

HCA INC/TN  
Form SC 13D  
August 04, 2006

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**UNITED STATES SECURITIES EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**HCA INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**404119109**

(CUSIP Number)

**John Evangelakos**

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

Telephone: (212) 558-4000

With a copy to:

Merrill Lynch, Pierce, Fenner & Smith Incorporated

4 World Financial Center

North Tower

New York, NY 10080

Telephone: (212) 449-1000

And copies to:

Frank J. Marinaro, Esq.

Merrill Lynch & Co., Inc.

4 World Financial Center

North Tower

New York, NY 10080

Telephone: (212) 449-1000

and

Proskauer Rose LLP

1585 Broadway

New York, New York 10036-8299

Attention:

James P. Gerkis, Esq.

Jeffrey A. Horwitz, Esq.

Fax: (212) 969-2900

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**July 24, 2006**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o

(Continued on following pages)

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CUSIP No. 404119109 13D Page 2 of 68

NAMES OF REPORTING PERSONS:

**1 Frisco, Inc.**

I.R.S. IDENTIFICATION NO.:

**62-1091413**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**  
Delaware

SOLE VOTING POWER:

**7**  
NUMBER OF 0 Shares (1)

SHARED VOTING POWER:

**8**  
SHARES BENEFICIALLY OWNED BY 8,130,780 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
0 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
8,130,780 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,130,780 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.09% (1)

**14** TYPE OF REPORTING PERSON:  
CO

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Frisco Partners**

**1**

I.R.S. IDENTIFICATION NO.:

**62-1094178**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY:

**3**

SOURCE OF FUNDS

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Tennessee

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares (1)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**

OWNED BY 1,553,420 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
0 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
1,553,420 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,533,420 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.39% (1)

**14** TYPE OF REPORTING PERSON:  
PN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Thomas F. Frist, Jr.**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

United States of America

SOLE VOTING POWER:

**7**

NUMBER OF 5,617,642 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 11,353,396 Shares (1)



REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
5,638,369 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
11,353,396 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,991,765 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

b

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.38% (1)

**14** TYPE OF REPORTING PERSON:

IN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Patricia Champion Frist**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

- (a)
- (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

United States of America

SOLE VOTING POWER:

**7**

NUMBER OF 45,498 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 16,946,267 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
45,498 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
16,946,267 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,991,765 (1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
p

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.38% (1)

**14** TYPE OF REPORTING PERSON:  
IN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Patricia Frist Elcan**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

United States of America

SOLE VOTING POWER:

**7**

NUMBER OF 2,899,645 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 9,664,200 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
2,899,645 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
9,664,200 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,563,845 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
p

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.24% (1)

**14** TYPE OF REPORTING PERSON:  
IN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**William Robert Frist**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

United States of America

SOLE VOTING POWER:

**7**

NUMBER OF 3,677,732 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 9,664,200 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
3,677,732 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
9,664,200 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,341,932 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
p

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.44% (1)

**14** TYPE OF REPORTING PERSON:  
IN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Thomas F. Frist III**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) **Not Applicable**

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

United States of America

SOLE VOTING POWER:

**7**

NUMBER OF 253,519 Shares (1)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**

OWNED BY 9,664,200 Shares (1)



REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
253,519 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
9,664,200 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,917,719 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
p

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.55% (1)

**14** TYPE OF REPORTING PERSON:  
IN

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Merrill Lynch Professional Clearing Corp.**

1

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS:

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 0 Shares

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,245,912.01 Shares

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
0 Shares

WITH **10** SHARED DISPOSITIVE POWER:  
1,245,912.01 Shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,245,912.01

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

NOT APPLICABLE

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14** TYPE OF REPORTING PERSON:  
CO

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NAMES OF REPORTING PERSONS:

**Merrill Lynch, Pierce, Fenner & Smith Incorporated**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 1,245,912.01 Shares

|                  |           |  |
|------------------|-----------|--|
| REPORTING PERSON | <b>9</b>  | SOLE DISPOSITIVE POWER:<br>0 Shares              |
| WITH             | <b>10</b> | SHARED DISPOSITIVE POWER:<br>1,245,912.01 Shares |

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,245,912.01

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 **Not Applicable**

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14** TYPE OF REPORTING PERSON  
BD, IA, CO

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NAMES OF REPORTING PERSONS:

**Merrill Lynch Financial Markets, Inc.**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**

OWNED BY 1,245,912.01 Shares

REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
0 Shares

WITH      **10**      SHARED DISPOSITIVE POWER:  
1,245,912.01 Shares

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,245,912.01

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 **Not Applicable**

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14**      TYPE OF REPORTING PERSON:  
CO

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NAMES OF REPORTING PERSONS:

**Merrill Lynch International**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

England and Wales

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

1,245,912.01 Shares



REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
0 Shares

WITH **10** SHARED DISPOSITIVE POWER:  
1,245,912.01 Shares

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,245,912.01

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS):

**Not Applicable**

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14** TYPE OF REPORTING PERSON:  
OO

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CUSIP No. 404119109 13D Page 13 of 68

NAMES OF REPORTING PERSONS:

**Merrill Lynch & Co., Inc.**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 1,245,912.01 Shares

REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
0 Shares

WITH      **10**      SHARED DISPOSITIVE POWER:  
1,245,912.01 Shares

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,245,912.01

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 **Not Applicable**

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14**      TYPE OF REPORTING PERSON:  
HC, CO

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CUSIP No. 404119109 13D Page 14 of 68

NAMES OF REPORTING PERSONS:

**Merrill Lynch Trust Company, FSB**

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Federal Savings Bank under US Federal law

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**

OWNED BY 1,245,912.01 Shares

REPORTING PERSON      **9**      SOLE DISPOSITIVE POWER:  
0 Shares

WITH      **10**      SHARED DISPOSITIVE POWER:  
1,245,912.01 Shares

**11**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,245,912.01

**12**      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 **Not Applicable**

**13**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14**      TYPE OF REPORTING PERSON:  
BK

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CUSIP No. 404119109 13D Page 15 of 68

NAMES OF REPORTING PERSONS:

**Citigroup Inc.\***

**1**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

- (a)
- (b)

SEC USE ONLY:

**3**

SOURCE OF FUNDS

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 0 Shares

SHARED VOTING POWER:

SHARES  
BENEFICIALLY OWNED BY **8**

1,061,105 Shares\*\*

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
0 Shares

WITH **10** SHARED DISPOSITIVE POWER:  
1,061,105 Shares\*\*

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,061,105 shares\*\*

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.3%

**14** TYPE OF REPORTING PERSON:  
HC

\* This filing reflects securities directly beneficially owned by certain wholly owned subsidiaries of Citigroup Inc.  
\*\* Includes (i) 286,605 shares of Common Stock and (ii) 774,500 shares of Common Stock issuable upon the exercise of call options.

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NAMES OF REPORTING PERSONS:

**Bank of America Corporation**

**1**

I.R.S. IDENTIFICATION NO.:

**56-0906609**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY:

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 711,074 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

6,359 Shares (1)



REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
687,894 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
50,789 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
738,683 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.19% (1)

**14** TYPE OF REPORTING PERSON:

HC

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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CUSIP No. 404119109 13D Page 17 of 68

NAMES OF REPORTING PERSONS:

**NB Holdings Corporation**

**1**

I.R.S. IDENTIFICATION NO.:

**56-1857749**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 711,074 Shares (1)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**

OWNED BY 6,359 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
687,894 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
50,789 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
738,683 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.19% (1)

**14** TYPE OF REPORTING PERSON:  
HC

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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CUSIP No. 404119109 13D Page 18 of 68

NAMES OF REPORTING PERSONS:

**1 NationsBanc Montgomery Holdings Corporation**

I.R.S. IDENTIFICATION NO.:

**56-2103478**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**  
OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 247,701 Shares (1)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY **8**  
OWNED BY

0 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
247,701 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
0 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
247,701 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.06% (1)

**14** TYPE OF REPORTING PERSON:  
HC

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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NAMES OF REPORTING PERSONS:

**Banc of America Securities LLC**

**1**

I.R.S. IDENTIFICATION NO.:

**56-2058405**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS:

**4**

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**

Delaware

SOLE VOTING POWER:

**7**

NUMBER OF 247,701 Shares (1)

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 0 Shares (1)

REPORTING PERSON **9** SOLE DISPOSITIVE POWER:  
247,701 Shares (1)

WITH **10** SHARED DISPOSITIVE POWER:  
0 Shares (1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
247,701 (1)

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.06% (1)

**14** TYPE OF REPORTING PERSON:  
BD

(1) See Item 5 below for a description of the filing person's interest in the securities of HCA Inc.

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**Item 1. Security and Issuer**

This statement on Schedule 13D (this Statement) relates to the common stock, par value \$.01 per share (the Common Stock), of HCA Inc., a corporation incorporated under the laws of the State of Delaware (the Company). The address of the principal executive offices of the Company is One Park Plaza, Nashville, Tennessee 37203.

**Item 2. Identity and Background**

This Statement is being filed jointly by: (a) Frisco, Inc., Frisco Partners, Thomas F. Frist, Jr., Patricia Champion Frist, Patricia Frist Elcan, William Robert Frist and Thomas F. Frist III (collectively, the Family Investors), (b) Merrill Lynch Professional Clearing Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Financial Markets, Inc., Merrill Lynch International, Merrill Lynch & Co., Inc. and Merrill Lynch Trust Company, FSB (collectively, the Merrill Entities), (c) Citigroup Inc. (Citigroup) and (d) Bank of America Corporation, NB Holdings Corporation, NationsBanc Montgomery Holdings Corporation and Banc of America Securities LLC (collectively, the Bank of America Entities) (the Family Investors, the Merrill Entities, Citigroup and the Bank of America Entities, collectively, the Reporting Persons) with respect to the Common Stock of the Company.

**Family Investors:**

Frisco, Inc. is a Delaware corporation and Frisco Partners is a Tennessee general partnership. Frisco, Inc. is wholly owned by members of Thomas F. Frist, Jr.'s immediate family and Frisco Partners is wholly owned by Thomas F. Frist, Jr. and members of his immediate family. Each of Frisco, Inc. and Frisco Partners was formed for the purpose of personal investing by Thomas F. Frist, Jr. and his family. Thomas F. Frist, Jr., Patricia Champion Frist, Patricia Frist Elcan, William Robert Frist and Thomas F. Frist III are natural persons resident in Tennessee.

**Merrill Entities:**

Merrill Lynch Professional Clearing Corp. is a direct wholly owned subsidiary of Merrill Lynch, Pierce, Fenner & Smith Incorporated. Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Financial Markets, Inc. are each direct wholly owned subsidiaries of Merrill Lynch & Co., Inc. Merrill Lynch International and Merrill Lynch Trust Company, FSB are indirect subsidiaries of Merrill Lynch & Co., Inc. ML Global Private Equity Fund, L.P. is an affiliate of the Merrill Entities and signatory to a Guarantee, the Interim Investors Agreement and an Equity Commitment Letter (as each is defined below). ML Global Private Equity Fund, L.P. does not beneficially own any Common Stock and is not a Reporting Person.

Merrill Lynch & Co., Inc., Merrill Lynch Pierce, Fenner & Smith Incorporated, Merrill Lynch Professional Clearing Corp. and Merrill Lynch Financial Markets, Inc. are each corporations organized under the laws of Delaware. Merrill Lynch International is a company incorporated under the laws of England and Wales. Merrill Lynch Trust Company, FSB is a Federal savings bank organized under U.S. Federal law.

**Citigroup:**

Citigroup is a diversified holding company providing, through its subsidiaries, a broad range of financial services to consumer and corporate customers worldwide. The address of the principal office of Citigroup is 399 Park Avenue, New York, NY 10043. Citigroup is chartered in Delaware.

<sup>1</sup> Neither the present filing nor anything contained herein shall be construed as an admission that (a) any Reporting Person constitutes a

person for any  
purpose other  
than Section  
13(d) of the  
Securities  
Exchange Act  
of 1934, as  
amended, or  
(b) any  
combination of  
Reporting  
Persons  
constitutes a  
group for any  
purpose.

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**Bank of America Entities:**

Bank of America Corporation, a Delaware corporation ( Bank of America ), is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, and is engaged in the general banking and financial services business through its subsidiaries.

NB Holdings Corporation, a Delaware corporation ( NB Holdings ), is an intermediate holding company.

Banc of America Securities LLC, a Delaware limited liability company ( BAS ), is a registered broker-dealer and is engaged in the business of acting as a broker-dealer with regard to debt and equity securities and loan syndications.

NationsBanc Montgomery Holdings Corporation, a Delaware corporation ( NationsBanc Montgomery ), is a holding company engaged in the business of being an intermediate holding company for BAS and two other entities.

Attached hereto as Schedule I is a list of each of the Reporting Persons setting forth the following information with respect to each such person:

- (a) name;
- (b) principal business;
- (c) state of organization (if the Reporting Person is an entity) or citizenship (if the Reporting Person is a natural person); and
- (d) address of principal business and office.

Attached hereto as Schedule II is a list of the executive officers, directors and/or general partners of each Reporting Person that is an entity setting forth the following information with respect to each such person:

- (a) name;
- (b) business address (or residence where indicated);
- (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- (d) citizenship;
- (e) number of shares beneficially owned;
- (f) number of shares beneficially owned as to which there is (i) sole power to vote or direct the vote; (ii) shared power to vote or to direct the vote; (iii) sole power to dispose or to direct the disposition; or (iv) shared power to dispose or direct the disposition;
- (g) a description of any transactions in the Common Stock in the 60 days prior to the date of this statement; and
- (h) a description of any right to receive, or power to direct the receipt of, dividends or the proceeds from the sale of the Common Stock.

Other than as set forth on Schedule IV, during the last five years, no person listed on Schedule I and, to the knowledge of the Reporting Persons, no person listed on Schedule II, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

This Item 2 is qualified in its entirety by reference to Schedule I, Schedule II and Schedule IV, which are attached hereto and incorporated into this Item by reference.

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The Reporting Persons have entered into a Joint Filing Agreement, dated as of August 3, 2006, a copy of which is attached hereto as Exhibit 99.1.

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**Item 3. Source and Amount of Funds or Other Consideration**

As more fully described in Item 4 below, in connection with the Merger Agreement,<sup>2</sup> ML Global Private Equity Fund, L.P, the Frist Entities and the Sell-Down Investors, among others, entered into an Interim Investor Agreement on July 24, 2006. As a result of entering into the Interim Investor Agreement and various matters described in Item 4 below, each Reporting Person may be deemed to constitute a group, within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, with each other Reporting Person. As a consequence, each Reporting Person may be deemed to beneficially own all shares of Common Stock beneficially owned by each other Reporting Person. On July 24, 2006, the Merrill Entities, Citigroup and the Bank of America Entities beneficially owned 0.32%, 0.3% and 0.19%, respectively, of the issued and outstanding Common Stock, and the Family Investors (including Thomas F. Frist, Jr., his wife and his adult children, among others), collectively, could be deemed to beneficially own, in the aggregate, 6.13% of the issued and outstanding Common Stock, provided that the Family Investors share voting and/or dispositive power only to the extent set forth in Item 5 below. As a group, the Reporting Persons beneficially own greater than 5% of the issued and outstanding Common Stock and therefore are subject to Section 13(d)'s reporting requirements. Other than as set forth in Item 5 below, each Reporting Person hereby disclaims beneficial ownership of Common Stock owned by any other Reporting Person.

It is anticipated that funding for the Merger will be in the form of (1) cash contributed to Parent by each of the Sponsors pursuant to their respective Equity Commitment Letters, (2) debt financing pursuant to the Debt Commitment Letter, and (3) cash contributed to Parent by the Sell-Down Investors pursuant to their respective Sell-Down Investors Commitment Letters, which reduced, on a pro rata basis, the commitments made by the Sponsors described in clause (1) above. In addition, it is anticipated that 15,686,275 shares of Common Stock will, pursuant to the Rollover Commitment Letter, be contributed to Parent. The description of the Merger set forth in Item 4 below is incorporated by reference in its entirety in this Item 3 and is qualified in its entirety by reference to the Merger Agreement.

**Item 4. Purpose of Transaction**

On July 24, 2006, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Hercules Holding II, LLC, a Delaware limited liability company (Parent) and Hercules Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent (Merger Sub). Under the terms of the Merger Agreement, Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Parent (the Merger). The Board of Directors of the Company approved the Merger Agreement on the unanimous recommendation of a Special Committee comprised entirely of disinterested directors (the Special Committee).

Parent is owned by a consortium of private investment funds affiliated with Bain Capital Partners, LLC and Kohlberg Kravis Roberts & Co. L.P., and ML Global Private Equity Fund, L.P. (collectively, the Sponsors).

Concurrently with the execution of the Merger Agreement, Frisco, Inc. and Frisco Partners (the Frist Entities) delivered a rollover commitment letter (the Rollover Commitment Letter) pursuant to which they agreed to contribute 15,686,275 shares of Common Stock (the Rollover Shares) to Parent in exchange for equity securities of Parent. Members of the Frist family and certain entities controlled by them may rollover shares of the Common Stock in connection with, and to satisfy, the commitment by the Frist Entities. A copy of the Rollover Commitment Letter is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

At the effective time of the Merger, each outstanding share of the Common Stock, other than the

<sup>2</sup> Except as previously defined, all capitalized terms in this Item 3 have the respective

meanings  
ascribed to such  
terms in Item 4  
below.

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shares (a) contributed to Parent or the Company by or on behalf of the Frist Entities, (b) owned by the Company, Parent or any wholly-owned subsidiaries of the Company or Parent, or (c) owned by any stockholders who are entitled to and who have properly exercised appraisal rights under Delaware law, will be cancelled and converted into the right to received \$51.00 in cash, without interest. A copy of the Merger Agreement is attached as Exhibit 99.3 to this Statement and is incorporated by reference herein.

Also, concurrently with the execution of the Merger Agreement, each of ML Global Private Equity Fund, L.P. and the Frist Entities, among others, delivered limited guarantees (the Guarantees ) to the Company in respect of certain obligations of Parent and Merger Sub under the Merger Agreement. Copies of the Guarantees delivered by ML Global Private Equity Fund, L.P. (the ML Guarantee ) and the Frist Entities (the Frist Entity Guarantee ) are attached as Exhibits 99.4 and 99.5 to this Statement and are incorporated by reference herein.

Also, concurrently with the execution of the Merger Agreement, the Frist Entities entered into an Interim Investor Agreement with Parent and the other parties thereto (the Interim Investors Agreement ), pursuant to which the Frist Entities agreed, inter alia, to vote (subject to certain conditions) all of the Common Stock beneficially owned by them in favor of the Merger Agreement, the Merger and all other transactions contemplated by the Merger Agreement. A copy of the Interim Investors Agreement is attached as Exhibit 99.6 to this Statement and is incorporated by reference herein.

On July 24, 2006, the Company and Parent issued a press release describing the Merger (the Press Release ). A copy of the Press Release is attached as Exhibit 99.7 to this Statement and is incorporated by reference herein.

Upon consummation of the Merger, it is contemplated that the Common Stock will be delisted from the New York Stock Exchange and will become eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

It is contemplated that, upon the consummation of the Merger, the certificate of incorporation and the bylaws of the Company will be amended in their entirety to be identical to the certificate of incorporation and the by-laws, respectively, of Merger Sub; provided, that, all references to Merger Sub shall be replaced by references to the Company. Further, it is contemplated that, upon the consummation of the Merger, the directors of Merger Sub will be the directors of the Company.

Parent has obtained equity commitment letters (the Equity Commitment Letters ) and a debt financing commitment (the Debt Commitment Letter ) for the transactions contemplated by the Merger Agreement. A copy of the Debt Commitment Letter is attached as Exhibit 99.8 to this Statement and is incorporated by referenced herein. A copy of the Equity Commitment Letter from ML Global Private Equity Fund, L.P. (the ML Commitment Letter ) is attached as Exhibit 99.9 to this Statement and is incorporated by reference herein. Also, on July 24, 2006, each of Citigroup Inc. and Banc of America Securities LLC (the Sell-Down Investors ) entered into a commitment letter with Parent, pursuant to which such Sell-Down Investor has committed, upon the terms and subject to the conditions thereof, to invest in Parent the cash amounts set forth therein (collectively, the Sell-Down Investors Commitment Letters ). Such amounts committed by the Sell-Down Investors reduced, on a pro rata basis, the commitments made by the Sponsors under the Equity Commitment Letters. Copies of the Sell-Down Investors Commitment Letters are attached as Exhibit 99.10 and Exhibit 99.11, respectively, to this Statement and are incorporated by reference herein.

Consummation of the Merger is subject to various conditions, including approval of the Merger by the stockholders of the Company, expiration or termination of applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other customary closing conditions.

The information set forth in response to this Item 4 is qualified in its entirety by reference to the Merger Agreement, the Press Release, the Interim Investors Agreement, the Rollover Commitment Letter, the ML Guarantee, the Frist Entity Guarantee, the Debt Commitment Letter, the ML Commitment Letter, and the Sell-Down Investors Commitment Letters, each of which is filed as an exhibit hereto and is incorporated herein by reference.

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Other than as described above, the Reporting Persons do not have any current plans or proposals that relate to or would result in any of the actions set forth in items (a) through (j) of Item 4 of the instructions to Schedule 13D, although the Reporting Persons reserve the right to develop such plans or proposals.

**Item 5. Interest in Securities of the Issuer**

(a)

**Family Investors:**

Frisco, Inc. is the beneficial owner of approximately 8,130,780 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 2.09% of all shares of Common Stock outstanding.

Frisco Partners is the beneficial owner of approximately 1,533,420 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.39% of all shares of Common Stock outstanding.

Thomas F. Frist, Jr. ( Dr. Frist ) is the beneficial owner of approximately 16,991,765 shares of Common Stock (the TFF Jr Holdings ), which represent approximately 4.38% of all shares of Common Stock outstanding; of these, Dr. Frist has sole voting power with respect to approximately 5,617,624 shares, shared voting power with respect to approximately 11,353,396 shares, sole dispositive power with respect to 5,638,369 shares and shared dispositive power with respect to 11,353,396 shares. The TFF Jr Holdings include approximately 5,545,500 shares held directly by Dr. Frist; approximately 45,498 shares with respect to which Dr. Frist may be deemed to be the beneficial owner but which are held of record by his wife; approximately 22,612 shares issuable upon options exercisable as of the date of this Statement or within 60 days hereafter; approximately 989 shares held in Dr. Frist 's brokerage account with UBS; approximately 3,025 shares in Dr. Frist 's ESPP account; approximately 20,745 shares held in Dr. Frist 's 401(k) account (with respect to which Dr. Frist exercises investment but not voting authority); approximately 1,689,196 shares in trusts and foundations (Frist Children 's Trust, Frist Children 's Trust II, JT. Foundation and GST) with respect to which Dr. Frist is a trustee or a co-trustee; and approximately 9,664,200 shares with respect to which Dr. Frist may be deemed to be the beneficial owner but which are owned of record by Frisco, Inc. and Frisco Partners.

Patricia Champion Frist ( PCF ) is the beneficial owner of approximately 16,991,765 shares of Common Stock (the PCF Holdings ), which represent approximately 4.38% of all shares of Common Stock outstanding; of these, PCF has sole voting and investment power with respect to approximately 45,498 shares and shared voting and investment power with respect to 16,946,267 shares. The PCF Holdings include approximately 45,498 shares held directly by PCF; 16,946,267 shares with respect to which PCF may be deemed to be the beneficial owner, but which are beneficially owned by her husband, Dr. Frist (as described above in this Item 5); and approximately 9,664,200 shares which are owned of record by Frisco, Inc. and Frisco Partners.

Patricia Frist Elcan ( PFE ) is the beneficial owner of approximately 12,563,845 shares of Common Stock (the PFE Holdings ), which represent approximately 3.24% of all shares of Common Stock outstanding; of these, PFE has sole voting power and investment power with respect to approximately 2,899,645 shares and shared voting and investment power with respect to approximately 9,664,200 shares. The PFE Holdings include approximately 2,154,374 shares held directly by PFE; approximately 141,453 shares with respect to which PFE may be deemed to be the beneficial owner but which are held of record by her husband and minor children; and approximately 10,268,018 shares with respect to which PFE may be deemed to be the beneficial owner but which are held of record by certain trusts and investment entities (including Elcan Partners, Elcan Investment Partners, GRAT II, GRAT III, GRAT IV, Frisco, Inc. and Frisco Partners).

William Robert Frist ( WRF ) is the beneficial owner of approximately 13,341,932 shares of Common Stock (the WRF Holdings ), which represent approximately 3.44% of all shares of Common Stock outstanding; of these, WRF has sole voting and investment power with respect to approximately 3,677,732 shares and shared voting and investment power with respect to approximately 9,664,200 shares. The WRF holdings include approximately 3,340,895 shares held directly by WRF; approximately 15,157 shares with respect to which



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WRF may be deemed to be the beneficial owner but which are held of record by his wife and minor children; and approximately 9,985,880 shares with respect to which WRF may be deemed to be the beneficial owner but which are held of record by certain investment entities (including William R. Frist Family Partnership, Frisco, Inc. and Frisco Partners).

Thomas F. Frist III ( TFF III ) is the beneficial owner of approximately 9,917,719 shares of Common Stock (the TFF III Holdings ), which represent approximately 2.55% of all shares of Common Stock outstanding; of these, TFF III has sole voting and investment power with respect to approximately 253,519 shares and shared voting and investment power with respect to approximately 9,664,200 shares. The TFF III Holdings include 250,500 shares held directly by TFF III; 3,019 shares with respect to which TFF III may be deemed to be the beneficial owner but which are owned of record by his wife and minor children; and approximately 9,664,200 shares with respect to which TFF III may be deemed to be the beneficial owner but which are owned of record by Frisco, Inc. and Frisco Partners.

**Merrill Entities:**

Merrill Lynch & Co., Inc. is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

Merrill Lynch Pierce, Fenner & Smith Incorporated is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

Merrill Lynch Professional Clearing Corp. is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

Merrill Lynch Financial Markets, Inc. is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

Merrill Lynch International is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

Merrill Lynch Trust Company, FSB is the beneficial owner of approximately 1,245,912.01 shares of Common Stock, with respect to which it has shared voting and investment power, and which represent approximately 0.32% of all shares of Common Stock outstanding.

**Citigroup:**

Citigroup indirectly beneficially owns 1,061,105 of Common Stock directly beneficially owned by certain wholly owned subsidiaries of Citigroup, or 0.3% of all shares of Common Stock outstanding.

**Bank of America Entities:**

BAS directly beneficially owns 247,701 shares of Common Stock. These shares may be deemed to be indirectly owned by NationsBanc Montgomery, the 100% owner of BAS, by NB Holdings, the 100% owner of NationsBanc Montgomery, and by Bank of America, the 100% owner of NB Holdings.

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Bank of America, National Association ( BANA ), the wholly-owned subsidiary of NB Holdings, directly beneficially owns 286,410 shares of Common Stock. These shares may be deemed to be indirectly owned by NB Holdings, the 100% owner of BANA, and by Bank of America, the 100% owner of NB Holdings.

Columbia Management Advisors, LLC ( CMA ), a Delaware limited liability company and a registered investment advisor that is the wholly-owned subsidiary of Columbia Management Group, LLC ( CMG ), a Delaware limited liability company, the wholly-owned subsidiary of BANA, which is the wholly-owned subsidiary of NB Holdings, directly beneficially owns 204,572 shares of Common Stock. These shares may be deemed to be indirectly owned by NB Holdings, the 100% owner of BANA, and by Bank of America, the 100% owner of NB Holdings.

Based on the above, (i) Bank of America may be deemed to beneficially own an aggregate of 738,683 shares of Common Stock representing approximately 0.19% of outstanding shares; (ii) NB Holdings may be deemed to beneficially own an aggregate of 738,683 shares of Common Stock representing approximately 0.19% of the Company's outstanding shares; (iii) NationsBanc Montgomery may be deemed to beneficially own an aggregate of 247,701 shares of Common Stock representing approximately 0.06% of the Company's outstanding shares; and (iv) BAS owns an aggregate of 247,701 shares of Common Stock representing approximately 0.06% of the Company's outstanding shares.

For purposes of calculating the percentages set forth in this Item 5, the number of shares of Common Stock outstanding is assumed to be 388,237,497 (which is the number of shares of Common Stock which the Company represented in the Merger Agreement were outstanding on June 30, 2006).

As a result of entering into the Interim Investor Agreement and various matters described in Item 4 above, each Reporting Person may be deemed to constitute a group, within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, with each other Reporting Person. As a consequence, each Reporting Person may be deemed to beneficially own all shares of Common Stock beneficially owned by each other Reporting Person. On July 24, 2006, the Merrill Entities, Citigroup and the Bank of America Entities beneficially owned 0.32%, 0.3% and 0.19%, respectively, of the issued and outstanding Common Stock, and the Family Investors (including Thomas F. Frist, Jr., his wife and his adult children, among others), collectively, could be deemed to beneficially own, in the aggregate, 6.13% of the issued and outstanding Common Stock, provided that the Family Investors shared voting and/or dispositive power only to the extent set forth in this Item 5. As a group, the Reporting Persons beneficially own greater than 5% of the issued and outstanding Common Stock and therefore are subject to Section 13(d)'s reporting requirements. Other than as set forth in this Item 5, each Reporting Person hereby disclaims beneficial ownership of Common Stock owned by any other Reporting Person.

Other than as set forth above with respect to Thomas F. Frist, Jr., none of the Common Stock reported in this Item are shares as to which any Reporting Person has a right to acquire that is exercisable within 60 days. None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons listed on Schedule I or Schedule II hereto, beneficially owns any Common Stock other than as set forth herein.

(b)

Each Reporting Person (other than the Bank of America Entities and Citigroup, with respect to which the information is set forth below) shares the power to vote or direct the vote and to dispose or to direct the disposition of Common Stock beneficially owned by such Reporting Person as indicated in paragraph (a) of this Item 5 above.

**Bank of America Entities:**

BAS has sole voting and dispositive power with respect to 247,701 shares of Common Stock. These shares may be deemed to be indirectly owned by NationsBanc Montgomery, the 100% owner of BAS, by NB Holdings, the 100% owner of NationsBanc Montgomery, and by Bank of America, the 100% owner of NB Holdings, as a result of which NationsBanc Montgomery, NB Holdings and Bank of America may be deemed to have sole voting and dispositive power with respect to such shares.

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BANA has sole voting power with respect to 258,801 shares of Common Stock, shared voting power with respect to 6,359 shares of Common Stock, sole dispositive power with respect to 235,621 shares of Common Stock and shared dispositive power with respect to 50,789 shares of Common Stock. These shares may be deemed to be indirectly owned by NB Holdings, the 100% owner of BANA, and by Bank of America, the 100% owner of NB Holdings, as a result of which NB Holdings and Bank of America may be deemed to have the same voting and dispositive power with respect to such shares.

CMG has sole voting and dispositive power with respect to 204,572 shares of Common Stock. These shares may be deemed to be indirectly owned by CMA, the 100% owner of CMG, by BANA, the 100% owner of CMA, by NB Holdings, the 100% owner of BANA, and by Bank of America, the 100% owner of NB Holdings, as a result of which NB Holdings and Bank of America may be deemed to have sole voting and dispositive power with respect to such shares.

Based on the above, (i) Bank of America may be deemed to have sole voting power with respect to 711,074 shares of Common Stock, shared voting power with respect to 6,359 shares of Common Stock, sole dispositive power with respect to 687,894 shares of Common Stock and shared dispositive power with respect to 50,789 shares of Common Stock; (ii) NB Holdings may be deemed to have sole voting power with respect to 711,074 shares of Common Stock, shared voting power with respect to 6,359 shares of Common Stock, sole dispositive power with respect to 687,894 shares of Common Stock and shared dispositive power with respect to 50,789 shares of Common Stock; (iii) BAS has sole voting power and dispositive power with respect to 247,701 shares of Common Stock; and (iv) NationsBanc Montgomery may be deemed to have sole voting and dispositive power with respect to 247,701 shares of Common Stock.

**Citigroup:**

With respect to the Common Stock indirectly beneficially owned by Citigroup set forth in Item 5(a) above, Citigroup has shared power to vote or direct the vote, and dispose or direct the disposition of, all of the Common Stock that it beneficially owns.

Mr. Armstrong, a director of Citigroup and the Company, has the sole power to vote or direct the vote, and dispose or direct the disposition of, all of the Common Stock that he beneficially owns.

Mr. Volk, an executive officer of Citigroup, has shared power to vote or direct the vote, and dispose or direct the disposition of, all of the Common Stock that he beneficially owns.

(c)

On June 7, 2006, Thomas F. Frist, Jr. received 11 shares of Common Stock pursuant to the Company's ESPP DRIP program, with the purchase price equal to \$45.0962 per share.

Other than as set forth above with respect to Thomas F. Frist, Jr., Schedule III sets forth the transactions in the Common Stock which, to the knowledge of the applicable Reporting Person, have been effected during the preceding 60 days (excluding, in the case of Citigroup, the transactions that may have been effected for managed accounts with funds provided by third party customers). All of the transactions set forth on Schedule III were effected in the ordinary course of business of the Merrill Entities, Citigroup or the Bank of America Entities, as the case may be, or affiliates thereof, in ordinary course trading activities. The transactions in the shares of Common Stock described on Schedule III were effected on the New York Stock Exchange or the over-the-counter market. Except as described above, no transactions in the Common Stock were effected by the Reporting Persons, or, to their knowledge, any of the persons listed on Schedule I or Schedule II hereto during the preceding 60 days.

(d)

**Bank of America Entities:**

Except for clients of the Bank of America Entities who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of,

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any shares of Common Stock held in managed accounts, no other person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by any Reporting Person.

**Family Investors and Citigroup:**

Not applicable.

(e) Not applicable.

This Item 5 is qualified in its entirety by reference to Schedule I, Schedule II and Schedule III, which are attached hereto and are incorporated by reference herein.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Each of the ML Commitment Letter, the Debt Commitment Letter, the Rollover Commitment Letter, the ML Guarantee, the Frist Entity Guarantee, the Interim Investors Agreement, the Sell-Down Investors Commitment Letters, the Press Release and the Merger Agreement (each of which is defined and described in Item 4, which definitions and descriptions are incorporated herein by reference) are filed as exhibits hereto and are incorporated by reference in their entirety into this Item 6.

In connection with the consummation of the Merger, the parties to the Interim Investors Agreement intend to enter into an equity holders agreement, which will contain provisions regarding corporate governance, board seat allocation, limitations on transfers, drag-along rights, tag-along rights, preemptive rights and registration rights, as well as other customary provisions found in such agreements.

8,130,780 shares of Common Stock (the Pledged Shares ) owned of record by Frisco, Inc. have been pledged as collateral for loans, as follows: (i)(A) 2,862,914 shares pledged to Suntrust Bank, (B) 1,852,866 shares pledged to Bank of America, N.A., and (C) 1,765,000 shares pledged to Merrill Lynch, Pierce, Fenner & Smith Incorporated, in each case, to secure loans made to Thomas F. Frist, Jr. and (ii)(A) 1,400,000 shares pledged to Merrill Lynch, Pierce, Fenner & Smith Incorporated, and (B) 250,000 shares pledged to Suntrust Bank, in each case, to secure loans made to Thomas F. Frist III. Under the customary terms of the pledge arrangements, in the event of default, the lenders may be entitled to dispose of the Pledged Shares.

Except as described in this Item 6, none of the Reporting Persons or, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedule II, is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or a pledge or contingency the occurrence of which would give another person voting power over the securities of the Company.

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**Item 7. Material to be Filed as Exhibits**

| Exhibit | Description   |
|---------|---|
| 99.1.   | Joint Filing Agreement, dated August 3, 2006, among Merrill Lynch Professional Clearing Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Financial Markets, Inc., Merrill Lynch International, Merrill Lynch & Co., Inc., Merrill Lynch Trust Company, FSB, Bank of America Corporation, NB Holdings Corporation, NationsBanc Montgomery Holdings Corporation, Banc of America Securities LLC, Citigroup Inc., Thomas F. Frist, Jr., Patricia Frist Elcan, William Robert Frist, Thomas F. Frist III, Frisco, Inc. and Frisco Partners. |
| 99.2.   | Rollover Commitment Letter, dated July 24, 2006, from Frisco, Inc. and Frisco Partners to Hercules Holding II, LLC.   |
| 99.3.   | Agreement and Plan of Merger, dated July 24, 2006, by and among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc. (incorporated by reference to Exhibit 2.1 to HCA Inc.'s Form 8-K filed with the SEC on July 25, 2006).  |
| 99.4.   | Limited Guarantee, dated July 24, 2006, in favor of HCA Inc. by ML Global Private Equity Fund, L.P.   |
| 99.5.   | Limited Guarantee, dated July 24, 2006, in favor of HCA Inc. by Frisco, Inc. and Frisco Partners.   |
| 99.6.   | Interim Investors Agreement, dated July 24, 2006, by and among Hercules Holding II, LLC, Bain Capital IX, L.P., KKR Millennium Fund, L.P., KKR PEI Investments, L.P., ML Global Private Equity Fund, L.P., Frisco, Inc., Frisco Partners, Banc of America Securities LLC and Citigroup Inc.   |
| 99.7.   | Press Release (incorporated by reference to Exhibit 99.2 to HCA Inc.'s Form 8-K filed with the SEC on July 25, 2006).   |
| 99.8.   | Debt Commitment Letter, dated July 24, 2006, from Bank of America, N.A., Banc of America Securities LLC, Banc of America Bridge LLC, JPMorgan Chase Bank, N.A., J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Merrill Lynch Capital Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated to Hercules Holding II, LLC.   |
| 99.9.   | Equity Commitment Letter, dated July 24, 2006, from ML Global Private Equity Fund, L.P. to Hercules Holding II, LLC.  |
| 99.10.  | Sell-Down Investors Commitment Letter, dated July 24, 2006, from Citigroup Inc. to Hercules Holding II, LLC.  |
| 99.11.  | Sell-Down Investors Commitment Letter, dated July 24, 2006, from Banc of America Securities LLC to Hercules Holding II, LLC.  |
| 99.12.  | Power of Attorney granted by Merrill Lynch Professional Clearing Corp.  |
| 99.13.  | Power of Attorney granted by Merrill Lynch Trust Company, FSB   |
| 99.14.  | Power of Attorney granted by Merrill Lynch, Pierce, Fenner, & Smith Incorporated.   |

- 99.15. Power of Attorney granted by Merrill Lynch Financial Markets, Inc.
  - 99.16. Power of Attorney granted by Merrill Lynch International
  - 99.17. Power of Attorney granted by Merrill Lynch & Co., Inc.
  - 99.18. The section titled "Litigation and Regulatory Matters" contained in Note 13 of the consolidated financial statements in Bank of America's Annual Report for the period ended December 31, 2005 on Form 10-K which is incorporated by reference herein (Commission file number 1-6523).
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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**Merrill Lynch Professional Clearing Corp.**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

**Merrill Lynch Financial Markets, Inc.**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

**Merrill Lynch & Co., Inc.**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

**Merrill Lynch, Pierce, Fenner & Smith Incorporated**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

**Merrill Lynch International**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

**Merrill Lynch Trust Company, FSB**

By: /s/ Eileen M. Porter

Name: Eileen M. Porter  
Title: Authorized Person \*

\* See attached Powers of Attorney

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**FRISCO, INC.**

By: /s/ Patricia Champion Frist

Name: Patricia Champion Frist

Title: President

**FRISCO PARTNERS**

By: /s/ Thomas F. Frist, Jr.

Name: Thomas F. Frist, Jr.

Title: General Partner

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

/s/ Thomas F. Frist, Jr.

Thomas F. Frist, Jr.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006  
/s/ Patricia Champion Frist

Patricia Champion Frist

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006  
/s/ Patricia Frist Elcan

Patricia Frist Elcan

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006  
/s/ William Robert Frist

William Robert Frist

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

/s/ Thomas F. Frist, III

Thomas F. Frist, III

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**BANK OF AMERICA CORPORATION  
NB HOLDINGS CORPORATION**

By: /s/ Charles F. Bowman

Name: Charles F. Bowman

Title: Senior Vice President

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**NATIONSBANC MONTGOMERY  
HOLDINGS CORPORATION**

By: /s/ Robert Qutub

Name: Robert Qutub

Title: President

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**BANC OF AMERICA SECURITIES LLC**

By: /s/ Richard E. Konefal

Name: Richard E. Konefal

Title: Senior Vice President

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 3, 2006

**CITIGROUP INC.**

By: /s/ Ali L. Karshan

Name: Ali L. Karshan

Title: Assistant Secretary

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## EXHIBIT INDEX

| Exhibit | Description   |
|---------|---|
| 99.1.   | Joint Filing Agreement, dated August 3, 2006, among Merrill Lynch Professional Clearing Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Financial Markets, Inc., Merrill Lynch International, Merrill Lynch & Co., Inc., Merrill Lynch Trust Company, FSB, Bank of America Corporation, NB Holdings Corporation, NationsBanc Montgomery Holdings Corporation, Banc of America Securities LLC, Citigroup Inc., Thomas F. Frist, Jr., Patricia Frist Elcan, William Robert Frist, Thomas F. Frist III, Frisco, Inc. and Frisco Partners. |
| 99.2.   | Rollover Commitment Letter, dated July 24, 2006, from Frisco, Inc. and Frisco Partners to Hercules Holding II, LLC.   |
| 99.3.   | Agreement and Plan of Merger, dated July 24, 2006, by and among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc. (incorporated by reference to Exhibit 2.1 to HCA Inc.'s Form 8-K filed with the SEC on July 25, 2006).  |
| 99.4.   | Limited Guarantee, dated July 24, 2006, in favor of HCA Inc. by ML Global Private Equity Fund, L.P.   |
| 99.5.   | Limited Guarantee, dated July 24, 2006, in favor of HCA Inc. by Frisco, Inc. and Frisco Partners.   |
| 99.6.   | Interim Investors Agreement, dated July 24, 2006, by and among Hercules Holding II, LLC, Bain Capital IX, L.P., KKR Millennium Fund, L.P., KKR PEI Investments, L.P., ML Global Private Equity Fund, L.P., Frisco, Inc., Frisco Partners, Banc of America Securities LLC and Citigroup Inc.   |
| 99.7.   | Press Release (incorporated by reference to Exhibit 99.2 to HCA Inc.'s Form 8-K filed with the SEC on July 25, 2006).   |
| 99.8.   | Debt Commitment Letter, dated July 24, 2006, from Bank of America, N.A., Banc of America Securities LLC, Banc of America Bridge LLC, JPMorgan Chase Bank, N.A., J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Merrill Lynch Capital Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated to Hercules Holding II, LLC.   |
| 99.9.   | Equity Commitment Letter, dated July 24, 2006, from ML Global Private Equity Fund, L.P. to Hercules Holding II, LLC.  |
| 99.10.  | Sell-Down Investors Commitment Letter, dated July 24, 2006, from Citigroup Inc. to Hercules Holding II, LLC.  |
| 99.11.  | Sell-Down Investors Commitment Letter, dated July 24, 2006, from Banc of America Securities LLC to Hercules Holding II, LLC.  |
| 99.12.  | Power of Attorney granted by Merrill Lynch Professional Clearing Corp.  |
| 99.13.  | Power of Attorney granted by Merrill Lynch Trust Company, FSB.  |
| 99.14.  | Power of Attorney granted by Merrill Lynch, Pierce, Fenner & Smith Incorporated.  |

- 99.15. Power of Attorney granted by Merrill Lynch Financial Markets, Inc.
  - 99.16. Power of Attorney granted by Merrill Lynch International.
  - 99.17. Power of Attorney granted by Merrill Lynch & Co., Inc.
  - 99.18. The section titled *Litigation and Regulatory Matters* contained in Note 13 of the consolidated financial statements in Bank of America's Annual Report for the period ended December 31, 2005 on Form 10-K which is incorporated by reference herein (Commission file number 1-6523).
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**SCHEDULE I REPORTING PERSONS****Family Investors:**

| <b>Name of Reporting Person</b> | <b>State of Organization</b> | <b>Address of Principal Office</b>                     | <b>Principal Business</b>  |
|---------------------------------|------------------------------|--|--|
| <b>Frisco, Inc.</b>             | Delaware                     | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons  |
| <b>Frisco Partners</b>          | Tennessee                    | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons  |
| <b>Name of Reporting Person</b> | <b>Citizenship</b>           | <b>Residence or Business Address</b>                   | <b>Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted</b>  |
| <b>Thomas F. Frist, Jr.</b>     | USA                          | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Director of HCA Inc. One Park Plaza Nashville, TN 37203 (a leading health care provider).  |
| <b>Patricia Champion Frist</b>  | USA                          | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Private Investor   |
| <b>Patricia Frist Elcan</b>     | USA                          | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Private Investor   |
| <b>Thomas F. Frist III</b>      | USA                          | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Principal of Frist Capital LLC<br>3100 West End Ave Suite 500<br>Nashville, TN 37203 (a private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons, located at 3100 West End Ave, Suite 500 Nashville, TN 37203). |
| <b>William Robert Frist</b>     | USA                          | 3100 West End Ave,<br>Suite 500 Nashville, TN<br>37203 | Principal of Frist Capital LLC<br>3100 West End Ave Suite 500<br>Nashville, TN 37203 (a private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons, located at 3100 West End Ave, Suite 500                       |



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**Merrill Entities:**

The names and principal businesses of each of the Merrill Entities are set forth below. Unless otherwise noted, each of the Merrill Entities principal business and office address is 4 World Financial Center, North Tower, New York, NY 10080.

| <b>NAME</b>   | <b>PRINCIPAL BUSINESS</b>   |
|---|---|
| Merrill Lynch Professional Clearing Corp.   | A company engaged in securities financing, brokerage and clearing services to broker dealers and hedge funds.   |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated  | A registered broker-dealer and investment adviser that, together with its subsidiaries, provides investment, financing, and related services to individuals and institutions on a global basis.                                     |
| Merrill Lynch Financial Markets, Inc.   | A registered OTC Derivatives Dealer, authorized currently to engage in OTC equity derivatives transactions with counterparties and related portfolio and cash management activities.  |
| Merrill Lynch International<br>Merrill Lynch Financial Centre<br>2 King Edward Street<br>London<br>EC1A 1HQ | An international underwriter; conducts trading activities for international and U.K. equities and all Euro debt and money market products directly with market professionals around the world and non-U.S. institutional customers. |
| Merrill Lynch & Co., Inc.   | A holding company that, through its subsidiaries and affiliates, provides investment, financial, insurance and related services on a global basis.  |
| Merrill Lynch Trust Company, FSB  | A Federal Savings Bank.   |

**Citigroup:**

Citigroup is a diversified holding company providing, through its subsidiaries, a broad range of financial services to consumer and corporate customers worldwide. The address of the principal office of Citigroup is 399 Park Avenue, New York, NY 10043.

**Bank of America Entities:**

| <b>Name of Reporting Person:</b>            | <b>Principal Business:</b>                      |
|---|---|
| Bank of America Corporation                 | General banking and financial services business |
| NB Holdings Corporation                     | Intermediate bank holding company               |
| NationsBanc Montgomery Holdings Corporation | Intermediate bank holding company               |
| Banc of America Securities LLC              | Broker-dealer                                   |

The address of each of the above-listed Bank of America Entities is 100 North Tyron Street, Bank of America Corporation Center, Charlotte, NC 28255.

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**SCHEDULE II****Frist Entities:**

The name, position, residence address, citizenship and present principal occupation of each director and executive officer of Frisco Inc. and the general partners of Frisco Partners are set forth below.

| <b>Name of Director or Executive Officer</b> | <b>Title / Position</b>  | <b>Citizenship</b> | <b>Residence or Business Address</b>                   | <b>Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted</b> |
|--|--|--------------------|--|---|
| Thomas F. Frist, Jr. (2)                     | Director of Frisco, Inc.<br><br>General partner at Frisco Partners               | USA                | 3100 West End Ave,<br>Suite 500 Nashville,<br>TN 37203 | Director of HCA Inc. One Park Plaza Nashville, TN 37203 (a leading health care provider).   |
| Patricia Champion Frist (2)                  | Director and President of Frisco, Inc.<br><br>General partner at Frisco Partners | USA                | 3100 West End Ave,<br>Suite 500 Nashville,<br>TN 37203 | Private Investor  |
| Patricia Frist Elcan (2)                     | Director of Frisco Inc.<br><br>General partner at Frisco Partners                | USA                | 3100 West End Ave,<br>Suite 500 Nashville,<br>TN 37203 | Private Investor  |
| Thomas F. Frist III (2)                      | Director of Frisco Inc.<br><br>General partner at Frisco Partners                | USA                | 3100 West End Ave,<br>Suite 500 Nashville,<br>TN 37203 | Principal of Frist Capital LLC 3100 West End Ave Suite 500 Nashville, TN 37203 (a private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons).       |
| William Robert Frist (2)                     | Director of Frisco Inc.<br><br>General partner at Frisco Partners                | USA                | 3100 West End Ave,<br>Suite 500 Nashville,<br>TN 37203 | Principal of Frist Capital LLC 3100 West End Ave Suite 500 Nashville, TN 37203 (a private investment vehicle for  |

Mr. Thomas F. Frist, Jr.  
and certain related  
persons).

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| <b>Name of Director or Executive Officer</b> | <b>Title / Position</b>                 | <b>Citizenship</b> | <b>Residence or Business Address</b>                  | <b>Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted</b>                 |
|--|---|--------------------|---|---|
| Tika A. Love (3)                             | Secretary and Treasurer of Frisco, Inc. | USA                | 3100 West End Ave<br>Suite 500 Nashville,<br>TN 37203 | Secretary and Treasurer of Frisco, Inc. (a private investment vehicle for Mr. Thomas F. Frist, Jr. and certain related persons, located at 3100 West End Ave, Suite 500 Nashville, TN 37203). |

(2) Refer to Item 5 hereof for a description of the securities of HCA Inc. beneficially owned by this person.

(3) Tika A. Love does not beneficially own any shares of Common Stock.

**Merrill Entities:**

The names and principal occupations of each of the executive officers and directors of the Merrill Entities are set forth below. Unless otherwise noted, all of these persons are United States citizens, and have as their business address 4 World Financial Center, New York, NY 10080.

**MERRILL LYNCH PROFESSIONAL CLEARING CORP.**

John J. Brown  
Executive Officer

**PRESENT PRINCIPAL OCCUPATION**

Chief Executive Officer; Managing Director of Merrill  
Lynch Global Equity Financing  
222 Broadway, 6<sup>th</sup> Floor  
New York, New York 10038

Frank Catris

Corporate Director of Merrill Lynch Global Equity Financing

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Director

440 S. LaSalle  
Chicago, Illinois 60605

Sudeep Gupta

Managing Director of Merrill Lynch GSRG  
Management

Director