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WINTHROP WEINSTINE  
ATTORNEYS AND COUNSELORS AT LAW

October 21, 2008

Thomas A. Walker  
Direct Dial: (612) 604-6568  
Direct Fax: (612) 604-6968  
twalker@winthrop.com

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue N.W.  
Washington, D.C. 20210

**Re: St. Francis Health Services of Morris, Inc.**

Dear Sir or Madam:

This constitutes the statement required by 29 C.F.R. Section 2520.104-23 to be filed with the Secretary of Labor with respect to the agreements that might constitute one or more unfunded pension plans maintained for a select group of management or highly compensated employees of St. Francis Health Services of Morris, Inc. (the "Company").

The Company currently maintains three agreements. Each agreement provides deferred compensation to an employee of the Company who is part of a select group and is maintained by the Company primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. This letter is also intended to constitute the filing required for any future similar agreements that might be adopted for other members of a select group of employees of the Company.

The current number of employees covered by the agreements is one. Copies of the agreements will be provided to the Secretary upon request. The Company's address and employer identification number are:

St. Francis Health Services of Morris, Inc.  
801 Nevada Avenue  
Morris, Minnesota 56267  
EIN: 41-1484416

Please feel free to contact the undersigned if you require any additional information.

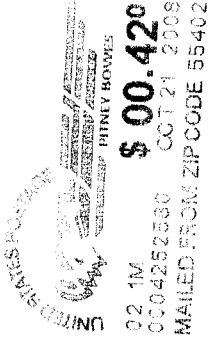
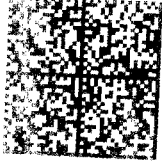
Sincerely,

WINTHROP & WEINSTINE, P.A.

By - 

Thomas A. Walker

Cc: Ms. Leah C. Nelson  
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