceptions.

(7) Includes subsidiaries which are designated as restricted subsidiaries under HCA Inc. s indenture dated as of December 16, 1993, certain of their wholly owned subsidiaries formed in connection with the asset-based revolving credit facility and certain excluded subsidiaries (non-material subsidiaries).

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The offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the secured notes and Description of the unsecured notes sections of this prospectus supplement and the Description of Debt Securities and Guarantees in the accompanying prospectus contains more detailed descriptions of the terms and conditions of the notes.

Terms of the secured notes

Issuer	HCA Inc.
Secured Notes	6.50% senior secured notes due 2020.
Maturity Date	The secured notes will mature on February 15, 2020.
Interest Rate	Interest on the secured notes will be payable in cash and will accrue at a rate of 6.50% per annum.
Interest Payment Dates	February 15 and August 15, commencing on February 15, 2012. Interest will accrue from August 1, 2011.
Ranking	The secured notes will be the Issuer s senior obligations and will:

- rank senior in right of payment to any of its future subordinated indebtedness;
- rank equally in right of payment with any of its existing and future senior indebtedness;
- be effectively senior in right of payment to indebtedness under the second lien notes to the extent of the collateral securing such indebtedness and to any unsecured indebtedness;
- be effectively equal in right of payment with indebtedness under the cash flow credit facility and the first lien notes to the extent of the collateral (other than certain European collateral securing the senior secured European term loan facility) securing such indebtedness;
- be effectively subordinated in right of payment to all indebtedness under the asset-based revolving credit facility to the extent of the shared collateral securing such indebtedness; and
- be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries).

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom as described under Use of proceeds :

the secured notes and related guarantees would have been effectively senior in right of payment to $202 million of second lien notes, effectively equal in right of payment to approximately

$7.143 billion of senior secured indebtedness under the cash flow credit facility (other than our senior secured European term loan facility), $4.150 billion of first lien notes and approximately $133 million of other secured debt, and effectively junior in right in payment to $1.450 billion of indebtedness under the asset-based revolving credit facility, in each case to the extent of the collateral securing such indebtedness;

the secured notes and related guarantees would have been effectively subordinated in right of payment to approximately $411 million equivalent outstanding under the senior secured European term loan facility and $181 million of other secured debt of our non-guarantor subsidiaries, which primarily represents capital leases; and

we would have had an additional $1.917 billion of unutilized capacity under the senior secured revolving credit facility and $550 million of unutilized capacity under the asset-based revolving credit facility, subject to borrowing base limitations.

Guarantees The secured notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and on a senior secured basis by each of our existing and future direct or indirect wholly owned domestic subsidiaries that guarantees our obligations under our senior secured credit facilities (except for certain special purpose subsidiaries that will only guarantee and pledge their assets under our asset-based revolving credit facility). Ranking of the Secured Notes Guarantees Each subsidiary guarantee of the secured notes will:

rank senior in right of payment to all existing and future subordinated indebtedness of the guarantor subsidiary;

rank equally in right of payment with all existing and future senior indebtedness of the guarantor subsidiary;

be effectively senior in right of payment to the guarantees of the second lien notes to the extent of the guarantor subsidiary s collateral securing such indebtedness and to any guarantees of unsecured indebtedness;

be effectively equal in right of payment with the guarantees of the cash flow credit facility and the first lien notes to the extent of the subsidiary guarantor s collateral (other than certain European collateral securing the senior secured European term loan facility) securing such indebtedness;

be effectively subordinated in right of payment to the guarantees of the asset-based revolving credit facility to the extent of the guarantor subsidiary s collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries).

Any subsidiary guarantee of the secured notes will be released in the event such guarantee is released under the senior secured credit facilities.

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom, our non-guarantor subsidiaries would have accounted for approximately $3.477 billion, or 43.2%, of our total revenue, and approximately $689 million, or 43.3%, of our total Adjusted EBITDA, and approximately $9.840 billion, or 41.3%, of our total assets, and approximately $5.969 billion, or 18.9%, of our total liabilities.

Security

The secured notes and related subsidiary guarantees will be secured by first-priority liens, subject to permitted liens, on certain of the assets of HCA Inc. and the subsidiary guarantors that secure our cash flow credit facility and the first lien notes on a *pari passu* basis, including:

substantially all the capital stock of any wholly owned first-tier subsidiary of HCA Inc. or of any subsidiary guarantor of the notes (but limited to 65% of the voting stock of any such wholly owned first-tier subsidiary that is a foreign subsidiary); and

substantially all tangible and intangible assets of our company and each subsidiary guarantor, other than (1) other properties that do not secure our senior secured credit facilities, (2) deposit accounts, other bank or securities accounts and cash, (3) leaseholds and motor vehicles; provided that, with respect to the portion of the collateral comprised of real property, we will have up to 60 days following the issue date of the notes to complete those actions required to perfect the first-priority lien on such collateral, (4) certain European collateral and (5) certain receivables collateral that only secures our asset-based revolving credit facility, in each case subject to exceptions, and except that the lien on properties defined as principal properties under our existing indenture dated as of December 16, 1993, so long as such indenture remains in effect, will be limited to securing a portion of the indebtedness under the notes, our cash flow credit facility and the first lien notes that, in the aggregate, does not exceed 10% of our consolidated net tangible assets.

The secured notes and the related subsidiary guarantees will be secured by second-priority liens, subject to permitted liens, on certain receivables of HCA Inc. and the subsidiary guarantors that secure our asset-based revolving credit facility on a first-priority basis. See Description of the secured notes Security.

In the event the notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s. the collateral securing the secured notes and the related subsidiary guarantees will be released. In addition, to the extent the collateral is released as security for the senior secured credit facilities, it will also be released as security for the secured notes offered hereby and the

	related subsidiary guarantees. See Description of the secured notes Security Covenant termination and release of collateral.
Covenants	The indenture governing the secured notes will contain covenants limiting the Issuer s and certain of its subsidiaries ability to:
	create liens on certain assets to secure debt;
	engage in certain sale and lease-back transactions;
	sell certain assets; and
	consolidate, merge, sell or otherwise dispose of all or substantially all of its assets.
	These covenants are subject to a number of important limitations and exceptions. See Description of the secured notes.
	These covenants will cease to apply in the event that either (i) the secured notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s or (ii) the collateral is released as security for the senior secured credit facilities, and instead, the covenants described below under Terms of the senior unsecured notes Covenants will apply to the notes. See Description of the secured notes Security Covenant termination and release of collateral.

Terms of the senior unsecured notes

Issuer	HCA Inc.
Senior Unsecured Notes	7.50% senior unsecured notes due 2022.
Maturity Date	The unsecured notes will mature on February 15, 2022.
Interest Rate	Interest on the unsecured notes will be payable in cash and will accrue at a rate of 7.50% per annum.
Interest Payment Dates	February 15 and August 15, commencing on February 15, 2012. Interest will accrue from August 1, 2011.
Ranking	The unsecured notes will be the Issuer s senior obligations and will:
	rank senior in right of payment to any of its future subordinated indebtedness;
	rank equally in right of payment with any of its existing and future senior indebtedness;
	be effectively subordinated in right of payment to any of its existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and

be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of its subsidiaries.

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom as described under Use of proceeds :

the unsecured notes would have been effectively subordinated in right of payment to $16.670 billion of secured indebtedness; and

we would have had $1.917 billion of unutilized capacity under the senior secured revolving credit facility and $550 million of unutilized capacity under the asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations, all of which would be structurally senior to the notes offered hereby if borrowed.

Guarantees

The unsecured notes will be fully and unconditionally guaranteed on a senior unsecured basis by HCA Holdings, Inc. and will:

rank senior in right of payment to all existing and future subordinated indebtedness of HCA Holdings, Inc.;

rank equally in right of payment with all existing and future senior indebtedness of HCA Holdings, Inc.;

be effectively subordinated in right of payment to all future secured indebtedness of HCA Holdings, Inc. to the extent of the value of the collateral securing such indebtedness; and

be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of any subsidiary of HCA Holdings, Inc. (other than HCA Inc.).

The unsecured notes will not be guaranteed by any of HCA Inc. s subsidiaries.

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom as described under Use of proceeds, the unsecured notes and related guarantee would have been structurally subordinated to $22.496 billion of indebtedness of HCA Inc. s subsidiaries, $16.670 billion of which would have been secured.

Covenants

The indenture governing the unsecured notes will contain covenants limiting the Issuer s and certain of its subsidiaries ability to:

create liens on certain assets to secure debt;

engage in certain sale and lease-back transactions; and

consolidate, merge, sell or otherwise dispose of all or substantially all of its assets.

These covenants are subject to a number of important limitations and exceptions. See Description of the unsecured notes.

Terms common to the secured notes and the senior unsecured notes

Optional Redemption

The Issuer may redeem the notes, at any time in whole or from time to time in part, at the redemption prices described in this prospectus supplement. See Description of the secured notes Optional redemption and Description of the unsecured notes Optional redemption.

Change of Control Offer

Upon the occurrence of a change of control, you will have the right, as holders of the notes, to require the Issuer to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of the secured notes Repurchase at the option of holders Change of control and Description of the unsecured notes Repurchase at the option of holders Change of control.

The Issuer may not be able to pay you the required price for notes you present to it at the time of a change of control, because:

- the Issuer may not have enough funds at that time; or

- the terms of our indebtedness under the senior secured credit facilities may prevent it from making such payment.

Your right to require the Issuer to repurchase the notes upon the occurrence of a change of control will cease to apply to the notes at all times during which such notes have investment grade ratings from both Moody s Investors Service, Inc. and Standard & Poor s. See Description of the secured notes Certain covenants Covenant suspension and Description of the unsecured notes Certain covenants Covenant suspension.

No Prior Market

The notes will be new securities for which there is currently no market. Although the underwriters have informed the Issuer that they intend to make a market in the notes and they are not obligated to do so, and they may discontinue market making activities at any time without notice. Accordingly, the Issuer cannot assure you that a liquid market for the notes will develop or be maintained.

Use of Proceeds

We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately $4.939 billion.

We intend to use the net proceeds from the notes offered hereby, together with $284 million of borrowings on our asset-based revolving credit facility, to redeem and repurchase all of (i) our outstanding $1.578 billion 95/8%/103/8% second lien toggle notes due 2016, (ii) our outstanding $3.200 billion 91/4% second lien notes due 2016 and (iii) for related fees and expenses. See Use of proceeds and Capitalization.

Conflicts of Interest

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us for which they received or will receive customary

fees and expenses. In addition, certain of the underwriters and/or their affiliates may be holders of our 95/8%/103/8% second lien toggle notes due 2016 and/or our 91/4% second lien notes due 2016 and, accordingly, they may receive a portion of the net proceeds of this offering in connection with the redemption of those notes. However, none of the underwriters, nor any of their affiliates will receive net proceeds of this offering equal to or in excess of 5% of the net proceeds of this offering.

Merrill Lynch, Pierce, Fenner & Smith Incorporated and/or its affiliates indirectly own in excess of 10% of our issued and outstanding common stock, and is therefore deemed to be one of our affiliates and have a conflict of interest within the meaning of the provisions of Rule 5121 of the Financial Industry Regulatory Authority, Inc. Conduct Rules (FINRA Rule 5121). Accordingly, this offering is being conducted in accordance with FINRA Rule 5121 regarding the underwriting of securities. FINRA Rule 5121 requires that a qualified independent underwriter as defined by the FINRA rules participate in the preparation of the registration statement of which this prospectus forms a part and perform its usual standard of due diligence with respect thereto. Barclays Capital Inc. has agreed to serve as the qualified independent underwriter for the offering. See Underwriting (conflicts of interest).

Risk Factors

You should consider carefully all of the information set forth and incorporated by reference in this prospectus supplement and, in particular, should evaluate the specific factors set forth and incorporated by reference in the section entitled Risk factors for an explanation of certain risks of investing in the notes, including risks related to our industry and business.

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Summary financial data

The following table sets forth our summary financial data as of and for the periods indicated. The financial data as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008 have been derived from our consolidated financial statements incorporated by reference into this prospectus supplement, which have been audited by Ernst & Young LLP. The financial data as of December 31, 2008 have been derived from our consolidated financial statements audited by Ernst & Young LLP that are not included or incorporated by reference herein.

The summary financial data as of March 31, 2011 and for the three months ended March 31, 2011 and 2010 have been derived from our unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. The summary financial data as of March 31, 2010 have been derived from our unaudited condensed consolidated financial statements that are not included or incorporated by reference herein. The unaudited financial data presented have been prepared on a basis consistent with our audited consolidated financial statements. In the opinion of management, such unaudited financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The summary financial data should be read in conjunction with Selected Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto incorporated by reference into this prospectus supplement.

	Years ended December 31,			Three months ended March 31,	
(dollars in millions)	**2010**	**2009**	**2008**	**2011**	**2010**
				(unaudited)	
Income Statement Data:					
Revenues	$ 30,683	$ 30,052	$ 28,374	$ 8,055	$ 7,544
Salaries and benefits	12,484	11,958	11,440	3,295	3,072
Supplies	4,961	4,868	4,620	1,275	1,200
Other operating expenses	5,004	4,724	4,554	1,322	1,202
Provision for doubtful accounts	2,648	3,276	3,409	649	564
Equity in earnings of affiliates	(282)	(246)	(223)	(76)	(68)
Depreciation and amortization	1,421	1,425	1,416	358	355
Interest expense	2,097	1,987	2,021	533	516
Losses (gains) on sales of facilities	(4)	15	(97)	1	
Impairments of long-lived assets	123	43	64		18
Termination of management agreement				181	
	28,452	28,050	27,204	7,538	6,859
Income before income taxes	2,231	2,002	1,170	517	685
Provision for income taxes	658	627	268	183	209
Net income	1,573	1,375	902	334	476

Net income attributable to noncontrolling interests	366	321	229	94	88
Net income attributable to HCA Holdings, Inc.	$ 1,207	$ 1,054	$ 673	$ 240	$ 388

(dollars in millions)	Years ended December 31, 2010	2009	2008	Three months ended March 31, 2011 (unaudited)	2010
Statement of Cash Flows Data:					
Cash flows provided by operating activities	$ 3,085	$ 2,747	$ 1,990	$ 918	$ 859
Cash flows used in investing activities	(1,039)	(1,035)	(1,467)	(273)	(181)
Cash flows used in financing activities	(1,947)	(1,865)	(451)	(503)	(602)
Other Financial Data:					
EBITDA[1]	$ 5,383	$ 5,093	$ 4,378	$ 1,314	$ 1,468
Adjusted EBITDA[1]	5,868	5,472	4,574	1,590	1,574
Capital expenditures	1,325	1,317	1,600	329	214
Operating Data:[2]					
Number of hospitals at end of period[3]	156	155	158	156	154
Number of freestanding outpatient surgical centers at end of period[4]	97	97	97	98	98
Number of licensed beds at end of period[5]	38,827	38,839	38,504	39,075	38,719
Weighted average licensed beds[6]	38,655	38,825	38,422	39,061	38,687
Admissions[7]	1,554,400	1,556,500	1,541,800	406,900	398,900
Equivalent admissions[8]	2,468,400	2,439,000	2,363,600	638,400	615,500
Average length of stay (days)[9]	4.8	4.8	4.9	4.9	4.9
Average daily census[10]	20,523	20,650	20,795	22,002	21,696
Occupancy[11]	53%	53%	54%	56%	56%
Emergency room visits[12]	5,706,200	5,593,500	5,246,400	1,527,600	1,367,100
Outpatient surgeries[13]	783,600	794,600	797,400	193,000	190,700
Inpatient surgeries[14]	487,100	494,500	493,100	119,700	122,500
Days revenues in accounts receivable[15]	46	45	49	45	46
Gross patient revenues[16]	$ 125,640	$ 115,682	$ 102,843	$ 34,764	$ 31,054
Outpatient revenues as a percentage of patient revenues[17]	38%	38%	37%	38%	36%
Balance Sheet Data:					
Working capital[18]	$ 2,650	$ 2,264	$ 2,391	$ 2,719	$ 2,167
Property, plant and equipment, net	11,352	11,427	11,529	11,347	11,252
Cash and cash equivalents	411	312	465	553	388

Total assets	23,852	24,131	24,280	23,809	24,091
Total debt	28,225	25,670	26,989	25,366	26,855
Equity securities with contingent redemption rights	141	147	155		144
Stockholders deficit attributable to HCA Holdings, Inc.	(11,926)	(8,986)	(10,255)	(8,930)	(10,313)
Noncontrolling interests	1,132	1,008	995	1,142	1,015
Total stockholders deficit	(10,794)	(7,978)	(9,260)	(7,788)	(9,298)

(1) EBITDA, a measure used by management to evaluate operating performance, is defined as net income attributable to HCA Holdings, Inc. plus (i) provision for income taxes, (ii) interest expense and (iii) depreciation and amortization. EBITDA is not a recognized term under GAAP and does not purport to be an alternative to net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Additionally, EBITDA is not intended to be a

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measure of free cash flow available for management s discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and other debt service requirements. Management believes EBITDA is helpful to investors and our management in highlighting trends because EBITDA excludes the results of decisions outside the control of operating management and that can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. Management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Because not all companies use identical calculations, our presentation of EBITDA may not be comparable to similarly titled measures of other companies.

Adjusted EBITDA is defined as EBITDA, adjusted to exclude net income attributable to noncontrolling interests, losses (gains) on sales of facilities, impairments of long-lived assets and termination of management agreement. We believe Adjusted EBITDA is an important measure that supplements discussions and analysis of our results of operations. We believe it is useful to investors to provide disclosures of our results of operations on the same basis used by management. Management relies upon Adjusted EBITDA as the primary measure to review and assess operating performance of its hospital facilities and their management teams. Adjusted EBITDA target amounts are the performance measures utilized in our annual incentive compensation programs and are vesting conditions for a portion of our stock option grants. Management and investors review both the overall performance (GAAP net income attributable to HCA Holdings, Inc.) and operating performance (Adjusted EBITDA) of our health care facilities. Adjusted EBITDA and the Adjusted EBITDA margin (Adjusted EBITDA divided by revenues) are utilized by management and investors to compare our current operating results with the corresponding periods during the previous year and to compare our operating results with other companies in the health care industry. It is reasonable to expect that losses (gains) on sales of facilities and impairment of long-lived assets will occur in future periods, but the amounts recognized can vary significantly from period to period, do not directly relate to the ongoing operations of our health care facilities and complicate period comparisons of our results of operations and operations comparisons with other health care companies. Adjusted EBITDA is not a measure of financial performance under accounting principles generally accepted in the United States, and should not be considered an alternative to net income attributable to HCA Holdings, Inc. as a measure of operating performance or cash flows from operating, investing and financing activities as a measure of liquidity. Because Adjusted EBITDA is not a measurement determined in accordance with generally accepted accounting principles and is susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures presented by other companies. There may be additional adjustments to Adjusted EBITDA under our agreements governing our material debt obligations, including the notes offered hereby.

EBITDA and Adjusted EBITDA are calculated as follows:

	Years ended December 31,			Three months ended March 31,	
(dollars in millions)	**2010**	**2009**	**2008**	**2011**	**2010**
				(unaudited)	
Net income attributable to HCA Holdings, Inc.	$ 1,207	$ 1,054	$ 673	$ 240	$ 388
Provision for income taxes	658	627	268	183	209
Interest expense	2,097	1,987	2,021	533	516
Depreciation and amortization	1,421	1,425	1,416	358	355

EBITDA	5,383	5,093	4,378	1,314	1,468
Net income attributable to noncontrolling interests[i]	366	321	229	94	88
Losses (gains) on sales of facilities[ii]	(4)	15	(97)	1	
Impairments of long-lived assets[iii]	123	43	64		18
Termination of management agreement[iv]				181	
Adjusted EBITDA	$ 5,868	$ 5,472	$ 4,574	$ 1,590	$ 1,574

(i) Represents the add-back of net income attributable to noncontrolling interests.

(ii) Represents the elimination of losses (gains) on sales of facilities.

(iii) Represents the add-back of impairments of long-lived assets.

(iv) Represents the add-back of termination of management agreement.

(2) The operating data set forth in this table includes only those facilities that are consolidated for financial reporting purposes.

(3) Excludes facilities that are not consolidated (accounted for using the equity method) for financial reporting purposes.

(4) Excludes facilities that are not consolidated (accounted for using the equity method) for financial reporting purposes.

(5) Licensed beds are those beds for which a facility has been granted approval to operate from the applicable state licensing agency.

(6) Represents the average number of licensed beds, weighted based on periods owned.

(7) Represents the total number of patients admitted to our hospitals and is used by management and certain investors as a general measure of inpatient volume.

(8) Equivalent admissions are used by management and certain investors as a general measure of combined inpatient and outpatient volume. Equivalent admissions are computed by multiplying admissions (inpatient volume) by the sum of gross

inpatient revenues and gross outpatient revenues and then dividing the resulting amount by gross inpatient revenues. The equivalent admissions computation equates outpatient revenues to the volume measure (admissions) used to measure inpatient volume, resulting in a general measure of combined inpatient and outpatient volume.

(9) Represents the average number of days admitted patients stay in our hospitals.

(10) Represents the average number of patients in our hospital beds each day.

(11) Represents the percentage of hospital licensed beds occupied by patients. Both average daily census and occupancy rate provide measures of the utilization of inpatient rooms.

(12) Represents the number of patients treated in our emergency rooms.

(13) Represents the number of surgeries performed on patients who were not admitted to our hospitals. Pain management and endoscopy procedures are not included in outpatient surgeries.

(14) Represents the number of surgeries performed on patients who have been admitted to our hospitals. Pain management and endoscopy procedures are not included in inpatient surgeries.

(15) Revenues per day is calculated by dividing the revenues for the period by the days in the period. Days revenues in accounts receivable is then calculated as accounts receivable, net of the allowance for doubtful accounts, at the end of the period divided by revenues per day.

(16) Gross patient revenues are based upon our standard charge listing. Gross charges/revenues typically do not reflect what our hospital facilities are paid. Gross charges/revenues are reduced by contractual adjustments, discounts and charity care to determine reported revenues.

(17) Represents the percentage of patient revenues related to patients who are not admitted to our hospitals.

(18) We define working capital as current assets minus current liabilities.

Risk factors

You should carefully consider the risk factors set forth below as well as the other information contained or incorporated by reference in this prospectus supplement before purchasing the notes. This prospectus supplement contains forward-looking statements that involve risk and uncertainties. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. In such a case, you may lose all or part of your original investment.

Risks related to the notes

Our substantial leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations.

We are highly leveraged. As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions, as well as the notes offered hereby and the use of proceeds therefrom, our total indebtedness would have been $25.932 billion. As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions as well as notes offered hereby and the use of proceeds therefrom, the Issuer would have had availability of $1.917 billion under its senior secured revolving credit facility and $550 million under its asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations. Our high degree of leverage could have important consequences, including:

- increasing our vulnerability to downturns or adverse changes in general economic, industry or competitive conditions and adverse changes in government regulations;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- exposing us to the risk of increased interest rates as certain of our unhedged borrowings are at variable rates of interest;
- limiting our ability to make strategic acquisitions or causing us to make nonstrategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product or service line development, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged.

We and our subsidiaries have the ability to incur additional indebtedness in the future, subject to the restrictions contained in HCA Inc. s senior secured credit facilities and the indentures governing HCA Holdings, Inc. and HCA Inc. s outstanding notes and the indenture governing the notes offered hereby. If new indebtedness is added to our current debt levels, the related risks that we now face could intensify.

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We may not be able to generate sufficient cash to service all of our indebtedness and may not be able to refinance our indebtedness on favorable terms. If we are unable to do so, 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 debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you 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.

In addition, we conduct our operations through our subsidiaries. Accordingly, repayment of our indebtedness is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, debt repayment or otherwise. Except for subsidiaries that are or become guarantors of the notes, our subsidiaries will not have any obligation to pay amounts due on the notes or our other indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. The agreements governing the current and future indebtedness of the Issuer s subsidiaries may not permit the Issuer s subsidiaries to provide the Issuer with sufficient dividends, distributions or loans to fund scheduled interest and principal payments on these notes when due. The terms of the senior secured credit facilities and the indentures governing the Issuer s outstanding notes significantly restrict the Issuer s and its subsidiaries from paying dividends and otherwise transferring assets to the Issuer. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries.

We may find it necessary or prudent to refinance our outstanding indebtedness with longer-maturity debt at a higher interest rate. In February, April and August of 2009 and, in March of 2010, for example, we issued $310 million in aggregate principal amount of 97/8% second lien notes due 2017, $1.500 billion in aggregate principal amount of 81/2% first lien notes due 2019, $1.250 billion in aggregate principal amount of 77/8% first lien notes due 2020 and $1.400 billion in aggregate principal amount of 71/4% first lien notes due 2020, respectively. The net proceeds of those offerings were used to prepay term loans under our cash flow credit facility, which currently bears interest at a lower floating rate. Our ability to refinance our indebtedness on favorable terms, or at all, is directly affected by the current global economic and financial conditions. In addition, our ability to incur secured indebtedness (which would generally enable us to achieve better pricing than the incurrence of unsecured indebtedness) depends in part on the value of our assets, which depends, in turn, on the strength of our cash flows and results of operations, and on economic and market conditions and other factors.

If our cash flows and capital resources are insufficient to fund our debt service obligations or we are unable to refinance our indebtedness, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. If our operating results and available cash are insufficient to meet our debt service obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions, or the proceeds from the dispositions may not be adequate to meet any debt service obligations then due.

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Our debt agreements contain restrictions that limit our flexibility in operating our business.

Our senior secured credit facilities and the indentures governing our outstanding notes contain, and the indenture governing the notes offered hereby will contain, various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and certain of our subsidiaries ability to, among other things:

- incur additional indebtedness or issue certain preferred shares;
- pay dividends on, repurchase or make distributions in respect of our capital stock or make other restricted payments;
- make certain investments;
- sell or transfer assets;
- create liens;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- enter into certain transactions with our affiliates.

Under our asset-based revolving credit facility, when (and for as long as) the combined availability under our asset-based revolving credit facility and our senior secured revolving credit facility is less than a specified amount for a certain period of time or, if a payment or bankruptcy event of default has occurred and is continuing, funds deposited into any of our depository accounts will be transferred on a daily basis into a blocked account with the administrative agent and applied to prepay loans under the asset-based revolving credit facility and to cash collateralize letters of credit issued thereunder.

Under our senior secured credit facilities, we are required to satisfy and maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and there can be no assurance we will continue to meet those ratios. A breach of any of these covenants could result in a default under both the cash flow credit facility and the asset-based revolving credit facility. Upon the occurrence of an event of default under the senior secured credit facilities, the lenders thereunder could elect to declare all amounts outstanding under the senior secured credit facilities to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under the senior secured credit facilities could proceed against the collateral granted to them to secure such indebtedness. We have pledged a significant portion of our assets under our senior secured credit facilities and that collateral (other than certain European collateral securing our senior secured European term loan facility) is also pledged as collateral under our first lien notes. If any of the lenders under the senior secured credit facilities accelerate the repayment of borrowings, there can be no assurance there will be sufficient assets to repay the senior secured credit facilities, the first lien notes and the notes offered hereby.

Federal and state fraudulent transfer laws may permit a court to void the guarantees, and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any of the guarantors, as applicable, issued the notes or incurred the guarantees with the intent of

hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;

the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor s ability to pay as they mature; or

we were or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment was unsatisfied.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or such guarantee or further subordinate the notes or such guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of the notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the voidance of the notes could result in an event of default with respect to our and our subsidiaries other debt that could result in acceleration of such debt.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our or any of our guarantors other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

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

Any default under the agreements governing our indebtedness, including a default under our senior secured credit facilities that is not waived by the required lenders or a default under the indentures governing our existing secured notes, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the notes and substantially decrease the market value of the 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 our senior secured credit facilities, the indentures governing the existing secured notes and the indenture governing the notes), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our senior secured credit facilities could elect to terminate their commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under the instrument governing that indebtedness, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established public market. The underwriters have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes and they may discontinue their market-making activities at any time without notice. Therefore, we cannot assure you that an active market for the notes will develop or, if developed, that it will continue. Historically, the market for non investment-grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes.

We cannot assure you that the market, if any, for the notes will be free from similar disruptions or that any such disruptions may not adversely affect the prices at which you may sell your notes. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

The Issuer may not be able to repurchase the notes upon a change of control.

Under certain circumstances, and upon the occurrence of specific kinds of change of control events, the Issuer will be required to offer to repurchase all outstanding notes at 101% of their principal amount plus accrued and unpaid interest. The source of funds for any such purchase of the notes will be the Issuer s available cash or cash generated from its subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. The Issuer may not be able to repurchase the notes upon a change of control because the Issuer may not have sufficient financial resources to purchase all of the notes that are tendered upon a change of control. Further, the Issuer is contractually restricted under the terms of the senior secured credit facilities from repurchasing all of the notes tendered by holders upon a change of control. Accordingly, the Issuer may not be able to satisfy our obligations to purchase the notes unless it is able to refinance or obtain waivers under the instruments governing that indebtedness. The Issuer s failure to repurchase the notes upon a change of control would cause a default under the indentures and a cross-default under the instruments governing our senior secured credit

facilities and the indentures governing the existing secured notes. The instruments governing the senior secured credit facilities also provide that a change of control will be a default that permits lenders to accelerate the maturity of borrowings thereunder. Any of the Issuer s future debt agreements may contain similar provisions.

Risks related to the secured notes

The secured indebtedness under our senior secured asset-based revolving credit facility will be effectively senior to the secured notes to the extent of the value of the receivables collateral securing such facility on a first-priority basis.

Our asset-based revolving credit facility has a first-priority lien in the accounts receivable of our company and our domestic subsidiaries, with certain exceptions. Our other senior secured credit facilities and the first lien notes have, and the secured notes offered hereby will have, a second-priority lien in those receivables (except for those of certain special purpose subsidiaries that only guarantee and pledge their assets under our asset-based revolving credit facility). The indentures governing the existing secured notes permit, and the indenture governing the secured notes offered hereby will permit, us to incur additional indebtedness secured on a first-priority basis by such assets in the future. The first-priority liens in the collateral securing indebtedness under our asset-based revolving credit facility and any such future indebtedness will be higher in priority as to such collateral than the security interests securing the secured notes and the guarantees. Holders of the indebtedness under our asset-based revolving credit facility and any other indebtedness secured by higher priority liens on such collateral will be entitled to receive proceeds from the realization of value of such collateral to repay such indebtedness in full before the holders of the secured notes will be entitled to any recovery from such collateral. As a result, holders of the secured notes will only be entitled to receive proceeds from the realization of value of assets securing our asset-based revolving credit facility on a higher priority basis after all indebtedness and other obligations under our asset-based revolving credit facility and any other obligations secured by higher priority liens on such assets are repaid in full. The secured notes will be effectively junior in right of payment to indebtedness under our asset-based revolving credit facility and any other indebtedness secured by higher priority liens on such collateral to the extent of the realizable value of such collateral. Even if there were receivables collateral or proceeds left over to pay the secured notes, the first lien notes and the cash flow credit facility after a foreclosure on that collateral and payment of the outstanding amounts under the asset-based revolving credit facility, that collateral would be subject to the first lien intercreditor agreement, and the representative of the lenders under the cash flow credit facility would initially control actions with respect to that collateral. See *Even though the holders of the secured notes will benefit from a first-priority lien on the collateral that secures our cash flow credit facility and our first lien notes, the representative of the lenders under the cash flow credit facility will initially control actions with respect to that collateral.*

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby, the secured notes offered hereby would have been effectively junior to $1.450 billion of indebtedness outstanding under our asset-based revolving credit facility to the extent of the value of collateral securing such indebtedness.

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The value of the collateral securing the secured notes may not be sufficient to satisfy our obligations under the secured notes.

No appraisal of the value of the collateral has been made in connection with this offering, and the fair market value of the collateral is subject to fluctuations based on factors that include, among others, general economic conditions and similar factors. The amount to be received upon a sale of the collateral would be dependent on numerous factors, including, but not limited to, the actual fair market value of the collateral at such time, the timing and the manner of the sale and the availability of buyers. By its nature, portions of the collateral may be illiquid and may have no readily ascertainable market value. In the event of a foreclosure, liquidation, bankruptcy or similar proceeding, the collateral may not be sold in a timely or orderly manner, and the proceeds from any sale or liquidation of this collateral may not be sufficient to pay our obligations under the secured notes.

To the extent that liens securing obligations under the senior secured credit facilities and the first lien notes, pre-existing liens, liens permitted under the indenture governing the notes offered hereby and other rights, including liens on excluded assets, such as those securing purchase money obligations and capital lease obligations granted to other parties (in addition to the holders of any other obligations secured by higher priority liens), encumber any of the collateral securing the secured notes and the guarantees, those parties have or may exercise rights and remedies with respect to the collateral that could adversely affect the value of the collateral and the ability of the collateral agent, the trustee under the indenture governing the secured notes offered hereby or the holders of the secured notes to realize or foreclose on the collateral.

The secured notes and the related guarantees will be secured, subject to permitted liens, by a first-priority lien in the collateral that secures our cash flow credit facility and our first lien notes on a first-priority basis (other than any European collateral securing our senior secured European term loan facility) and will share equally in right of payment to the extent of the value of such collateral securing such cash flow credit facility and first lien notes on a first-priority basis. The secured notes and the related guarantees will not be secured by any of the European collateral described in Description of other indebtedness Senior secured credit facilities Guarantee and security. The indenture governing the secured notes offered hereby will permit us to incur additional indebtedness secured by a lien that ranks equally with the secured notes. Any such indebtedness may further limit the recovery from the realization of the value of such collateral available to satisfy holders of the secured notes.

There may not be sufficient collateral to pay off all amounts we may borrow under our senior secured credit facilities, the first lien notes, the secured notes offered hereby and additional secured notes that we may offer that would be secured on the same basis as the secured notes offered hereby. Liquidating the collateral securing the secured notes may not result in proceeds in an amount sufficient to pay any amounts due under the secured notes after also satisfying the obligations to pay any creditors with prior liens. If the proceeds of any sale of collateral are not sufficient to repay all amounts due on the secured notes, the holders of the secured notes (to the extent not repaid from the proceeds of the sale of the collateral) would have only a senior unsecured, unsubordinated claim against our and the subsidiary guarantors remaining assets.

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Claims of noteholders will be structurally subordinate to claims of creditors of all of our non-U.S. subsidiaries and some of our U.S. subsidiaries because they will not guarantee the notes.

The notes will not be guaranteed by any of our non-U.S. subsidiaries, our less than wholly-owned U.S. subsidiaries or certain other U.S. subsidiaries. Accordingly, claims of holders of the notes will be structurally subordinate to the claims of creditors of these non-guarantor subsidiaries, including trade creditors. All obligations of our non-guarantor subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us or a guarantor of the notes.

For the three months ended March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom, our non-guarantor subsidiaries would have accounted for approximately $3.477 billion, or 43.2%, of our total revenues and approximately $689 million, or 43.3%, of our total Adjusted EBITDA. As of March 31, 2011, our non-guarantor subsidiaries accounted for approximately $9.840 billion, or 41.3%, of our total assets and approximately $5.969 billion, or 18.9%, of our total liabilities.

The lien ranking provisions of the indenture and other agreements relating to the collateral securing the secured notes on a second priority basis will limit the rights of holders of the secured notes with respect to that collateral, even during an event of default.

The rights of the holders of the secured notes with respect to the receivables collateral that secures the asset-based revolving credit facility on a first-priority basis and that secures our cash flow credit facility and our first lien notes, and will secure the secured notes offered hereby, on a second-priority basis will be substantially limited by the terms of the lien ranking agreements set forth in the indenture and the applicable receivables intercreditor agreement, even during an event of default. Under the indenture and the applicable receivables intercreditor agreement, at any time that obligations that have the benefit of the higher priority liens are outstanding, any actions that may be taken with respect to such collateral, including the ability to cause the commencement of enforcement proceedings against such collateral, to control the conduct of such proceedings and to approve amendments to releases of such collateral from the lien of, and waive past defaults under, such documents relating to such collateral, will be at the direction of the holders of the obligations secured by the first-priority liens, and the holders of the secured notes secured by lower-priority liens may be adversely affected.

In addition, the indenture and the applicable receivables intercreditor agreement will contain certain provisions benefiting holders of indebtedness under our asset-based revolving credit facility, including provisions requiring the trustee and the collateral agent not to object following the filing of a bankruptcy petition to certain important matters regarding the receivables collateral. After such filing, the value of this collateral could materially deteriorate, and holders of the secured notes would be unable to raise an objection.

The receivables collateral that will secure the secured notes and guarantees on a lower-priority basis will also be subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted by the lenders under our asset-based revolving credit facility, whether on or after the date the secured notes and guarantees are issued. The existence of any such exceptions, defects, encumbrances, liens and other imperfections could adversely affect the value of the collateral securing the secured notes, as well as the ability of the collateral agent to realize or foreclose on such collateral. The underwriters have neither analyzed the effect of, nor

participated in any negotiations relating to, such exceptions, defects, encumbrances, liens and imperfections, and the existence thereof could adversely affect the value of the collateral that will secure the secured notes as well as the ability of the collateral agent to realize or foreclose on such collateral.

Even though the holders of the secured notes will benefit from a first-priority lien on the collateral that secures our cash flow credit facility and our first lien notes, the representative of the lenders under the cash flow credit facility will initially control actions with respect to that collateral.

The rights of the holders of the secured notes with respect to the collateral that will secure the secured notes on a first-priority basis will be subject to a first lien intercreditor agreement among all holders of obligations secured by that collateral on a first-priority basis, including the obligations under our cash flow credit facility and our first lien notes. Under that intercreditor agreement, any actions that may be taken with respect to such collateral, including the ability to cause the commencement of enforcement proceedings against such collateral, to control such proceedings and to approve amendments to releases of such collateral from the lien of, and waive past defaults under, such documents relating to such collateral, will be at the direction of the authorized representative of the lenders under the cash flow credit facility until (1) our obligations under the cash flow credit facility are discharged (which discharge does not include certain refinancings of the cash flow credit facility) or (2) 90 days after the occurrence of an event of default under the indentures governing the first lien notes or the indenture governing the secured notes offered hereby. Under the circumstances described in clause (2) of the preceding sentence, the authorized representative of the holders of the indebtedness that represents the largest outstanding principal amount of indebtedness secured by a first-priority lien on the collateral (other than the cash flow credit facility) and has complied with the applicable notice provisions gains the right to take actions with respect to the collateral.

Even if the authorized representative of the secured notes offered hereby gains the right to direct the collateral agent in the circumstances described in clause (2) above, the authorized representative must stop doing so (and those powers with respect to the collateral would revert to the authorized representative of the lenders under the cash flow credit facility) if the lenders authorized representative has commenced and is diligently pursuing enforcement action with respect to the collateral or the grantor of the security interest in that collateral (whether our company or the applicable subsidiary guarantor) is then a debtor under or with respect to (or otherwise subject to) an insolvency or liquidation proceeding.

In addition, the senior secured credit facilities permit, the indentures governing the existing secured notes permit and the indenture governing the notes offered hereby will permit us to issue additional series of secured notes that also have a first-priority lien on the same collateral. As explained above, any time that the representative of the lenders under the cash flow credit facility does not have the right to take actions with respect to the collateral pursuant to the first lien intercreditor agreement, that right passes to the authorized representative of the holders of the next largest outstanding principal amount of indebtedness secured by a first-priority lien on the collateral. If we issue additional first lien notes in the future in a greater principal amount than the secured notes offered hereby, then the authorized representative for those additional secured notes would be earlier in line to exercise rights under the first lien intercreditor agreement than the authorized representative for the secured notes offered hereby.

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Under the first lien intercreditor agreement, the authorized representative of the holders of the secured notes offered hereby may not object following the filing of a bankruptcy petition to any debtor-in-possession financing or to the use of the shared collateral to secure that financing, subject to conditions and limited exceptions. After such a filing, the value of this collateral could materially deteriorate, and holders of the secured notes would be unable to raise an objection.

The collateral that will secure the secured notes and guarantees on a first-priority basis will also be subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted by the authorized representative of the lenders under our cash flow credit facility or of a series of first lien notes during any period that such authorized representative controls actions with respect to the collateral pursuant to the first lien intercreditor agreement. The existence of any such exceptions, defects, encumbrances, liens and other imperfections could adversely affect the value of the collateral securing the secured notes as well as the ability of the collateral agent to realize or foreclose on such collateral for the benefit of the holders of the secured notes. The underwriters have neither analyzed the effect of, nor participated in any negotiations relating to, such exceptions, defects, encumbrances, liens and imperfections, and the existence thereof could adversely affect the value of the collateral that will secure the secured notes as well as the ability of the collateral agent to realize or foreclose on such collateral for the benefit of the holders of the secured notes.

We will in most cases have control over the collateral, and the sale of particular assets by us could reduce the pool of assets securing the secured notes and the guarantees.

The collateral documents allow us to remain in possession of, retain exclusive control over, freely operate, and collect, invest and dispose of any income from, the collateral securing the secured notes and the guarantees, except, under certain circumstances, cash transferred to accounts controlled by the administrative agent under our asset-based revolving credit facility.

In addition, we will not be required to comply with all or any portion of Section 314(d) of the Trust Indenture Act of 1939 (the Trust Indenture Act) if we determine, in good faith based on advice of counsel, that, under the terms of that Section and/or any interpretation or guidance as to the meaning thereof of the SEC and its staff, including no action letters or exemptive orders, all or such portion of Section 314(d) of the Trust Indenture Act is inapplicable to the released collateral. For example, so long as no default or event of default under the indenture would result therefrom and such transaction would not violate the Trust Indenture Act, we may, among other things, without any release or consent by the indenture trustee, conduct ordinary course activities with respect to collateral, such as selling, factoring, abandoning or otherwise disposing of collateral and making ordinary course cash payments (including repayments of indebtedness). See Description of the secured notes.

There are circumstances other than repayment or discharge of the secured notes under which the collateral securing the secured notes and guarantees will be released automatically, without your consent or the consent of the trustee.

Under various circumstances, collateral securing the secured notes will be released automatically, including:

- a sale, transfer or other disposal of such collateral in a transaction not prohibited under the indenture;

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with respect to collateral held by a guarantor, upon the release of such guarantor from its guarantee;

with respect to collateral that is capital stock, upon the dissolution of the issuer of such capital stock in accordance with the indenture;

with respect to any receivables collateral in which the secured notes have a second-priority lien, upon any release by the lenders under our asset-based revolving credit facility of their first-priority security interest in such collateral; provided that, if the release occurs in connection with a foreclosure or exercise of remedies by the collateral agent for the lenders under our asset-based revolving credit facility, the lien on that collateral will be automatically released but any proceeds thereof not used to repay the obligations under our asset-based revolving credit facility will be subject to a lien in favor of the collateral agent for the secured noteholders and our cash flow credit facility;

with respect to the collateral upon which the secured notes have a first-priority lien, upon any release by the lenders under the cash flow credit facility (including in connection with a foreclosure or exercise of remedies with respect to that collateral directed by the authorized representative of the lenders under our cash flow credit facility during any period that such authorized representative controls actions with respect to the collateral pursuant to the first lien intercreditor agreement); and

the collateral securing the secured notes will be released once the secured notes achieve investment grade ratings from Moody s Investors Service, Inc. and Standard & Poor s Rating Services, and at such time no default or event of default has occurred and is continuing.

Even though the holders of the secured notes share ratably with the lenders under our cash flow credit facility, the authorized representative of the lenders under our cash flow credit facility will initially control actions with respect to the collateral, whether or not the holders of the secured notes agree or disagree with those actions. See Even though the holders of the secured notes will benefit from a first-priority lien on the collateral that secures our cash flow credit facility and our first lien notes, the representative of the lenders under the cash flow credit facility will initially control actions with respect to that collateral.

In addition, the guarantee of a subsidiary guarantor will be automatically released to the extent it is released under the senior secured credit facilities or in connection with a sale of such subsidiary guarantor in a transaction not prohibited by the indenture.

The indenture will also permit us to designate one or more of our restricted subsidiaries that is a guarantor of the secured notes as an unrestricted subsidiary. If we designate a subsidiary guarantor as an unrestricted subsidiary for purposes of the indenture governing the secured notes, all of the liens on any collateral owned by such subsidiary or any of its subsidiaries and any guarantees of the secured notes by such subsidiary or any of its subsidiaries will be released under the indenture but not necessarily under our senior secured credit facilities. Designation of an unrestricted subsidiary will reduce the aggregate value of the collateral securing the secured notes to the extent that liens on the assets of the unrestricted subsidiary and its subsidiaries are released. In addition, the creditors of the unrestricted subsidiary and its subsidiaries will have a senior claim on the assets of such unrestricted subsidiary and its subsidiaries. See Description of the secured notes.

The imposition of certain permitted liens will cause the assets on which such liens are imposed to be excluded from the collateral securing the secured notes and the guarantees. There are also certain other categories of property that are excluded from the collateral.

The indenture will permit liens in favor of third parties to secure additional debt, including purchase money indebtedness and capital lease obligations, and any assets subject to such liens will be automatically excluded from the collateral securing the secured notes and the guarantees. Our ability to incur purchase money indebtedness and capital lease obligations is subject to the limitations as described in Description of the secured notes. In addition, certain categories of assets are excluded from the collateral securing the secured notes and the guarantees. Excluded assets include the assets of our non-guarantor subsidiaries and equity investees, certain capital stock and other securities of our subsidiaries and equity investees, certain properties that do not secure our senior secured credit facilities, certain European collateral that secures our senior secured European term loan facility, deposit accounts, other bank or securities accounts, cash, leaseholds and motor vehicles, and the proceeds from any of the foregoing. Also, the lien on properties defined as principal properties under our existing indenture dated as of December 16, 1993, so long as that indenture remains in effect, will be limited to securing a portion of the indebtedness under our cash flow credit facility, the first lien notes and the secured notes offered hereby that, in the aggregate, does not exceed 10% of our consolidated net tangible assets. See Description of the secured notes. If an event of default occurs and the secured notes are accelerated, the secured notes and the guarantees will rank equally with the holders of other unsubordinated and unsecured indebtedness of the relevant entity with respect to such excluded property.

As of March 31, 2011, our non-guarantor subsidiaries accounted for approximately $9.840 billion, or 41.3%, of our total assets and approximately $5.969 billion, or 18.9%, of our total liabilities.

The pledge of the capital stock, other securities and similar items of our subsidiaries that secure the secured notes will automatically be released from the lien on them and no longer constitute collateral for so long as the pledge of such capital stock or such other securities would require the filing of separate financial statements with the SEC for that subsidiary.

The secured notes and the guarantees will be secured by a pledge of the stock of some of our subsidiaries. Under the SEC regulations in effect as of the issue date of the secured notes, if the par value, book value as carried by us or market value (whichever is greatest) of the capital stock, other securities or similar items of a subsidiary pledged as part of the collateral is greater than or equal to 20% of the aggregate principal amount of the secured notes then outstanding, such subsidiary would be required to provide separate financial statements to the SEC. Therefore, the indenture and the collateral documents provide that any capital stock and other securities of any of our subsidiaries will be excluded from the collateral for so long as the pledge of such capital stock or other securities to secure the secured notes would cause such subsidiary to be required to file separate financial statements with the SEC pursuant to Rule 3-16 of Regulation S-X (as in effect from time to time).

As a result, holders of the secured notes could lose a portion or all of their security interest in the capital stock or other securities of those subsidiaries during such period. It may be more difficult, costly and time-consuming for holders of the secured notes to foreclose on the assets of a subsidiary than to foreclose on its capital stock or other securities, so the proceeds realized upon any such foreclosure could be significantly less than those that would have been received

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upon any sale of the capital stock or other securities of such subsidiary. See Description of the secured notes Security.

Your rights in the collateral may be adversely affected by the failure to perfect security interests in certain collateral in the future.

Applicable law requires that certain property and rights acquired after the grant of a general security interest, such as real property, equipment subject to a certificate and certain proceeds, can only be perfected at the time such property and rights are acquired and identified. The trustee or the collateral agent may not monitor, or we may not inform the trustee or the collateral agent of, the future acquisition of property and rights that constitute collateral, and necessary action may not be taken to properly perfect the security interest in such after-acquired collateral. The collateral agent for the secured notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest in favor of the secured notes against third parties. Such failure may result in the loss of the security interest therein or the priority of the security interest in favor of the secured notes against third parties.

In addition, the documentation related to the secured notes will provide that the Issuer is obligated to deliver mortgage amendments and related documentation to the collateral agent for the secured notes within 60 days after the secured notes are issued in order to provide the holders of such secured notes a perfected security interest in certain real property we own. Until such time as such mortgage amendments and related documentation are delivered, if at all, such real estate and the value thereof will not constitute collateral securing the secured notes.

Moreover, in connection with the delivery of the mortgage amendments, we are not required to cause the title insurance policies insuring the existing mortgages to be endorsed in favor of the collateral agent for the benefit of the holders of the secured notes. Accordingly, there is no independent assurance that no intervening liens exist, which would have priority over the mortgage liens in favor of the collateral agent for the benefit of the holders of the secured notes.

The collateral is subject to casualty risks.

We intend to maintain insurance or otherwise insure against hazards in a manner appropriate and customary for our business. There are, however, certain losses that may be either uninsurable or not economically insurable, in whole or in part. Insurance proceeds may not compensate us fully for our losses. If there is a complete or partial loss of any of the pledged collateral, the insurance proceeds may not be sufficient to satisfy all of the secured obligations, including the secured notes and the guarantees.

In the event of our bankruptcy, the ability of the holders of the secured notes to realize upon the collateral will be subject to certain bankruptcy law limitations.

The ability of holders of the secured notes to realize upon the collateral will be subject to certain bankruptcy law limitations in the event of our bankruptcy. Under applicable U.S. federal bankruptcy laws, secured creditors are prohibited from repossessing their security from a debtor in a bankruptcy case without bankruptcy court approval and may be prohibited from disposing of security repossessed from such a debtor without bankruptcy court approval. Moreover, applicable federal bankruptcy laws generally permit the debtor to continue to retain collateral,

including cash collateral, even though the debtor is in default under the applicable debt instruments, provided that the secured creditor is given adequate protection.

The meaning of the term adequate protection may vary according to the circumstances, but is intended generally to protect the value of the secured creditor s interest in the collateral at the commencement of the bankruptcy case and may include cash payments or the granting of additional security if and at such times as the court, in its discretion, determines that a diminution in the value of the collateral occurs as a result of the stay of repossession or the disposition of the collateral during the pendency of the bankruptcy case. In view of the lack of a precise definition of the term adequate protection and the broad discretionary powers of a U.S. bankruptcy court, we cannot predict whether or when the collateral agent for the secured notes could foreclose upon or sell the collateral or whether or to what extent holders of secured notes would be compensated for any delay in payment or loss of value of the collateral through the requirement of adequate protection.

Moreover, the collateral agent may need to evaluate the impact of the potential liabilities before determining to foreclose on collateral consisting of real property, if any, because secured creditors that hold a security interest in real property may be held liable under environmental laws for the costs of remediating or preventing the release or threatened release of hazardous substances at such real property. Consequently, the collateral agent may decline to foreclose on such collateral or exercise remedies available in respect thereof if it does not receive indemnification to its satisfaction from the holders of the secured notes.

Risks related to the unsecured notes

The Issuer is the sole obligor of the notes and its parent, HCA Holdings, Inc. is the sole guarantor of the Issuer s obligations under the notes; the notes are unsecured and the Issuer s subsidiaries do not have any obligation with respect to the notes; the notes are structurally subordinated to all of the debt and liabilities of the Issuer s subsidiaries and will be effectively subordinated to any of the Issuer s secured debt.

The Issuer and the guarantor of the unsecured notes, HCA Holdings, Inc., are holding companies that have no operations of their own and derive all of their revenues and cash flow from their subsidiaries. The Issuer s subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due under the unsecured notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payments. The unsecured notes are structurally subordinated to all debt and liabilities of the Issuer s subsidiaries and the Issuer s parent, HCA Holdings, Inc. The claims of HCA Holdings, Inc. s creditors and the Issuer s subsidiaries creditors will be required to be paid before holders of the unsecured notes have a claim (if any) against the entities and their assets. In the event of a bankruptcy, liquidation or reorganization or similar proceeding relating to the Issuer s subsidiaries, you will participate with all other holders of the Issuer s indebtedness in the assets remaining after the Issuer s subsidiaries have paid all of their debt and liabilities. In any of these cases, the Issuer s subsidiaries may not have sufficient funds to make payments to the Issuer, and you may receive less, ratably, than the holders of debt of the Issuer s subsidiaries and other liabilities.

As of March 31, 2011, on an as adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom, the aggregate amount of indebtedness of the Issuer s subsidiaries would have been $22.496 billion, $16.670 billion of which would have been secured and all of which would have been structurally senior to the

unsecured notes. In addition, as of that date, on an adjusted basis after giving effect to the June redemptions and the notes offered hereby and the use of proceeds therefrom, the Issuer s subsidiaries could have borrowed $1.917 billion under HCA Inc. s senior secured revolving credit facility and $550 million under its asset-based revolving credit facility, after giving effect to letters of credit and borrowing base limitations. In addition, holders of the Issuer s subsidiaries debt will have claims that are prior to your claims as holders of the unsecured notes. Additionally, the indenture governing the notes offered hereby, the indentures governing HCA Holdings, Inc. and HCA Inc. s outstanding notes and HCA Inc. s senior secured credit facilities permit us and/or our subsidiaries to incur additional indebtedness, including secured indebtedness, under certain circumstances.

The Issuer and the guarantor of the unsecured notes are holding companies with no independent operations or assets. Repayment of the notes is dependent on cash flow generated by the Issuer s subsidiaries. Restrictions in our subsidiaries debt instruments and under applicable law limit their ability to provide funds to us.

The Issuer s and HCA Holdings, Inc. s operations are conducted through their subsidiaries and their ability to make payment on the notes is dependent on the earnings and the distribution of funds from its subsidiaries. Their earnings are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond their and the Issuer s control. In addition, only HCA Holdings, Inc., as sole guarantor of the unsecured notes, is obligated to make funds available to the Issuer for payment on the notes. The Issuer s subsidiaries are not obligated to make funds available to the Issuer for payment on the notes. The agreements governing the current and future indebtedness of the Issuer s subsidiaries may not permit the Issuer s subsidiaries to provide the Issuer with sufficient dividends, distributions or loans to fund scheduled interest and principal payments on these notes when due. The terms of the senior secured credit facilities significantly restrict the Issuer s subsidiaries from paying dividends and otherwise transferring assets to the Issuer. In addition, if the Issuer s subsidiaries do not generate sufficient cash flow from operations to satisfy their and the Issuer s debt service obligations, including payments on the notes, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability to restructure or refinance our debt will depend on the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt instruments may restrict us from adopting some of these alternatives. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance our obligations on commercially reasonable terms, would have an adverse effect, which could be material, on our business, financial position, results of operations and cash flows, as well as on our ability to satisfy our obligations in respect of the notes.

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Use of proceeds

We estimate that our net proceeds from this offering, after deducting underwriter discounts and commissions and estimated offering expenses, will be approximately $4.939 billion.

We intend to use the net proceeds from the notes offered hereby, together with $284 million of borrowings under our asset-based revolving credit facility, to redeem and repurchase all of (i) the $1.578 billion outstanding 95/8%/103/8% second lien toggle notes due 2016, (ii) the $3.200 billion outstanding 91/4% second lien notes due 2016 and (iii) for related fees and expenses.

Certain of the underwriters and/or their affiliates may be holders of our 95/8%/103/8% second lien toggle notes due 2016 and/or our 91/4% second lien notes due 2016 and, accordingly, may receive a portion of the net proceeds of this offering in connection with the redemption of those notes. However, none of the underwriters, nor any of their affiliates will receive net proceeds of this offering equal to or in excess of 5% of the net proceeds of this offering. See Underwriting (conflicts of interest).

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Capitalization

The following table sets forth the capitalization of HCA Inc. as of March 31, 2011:

as adjusted to give effect to our redemption in June 2011 of all $1.000 billion aggregate principal amount of 91/8% second lien notes due 2014 and $108.5 million aggregate principal amount of 97/8% second lien notes due 2017 (the June redemptions); and

as further adjusted to give effect to this offering and the use of proceeds therefrom, together with the related $284 million of borrowings under the asset-based revolving credit facility, to redeem all of the $1.578 billion aggregate principal amount of 95/8%/103/8% second lien toggle notes due 2016 and all of the $3.200 billion aggregate principal amount of 91/4% second lien notes due 2016.

The information in this table should be read in conjunction with Summary Summary financial data, included in this prospectus supplement and our consolidated financial statements and related notes and condensed consolidated financial statements and related notes incorporated by reference herein.

	As of March 31, 2011	
(dollars in millions)	**As adjusted for the June redemptions**	**As further adjusted for this offering**
	(unaudited)	
Cash and cash equivalents	$ 553	$ 553
Senior secured credit facilities[(1)]	$ 8,720	$ 9,004
Existing first lien notes[(2)]	4,076	4,076
Secured notes offered hereby		3,000
Other secured indebtedness[(3)]	314	314
Existing second lien notes[(4)]	4,974	196
Total senior secured indebtedness	18,084	16,590
Existing unsecured indebtedness[(5)]	7,342	7,342
Senior unsecured notes offered hereby		2,000
Total debt	25,426	25,932
Stockholders deficit attributable to HCA Holdings, Inc.	(8,977)	(9,226)
Noncontrolling interests	1,142	1,142
Total stockholders deficit	(7,835)	(8,084)

Total capitalization	$	17,591	$	17,848

(1) Consists of (i) a $2.000 billion asset-based revolving credit facility maturing on November 16, 2012 (the asset-based revolving credit facility) ($1.450 billion outstanding at March 31, 2011, as adjusted to give effect to the June redemptions and the notes offered hereby); (ii) a $2.000 billion senior secured revolving credit facility maturing on November 17, 2015 (the senior secured revolving credit facility) (none outstanding at March 31, 2011, without giving effect to outstanding letters of credit); (iii) a $487 million senior secured term loan A-1 facility maturing on November 17, 2012; (iv) a $594 million senior secured term loan A-2 facility maturing on May 2, 2016; (v) a $1.689 billion senior secured term loan B-1 facility maturing on November 17, 2013; (vi) a $2.000 billion senior secured term loan B-2 facility maturing on March 31, 2017; (vii) a $2.373 billion senior secured term loan B-3 facility maturing on May 1, 2018; and (viii) a 291 million, or $411 million-equivalent, senior secured European term loan facility maturing on November 17, 2013. We refer to the facilities described under (ii) through (viii) above, collectively, as the cash flow credit facility and, together with the asset-based revolving credit facility, the senior secured credit facilities. Does not give effect to amounts that may be drawn under the revolving credit facility to fund our acquisition of HCA-HealthONE®, LLC, if consummated. See Summary Recent developments.

(2) Consists of (i) $1.500 billion aggregate principal amount of 81/2% first lien notes due 2019 that HCA Inc. issued in April 2009 (the April 2009 first lien notes); (ii) $1.250 billion aggregate principal amount of 77/8% first lien notes due 2020 that HCA Inc. issued in August 2009 (the August 2009 first lien notes), (iii) $1.400 billion aggregate principal amount of 71/4% first lien notes due 2020 that HCA Inc. issued in March 2010 (the March 2010 first lien notes and, collectively with the April 2009 first lien notes and the August 2009 first lien notes, the first lien notes) and (iv) $74 million of unamortized debt discounts that reduce the existing indebtedness.

(3) Consists of capital leases and other secured debt with a weighted average interest rate of 7.12%.

(4) Consists of (i) $3.200 billion of 91/4% second lien notes due 2016 (all of which are intended to be redeemed with the net proceeds from this offering), (ii) $1.578 billion of 95/8%/103/8% second lien toggle notes due 2016 (all of which are intended to be redeemed with the net proceeds from this offering), (iii) $310 million aggregate principal amount of 97/8% second lien notes due 2017 ($108.5 million of which were redeemed in the June redemptions) and (iv) $6 million of unamortized debt discounts that reduce the existing indebtedness. We refer to the notes issued in (i) through (iii) above, collectively as the second lien notes and, together with the first lien notes, the existing secured notes.

(5) Consists of HCA Inc. s (i) an aggregate principal amount of $246 million medium-term notes with maturities ranging from 2014 to 2025 and a weighted average interest rate of 8.28%; (ii) an aggregate principal amount of $886 million debentures with maturities ranging from 2015 to 2095 and a weighted average interest rate of 7.55%; (iii) an aggregate principal amount of $4.694 billion senior notes with maturities ranging from 2012 to 2033 and a weighted average interest rate of 6.54%; and (iv) $9 million of unamortized debt discounts that reduce the existing indebtedness. Existing unsecured indebtedness also includes HCA Holdings, Inc. s $1.525 billion aggregate principal amount of 73/4% senior notes due 2010. For more information regarding our unsecured and other indebtedness, see Description of other indebtedness.

Recent developments

The following table sets forth our summary financial and other data at the dates and for the periods indicated. The summary financial data as of June 30, 2011 and for the quarter and six months ended June 30, 2011 and 2010 have been derived from our unaudited condensed consolidated financial statements not included in this prospectus supplement and is subject to revision based on the completion of the accounting and financial reporting process necessary to finalize our financial statements as of and for the period ended June 30, 2011. The results of operations for the interim periods are not necessarily indicative of the results to be expected for any future period.

The summary financial and other data should be read in conjunction with Summary Summary financial data included in this prospectus supplement and with Selected Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, our audited consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto incorporated by reference into this prospectus supplement.

2011 Second Quarter Results

HCA Holdings, Inc.
Condensed Consolidated Income Statements
For the Quarters Ended June 30, 2011 and 2010
(Dollars in millions, except per share amounts)

	2011		2010	
	Amount	Ratio	Amount	Ratio
Revenues	$ 8,063	100.0%	$ 7,756	100.0%
Salaries and benefits	3,320	41.2	3,076	39.6
Supplies	1,295	16.1	1,251	16.1
Other operating expenses	1,326	16.4	1,226	15.9
Provision for doubtful accounts	775	9.6	788	10.2
Equity in earnings of affiliates	(73)	(0.9)	(75)	(1.0)
Depreciation and amortization	358	4.5	355	4.6
Interest expense	520	6.4	530	6.8
Impairments of long-lived assets			91	1.2
Loss on retirement of debt	75	0.9		
	7,596	94.2	7,242	93.4
Income before income taxes	467	5.8	514	6.6
Provision for income taxes	147	1.8	136	1.7
Net income	320	4.0	378	4.9
Net income attributable to noncontrolling interests	91	1.2	85	1.1
Net income attributable to HCA Holdings, Inc.	$ 229	2.8	$ 293	3.8

Diluted earnings per share	$ 0.43	$ 0.67
Shares used in computing diluted earnings per share (000)	538,557	437,104

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HCA Holdings, Inc.

Condensed Consolidated Income Statements
For the Six Months Ended June 30, 2011 and 2010
(Dollars in millions, except per share amounts)

	2011		2010	
	Amount	Ratio	Amount	Ratio
Revenues	$ 16,118	100.0%	$ 15,300	100.0%
Salaries and benefits	6,615	41.0	6,148	40.2
Supplies	2,570	15.9	2,451	16.0
Other operating expenses	2,648	16.5	2,428	15.9
Provision for doubtful accounts	1,424	8.8	1,352	8.8
Equity in earnings of affiliates	(149)	(0.9)	(143)	(0.9)
Depreciation and amortization	716	4.5	710	4.7
Interest expense	1,053	6.5	1,046	6.8
Losses on sales of facilities	1			
Impairments of long-lived assets			109	0.7
Loss on retirement of debt	75	0.5		
Termination of management agreement	181	1.1		
	15,134	93.9	14,101	92.2
Income before income taxes	984	6.1	1,199	7.8
Provision for income taxes	330	2.0	345	2.2
Net income	654	4.1	854	5.6
Net income attributable to noncontrolling interests	185	1.2	173	1.1
Net income attributable to HCA Holdings, Inc.	$ 469	2.9	$ 681	4.5
Diluted earnings per share	$ 0.94		$ 1.56	
Shares used in computing diluted earnings per share (000)	500,463		436,392	

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HCA Holdings, Inc.
Condensed Consolidated Balance Sheets
(Dollars in millions)

	June 30, 2011	March 31, 2011	December 31, 2010
ASSETS			
Current assets:			
Cash and cash equivalents	$ 539	$ 553	$ 411
Accounts receivable, net	3,946	4,060	3,832
Inventories	887	881	897
Deferred income taxes	894	916	931
Other	625	576	848
Total current assets	6,891	6,986	6,919
Property and equipment, at cost	26,338	25,855	25,641
Accumulated depreciation	(14,754)	(14,508)	(14,289)
	11,584	11,347	11,352
Investments of insurance subsidiary	515	590	642
Investments in and advances to affiliates	843	852	869
Goodwill	2,719	2,705	2,693
Deferred loan costs	332	354	374
Other	993	975	1,003
	$ 23,877	$ 23,809	$ 23,852
LIABILITIES AND STOCKHOLDERS DEFICIT			
Current liabilities:			
Accounts payable	$ 1,297	$ 1,348	$ 1,537
Accrued salaries	1,009	975	895
Other accrued expenses	1,283	1,398	1,245
Long-term debt due within one year	689	546	592
Total current liabilities	4,278	4,267	4,269
Long-term debt	24,631	24,820	27,633
Professional liability risks	987	1,003	995
Income taxes and other liabilities	1,515	1,507	1,608
Total liabilities	31,411	31,597	34,505
Equity securities with contingent redemption rights			141
EQUITY (DEFICIT)			
HCA Holdings, Inc. stockholders deficit	(8,681)	(8,930)	(11,926)
Noncontrolling interests	1,147	1,142	1,132

Total deficit	(7,534)	(7,788)	(10,794)
	$ 23,877	$ 23,809	$ 23,852

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HCA Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2011 and 2010
(Dollars in millions)

	2011	2010
Cash flows from operating activities:		
Net income	$ 654	$ 854
Adjustments to reconcile net income to net cash provided by operating activities:		
Changes in operating assets and liabilities	(1,576)	(1,698)
Provision for doubtful accounts	1,424	1,352
Depreciation and amortization	716	710
Income taxes	317	(111)
Losses on sales of facilities	1	
Impairments of long-lived assets		109
Loss on retirement of debt	75	
Amortization of deferred loan costs	39	40
Share-based compensation	16	16
Other		23
Net cash provided by operating activities	1,666	1,295
Cash flows from investing activities:		
Purchase of property and equipment	(776)	(536)
Acquisition of hospitals and health care entities	(168)	(31)
Disposition of hospitals and health care entities	54	25
Change in investments	76	502
Other	2	(11)
Net cash used in investing activities	(812)	(51)
Cash flows from financing activities:		
Issuance of long-term debt		1,387
Net change in revolving credit facilities	(1,524)	1,329
Repayment of long-term debt	(1,508)	(1,529)
Distributions to noncontrolling interests	(185)	(176)
Distributions to stockholders	(30)	(2,251)
Payment of debt issuance costs	(12)	(25)
Issuance of common stock	2,506	
Income tax benefits	49	56
Other	(22)	3
Net cash used in financing activities	(726)	(1,206)
Change in cash and cash equivalents	128	38
Cash and cash equivalents at beginning of period	411	312

Cash and cash equivalents at end of period	$	539	$	350
Interest payments	$	1,043	$	973
Income tax (refunds) payments, net	$	(36)	$	400

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HCA Holdings, Inc.
Operating Statistics

	Second Quarter		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Consolidating Hospitals:				
Number of Hospitals	157	154	157	154
Weighted Average Licensed Beds	39,356	38,607	39,209	38,647
Licensed Beds at End of Period	39,472	38,636	39,472	38,636
Reported:				
Admissions	397,500	385,200	804,400	784,100
% Change	3.2%		2.6%	
Equivalent Admissions	638,900	617,900	1,277,300	1,233,400
% Change	3.4%		3.6%	
Revenue per Equivalent Admission	$ 12,620	$ 12,553	$ 12,618	$ 12,405
% Change	0.5%		1.7%	
Inpatient Revenue per Admission	$ 12,105	$ 12,211	$ 12,101	$ 12,017
% Change	–0.9%		0.7%	
Patient Days	1,889,600	1,858,100	3,869,800	3,810,700
Equivalent Patient Days	3,038,300	2,981,300	6,145,200	5,994,200
Inpatient Surgery Cases	120,200	121,800	239,900	244,300