

**DISCLOSURE OF BORROWER'S INTENT**  
**TO BID AT AUCTION OF BONDS ISSUED FOR ITS BENEFIT**

Borrower: Scripps Health (the "Borrower")

Bonds: \$46,395,000 California Health Facilities Financing Authority Insured Revenue Bonds (Scripps Health) Series 2005D (the "Bonds")

CUSIP: 13033FXF2

Date of Auction: June 3, 2008 (the "Auction Date")

Broker-Dealer: Citigroup Global Markets Inc. (the "Broker-Dealer")

**Intent to Bid:** The Borrower hereby discloses its intent to submit a bid, or direct the Broker-Dealer to submit a bid on its behalf, in the auction on the Auction Date for the Bonds, as described below. The existing auction procedures and further disclosure concerning the auction process may be obtained on the website of the Broker-Dealer ([https://www.smithbarney.com/products\\_services/fixed\\_income/auction\\_rate\\_securities/#v](https://www.smithbarney.com/products_services/fixed_income/auction_rate_securities/#v)).

**Bid Specifics:** The Borrower and/or the Broker-Dealer, on behalf of the Borrower, intend to submit a bid for the purchase of \$46,395,000 of the Bonds at an interest rate equal to the SIFMA Municipal Swap Index, which rate is currently 1.70%, but which resets each Wednesday at 4pm EST (the "Designated Rate"). The rate applicable on the Auction Date can be found at <http://archives1.sifma.org/swapdata.html>.

**The Borrower and/or the Broker-Dealer, on behalf of the Borrower, intend to bid for all Bonds presently outstanding. It should be noted that the interests of the Borrower in bidding, or directing the Broker-Dealer to bid on its behalf, on the Auction Date for the Bonds are different from and, in fact, may be contrary to the interests of an investor because the Borrower is seeking to establish the lowest interest rate on the Bonds while an investor generally seeks the highest interest rate on the Bonds.**

**Auction Rate:** If on the Auction Date there are no bids to purchase Bonds at an interest rate that is lower than the Designated Rate, then (1) the Borrower will become the owner of any Bonds for which a sale order has been submitted in such auction, and (2) the Auction Rate will be reset to a rate equal to the Designated Rate and all of the Bonds (whether or not owned by the Borrower and whether or not offered by their respective owners for sale in such auction) subject to such auction will bear interest at that rate.

**Information Regarding the Preceding auction for the Bonds:** The Borrower hereby provides the following information regarding the preceding auction for the Bonds on May 27, 2008:

<b>Amount of Securities for Sale:</b>	\$46,395,000
<b>Aggregate Dollar Amount of Bids (including All-Hold orders):</b>	\$139,385,000
<b>High Bid:</b>	5.250%
<b>Low Bid:</b>	1.600%
<b>Median Bid:</b>	1.975%
<b>Clearing Rate:</b>	1.700%
<b>Number of Bids (other than the Broker-Dealer or the Borrower), if any::</b>	3
<b>Number of Bids by the Broker-Dealer, if any:</b>	1
<b>Bid Rate; Aggregate Dollar Amount of Bid;</b>	5.250% \$46,395,000
<b>Number of Bids by the Borrower, if any:</b>	2

**Reporting of Auction Results:** Within two (2) business days following the Auction Date, the Borrower will provide notice to the NRMSIRs detailing information regarding bidding on the Auction Date, including the amount of Bonds offered for sale on the Auction Date; the number and aggregate dollar amount of bids made; the number of bidders other than the Broker-Dealer or the Borrower; the number, interest rate(s) and amounts of bids, if any, made by Citigroup or the Borrower; the clearing rate; and the high, low and median bids received. This information and historical information regarding prior auctions will also be made available on the Borrower's public website at [www.scrippshealth.org](http://www.scrippshealth.org) and on the Broker-Dealer's public website at [https://www.smithbarney.com/products\\_services/fixed\\_income/auction\\_rate\\_securities/#v](https://www.smithbarney.com/products_services/fixed_income/auction_rate_securities/#v).

**Offer to Purchase:** Following the Auction Date, if the results of the Auction Date were such that the Borrower's bid is the Auction Rate, any holder of any outstanding Bonds may sell all or any portion of such Bonds to the Broker-Dealer. The Broker-Dealer will purchase, on behalf of the Borrower, all such Bonds at a price equal to par plus accrued but unpaid interest thereon.