



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 19, 2007

DIVISION OF  
CORPORATION FINANCE

Mr. Jay P. Lefkowitz  
Kirkland & Ellis LLP  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005

Re: **In the Matter of Tenet Healthcare Corporation LA- 2658**  
**Waiver Request of Ineligible Issuer Status under Rule 405 of the Securities Act**

Dear Mr. Lefkowitz:

This is in response to your letter dated April 2, 2007, written on behalf of Tenet Healthcare Corporation (Company), and constituting an application for relief from the Company being considered an "ineligible issuer" under Rule 405(1)(vi) of the Securities Act of 1933 (Securities Act) arising from the settlement of a civil injunctive proceeding with the Commission. On April 2, 2007, the Commission filed a civil injunctive complaint against the Company in the United States District Court for the Central District of California alleging that the Company violated, among other things, Sections 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (Exchange Act). The Company filed a consent in which it agreed, without admitting or denying the allegations of the Commission's Complaint, to the entry of a Final Judgment against it. Among other things, the Final Judgment as entered on April 16, 2007, permanently enjoins the Company from violating Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Exchange Act.

Based on the facts and representations in your letter, and assuming the Company will comply with the Final Judgment, the Commission, pursuant to delegated authority has determined that the Company has made a showing of good cause under Rule 405(2) and that the Company will not be considered an ineligible issuer by reason of the entry of the Final Judgment. Accordingly, the relief described above from the Company being an ineligible issuer under Rule 405 of the Securities Act is hereby granted. Any different facts than as represented or non-compliance with the Final Judgment might require us to reach a different conclusion.

Sincerely,

A handwritten signature in cursive script that reads "Mary Kosterlitz".

Mary Kosterlitz, Chief  
Office of Enforcement Liaison  
Division of Corporation Finance

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April 2, 2007

## VIA EMAIL AND MESSENGER

Mary Kosterlitz  
Chief, Office of Enforcement Liaison  
Division of Corporate Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

**Re: *In the Matter of Tenet Healthcare Corporation***

Dear Ms. Kosterlitz:

We write on behalf of our client, Tenet Healthcare Corporation (“Tenet”), in connection with a proposed settlement agreement and consent judgment (the “Settlement”) arising out of the above-referenced investigation by the Securities and Exchange Commission (“the Commission”). The Settlement would result in the filing of a complaint, and simultaneously a consent decree, against Tenet in the United States District Court for the Central District of California (“the Court”), in a civil action styled *Securities and Exchange Commission v. Tenet Healthcare Corp., et al.*, and contemplates the issuance of a Final Judgment by the Court against Tenet that is described below. The Settlement arises out of an investigation informally commenced by the Commission in November of 2002 and formally launched in April of 2003.

We respectfully request, pursuant to amended Rule 405 under the Securities Act of 1933 (the “Securities Act”), that the Division of Corporate Finance, on behalf of the Commission, determine that Tenet shall *not* be considered an “ineligible issuer” (as defined in Rule 405) as a result of the proposed order to be entered in the above-referenced matter. We submit that good cause exists for such a finding and request that this determination be made effective upon entry of the proposed order.

## **BACKGROUND**

Tenet and the Division of Enforcement have reached an agreement in principle to settle the matter as described below, and Tenet expects to submit to the Commission an offer of settlement in which, for the purpose of this proceeding, it will consent to the entry of an order by

