

EXHIBIT A  
to  
CONTRACT BETWEEN  
THE DEPARTMENT OF ATTORNEY GENERAL  
AND  
CAIN BROTHERS & COMPANY, LLC  
  
STATEMENT OF EXPERT SERVICES

1. Fairness Opinions – For each of the Transactions, Expert will provide a fairness opinion—including a written report substantiating its conclusions—that addresses the relationship between the consideration to be received relative to the value of the assets given up in exchange. As part of the fairness opinions, Expert will perform the following:
  - a. an independent Fair Market Value valuation analyses and reports of Portage Health assets being acquired by LifePoint Holdings 2, LLC (for the Portage Transaction) and of Bell Memorial assets being acquired by LifePoint Holdings 2, LLC (for the Bell Transaction).
  - b. for each Transaction, an examination of the quality and depth of the transaction process that resulted in the proposed transaction;
  - c. for each Transaction, an examination of all aspects of the proposed offer to determine the true level of consideration;
  - d. for the Portage Transaction, an examination of the amounts proceeding to the Portage Health Foundation (or successor entity approved by the Department) and for the Bell Transaction, an examination of the amounts proceeding to the Bell Memorial Foundation (or successor entity approved by the Department), and the fairness of each of those amounts.
2. Other work – Perform other services related to the Department’s review as requested by the Department, including meeting with third parties, attending public forums related to the transaction, discussing and reporting on findings, providing expert testimony, and examining the Buyer’s ability to meet its long-term financial obligations.