
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2017

COMMUNITY HEALTH SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-15925
(Commission
File Number)

13-3893191
(IRS Employer
Identification No.)

4000 Meridian Boulevard
Franklin, Tennessee 37067
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (615) 465-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On May 12, 2017, CHS/Community Health Systems, Inc. (the “Issuer”), a direct, wholly owned subsidiary of Community Health Systems, Inc. (the “Company”), completed its previously announced tack-on public offering of \$900,000,000 aggregate principal amount of its 6.250% Senior Secured Notes due 2023 at an issue price of 101.75% of their aggregate principal amount, plus accrued interest from March 16, 2017 (the “Additional Notes”). The terms of the Additional Notes are governed by a base indenture, dated March 16, 2017, by and between the Issuer and Regions Bank, as trustee (the “Trustee”) (the “2023 Base Indenture”), as amended and supplemented by a first supplemental indenture, dated March 16, 2017, by and among the Issuer, the Company, the other guarantors party thereto, the Trustee and Credit Suisse AG, as collateral agent (the “First Supplemental Indenture”) and a second supplemental indenture dated as of May 12, 2017, by and among the Issuer, the Company, the other guarantors party thereto, the Trustee and Credit Suisse AG, as collateral agent (the “Second Supplemental Indenture and, together with the 2023 Base Indenture and the First Supplemental Indenture, the “Indenture”).

The Additional Notes bear interest at a rate of 6.250% per year payable semi-annually in arrears on March 31 and September 30 of each year, commencing on September 30, 2017.

The Issuer may redeem some or all of the Additional Notes at any time prior to March 31, 2020 at a price equal to 100% of the principal amount of the Additional Notes redeemed plus accrued and unpaid interest, if any, plus a “make-whole” premium, as described in the Indenture. The Issuer may redeem some or all of the Additional Notes at any time on or after March 31, 2020 at the redemption prices set forth in the Indenture, plus accrued and unpaid interest, if any. In addition, the Issuer may redeem up to 40% of the aggregate principal amount of the Additional Notes at any time prior to March 31, 2020 using the net proceeds from certain equity offerings at the redemption price set forth in the Indenture, plus accrued and unpaid interest, if any.

If the Company or the Issuer experience a Change of Control (as defined in the Indenture), the Issuer is required to offer to repurchase the Additional Notes at 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase.

The Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others, nonpayment of principal or interest, breach of other agreements in the Indenture, failure to pay certain other indebtedness, failure to pay certain final judgments, failure of certain guarantees to be enforceable and certain events of bankruptcy or insolvency. The Indenture contains covenants that, among other things, limit the Company’s ability and the ability of its restricted subsidiaries to incur or guarantee additional indebtedness, pay dividends or make other restricted payments, make certain investments, create or incur certain liens, sell assets and subsidiary stock, impair a security interest, transfer all or substantially all of the Company’s assets or enter into merger or consolidation transactions and enter into transactions with affiliates.

The Additional Notes are secured by a first-priority lien (subject to a shared lien of equal priority with certain other obligations, including obligations under our existing senior secured credit facilities (our “Credit Facility”), our 5.125% Senior Secured Notes due 2021 (the “2021 Secured Notes”) and, for so long as they remain outstanding, our 5.125% Senior Secured Notes due 2018 (the “2018 Secured Notes”), and subject to other prior ranking liens permitted by the Indenture) on substantially the same assets that secure the obligations under our Credit Facility, our 2021 Secured Notes and, for so long as they remain outstanding, the 2018 Secured Notes, subject to certain exceptions.

The foregoing summary and description of the Indenture and the Additional Notes does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the 2023 Base Indenture and the

First Supplemental Indenture, which were filed as Exhibits 4.1 and 4.2, respectively, to Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 16, 2017 and incorporated by reference herein, as well as the full text of the Second Supplemental Indenture, which is filed as Exhibit 4.3 hereto and incorporated by reference herein.

A copy of the press release announcing the completion of the Additional Notes offering is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 with respect to the Issuer's issuance and sale of the Additional Notes is incorporated by reference herein.

Item 8.01. Other Events.

A copy of the press release issued by the Company announcing the completion of the Additional Notes offering is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 4.1 Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated as of March 16, 2017, by and between CHS/Community Health Systems, Inc. and Regions Bank, as Trustee. *
- 4.2 First Supplemental Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated March 16, 2017, by and among CHS/Community Health Systems, Inc., Community Health Systems, Inc., the Guarantors party thereto, Regions Bank, as Trustee and Credit Suisse AG, as collateral agent. *
- 4.3 Second Supplemental Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated May 12, 2017, by and among CHS/Community Health Systems, Inc., Community Health Systems, Inc., the Guarantors party thereto, Regions Bank, as Trustee and Credit Suisse AG, as collateral agent.
- 5.1 Opinion of Hodgson Russ LLP
- 5.2 Opinion of Bradley Arant Boult Cummings LLP
- 5.3 Opinion of Kutak Rock LLP
- 5.4 Opinion of Snell & Wilmer L.L.P.
- 5.5 Opinion of Bass, Berry & Sims PLC
- 5.6 Opinion of Buchanan Ingersoll & Rooney PC
- 5.7 Opinion of King & Spalding LLP
- 5.8 Opinion of Bingham Greenebaum Doll LLP
- 5.9 Opinion of Husch Blackwell LLP
- 5.10 Opinion of Ballard Spahr LLP

-
- 5.11 Opinion of Montgomery & Andrews, P.A.
 - 5.12 Opinion of Bailey Kennedy, LLP
 - 5.13 Opinion of McAfee & Taft A Professional Corporation
 - 5.14 Opinion of Parker Poe Adams & Bernstein LLP
 - 5.15 Opinion of Liechty, McGinnis, Berryman & Bowen, LLP
 - 5.16 Opinion of Hancock, Daniel, Johnson & Nagle, P.C.
 - 5.17 Opinion of Witherspoon Kelley, P.S.
 - 5.18 Opinion of Steptoe & Johnson PLLC
 - 23.1 Consent of Hodgson Russ LLP (included as part of its opinion filed as Exhibit 5.1)
 - 23.2 Consent of Bradley Arant Boult Cummings LLP (included as part of its opinion filed as Exhibit 5.2)
 - 23.3 Consent of Kutak Rock LLP (included as part of its opinion filed as Exhibit 5.3)
 - 23.4 Consent of Snell & Wilmer L.L.P. (included as part of its opinion filed as Exhibit 5.4)
 - 23.5 Consent of Bass, Berry & Sims PLC (included as part of its opinion filed as Exhibit 5.5)
 - 23.6 Consent of Buchanan Ingersoll & Rooney PC (included as part of its opinion filed as Exhibit 5.6)
 - 23.7 Consent of King & Spalding LLP (included as part of its opinion filed as Exhibit 5.7)
 - 23.8 Consent of Bingham Greenebaum Doll LLP (included as part of its opinion filed as Exhibit 5.8)
 - 23.9 Consent of Husch Blackwell LLP (included as part of its opinion filed as Exhibit 5.9)
 - 23.10 Consent of Ballard Spahr LLP (included as part of its opinion filed as Exhibit 5.10)
 - 23.11 Consent of Montgomery & Andrews, P.A. (included as part of its opinion filed as Exhibit 5.11)
 - 23.12 Consent of Bailey Kennedy, LLP (included as part of its opinion filed as Exhibit 5.12)
 - 23.13 Consent of McAfee & Taft A Professional Corporation (included as part of its opinion filed as Exhibit 5.13)
 - 23.14 Consent of Parker Poe Adams & Bernstein LLP (included as part of its opinion filed as Exhibit 5.14)
 - 23.15 Consent of Liechty, McGinnis, Berryman & Bowen, LLP (included as part of its opinion filed as Exhibit 5.15)
 - 23.16 Consent of Hancock, Daniel, Johnson & Nagle, P.C. (included as part of its opinion filed as Exhibit 5.16)
 - 23.17 Consent of Witherspoon Kelley, P.S. (included as part of its opinion filed as Exhibit 5.17)
 - 23.18 Consent of Steptoe & Johnson PLLC (included as part of its opinion filed as Exhibit 5.18)
 - 99.1 Press Release of Community Health Systems, Inc., dated May 12, 2017, relating to the completion of the Additional Notes offering

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2017

Community Health Systems, Inc.
(Registrant)

By: /s/ W. Larry Cash
W. Larry Cash
President of Financial Services, Chief Financial
Officer and Director (principal financial officer)

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated as of March 16, 2017, by and between CHS/Community Health Systems, Inc. and Regions Bank, as Trustee. *
4.2	First Supplemental Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated March 16, 2017, by and among CHS/Community Health Systems, Inc., Community Health Systems, Inc., the Guarantors party thereto, Regions Bank, as Trustee and Credit Suisse AG, as collateral agent. *
4.3	Second Supplemental Indenture relating to CHS/Community Health Systems, Inc.'s 6.250% Senior Secured Notes due 2023, dated May 12, 2017, by and among CHS/Community Health Systems, Inc., Community Health Systems, Inc., the Guarantors party thereto, Regions Bank, as Trustee and Credit Suisse AG, as collateral agent.
5.1	Opinion of Hodgson Russ LLP
5.2	Opinion of Bradley Arant Boult Cummings LLP
5.3	Opinion of Kutak Rock LLP
5.4	Opinion of Snell & Wilmer L.L.P.
5.5	Opinion of Bass, Berry & Sims PLC
5.6	Opinion of Buchanan Ingersoll & Rooney PC Fowler White Boggs
5.7	Opinion of King & Spalding LLP
5.8	Opinion of Bingham Greenebaum Doll LLP
5.9	Opinion of Husch Blackwell LLP
5.10	Opinion of Ballard Spahr LLP
5.11	Opinion of Montgomery & Andrews, P.A
5.12	Opinion of Bailey Kennedy, LLP
5.13	Opinion of McAfee & Taft A Professional Corporation
5.14	Opinion of Parker Poe Adams & Bernstein LLP
5.15	Opinion of Liechty & McGinnis, LLP
5.16	Opinion of Hancock, Daniel, Johnson & Nagle, P.C.
5.17	Opinion of Witherspoon Kelley, P.S.
5.18	Opinion of Steptoe & Johnson PLLC
23.1	Consent of Hodgson Russ LLP (included as part of its opinion filed as Exhibit 5.1)
23.2	Consent of Bradley Arant Boult Cummings LLP (included as part of its opinion filed as Exhibit 5.2)
23.3	Consent of Kutak Rock LLP (included as part of its opinion filed as Exhibit 5.3)
23.4	Consent of Snell & Wilmer L.L.P. (included as part of its opinion filed as Exhibit 5.4)
23.5	Consent of Bass, Berry & Sims PLC (included as part of its opinion filed as Exhibit 5.5)

-
- 23.6 Consent of Buchanan Ingersoll & Rooney PC (included as part of its opinion filed as Exhibit 5.6)
 - 23.7 Consent of King & Spalding LLP (included as part of its opinion filed as Exhibit 5.7)
 - 23.8 Consent of Bingham Greenebaum Doll LLP (included as part of its opinion filed as Exhibit 5.8)
 - 23.9 Consent of Husch Blackwell LLP (included as part of its opinion filed as Exhibit 5.9)
 - 23.10 Consent of Ballard Spahr LLP (included as part of its opinion filed as Exhibit 5.10)
 - 23.11 Consent of Montgomery & Andrews, P.A. (included as part of its opinion filed as Exhibit 5.11)
 - 23.12 Consent of Bailey Kennedy, LLP (included as part of its opinion filed as Exhibit 5.12)
 - 23.13 Consent of McAfee & Taft A Professional Corporation (included as part of its opinion filed as Exhibit 5.13)
 - 23.14 Consent of Parker Poe Adams & Bernstein LLP (included as part of its opinion filed as Exhibit 5.14)
 - 23.15 Consent of Liechty, McGinnis, Berryman & Bowen, LLP (included as part of its opinion filed as Exhibit 5.15)
 - 23.16 Consent of Hancock, Daniel, Johnson & Nagle, P.C. (included as part of its opinion filed as Exhibit 5.16)
 - 23.17 Consent of Witherspoon Kelley, P.S. (included as part of its opinion filed as Exhibit 5.17)
 - 23.18 Consent of Steptoe & Johnson PLLC (included as part of its opinion filed as Exhibit 5.18)
 - 99.1 Press Release of Community Health Systems, Inc., dated May 12, 2017, relating to the completion of the Additional Notes offering.

* Previously filed.

SECOND SUPPLEMENTAL INDENTURE

dated as of May 12, 2017

among

CHS/COMMUNITY HEALTH SYSTEMS, INC.,

the GUARANTORS party hereto,

REGIONS BANK,

as Trustee, Registrar and Paying Agent

and

CREDIT SUISSE AG,

as Collateral agent

to the

INDENTURE

dated as of March 16, 2017

between

CHS/COMMUNITY HEALTH SYSTEMS, INC.

and

REGIONS BANK,

as Trustee, Registrar and Paying Agent

Additional \$900,000,000 6.250% Senior Secured Notes due 2023

This SECOND SUPPLEMENTAL INDENTURE (this “**Second Supplemental Indenture**”), dated as of May 12, 2017, among CHS/COMMUNITY HEALTH SYSTEMS, INC., a Delaware corporation (the “**Issuer**”), the GUARANTORS party hereto (the “**Guarantors**”), REGIONS BANK, an Alabama banking corporation (the “**Trustee**”), and CREDIT SUISSE AG, as collateral agent (the “**Collateral Agent**”).

RECITALS

WHEREAS, the Issuer and the Trustee have heretofore executed and delivered an Indenture, dated as of March 16, 2017 (the “**Base Indenture**”) and a First Supplemental Indenture, dated as of March 16, 2017 (the “**First Supplemental Indenture**”) and, together with the Base Indenture, the “**Indenture**”), providing for the issuance on such date by the Issuer of \$2,200,000,000 aggregate principal amount of the Issuer’s 6.250% Senior Secured Notes due 2023 (the “**Initial Notes**”);

WHEREAS, Section 2.1(a) of the First Supplemental Indenture provides, among other things, that the Issuer may issue, from time to time, in accordance with the provisions of the First Supplemental Indenture, Additional Notes having identical terms and conditions as the Initial Notes, other than, if applicable, the date from which interest will accrue;

WHEREAS, the Issuer has entered into that certain Underwriting Agreement, dated as of May 9, 2017, among the Issuer, the Guarantors and Credit Suisse Securities (USA) LLC, as representative of the underwriters, pursuant to which, among other things, on the date hereof, the Issuer is issuing \$900,000,000 of 6.250% Senior Secured Notes due 2023 as Additional Notes (the “**May 2017 Additional Notes**”) as permitted by Section 2.1 of the First Supplemental Indenture;

WHEREAS, the Issuer intends by this Second Supplemental Indenture to create and provide for the issuance of the May 2017 Additional Notes as Additional Notes under the Indenture;

WHEREAS, pursuant to Section 9.1(7) of the First Supplemental Indenture, the Issuer, the Guarantors, the Trustee, and the Collateral Agent are authorized to execute and deliver this Second Supplemental Indenture to provide for the issuance of the Additional Notes under the Indenture without notice to or consent of any Holder; and

WHEREAS, all things necessary to make the May 2017 Additional Notes, when executed by the Issuer and authenticated and delivered by the Trustee, issued upon the terms and subject to the conditions set forth hereinafter and in the Indenture and delivered as provided in the Indenture against payment therefor, valid, binding and legal obligations of the Issuer according to their terms, and all actions required to be taken by the Issuer under the Indenture to make this Second Supplemental Indenture a valid, binding and legal agreement of the Issuer, have been done.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the sufficiency and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1 DEFINITIONS AND INCORPORATION BY REFERENCE

Section 1.01 *Definitions.*

(a) All capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed thereto in the Indenture.

(b) For all purposes of this Second Supplemental Indenture, except as otherwise herein expressly provided or unless the context otherwise requires: (i) the terms and expressions used herein shall have the same meanings as corresponding terms and expressions used in the Indenture; and (ii) the words “herein,” “hereof” and “hereby” and other words of similar import used in this Second Supplemental Indenture refer to this Second Supplemental Indenture as a whole and not to any particular section hereof.

ARTICLE 2
MAY 2017 ADDITIONAL NOTES

Section 2.01 *Creation of the May 2017 Additional Notes*. In accordance with Section 2.1(a) of the First Supplemental Indenture, the Issuer hereby creates the May 2017 Additional Notes as Additional Notes under the Indenture. The May 2017 Additional Notes shall be issued initially in an aggregate principal amount of \$900,000,000 on the date hereof and will be issued at an issue price of 101.75% of the principal amount thereof plus accrued and unpaid interest from March 16, 2017. Interest on the May 2017 Additional Notes shall accrue from March 16, 2017.

Section 2.02 *The Notes*. The May 2017 Additional Notes initially will be issued in the form of Global Notes as follows:

- (a) certificate number 006 (CUSIP No. 12543D AY6 / ISIN US12543DA Y67) in the aggregate principal amount of \$500,000,000;
- (b) certificate number 007 (CUSIP No. 12543D AY6 / ISIN US12543DA Y67) in the aggregate principal amount of \$400,000,000.

ARTICLE 3
MISCELLANEOUS

Section 3.01 *Ratification of the Base Indenture and the First Supplemental Indenture*.

This Second Supplemental Indenture is executed and shall be constructed as an indenture supplement to the Indenture, and as supplemented and modified hereby, the Base Indenture and the First Supplemental Indenture are in all respects ratified and confirmed, and the Base Indenture, the First Supplemental Indenture and this Second Supplemental Indenture shall be read, taken and constructed as one and the same instrument.

Section 3.02 *Trust Indenture Act Controls*.

If and to the extent that any provision of this Second Supplemental Indenture limits, qualifies or conflicts with another provision which is required to be included in this Second Supplemental Indenture by the Trust Indenture Act, the provision required by the Trust Indenture Act shall control. Each Guarantor in addition to performing its obligations under its Note Guarantee shall perform such other obligations as may be imposed upon it with respect to this Second Supplemental Indenture under the Trust Indenture Act.

Section 3.03 *Notices*.

All notices and other communications shall be given as provided in the First Supplemental Indenture.

Section 3.04 *Governing Law*.

THIS SECOND SUPPLEMENTAL INDENTURE AND THE MAY 2017 ADDITIONAL NOTES SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

Section 3.05 *Successors*.

All agreements of the Issuer and each Guarantor in this Second Supplemental Indenture and the May 2017 Additional Notes shall bind their respective successors. All agreements of the Trustee and the Collateral Agent in this Second Supplemental Indenture shall bind their respective successors.

Section 3.06 *Multiple Originals.*

The parties may sign any number of copies of this Second Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. One signed copy is enough to prove this Second Supplemental Indenture. The exchange of copies of this Second Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Second Supplemental Indenture as to the parties hereto and may be used in lieu of the original Second Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

Section 3.07 *Headings.*

The headings of the Articles and Sections of this Second Supplemental Indenture have been inserted for convenience of reference only, are not intended to be considered a part hereof and shall not modify or restrict any of the terms or provisions hereof.

Section 3.08 *Trustee Not Responsible for Recitals.*

Neither the Trustee nor the Collateral Agent make any representation or warranty as to the validity or sufficiency of this Second Supplemental Indenture or with respect to the recitals contained herein, all of which recitals are made solely by the other parties hereto.

[*Signature page follows*]

IN WITNESS WHEREOF, the parties have caused this Second Supplemental Indenture to be duly executed as of the date first written above.

ISSUER:

CHS/COMMUNITY HEALTH SYSTEMS, INC.

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

[Signature Page to Second Supplemental Indenture]

COMMUNITY HEALTH SYSTEMS, INC.

ABILENE HOSPITAL, LLC

ABILENE MERGER, LLC

AFFINITY HEALTH SYSTEMS, LLC

AFFINITY HOSPITAL, LLC

AMORY HMA, LLC

BERWICK HOSPITAL COMPANY, LLC

BILOXI H.M.A., LLC

BIRMINGHAM HOLDINGS II, LLC

BIRMINGHAM HOLDINGS, LLC

BLUEFIELD HOLDINGS, LLC

BLUEFIELD HOSPITAL COMPANY, LLC

BLUFFTON HEALTH SYSTEM LLC

BRANDON HMA, LLC

BREVARD HMA HOLDINGS, LLC

BREVARD HMA HOSPITALS, LLC

BROWNWOOD HOSPITAL, L.P.

BROWNWOOD MEDICAL CENTER, LLC

BULLHEAD CITY HOSPITAL CORPORATION

BULLHEAD CITY HOSPITAL INVESTMENT CORPORATION

CAMPBELL COUNTY HMA, LLC

CARLISLE HMA, LLC

CARLSBAD MEDICAL CENTER, LLC

CAROLINAS HOLDINGS, LLC

CAROLINAS JV HOLDINGS GENERAL, LLC

CAROLINAS JV HOLDINGS, L.P.

CENTRAL FLORIDA HMA HOLDINGS, LLC

CENTRAL STATES HMA HOLDINGS, LLC

CHESTER HMA, LLC

CHESTNUT HILL HEALTH SYSTEM, LLC

CHHS HOLDINGS, LLC

CHHS HOSPITAL COMPANY, LLC

CHS PENNSYLVANIA HOLDINGS, LLC

CHS TENNESSEE HOLDINGS, LLC

CHS VIRGINIA HOLDINGS, LLC

CHS WASHINGTON HOLDINGS, LLC

CITRUS HMA, LLC

CLARKSDALE HMA, LLC

CLARKSVILLE HOLDINGS II, LLC

CLARKSVILLE HOLDINGS, LLC

CLEVELAND HOSPITAL COMPANY, LLC

CLEVELAND TENNESSEE HOSPITAL COMPANY, LLC

CLINTON HMA, LLC

COATESVILLE HOSPITAL CORPORATION

COCKE COUNTY HMA, LLC

COLLEGE STATION HOSPITAL, L.P.

COLLEGE STATION MEDICAL CENTER, LLC

COLLEGE STATION MERGER, LLC

COMMUNITY HEALTH INVESTMENT COMPANY, LLC

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

Acting on behalf of each of the Guarantors set forth above

[Signature Page to Second Supplemental Indenture]

CP HOSPITAL GP, LLC
CPLP, LLC
CRESTWOOD HEALTHCARE, L.P.
CRESTWOOD HOSPITAL LP, LLC
CRESTWOOD HOSPITAL, LLC
CSMC, LLC
DEACONESS HOLDINGS, LLC
DEACONESS HOSPITAL HOLDINGS, LLC
DESERT HOSPITAL HOLDINGS, LLC
DETAR HOSPITAL, LLC
DHFV HOLDINGS, LLC
DUKES HEALTH SYSTEM, LLC
DYERSBURG HOSPITAL COMPANY, LLC
EMPORIA HOSPITAL CORPORATION
FLORIDA HMA HOLDINGS, LLC
FOLEY HOSPITAL CORPORATION
FORT SMITH HMA, LLC
FRANKFORT HEALTH PARTNER, INC.
FRANKLIN HOSPITAL CORPORATION
GADSDEN REGIONAL MEDICAL CENTER, LLC
GAFFNEY H.M.A., LLC
GRANBURY HOSPITAL CORPORATION
GRMC HOLDINGS, LLC
HALLMARK HEALTHCARE COMPANY, LLC
HEALTH MANAGEMENT ASSOCIATES, LLC

HEALTH MANAGEMENT ASSOCIATES, LP
HEALTH MANAGEMENT GENERAL PARTNER I, LLC
HEALTH MANAGEMENT GENERAL PARTNER, LLC
HMA FENTRESS COUNTY GENERAL HOSPITAL, LLC
HMA HOSPITALS HOLDINGS, LP
HMA SANTA ROSA MEDICAL CENTER, LLC
HMA SERVICES GP, LLC
HMA-TRI HOLDINGS, LLC
HOBBS MEDCO, LLC
HOSPITAL MANAGEMENT ASSOCIATES, LLC
HOSPITAL MANAGEMENT SERVICES OF FLORIDA, LP
HOSPITAL OF MORRISTOWN, LLC
JACKSON HMA, LLC
JACKSON HOSPITAL CORPORATION
JEFFERSON COUNTY HMA, LLC
JOURDANTON HOSPITAL CORPORATION
KAY COUNTY HOSPITAL CORPORATION
KAY COUNTY OKLAHOMA HOSPITAL COMPANY, LLC
KENNETT HMA, LLC
KEY WEST HMA, LLC
KIRKSVILLE HOSPITAL COMPANY, LLC
KNOXVILLE HMA HOLDINGS, LLC
LAKEWAY HOSPITAL COMPANY, LLC
LANCASTER HOSPITAL CORPORATION
LAREDO TEXAS HOSPITAL COMPANY, L.P.

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

Acting on behalf of each of the Guarantors set forth above

[Signature Page to Second Supplemental Indenture]

LAS CRUCES MEDICAL CENTER, LLC
LEA REGIONAL HOSPITAL, LLC
LEBANON HMA, LLC
LONGVIEW CLINIC OPERATIONS COMPANY, LLC
LONGVIEW MEDICAL CENTER, L.P.
LONGVIEW MERGER, LLC
LRH, LLC
LUTHERAN HEALTH NETWORK OF INDIANA, LLC
MADISON HMA, LLC
MARSHALL COUNTY HMA, LLC
MARTIN HOSPITAL COMPANY, LLC
MARY BLACK HEALTH SYSTEM LLC

MCSA, L.L.C.
MEDICAL CENTER OF BROWNWOOD, LLC

MERGER LEGACY HOLDINGS, LLC
METRO KNOXVILLE HMA, LLC
MISSISSIPPI HMA HOLDINGS I, LLC
MISSISSIPPI HMA HOLDINGS II, LLC
MOBERLY HOSPITAL COMPANY, LLC
NAPLES HMA, LLC
NATCHEZ HOSPITAL COMPANY, LLC
NATIONAL HEALTHCARE OF LEESVILLE, INC.
NAVARRO HOSPITAL, L.P.

NAVARRO REGIONAL, LLC
NC-DSH, LLC
NORTHAMPTON HOSPITAL COMPANY, LLC
NORTHWEST ARKANSAS HOSPITALS, LLC
NORTHWEST HOSPITAL, LLC
NOV HOLDINGS, LLC
NRH, LLC
OAK HILL HOSPITAL CORPORATION
ORO VALLEY HOSPITAL, LLC
PALMER-WASILLA HEALTH SYSTEM, LLC
PASCO REGIONAL MEDICAL CENTER, LLC
PENNSYLVANIA HOSPITAL COMPANY, LLC
PHOENIXVILLE HOSPITAL COMPANY, LLC
POPLAR BLUFF REGIONAL MEDICAL CENTER, LLC
PORT CHARLOTTE HMA, LLC
POTTSTOWN HOSPITAL COMPANY, LLC
PUNTA GORDA HMA, LLC
QHG GEORGIA HOLDINGS II, LLC
QHG GEORGIA HOLDINGS, INC.
QHG GEORGIA, LP
QHG OF BLUFFTON COMPANY, LLC
QHG OF CLINTON COUNTY, INC.
QHG OF ENTERPRISE, INC.
QHG OF FORREST COUNTY, INC.
QHG OF FORT WAYNE COMPANY, LLC

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

Acting on behalf of each of the Guarantors set forth above

[Signature Page to Second Supplemental Indenture]

QHG OF HATTIESBURG, INC.
QHG OF SOUTH CAROLINA, INC.
QHG OF SPARTANBURG, INC.
QHG OF SPRINGDALE, INC.
REGIONAL HOSPITAL OF LONGVIEW, LLC
RIVER OAKS HOSPITAL, LLC
RIVER REGION MEDICAL CORPORATION
ROCKLEDGE HMA, LLC
ROH, LLC
ROSWELL HOSPITAL CORPORATION
RUSTON HOSPITAL CORPORATION
RUSTON LOUISIANA HOSPITAL COMPANY, LLC
SACMC, LLC
SALEM HOSPITAL CORPORATION
SAN ANGELO COMMUNITY MEDICAL CENTER, LLC
SAN ANGELO MEDICAL, LLC
SCRANTON HOLDINGS, LLC
SCRANTON HOSPITAL COMPANY, LLC
SCRANTON QUINCY HOLDINGS, LLC
SCRANTON QUINCY HOSPITAL COMPANY, LLC

SEBRING HOSPITAL MANAGEMENT ASSOCIATES, LLC
SEMINOLE HMA, LLC
SHARON PENNSYLVANIA HOLDINGS, LLC
SHARON PENNSYLVANIA HOSPITAL COMPANY, LLC
SHELBYVILLE HOSPITAL COMPANY, LLC

SILOAM SPRINGS ARKANSAS HOSPITAL COMPANY, LLC
SILOAM SPRINGS HOLDINGS, LLC
SOUTHEAST HMA HOLDINGS, LLC
SOUTHERN TEXAS MEDICAL CENTER, LLC
SOUTHWEST FLORIDA HMA HOLDINGS, LLC
SPOKANE VALLEY WASHINGTON HOSPITAL COMPANY, LLC
SPOKANE WASHINGTON HOSPITAL COMPANY, LLC
STATESVILLE HMA, LLC
TENNESSEE HMA HOLDINGS, LP
TENNYSON HOLDINGS, LLC
TOMBALL TEXAS HOLDINGS, LLC
TOMBALL TEXAS HOSPITAL COMPANY, LLC
TRIAD HEALTHCARE, LLC
TRIAD HOLDINGS III, LLC
TRIAD HOLDINGS IV, LLC
TRIAD HOLDINGS V, LLC
TRIAD NEVADA HOLDINGS, LLC
TRIAD OF ALABAMA, LLC
TRIAD-ARMC, LLC
TRIAD-EL DORADO, INC.
TRIAD-NAVARRO REGIONAL HOSPITAL SUBSIDIARY, LLC
TULLAHOMA HMA, LLC
TUNKHANNOCK HOSPITAL COMPANY, LLC
VAN BUREN H.M.A., LLC
VENICE HMA, LLC
VHC MEDICAL, LLC

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

Acting on behalf of each of the Guarantors set forth above

[Signature Page to Second Supplemental Indenture]

VICKSBURG HEALTHCARE, LLC
VICTORIA HOSPITAL, LLC
VICTORIA OF TEXAS, L.P.
VIRGINIA HOSPITAL COMPANY, LLC
WARREN OHIO HOSPITAL COMPANY, LLC

WEATHERFORD HOSPITAL CORPORATION
WEATHERFORD TEXAS HOSPITAL COMPANY, LLC
WEBB HOSPITAL CORPORATION
WEBB HOSPITAL HOLDINGS, LLC
WESLEY HEALTH SYSTEM LLC

WEST GROVE HOSPITAL COMPANY, LLC
WHMC, LLC
WILKES-BARRE BEHAVIORAL HOSPITAL COMPANY, LLC
WILKES-BARRE HOLDINGS, LLC
WILKES-BARRE HOSPITAL COMPANY, LLC
WOMEN & CHILDREN'S HOSPITAL, LLC
WOODLAND HEIGHTS MEDICAL CENTER, LLC
WOODWARD HEALTH SYSTEM, LLC
YAKIMA HMA, LLC
YORK PENNSYLVANIA HOLDINGS, LLC
YORK PENNSYLVANIA HOSPITAL COMPANY, LLC

By: /s/ Edward W. Lomicka
Name: Edward W. Lomicka
Title: Vice President and Treasurer

Acting on behalf of each of the Guarantors set forth above

[Signature Page to Second Supplemental Indenture]

TRUSTEE, REGISTRAR AND PAYING AGENT:

REGIONS BANK

By: /s/ Wallace Duke
Name: Wallace Duke
Title: Vice President & Trust Officer

COLLATERAL AGENT:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH

By: /s/ Robert Hetu
Name: Robert Hetu
Title: Authorized Signatory

By: /s/ Warren Van Heyst
Name: Warren Van Heyst
Title: Authorized Signatory

[Signature Page to Second Supplemental Indenture]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, TN 37067

Re: Current Report on Form 8-K

Ladies and Gentlemen:

We have acted as New York counsel to Community Health Systems, Inc. (the "Parent"), CHS/Community Health Systems, Inc. (the "Company") and the entities identified on Exhibit A attached to this letter (such entities and the Parent being collectively the "Guarantors") solely for the purpose of providing the opinions set forth in this letter and for no other purpose (including, but not limited to, conducting any negotiation or providing any legal or other advice) in connection with a Registration Statement on Form S-3 that was filed by the Parent with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by a Post-Effective Amendment No. 1 filed by the Parent with the Commission on March 3, 2017 (as so amended, the "Registration Statement"), and relating to the issuance under the Registration Statement by the Company pursuant to an Indenture, dated March 16, 2017, between the Company and Regions Bank, as trustee (the "Trustee"), as supplemented and amended by a First Supplemental Indenture, dated March 16, 2017, among Company, the Guarantors and the Trustee and a Second Supplemental Indenture, dated May 12, 2017, among Company, the Guarantors and the Trustee (as so supplemented and amended, the "Indenture") of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively the "Securities"), which are being guaranteed by the Guarantors pursuant to the Indenture (the guarantees by the Guarantors pursuant to the Indenture being collectively the "Guarantees").

The opinions set forth in this letter are subject to the following qualifications:

1. The opinions set forth in this letter are based solely upon (a) our review of, as submitted to us, (i) the Indenture, (ii) the Securities and (iii) the Registration Statement (collectively the "Reviewed Documents") and (b) our review of law of the State of New York that a lawyer admitted to practice in the State of New York, exercising customary professional diligence, would normally be expected to recognize as being applicable to the transactions contemplated by the Reviewed Documents other than securities or Blue Sky law (collectively "New York Law"). Other than our review of the Reviewed Documents, we have not reviewed any document referred to in any of the Reviewed Documents or made any inquiry or other investigation as to any factual matter (including, but not limited to, (a) any review of any of the files and other records of the Company, any of the Guarantors, any affiliate of the Company or any of the Guarantors or any court or other governmental authority, (b) any review of any of our

files and other records, (c) any inquiry of or other communication with any director, officer, member, manager, general partner, limited partner, employee or other agent of the Company, any of the Guarantors or any affiliate of the Company or any of the Guarantors or (d) any inquiry of any past or present attorney of ours).

2. We do not express any opinion concerning any law other than New York Law.

3. We have assumed without any inquiry or other investigation, (a) the legal capacity of each natural person, (b) the genuineness of each signature on any of the Reviewed Documents, the authenticity, accuracy and completeness of each of the Reviewed Documents and the conformity of each of the Reviewed Documents to the copy or form thereof submitted to us, (c) the accuracy on the date of this letter as well as on the date made of each statement as to any factual matter contained in any of the Reviewed Documents and (d) there not existing outside of the Reviewed Documents and New York Law anything that would render incorrect any opinion set forth in this letter.

4. This letter is given without regard to any change after the date of this letter with respect to any factual or legal matter, and we disclaim any obligation to notify you concerning any such change or any effect of any such change on any opinion set forth in this letter.

Subject to the qualifications set forth in this letter, it is our opinion that:

1. Assuming that the Indenture will have been duly and validly authorized, executed and delivered by all parties thereto (including, but not limited to, the Company and the Guarantors), the Indenture will constitute a legally valid and binding obligation of the Company, except as the enforcement thereof may be limited by any bankruptcy, insolvency, reorganization, moratorium or other similar law now or hereafter in effect relating to or affecting rights and remedies of creditors or by general equitable principles (collectively the "Enforceability Exceptions") and except as any right to indemnification or contribution thereunder may be limited by any applicable public policy consideration.

2. Assuming that (a) the Indenture will have been duly and validly authorized, executed and delivered by all parties thereto (including, but not limited to, the Company and the Guarantors) and (b) the Securities have been duly and validly authorized by the Company for issuance by the Company pursuant to the Indenture, when duly and validly executed by the Company and duly and validly authenticated and delivered by the Trustee, against payment therefor, all in accordance with the terms of the Indenture, the Securities constitute legally valid and binding obligations of the Company, except as the enforcement thereof may be limited by the Enforceability Exceptions and except as any right to indemnification or contribution thereunder may be limited by any applicable public policy consideration.

3. Assuming that (a) the Indenture has been duly and validly authorized, executed and delivered by all parties thereto (including, but not limited to, the Company and the Guarantors) and (b) the Securities have been duly and validly authorized by the Company for issuance by the Company pursuant to the Indenture and duly and validly executed by the Company and duly and validly authenticated and delivered by the Trustee against payment therefor, all in accordance with the terms of the Indenture, the Guarantees constitute legally valid and binding obligations of the Guarantors, except as the enforcement thereof may be limited by the Enforceability Exceptions and except as any right to indemnification or contribution thereunder may be limited by any applicable public policy consideration.

We consent to the filing of this letter with the Commission as an exhibit to the Current Report on Form 8-K of the Company filed with the Commission in connection with the offer and sale of the Securities in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not admit that we are in the category of persons whose consent to such filing and use is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ HODGSON RUSS LLP

Exhibit A

Guarantors

<u>Entity</u>	<u>Jurisdiction</u>
Abilene Hospital, LLC	DE
Abilene Merger, LLC	DE
Affinity Health Systems, LLC	DE
Affinity Hospital, LLC	DE
Amory HMA, LLC	MS
Berwick Hospital Company, LLC	DE
Biloxi H.M.A., LLC	MS
Birmingham Holdings II, LLC	DE
Birmingham Holdings, LLC	DE
Bluefield Holdings, LLC	DE
Bluefield Hospital Company, LLC	DE
Bluffton Health System LLC	DE
Brandon HMA, LLC	MS
Brevard HMA Holdings, LLC	FL
Brevard HMA Hospitals, LLC	FL
Brownwood Hospital, L.P.	DE
Brownwood Medical Center, LLC	DE
Bullhead City Hospital Corporation	AZ
Bullhead City Hospital Investment Corporation	DE
Campbell County HMA, LLC	TN
Carlisle HMA, LLC	PA
Carlsbad Medical Center, LLC	DE
Carolinas Holdings, LLC	DE
Carolinas JV Holdings General, LLC	DE
Carolinas JV Holdings, L.P.	DE
Central Florida HMA Holdings, LLC	DE
Central States HMA Holdings, LLC	DE
Chester HMA, LLC	SC
Chestnut Hill Health System, LLC	DE
CHHS Holdings, LLC	DE
CHHS Hospital Company, LLC	DE
CHS Pennsylvania Holdings, LLC	DE
CHS Tennessee Holdings, LLC	DE
CHS Virginia Holdings, LLC	DE
CHS Washington Holdings, LLC	DE
Citrus HMA, LLC	FL

<u>Entity</u>	<u>Jurisdiction</u>
Clarksdale HMA, LLC	MS
Clarksville Holdings II, LLC	DE
Clarksville Holdings, LLC	DE
Cleveland Hospital Company, LLC	TN
Cleveland Tennessee Hospital Company, LLC	DE
Clinton HMA, LLC	OK
Coatesville Hospital Corporation	PA
Cocke County HMA, LLC	TN
College Station Hospital, L.P.	DE
College Station Medical Center, LLC	DE
College Station Merger, LLC	DE
Community Health Investment Company, LLC	DE
CP Hospital GP, LLC	DE
CPLP, LLC	DE
Crestwood Healthcare, L.P.	DE
Crestwood Hospital LP, LLC	DE
Crestwood Hospital, LLC	DE
CSMC, LLC	DE
Deaconess Holdings, LLC	DE
Deaconess Hospital Holdings, LLC	DE
Desert Hospital Holdings, LLC	DE
Detar Hospital, LLC	DE
DHFW Holdings, LLC	DE
Dukes Health System, LLC	DE
Dyersburg Hospital Company, LLC	TN
Emporia Hospital Corporation	VA
Florida HMA Holdings, LLC	DE
Foley Hospital Corporation	AL
Fort Smith HMA, LLC	AR
Frankfort Health Partner, Inc.	IN
Franklin Hospital Corporation	VA
Gadsden Regional Medical Center, LLC	DE
Gaffney H.M.A., LLC	SC
Granbury Hospital Corporation	TX
GRMC Holdings, LLC	DE
Hallmark Healthcare Company, LLC	DE
Health Management Associates, LLC	DE
Health Management Associates, LP	DE
Health Management General Partner I, LLC	DE

<u>Entity</u>	<u>Jurisdiction</u>
Health Management General Partner, LLC	DE
HMA Fentress County General Hospital, LLC	TN
HMA Hospitals Holdings, LP	DE
HMA Santa Rosa Medical Center, LLC	FL
HMA Services GP, LLC	DE
HMA-TRI Holdings, LLC	DE
Hobbs Medco, LLC	DE
Hospital Management Associates, LLC	FL
Hospital Management Services of Florida, LP	FL
Hospital of Morristown, LLC	TN
Jackson HMA, LLC	MS
Jackson Hospital Corporation	TN
Jefferson County HMA, LLC	TN
Jourdanton Hospital Corporation	TX
Kay County Hospital Corporation	OK
Kay County Oklahoma Hospital Company, LLC	OK
Kennett HMA, LLC	MO
Key West HMA, LLC	FL
Kirksville Hospital Company, LLC	DE
Knoxville HMA Holdings, LLC	TN
Lakeway Hospital Company, LLC	TN
Lancaster Hospital Corporation	DE
Laredo Texas Hospital Company, L.P.	TX
Las Cruces Medical Center, LLC	DE
Lea Regional Hospital, LLC	DE
Lebanon HMA, LLC	TN
Longview Clinic Operations Company, LLC	DE
Longview Medical Center, L.P.	DE
Longview Merger, LLC	DE
LRH, LLC	DE
Lutheran Health Network of Indiana, LLC	DE
Madison HMA, LLC	MS
Marshall County HMA, LLC	OK
Martin Hospital Company, LLC	TN
Mary Black Health System LLC	DE
MCSA, L.L.C.	AR
Medical Center of Brownwood, LLC	DE
Merger Legacy Holdings, LLC	DE
Metro Knoxville HMA, LLC	TN

<u>Entity</u>	<u>Jurisdiction</u>
Mississippi HMA Holdings I, LLC	DE
Mississippi HMA Holdings II, LLC	DE
Moberly Hospital Company, LLC	DE
Naples HMA, LLC	FL
Natchez Hospital Company, LLC	DE
National Healthcare of Leesville, Inc.	DE
Navarro Hospital, L.P.	DE
Navarro Regional, LLC	DE
NC-DSH, LLC	NV
Northampton Hospital Company, LLC	DE
Northwest Arkansas Hospitals, LLC	DE
Northwest Hospital, LLC	DE
NOV Holdings, LLC	DE
NRH, LLC	DE
Oak Hill Hospital Corporation	WV
Oro Valley Hospital, LLC	DE
Palmer-Wasilla Health System, LLC	DE
Pasco Regional Medical Center, LLC	FL
Pennsylvania Hospital Company, LLC	DE
Phoenixville Hospital Company, LLC	DE
Poplar Bluff Regional Medical Center, LLC	MO
Port Charlotte HMA, LLC	FL
Pottstown Hospital Company, LLC	DE
Punta Gorda HMA, LLC	FL
QHG Georgia Holdings II, LLC	DE
QHG Georgia Holdings, Inc.	GA
QHG Georgia, LP	GA
QHG of Bluffton Company, LLC	DE
QHG of Clinton County, Inc.	IN
QHG of Enterprise, Inc.	AL
QHG of Forrest County, Inc.	MS
QHG of Fort Wayne Company, LLC	DE
QHG of Hattiesburg, Inc.	MS
QHG of South Carolina, Inc.	SC
QHG of Spartanburg, Inc.	SC
QHG of Springdale, Inc.	AR
Regional Hospital of Longview, LLC	DE
River Oaks Hospital, LLC	MS
River Region Medical Corporation	MS

<u>Entity</u>	<u>Jurisdiction</u>
Rockledge HMA, LLC	FL
ROH, LLC	MS
Roswell Hospital Corporation	NM
Ruston Hospital Corporation	DE
Ruston Louisiana Hospital Company, LLC	DE
SACMC, LLC	DE
Salem Hospital Corporation	NJ
San Angelo Community Medical Center, LLC	DE
San Angelo Medical, LLC	DE
Scranton Holdings, LLC	DE
Scranton Hospital Company, LLC	DE
Scranton Quincy Holdings, LLC	DE
Scranton Quincy Hospital Company, LLC	DE
Sebring Hospital Management Associates, LLC	FL
Seminole HMA, LLC	OK
Sharon Pennsylvania Holdings, LLC	DE
Sharon Pennsylvania Hospital Company, LLC	DE
Shelbyville Hospital Company, LLC	TN
Siloam Springs Arkansas Hospital Company, LLC	DE
Siloam Springs Holdings, LLC	DE
Southeast HMA Holdings, LLC	DE
Southern Texas Medical Center, LLC	DE
Southwest Florida HMA Holdings, LLC	DE
Spokane Valley Washington Hospital Company, LLC	DE
Spokane Washington Hospital Company, LLC	DE
Statesville HMA, LLC	NC
Tennessee HMA Holdings, LP	DE
Tennyson Holdings, LLC	DE
Tomball Texas Holdings, LLC	DE
Tomball Texas Hospital Company, LLC	DE
Triad Healthcare, LLC	DE
Triad Holdings III, LLC	DE
Triad Holdings IV, LLC	DE
Triad Holdings V, LLC	DE
Triad Nevada Holdings, LLC	DE
Triad of Alabama, LLC	DE
Triad-ARMC, LLC	DE
Triad-El Dorado, Inc.	AR
Triad-Navarro Regional Hospital Subsidiary, LLC	DE

<u>Entity</u>	<u>Jurisdiction</u>
Tullahoma HMA, LLC	TN
Tunkhannock Hospital Company, LLC	DE
Van Buren H.M.A., LLC	AR
Venice HMA, LLC	FL
VHC Medical, LLC	DE
Vicksburg Healthcare, LLC	DE
Victoria Hospital, LLC	DE
Victoria of Texas, L.P.	DE
Virginia Hospital Company, LLC	VA
Warren Ohio Hospital Company, LLC	DE
Weatherford Hospital Corporation	TX
Weatherford Texas Hospital Company, LLC	TX
Webb Hospital Corporation	DE
Webb Hospital Holdings, LLC	DE
Wesley Health System LLC	DE
West Grove Hospital Company, LLC	DE
WHMC, LLC	DE
Wilkes-Barre Behavioral Hospital Company, LLC	DE
Wilkes-Barre Holdings, LLC	DE
Wilkes-Barre Hospital Company, LLC	DE
Women & Children's Hospital, LLC	DE
Woodland Heights Medical Center, LLC	DE
Woodward Health System, LLC	DE
Yakima HMA, LLC	WA
York Pennsylvania Holdings, LLC	DE
York Pennsylvania Hospital Company, LLC	DE

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Alabama, Mississippi, and North Carolina counsel to the entities listed on Schedule I (collectively, the “*AL/MS/NC Subsidiary Guarantors*”), in connection with the AL/MS/NC Subsidiary Guarantors’ proposed guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the “*Notes*”) to be issued by CHS/Community Health Systems, Inc., a Delaware corporation (the “*Company*”). The Notes are being issued under an Indenture, dated March 16, 2017 (the “*Base Indenture*”), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the “*Trustee*”), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the “*First Supplemental Indenture*”) and the Second Supplemental Indenture dated May 12, 2017 (the “*Second Supplemental Indenture*”) and, together with the Base Indenture, the “*Indenture*”), by and among the Company, Community Health Systems, Inc. (“*Parent*”), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the AL/MS/NC Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the “*Guarantee*”).

This opinion letter is being provided to you at the request of the AL/MS/NC Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “*Act*”).

In rendering the opinions set forth herein, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of the Indenture and the records and documents of the AL/MS/NC Subsidiary Guarantors (as certified by the AL/MS/NC Subsidiary Guarantors to be true and correct) and the certificates of public officials listed on Schedule II attached hereto (the “*Entity Documents*”). We have reviewed no other documents in connection with the preparation or issuance of this opinion.

In rendering the opinions set forth below, we have relied with respect to factual matters, upon the representations, warranties and other information in the Indenture and the Entity Documents. Further, in rendering the opinions set forth below, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters set forth herein. We did not participate in the negotiation or preparation of the Indenture and have not advised the Company, Parent or the AL/MS/NC Subsidiary Guarantors with respect to such documents or transactions contemplated thereby.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, facsimile, conformed or photostatic copies and the authenticity of the originals of such copies. As to all questions of fact material to this opinion letter that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company, Parent and the AL/MS/NC Subsidiary Guarantors and have assumed that such matters remain true and correct through the date hereof.

Based on the foregoing, and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that:

1. Based solely on the respective Certificates of Existence (defined and described on Schedule II attached hereto) for such entities, each AL/MS/NC Subsidiary Guarantor is a corporation or limited liability company, as applicable, validly existing and in good standing under the laws of the State of Alabama, Mississippi, or North Carolina, as applicable. For purposes of our opinion above, "good standing" in Alabama means that the Alabama Department of Revenue determined that such entity qualified for the issuance of the Certificate of Compliance described on Schedule II as of the date of such certificate.

2. Each of the AL/MS/NC Subsidiary Guarantors has the requisite corporate or limited liability company, as applicable, power and authority to execute, deliver, and perform its respective obligations under the Indenture.

3. The execution and delivery by each AL/MS/NC Subsidiary Guarantor of the Indenture and the performance by each AL/MS/NC Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate or limited liability company, as applicable, action on the part of each such AL/MS/NC Subsidiary Guarantor.

4. The Indenture has been duly executed and delivered by each AL/MS/NC Subsidiary Guarantor.

Unless explicitly addressed herein, this opinion does not address any of the following legal issues, and we specifically express no opinion with respect thereto:

(a) State securities laws and regulations (including all "Blue Sky" or legal investment laws), and state laws and regulations relating to commodity (and other) futures and indices and other similar instruments.

(b) State pension and employee benefit laws and regulations.

(c) State antitrust and unfair competition laws and regulations.

(d) Compliance with state fiduciary duty requirements or the consequences of any breach thereof.

(e) State environmental laws and regulations.

(f) State land use, zoning, building, construction, and subdivision laws and regulations.

(g) Any laws, rules, or regulations of any county, municipality, or similar political subdivision of any state or the agencies or instrumentalities thereof.

(h) State tax laws and regulations.

(i) State patent, copyright, trademark, and other state intellectual property laws and regulations.

(j) State racketeering laws and regulations.

(k) State health and safety laws and regulations.

(l) State labor laws and regulations.

(m) State laws, regulations and policies concerning (i) national and local emergency and terrorism, (ii) possible judicial deference to acts of sovereign states, (iii) corrupt practices, and (iv) criminal and civil forfeiture laws.

(n) State insurance laws and regulations.

- (o) Other state statutes of general application to the extent they provide for criminal prosecution (e.g., mail fraud and wire fraud statutes).
- (p) State banking and financial institution and financial services laws.
- (q) State laws and regulations regarding usury, interest rates, loan fees, and other loan, lender, or transaction charges or fees.
- (r) Any state anti-kickback or anti-referral laws, and regulations promulgated thereunder.
- (s) Laws or regulations relating to swaps and other interest rate hedging arrangements or guarantees of obligations arising thereunder.

Further, the opinions set forth above are subject to the following qualifications and limitations:

(a) We express no opinion regarding (i) the effect of bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting the rights of creditors generally, and (ii) restrictions relating to capital adequacy that may be applicable to the AL/MS/NC Subsidiary Guarantors to the extent the transactions contemplated by the Indenture or Guarantee may be deemed a dividend or distribution.

(b) Under Alabama, Mississippi, and North Carolina corporate and limited liability company law, our opinions as to the authority of each AL/MS/NC Subsidiary Guarantor to enter into the Indenture and the transactions described in the Indenture are subject to the assumptions that (i) no AL/MS/NC Subsidiary Guarantor is insolvent or is or will be rendered insolvent by the execution of any document contemplated by the Indenture or the entering into the transactions described by the Indenture, because certain aspects of the transactions may be regarded as distributions under applicable corporate and limited liability company laws and distributions may not be made by corporations or limited liability companies that are insolvent or are rendered insolvent thereby, and (ii) the transactions are “fair” to each AL/MS/NC Subsidiary Guarantor within the meaning of applicable corporate and limited liability company laws, which may render voidable certain transactions among entities with interlocking directors, managers, shareholders, members, or officers that are otherwise “interested” in the transaction unless the transaction is (y) approved by certain parties that are not available in connection with the transactions or (z) fair to the corporation or limited liability company.

(c) We note that the Indenture is governed by the laws of the State of New York. We express no opinion regarding the enforceability of any provisions of the Indenture, the Guarantee, or any other document contemplated by the Indenture or the sufficiency of such documents to create or perfect a security interest or enforceable liens on any property or collateral described therein. Further, we have assumed that the Indenture or any other document contemplated by the Indenture, and each provision thereof, are and will be legal, valid and binding obligations of all parties thereto, enforceable in accordance with their terms, under all applicable laws.

We are admitted to practice law in the States of Alabama, Mississippi, and North Carolina. The opinions expressed herein are limited in all respects to the law in the States of Alabama, Mississippi, and North Carolina as in effect on the date hereof. We express no opinion as to the laws of any other jurisdiction, including federal law.

This opinion is limited to the matters expressly set forth above, and no opinion is implied or may be inferred beyond the matters expressly so stated. The opinions expressed herein are given as of the date hereof, and we assume no obligation to advise you of any future changes in the facts or law relating to the matters covered by this opinion.

We hereby consent to the filing of this opinion letter as an exhibit to Parent’s Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading “Legal Matters” included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the “*Commission*”) on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

May 12, 2017
Page 4

Very truly yours,

/S/ BRADLEY ARANT BOULT CUMMINGS, LLP

Schedule I

AL/MS/NC Subsidiary Guarantors

1. Foley Hospital Corporation, an Alabama corporation
2. QHG of Enterprise, Inc., an Alabama corporation
3. Amory HMA, LLC, a Mississippi limited liability company
4. Biloxi H.M.A., LLC, a Mississippi limited liability company
5. Brandon HMA, LLC, a Mississippi limited liability company
6. Clarksdale HMA, LLC, a Mississippi limited liability company
7. Jackson HMA, LLC, a Mississippi limited liability company
8. Madison HMA, LLC, a Mississippi limited liability company
9. QHG of Forrest County, Inc., a Mississippi corporation
10. QHG of Hattiesburg, Inc., a Mississippi corporation
11. River Oaks Hospital, LLC, a Mississippi limited liability company
12. River Region Medical Corporation, a Mississippi corporation
13. ROH, LLC, a Mississippi limited liability company
14. Statesville HMA, LLC, a North Carolina limited liability company

Schedule II

Entity Documents

1. The certificate with respect to various factual matters signed by at least one officer of each of the AL/MS/NC Subsidiary Guarantors and dated the date of this opinion (the "Officers' Certificate").

2. Certificates of Existence for the following entities issued by the Alabama Secretary of State on the respective dates listed below (the "Alabama Certificates of Existence"):

Foley Hospital Corporation	May 1, 2017
QHG of Enterprise, Inc.	May 1, 2017

3. Certificates of Compliance for the following entities issued by the Alabama Department of Revenue on the respective dates listed below (the "Alabama Certificates of Good Standing"):

Foley Hospital Corporation	May 3, 2017
QHG of Enterprise, Inc.	May 3, 2017

4. Certificates of Good Standing for the following entities issued by the Mississippi Secretary of State on the respective dates listed below (the "Mississippi Certificates of Good Standing"):

Amory HMA, LLC	May 1, 2017
Biloxi H.M.A., LLC	May 1, 2017
Brandon HMA, LLC	May 1, 2017
Clarksdale HMA, LLC	May 1, 2017
Jackson HMA, LLC	May 1, 2017
Madison HMA, LLC	May 1, 2017
QHG of Forrest County, Inc.	May 1, 2017
QHG of Hattiesburg, Inc.	May 1, 2017
River Oaks Hospital, LLC	May 1, 2017
River Region Medical Corporation	May 1, 2017
ROH, LLC	May 1, 2017

5. Certificates of Existence for Statesville HMA, LLC issued by the North Carolina Secretary of State on May 2, 2017 (the "North Carolina Certificate of Existence," and together with the Alabama Certificates of Existence, the Alabama Certificates of Good Standing, and the Mississippi Certificates of Good Standing, the "Certificates of Existence"):

6. Articles of Incorporation, Articles of Organization, and applicable amendment documents for each of the AL/MS/NC Subsidiary Guarantors, as certified by an officer of each of the AL/MS/NC Subsidiary Guarantors as in effect on the date hereof.

7. Bylaws, operating agreements, and applicable amendment documents for each of the AL/MS/NC Subsidiary Guarantors, as certified by an officer of each of the AL/MS/NC Subsidiary Guarantors as in effect on the date hereof.

8. Resolutions for each of the AL/MS/NC Subsidiary Guarantors adopted by the applicable governing body of each of the AL/MS/NC Subsidiary Guarantors, as certified by an officer of each of the AL/MS/NC Subsidiary Guarantors as in effect on the date hereof.

[LETTERHEAD OF KUTAK ROCK LLP]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Arkansas (the "*State*") counsel to the entities listed on Schedule I attached (collectively, the "*State Subsidiary Guarantors*"), each organized and existing under the laws of the State, in connection with the State Subsidiary Guarantors' guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "*Notes*") to be issued by CHS/Community Health Systems, Inc. (the "*Company*"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the "*First Supplemental Indenture*"), as supplemented and amended by a Second Supplemental Indenture dated as of May 12, 2017 (the "*Second Supplemental Indenture*" and, together with the Base Indenture and the First Supplemental Indenture, the "*Indenture*"), by and among the Company, Community Health Systems, Inc. ("*Parent*"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the State Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the State Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*"). As used herein, "*State Law*" means the laws of the State that an Arkansas lawyer exercising customary professional diligence would reasonably be expected to recognize as being directly applicable to the State Subsidiary Guarantors; provided that "*State Law*" does not include any statute, rule, regulation, ordinance, order or other promulgation of any regional or local governmental body or as to any related judicial or administrative decision. We have not examined, and we do not opine, as to the law of any other jurisdiction, whether applicable directly or through State Law. We are not rendering any opinion as to the effect or applicability of any statute, rule, regulation, ordinance, decree or decisional

law relating to antitrust, banking, land use, environmental, pension, employee benefit, tax, fraudulent conveyance or transfer, usury, laws governing the legality of investments for regulated entities, regulations T, U or X of the Board of Governors of the Federal Reserve System or any laws, rules, regulations, or administrative decisions of any political subdivision of any state including any county, city, municipality, town or special subdivision, or any applicable telecommunications or other trade-specific regulatory laws. Furthermore, we express no opinion with respect to: compliance with the Securities Act of 1933 ("*Securities Act*"), antifraud laws, or any other law, rules or regulations relating to securities or the offer and sale thereof; compliance with fiduciary duties by the Issuers or State Subsidiary Guarantors' boards of directors or other governing bodies; compliance with safe harbors for disinterested board of director or other governing body approvals; compliance with state securities or blue sky laws; and compliance with the Investment Company Act of 1940 or the Trust Indenture Act of 1939. Our opinion herein is limited to the matters set forth herein in effect on the date hereof. Our opinion herein is limited to the effect on the subject transaction of State Law as in effect on the date hereof. We disclaim any obligation to advise you of any change in law or subsequent developments in law or changes in facts or circumstances which might affect any matters or opinions set forth herein. We assume no responsibility regarding the applicability to such transactions, or the effect thereon, of the laws of any other jurisdiction.

In rendering our opinions herein, with your permission we have relied with respect to factual matters, without any independent investigation or verification, upon the Officers' Certificate (defined below), the certificates of public officials referred to below, and the representations, warranties, and factual statements set forth in the Indenture (defined below). In addition thereto, we have reviewed and relied upon the following:

- (i) the organizational documents and instruments of the State Subsidiary Guarantors described on Exhibit A hereto (the "*Organizational Documents*");
- (ii) the Certificate of Benjamin C. Fordham and Edward W. Lomicka With Respect to Various Factual Matters regarding each of the State Subsidiary Guarantors and dated as of May 12, 2017 and the exhibits/attachments thereto (collectively, the "*Officers' Certificate*"); and
- (iii) the Indenture.

Our engagement for this purpose has been limited in scope solely to our review of the Indenture, the Officers' Certificate and the Organizational Documents provided to us, and solely for the purpose of rendering the opinions expressed herein. We did not participate in the negotiation or preparation of the Indenture and have not advised the Issuers or the State Subsidiary Guarantors with respect to such documents or transactions contemplated thereby.

Our opinions herein are subject to the following assumptions, qualifications, limitations, and exclusions in addition to any and all others set forth herein:

- (a) In reaching the opinions set forth below, we have assumed, without any investigation, inquiry or review: (i) the genuineness of all signatures, (ii) the authenticity and completeness of all documents submitted to us as originals, (iii) the legal capacity of natural persons executing such documents, (iv) the authenticity and conformity to original documents of documents submitted to us as certified, photostatic, facsimile or electronically transmitted copies, (v) the Indenture complies in all respects with the transaction described in the corporate minutes and resolutions described in the Officers' Certificate and accurately describe and contain the mutual understanding of the parties, and that there are no written or oral agreements or courses

of dealing, conduct, or performance that modify, amend, vary, or revoke, or purport to modify, amend, vary or revoke, all or any portion of the Indenture, and that there has been no waiver of any provision of the Indenture, (vi) the Indenture has been delivered for value and for the consideration recited therein or contemplated thereby, (vii) no fraud, duress or mutual mistake of fact exists with relation to the execution, acknowledgement, delivery, performance, recordation or filing of the Indenture and any documents related thereto; and (viii) the Indenture has been or will be duly filed, recorded, executed, and delivered, as applicable and to extent necessary for the validity and effectiveness thereof. We have also relied, as to all questions of fact material to this opinion letter, upon the Indenture. We have assumed the accuracy of and have not conducted any independent investigation or review of, or attempted to verify independently, such factual matters and the accuracy or completeness of any representation, warranty, data or any other information, whether written or oral, that may have been made by or on behalf of the parties to the Indenture, including but not limited to the Officers' Certificate.

(b) To the extent it may be relevant to the opinions expressed herein, we have assumed that the parties to the Indenture, other than the State Subsidiary Guarantors, have the requisite organizational power and authority to enter into, perform, and file such documents (as applicable) and that such documents have been duly authorized, executed, and delivered by such other parties. Except with respect to the effect of the opinions herein on such matters, we have further assumed such documents constitute the legal, valid, and binding obligations of the parties.

Subject to the assumptions, exceptions and limitations hereinabove and hereinafter stated, and based upon State Law, it is our opinion that:

(1) Each State Subsidiary Guarantor is a corporation (with respect to those State Subsidiary Guarantors which are corporations) or limited liability company (with respect to those State Subsidiary Guarantors which are limited liability companies) validly existing and in good standing under the laws of the State.

(2) Each State Subsidiary Guarantor has all requisite corporate (with respect to those State Subsidiary Guarantors which are corporations) or limited liability company (with respect to those State Subsidiary Guarantors which are limited liability companies) power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by each State Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each State Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate (with respect to those State Subsidiary Guarantors which are corporations) or limited liability company (with respect to those State Subsidiary Guarantors which are limited liability companies) action on the part of each such State Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each State Subsidiary Guarantor.

We assume no obligation to advise you of any future changes in the facts or law relating to the matters covered by this opinion.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm

under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

We are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters including, without limitation, any opinions as to the enforceability or effectiveness of the Indenture. This opinion letter is provided to you as a legal opinion only and not as a guaranty or warranty of the matters discussed herein.

Sincerely,

/s/ KUTAK ROCK LLP

Schedule I
State Subsidiary Guarantors

<u>Name of Arkansas Guarantor</u>	<u>State of Organization</u>
Fort Smith HMA, LLC	AR
MCSA, L.L.C.	AR
QHG of Springdale, Inc.	AR
Triad—El Dorado, Inc.	AR
Van Buren H.M.A., LLC	AR

Exhibit A
Organizational Documents

1. MCSA, L.L.C., an Arkansas limited liability company
 - A. Articles of Organization, dated as of February 23, 1996 and certified by the Arkansas Secretary of State as of February 17, 2017;
 - B. Third Amended And Restated Limited Liability Company Agreement dated April 1, 2009;
 - C. That certain Action by Written Consent in Lieu of a Meeting of the Governing Boards (Boards of Directors, Boards of Managers, Managing Members, Sole Members, and General Partners, as applicable) with respect to such entity, dated May 8, 2017 (the "Written Consent"); and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on May 1, 2017.

2. OHG of Springdale, Inc., an Arkansas corporation
 - A. Articles of Incorporation, dated October 1, 1998, filed with the Arkansas Secretary of State on October 2, 1998, and certified by the Arkansas Secretary of State as of February 17, 2017;
 - B. Undated Bylaws consisting of thirteen pages and delivered to us on behalf of the Company via email on February 10, 2017;
 - C. The Written Consent; and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on May 1, 2017.

3. Triad - El Dorado, Inc., an Arkansas corporation
 - A. Articles of Incorporation, dated January 25, 1996, filed with the Arkansas Secretary of State on January 30, 1996, and certified by the Arkansas Secretary of State as of February 17, 2017;
 - B. Certificate of Amendment of Articles of Incorporation of Columbia El Dorado, Inc. (changing the name of such corporation to Triad - El Dorado, Inc.) dated May 7, 1999, filed with the Arkansas Secretary of State on May 10, 1999, and certified by the Arkansas Secretary of State as of February 17, 2017;
 - C. Bylaws dated November 30, 1999;
 - D. The Written Consent; and
 - E. Certificate of Good Standing issued by the Arkansas Secretary of State on May 1, 2017.

4. Fort Smith HMA, LLC, an Arkansas limited liability company
 - A. Articles of Organization, filed with the Arkansas Secretary of State as of September 28, 2009 and certified by the Arkansas Secretary of State as of February 17, 2017;
 - B. Amended and Restated Limited Liability Company Agreement of Fort Smith HMA, L.L.C. dated January 27, 2014;
 - C. The Written Consent; and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on May 1, 2017.

5. Van Buren H.M.A., LLC, an Arkansas limited liability company
 - A. Articles of Organization, filed with the Arkansas Secretary of State as of March 13, 2009 and certified by the Arkansas Secretary of State as of February 17, 2017;
 - B. Amended and Restated Limited Liability Company Agreement of Van Buren H.M.A., LLC dated January 27, 2014;
 - C. The Written Consent; and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on May 1, 2017.

[LETTERHEAD OF SNELL & WILMER L.L.P.]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special counsel in the State of Arizona for Bullhead City Hospital Corporation, an Arizona corporation (the "Arizona Subsidiary Guarantor") in connection with the Arizona Subsidiary Guarantor's guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "Notes") to be issued by CHS/Community Health Systems, Inc. (the "Company"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "Base Indenture"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "Trustee"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 and the Second Supplemental Indenture dated as of the date hereof, by and among the Company, Community Health Systems, Inc. ("Parent"), the other guarantors party thereto and the Trustee (collectively, the "Indenture"). The Notes are being guaranteed by the Arizona Subsidiary Guarantor pursuant to the guarantee included in the Indenture (the "Guarantee").

This opinion letter is being provided to you at the request of the Arizona Subsidiary Guarantor in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

In connection therewith, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the articles of incorporation and bylaws of the Arizona Subsidiary Guarantor, as certified to us on the date hereof by an officer of the Arizona Subsidiary Guarantor; (ii) resolutions of the board of directors of the Arizona Subsidiary Guarantor with respect to the Indenture, as certified to us on the date hereof by an officer of the Arizona Subsidiary Guarantor; (iii) good standing certificate with respect to the Arizona Subsidiary Guarantor issued by the Arizona Corporation Commission; and (iv) the Indenture (including the Guarantee set forth therein).

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with the transaction for which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Arizona Subsidiary Guarantor, the legal capacity and competency of all natural persons, and the due authorization, execution and delivery of all documents by the parties thereto other than the Arizona Subsidiary Guarantor. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and the Arizona Subsidiary Guarantor.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

(1) The Arizona Subsidiary Guarantor is a corporation validly existing and in good standing under the laws of the State of Arizona.

(2) The Arizona Subsidiary Guarantor has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by the Arizona Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) to which it is a party and the performance by the Arizona Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate action on the part of the Arizona Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) to which the Arizona Subsidiary Guarantor is a party has been duly executed and delivered by the Arizona Subsidiary Guarantor.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Snell and Wilmer L.L.P.

[LETTERHEAD OF BASS, BERRY & SIMS PLC]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as counsel to Community Health Systems, Inc. ("**Parent**"), CHS/Community Health Systems, Inc. ("**CHS**") and the entities identified on Schedule I attached hereto (the "**Delaware/Tennessee Subsidiary Guarantors**"), each organized and existing under the laws of the States of Tennessee or Delaware, as applicable, in connection with the issuance by CHS of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "**Notes**"), to be guaranteed by Parent and the Delaware/Tennessee Subsidiary Guarantors. The Notes are being issued under an Indenture, dated March 16, 2017 (the "**Base Indenture**"), by and between CHS and Regions Bank, an Alabama banking corporation, as trustee (the "**Trustee**"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the "**First Supplemental Indenture**") and a Second Supplemental Indenture dated May 12, 2017 (the "**Second Supplemental Indenture**") and, together with the Base Indenture and the First Supplemental Indenture, the "**Indenture**"), by and among CHS, Parent, the Delaware/Tennessee Subsidiary Guarantors, the other guarantors party thereto and the Trustee. The Notes are being guaranteed by Parent and the Delaware/Tennessee Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the "**Guarantee**").

This opinion letter is being provided to you at the request of Parent, CHS and the Delaware/Tennessee Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "**Act**").

In rendering our opinions herein, we have relied with respect to factual matters, upon the certificate with respect to various factual matters signed by an officer of each of Parent, CHS and the Delaware/Tennessee Subsidiary Guarantors and dated the date of this opinion, and certificates of public officials referred to below. In addition, we have reviewed and relied upon such corporate or other organizational documents of Parent, CHS and the Delaware/Tennessee Subsidiary Guarantors and such other records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for rendering our opinions, including, without limitation, the Indenture (including the Guarantee set forth therein).

We have assumed that all documents referenced below are the valid and binding obligations of and enforceable against the parties thereto. We have also assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies, the legal capacity of all natural persons and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

Except as expressly set forth in this opinion letter, we have made no independent investigation or inquiry as to the accuracy or completeness of any representation, warranty, data, certificate or other information, written or oral, made or furnished to us in connection with the issuance of the Notes or the Guarantee.

The opinions expressed herein are limited in all respects to the Delaware General Corporation Law, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the laws of the State of Tennessee, and no opinion is expressed with respect to (i) any federal laws of the United States of America or any other jurisdiction, or any effect which such laws may have on the opinions expressed herein, (ii) the bylaws, rules or regulations of the Financial Industry Regulatory Authority, Inc. or (iii) the securities or “blue sky” laws of any jurisdiction. We are not rendering any opinion, and we are not providing any assurance, as to compliance with any antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

We have not undertaken any independent investigation to determine the existence or absence of facts, and no inference as to our knowledge of the existence or absence of any such facts should be drawn from the fact of our representation of Parent, CHS or the Delaware/Tennessee Subsidiary Guarantors.

With regard to our opinion in paragraph 1 below with respect to Parent’s, CHS’s and the Delaware/Tennessee Subsidiary Guarantors’ existence, we have based our opinions solely upon examination of the certificates of good standing issued by the Delaware Secretary of State and the Tennessee Secretary of State as of a recent date.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

- (1) Each of Parent, CHS and the Delaware/Tennessee Subsidiary Guarantors is validly existing and in good standing under the laws of its respective jurisdiction of incorporation or formation, as applicable.
- (2) CHS has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture and to issue the Notes.
- (3) Each of Parent and the Delaware/Tennessee Subsidiary Guarantors has all requisite corporate, limited liability or partnership power and authority, as applicable, to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).
- (4) The execution and delivery by CHS of the Notes and the Indenture and the performance by CHS of its obligations thereunder have been duly authorized by all requisite corporate action on the part of CHS.
- (5) The execution and delivery by Parent and each of the Delaware/Tennessee Subsidiary Guarantors of the Indenture (including the Guarantee set forth therein) and the performance by Parent and each of the Delaware/Tennessee Subsidiary Guarantors of its respective obligations thereunder have been duly authorized by all requisite corporate, limited liability or partnership action, as applicable, on the part of Parent and each such Delaware/Tennessee Subsidiary Guarantor.
- (6) The Notes and the Indenture have been duly executed and delivered by CHS.

(7) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by Parent and each of the Delaware/Tennessee Subsidiary Guarantors.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bass, Berry & Sims PLC

Schedule I

Delaware/Tennessee Subsidiary Guarantors

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Abilene Hospital, LLC	DE
Abilene Merger, LLC	DE
Affinity Health Systems, LLC	DE
Affinity Hospital, LLC	DE
Berwick Hospital Company, LLC	DE
Birmingham Holdings II, LLC	DE
Birmingham Holdings, LLC	DE
Bluefield Holdings, LLC	DE
Bluefield Hospital Company, LLC	DE
Bluffton Health System LLC	DE
Brownwood Hospital, L.P.	DE
Brownwood Medical Center, LLC	DE
Bullhead City Hospital Investment Corporation	DE
Campbell County HMA, LLC	TN
Carlsbad Medical Center, LLC	DE
Carolinas Holdings, LLC	DE
Carolinas JV Holdings General, LLC	DE
Carolinas JV Holdings, L.P.	DE
Central Florida HMA Holdings, LLC	DE
Central States HMA Holdings, LLC	DE

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Chestnut Hill Health System, LLC	DE
CHHS Holdings, LLC	DE
CHHS Hospital Company, LLC	DE
CHS Pennsylvania Holdings, LLC	DE
CHS Tennessee Holdings, LLC	DE
CHS Virginia Holdings, LLC	DE
CHS Washington Holdings, LLC	DE
Clarksville Holdings II, LLC	DE
Clarksville Holdings, LLC	DE
Cleveland Hospital Company, LLC	TN
Cleveland Tennessee Hospital Company, LLC	DE
Cocke County HMA, LLC	TN
College Station Hospital, L.P.	DE
College Station Medical Center, LLC	DE
College Station Merger, LLC	DE
Community Health Investment Company, LLC	DE
CP Hospital GP, LLC	DE
CPLP, LLC	DE
Crestwood Healthcare, L.P.	DE
Crestwood Hospital LP, LLC	DE
Crestwood Hospital, LLC	DE
CSMC, LLC	DE

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Deaconess Holdings, LLC	DE
Deaconess Hospital Holdings, LLC	DE
Desert Hospital Holdings, LLC	DE
Detar Hospital, LLC	DE
DHFW Holdings, LLC	DE
Dukes Health System, LLC	DE
Dyersburg Hospital Company, LLC	TN
Florida HMA Holdings, LLC	DE
Gadsden Regional Medical Center, LLC	DE
GRMC Holdings, LLC	DE
Hallmark Healthcare Company, LLC	DE
Health Management Associates, LLC	DE
Health Management Associates, LP	DE
Health Management General Partner I, LLC	DE
Health Management General Partner, LLC	DE
HMA Fentress County General Hospital, LLC	TN
HMA Hospitals Holdings, LP	DE
HMA Services GP, LLC	DE
HMA-TRI Holdings, LLC	DE
Hobbs Medco, LLC	DE
Hospital of Morristown, LLC	TN
Jackson Hospital Corporation	TN

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Jefferson County HMA, LLC	TN
Kirksville Hospital Company, LLC	DE
Knoxville HMA Holdings, LLC	TN
Lakeway Hospital Company, LLC	TN
Lancaster Hospital Corporation	DE
Las Cruces Medical Center, LLC	DE
Lea Regional Hospital, LLC	DE
Lebanon HMA, LLC	TN
Longview Clinic Operations Company, LLC	DE
Longview Medical Center, L.P.	DE
Longview Merger, LLC	DE
LRH, LLC	DE
Lutheran Health Network of Indiana, LLC	DE
Martin Hospital Company, LLC	TN
Mary Black Health System LLC	DE
Medical Center of Brownwood, LLC	DE
Merger Legacy Holdings, LLC	DE
Metro Knoxville HMA, LLC	TN
Mississippi HMA Holdings I, LLC	DE
Mississippi HMA Holdings II, LLC	DE
Moberly Hospital Company, LLC	DE
Natchez Hospital Company, LLC	DE

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
National Healthcare of Leesville, Inc.	DE
Navarro Hospital, L.P.	DE
Navarro Regional, LLC	DE
Northampton Hospital Company, LLC	DE
Northwest Arkansas Hospitals, LLC	DE
Northwest Hospital, LLC	DE
NOV Holdings, LLC	DE
NRH, LLC	DE
Oro Valley Hospital, LLC	DE
Palmer-Wasilla Health System, LLC	DE
Pennsylvania Hospital Company, LLC	DE
Phoenixville Hospital Company, LLC	DE
Pottstown Hospital Company, LLC	DE
QHG Georgia Holdings II, LLC	DE
QHG of Bluffton Company, LLC	DE
QHG of Fort Wayne Company, LLC	DE
Regional Hospital of Longview, LLC	DE
Ruston Hospital Corporation	DE
Ruston Louisiana Hospital Company, LLC	DE
SACMC, LLC	DE
San Angelo Community Medical Center, LLC	DE
San Angelo Medical, LLC	DE

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Scranton Holdings, LLC	DE
Scranton Hospital Company, LLC	DE
Scranton Quincy Holdings, LLC	DE
Scranton Quincy Hospital Company, LLC	DE
Sharon Pennsylvania Holdings, LLC	DE
Sharon Pennsylvania Hospital Company, LLC	DE
Shelbyville Hospital Company, LLC	TN
Siloam Springs Arkansas Hospital Company, LLC	DE
Siloam Springs Holdings, LLC	DE
Southeast HMA Holdings, LLC	DE
Southern Texas Medical Center, LLC	DE
Southwest Florida HMA Holdings, LLC	DE
Spokane Valley Washington Hospital Company, LLC	DE
Spokane Washington Hospital Company, LLC	DE
Tennessee HMA Holdings, LP	DE
Tennyson Holdings, LLC	DE
Tomball Texas Holdings, LLC	DE
Tomball Texas Hospital Company, LLC	DE
Triad Healthcare, LLC	DE
Triad Holdings III, LLC	DE
Triad Holdings IV, LLC	DE
Triad Holdings V, LLC	DE

<u>Delaware/Tennessee Subsidiary Guarantor</u>	<u>Jurisdiction of Organization</u>
Triad Nevada Holdings, LLC	DE
Triad of Alabama, LLC	DE
Triad-ARMC, LLC	DE
Triad-Navarro Regional Hospital Subsidiary, LLC	DE
Tullahoma HMA, LLC	TN
Tunkhannock Hospital Company, LLC	DE
VHC Medical, LLC	DE
Vicksburg Healthcare, LLC	DE
Victoria Hospital, LLC	DE
Victoria of Texas, L.P.	DE
Warren Ohio Hospital Company, LLC	DE
Webb Hospital Corporation	DE
Webb Hospital Holdings, LLC	DE
Wesley Health System LLC	DE
West Grove Hospital Company, LLC	DE
WHMC, LLC	DE
Wilkes-Barre Behavioral Hospital Company, LLC	DE
Wilkes-Barre Holdings, LLC	DE
Wilkes-Barre Hospital Company, LLC	DE
Women & Children's Hospital, LLC	DE
Woodland Heights Medical Center, LLC	DE
Woodward Health System, LLC	DE
York Pennsylvania Holdings, LLC	DE
York Pennsylvania Hospital Company, LLC	DE

[LETTERHEAD OF BUCHANAN INGERSOLL & ROONEY PC]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special limited counsel in the State of Florida to the entities listed on Schedule I (collectively, the “*Florida Subsidiary Guarantors*”) in connection with the Florida Subsidiary Guarantors’ guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the “*Notes*”) to be issued by CHS/Community Health Systems, Inc. (the “*Company*”). The Notes are being issued under an Indenture, dated March 16, 2017 (the “*Base Indenture*”), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the “*Trustee*”), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the “*First Supplemental Indenture*”) and a second supplemental indenture dated May 12, 2017 (the “*Second Supplemental Indenture*”) and, together with the Base Indenture and the First Supplemental Indenture, the “*Indenture*”) by and among the Company, Community Health Systems, Inc. (“*Parent*”), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Florida Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the “*Guarantee*”). Our engagement for this purpose has been limited in scope solely to our review of the Transaction Document and Organizational Documents (both as defined below) provided to us, and solely for the purpose of rendering the opinions expressed herein. We have not participated in any other matters related to the Transaction Document or the transactions contemplated thereby other than this.

This opinion letter is being provided to you at the request of the Florida Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “*Act*”).

In connection with our representation, we have made such legal and factual examinations and inquiries as are pertinent or necessary for the purpose of rendering the opinions herein expressed. We have examined and are familiar with the original or copies, certified or otherwise, identified to our satisfaction, of such documents, records and other instruments as are necessary for the furnishing of this letter.

In rendering our opinions herein, we have relied with respect to factual matters, upon the Officers’ Certificate (defined below), and certificates of public officials referred to below. In

addition thereto, we have reviewed and relied upon such records, documents, certificates and other instruments, originals or copies, certified or otherwise, as in our judgment are necessary or appropriate to form the basis for rendering our opinions, including, without limitation, the following:

- (i) (A) the Articles of Organization certified by the Florida Secretary of State as of the date as shown on Schedule I and the Operating Agreement of each Florida Subsidiary Guarantor which is a Florida limited liability company, and (B) the Certificate of Limited Partnership certified by the Florida Secretary of State as of the date as shown on Schedule I and the Limited Partnership Agreement of each Florida Subsidiary Guarantor which is a Florida limited partnership;
- (ii) the certificate with respect to various factual matters signed by an officer of each of the Florida Subsidiary Guarantors and dated the date of this opinion (the "**Officers' Certificate**");
- (iii) Certificate of Status of each Florida Subsidiary Guarantor issued by the Florida Secretary of State dated as of the date as shown on Schedule I (collectively, the "**Certificates of Status**," and individually with respect to a Florida Subsidiary Guarantor, the "**Certificate of Status**");
- (iv) Action by Written Consent in Lieu of a Meeting of the Governing Boards (Boards of Directors, Boards of Managers, Managing Members, Sole Members, and General Partners, as applicable) of the Florida Subsidiary Guarantors (among others), dated May 8, 2017 (the "**Resolutions**"); and
- (v) the Indenture.

The documents described in Paragraphs (i) through (iv) above are sometimes collectively hereinafter referred to as the "**Organizational Documents**." The document described in Paragraph (v) is hereinafter referred to as the "**Transaction Document**". The Organizational Documents and the Transaction Document shall collectively be referred to as the "**Opinion Documents**."

We have also reviewed such other documents, instruments and certificates as we have deemed relevant or necessary to form the basis for the opinions set forth in this opinion letter.

For the purposes of this opinion, we have assumed, without independent verification or investigation, (i) the genuineness of all signatures of, and the authority of, persons signing the Opinion Documents, (ii) the authenticity of all documents submitted to us as originals, (iii) the conformity to authentic original documents of all documents submitted to us as certified, conformed or copies, (iv) the Transaction Document accurately reflects the complete understanding of the parties with respect to the transactions contemplated thereby and the rights and obligations of the parties thereunder, (v) all documents which are intended to be recorded or

filed have, in fact, been or will be properly recorded or filed, and unless expressly stated otherwise, the opinions expressed herein assume such recording and filing, (vi) the due authorization, execution and delivery of the Transaction Document by the parties thereto other than the Florida Subsidiary Guarantors, and (vii) the due execution and delivery of the Transaction Document by the Florida Subsidiary Guarantors.

Based on the foregoing, and subject to the assumptions, exceptions, limitations hereinabove and hereinafter stated, it is our opinion that:

1. Each of the Florida Subsidiary Guarantors is a validly existing limited liability company or limited partnership, as the case may be, organized and based on the Certificates of Status, in good standing under the laws of the State of Florida.

2. Each of the Florida Subsidiary Guarantors has the requisite limited liability company or limited partnership power, as the case may be, to perform its obligations under the Indenture (including the Guarantee set forth therein)

3. The execution and delivery by each Florida Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Florida Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite limited liability company or limited partnership action on the part of each such Florida Subsidiary Guarantor.

4. The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Florida Subsidiary Guarantor.

No opinion is given or expressed, nor should any opinion be inferred or implied, as to the truthfulness, completeness or accuracy of any representation, warranty, certification or statement by any of the parties to the Opinion Documents or any document or item referred to or described in the Opinion Documents.

This opinion letter is limited to the matters expressly stated herein. No opinions are to be inferred or implied beyond the opinions expressly so stated.

No opinion is expressed herein with respect to any provision of the Transaction Document that: (a) purports to excuse a party from liability for the party's own acts; (b) purports to make void any act done in contravention thereof; (c) purports to authorize a party to act in the party's sole discretion or purports to provide that determination by a party is conclusive; (d) requires waivers or amendments to be made only in writing; (e) purports to effect waivers of: (i) constitutional, statutory or equitable rights, (ii) the effect of applicable laws, (iii) any statute of limitations, (iv) broadly or vaguely stated rights, (v) unknown future defenses, or (vi) rights to damages; (f) imposes or permits: (i) liquidated damages, (ii) the appointment of a receiver, (iii) penalties, (iv) indemnification for gross negligence, willful misconduct or other wrongdoing, (v) confessions of judgment, or (vi) rights of self-help or forfeiture; (g) purports to limit or alter laws

requiring mitigation of damages; (h) concerns choice of forum, consent or submission to the personal or subject matter jurisdiction of courts, venue of actions, means of service of process, waivers of rights to jury trials, and agreements regarding arbitration; (i) purports to reconstitute the terms thereof as necessary to avoid a claim or defense of usury; (j) purports to require a party thereto to pay or reimburse attorneys' fees incurred by another party, or to indemnify another party therefor, which provisions may be limited by applicable statutes and decisions relating to the collection and award of attorneys' fees; (k) relates to the evidentiary standards or other standards by which the Opinion Documents are to be construed, including, but not limited to, provisions that attempt to change or waive rules of evidence or fix the method or quantum of proof to be applied in litigation or similar proceedings; (l) prohibits or unreasonably restricts: (i) competition, (ii) the solicitation or acceptance of customers, business relationships or employees, (iii) the use or disclosure of information, or (iv) activities in restraint of trade; (m) enumerates that remedies are not exclusive or that a party has the right to pursue multiple remedies without regard to other remedies elected or that all remedies are cumulative; (n) constitutes severability provisions; (o) permits the exercise, under certain circumstances, of rights without notice or without providing opportunity to cure failures to perform; (p) purports to create rights to setoff otherwise than in accordance with applicable law; (q) contains a blanket prohibition on assignments or a specific prohibition on assignment of payments due or to come due; or (r) purports to entitle any party to specific performance of any provision thereof.

As used herein, "applicable laws" shall mean those provisions of statutory law or regulation which, in our experience, are normally applicable to transactions of the type contemplated by the Transaction Document without our having made any special investigation as to the applicability of any specific law or regulation and which are not subject of a specific opinion herein referring expressly to a particular law or laws.

Our opinions are further subject to the following qualifications and limitations: (i) provisions in the Transaction Document which provide that any obligations of any Florida Subsidiary Guarantor thereunder will not be affected by the action or failure to act on the part of any other party thereto or by an amendment or waiver of the provisions contained in the other Transaction Document might not be enforceable under circumstances in which such action, failure to act, amendment or waiver so materially changes the essential terms of the obligations that, in effect, a new contract has arisen between the parties; (ii) our opinions do not relate to any documents or instruments other than the Opinion Documents, and we express no opinion as to such other documents or instruments (including, without limitation, any documents or instruments referenced or incorporated in any of the Transaction Document) or as to the interplay between the Opinion Documents and any such other documents and instruments; and (iii) we express no opinion as to any security interest created or purported to be created under the Transaction Document.

Where our opinion herein with respect to the existence or absence of facts is indicated to be based on or to our knowledge, it is intended to signify that during the course of our representation as special counsel to the Florida Subsidiary Guarantors, no information has come

to our attention which would give us actual knowledge of the existence or absence of such facts. When a matter is stated herein to be “to our knowledge” it means the actual present knowledge of those persons in our firm who have given substantive attention to the transactions contemplated in the Transaction Document and does not include constructive knowledge of matters or information. We have made no independent examination of factual matters set forth in the Officers Certificate or of any representation made under the Transaction Document for the purpose of rendering this opinion. Without limiting the generality of the foregoing, we have not undertaken any independent investigation, examination or inquiry to determine the existence or absence of any facts (and have not caused the review of any court file or indices) and no inference as to our knowledge concerning any facts should be drawn as a result of the representation undertaken by us.

Such phrase does not imply that we have undertaken any independent investigation within our firm, with the Florida Subsidiary Grantors or with any third party to determine the existence or absence of any facts or circumstances, and no inference should be drawn merely from our past or current representation of the Florida Subsidiary Guarantors.

This firm takes no responsibility for updating our opinion to take into account any event, action, interpretation, change of law or similar item after the date hereof.

We are licensed to practice law in the State of Florida, and we have not examined the laws of any other jurisdiction in connection with this opinion letter. Accordingly, the foregoing opinions apply only with respect to the present laws of the State of Florida, and we express no opinion with respect to the laws of any other jurisdiction. We do not express any opinion as to any parties to the Transaction Document other than the Florida Subsidiary Guarantors.

This opinion is rendered pursuant to your request in connection with the execution of the Transaction Documents by the Florida Subsidiary Guarantors. We assume no responsibility or obligation to update this opinion or to take into account changes in law, facts or any other developments of which we may later become aware.

This opinion letter has been prepared and is to be construed in accordance with the Report on Third-Party Legal Opinion Customary Practice in Florida dated December 3, 2011 issued by the Legal Opinions Standard Committee of The Florida Bar Business Law Section and the Legal Opinions Committee of The Florida Bar Real Property, Probate and Trust Law Section Business Law Section and the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association’s Section of Business Law as published in 57 Bus. Law. 875 (Feb. 2002) (the “Reports”). The Reports are incorporated by reference into this opinion.

We hereby consent to the filing of this opinion letter as an exhibit to Parent’s Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading “Legal Matters” included in or made part of the registration statement on

May 12, 2017

Page - 6 -

Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Except as expressly stated herein, this opinion is not to be furnished, quoted or referred to any other party or governmental agency without this law firm's prior written consent; provided, however, that this opinion letter may be furnished to (a) regulatory authorities having jurisdiction over you, provided that you are legally compelled to do so, and (b) to other parties as required by law or a court of competent jurisdiction.

Sincerely,

/s/ BUCHANAN INGERSOLL & ROONEY PC

Schedule I

Florida Subsidiary Guarantors

<u>Name of Florida Subsidiary Guarantor</u>	<u>Date of Certified Articles of Organization</u>	<u>Date of Certificate of Status</u>	<u>Date of Operating Agreement/Limited Partnership Agreement</u>
Brevard HMA Holdings, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Brevard HMA Hospitals, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Citrus HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
HMA Santa Rosa Medical Center, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Hospital Management Associates, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Hospital Management Services of Florida, LP	February 16, 2017	May 1, 2017	January 7, 2013, as amended February 16, 2017
Key West HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Naples HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Pasco Regional Medical Center, LLC	February 16, 2017	May 1, 2017	February 16, 2017
Port Charlotte HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Punta Gorda HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Rockledge HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Sebring Hospital Management Associates, LLC	February 16, 2017	May 1, 2017	January 27, 2014
Venice HMA, LLC	February 16, 2017	May 1, 2017	January 27, 2014

[LETTERHEAD OF KING & SPALDING LLP]

May 12, 2017

COMMUNITY HEALTH SYSTEMS, INC.
CHS/COMMUNITY HEALTH SYSTEMS, INC.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Add-On Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Georgia counsel to (a) QHG Georgia Holdings, Inc., a Georgia corporation, and (b) QHG Georgia, LP, a Georgia limited partnership (each a "*Georgia Guarantor*" and, collectively, the "*Georgia Guarantors*"), in connection with each Georgia Guarantor's unconditional guarantee of \$900,000,000 aggregate principal amount of the 6.250% Senior Secured Notes due 2023 ("*Offered Securities*") to be issued and sold by CHS/Community Health Systems, Inc., a Delaware corporation (the "*Company*"), pursuant to an indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by a first supplemental indenture, dated as of March 16, 2017 (including the Guarantee set forth therein, the "*First Supplemental Indenture*") and a second supplemental indenture dated as of the date hereof (the "*Second Supplemental Indenture*" and, together with the Base Indenture and the First Supplemental Indenture, the "*Indenture*"), among the Company, Community Health Systems, Inc., a Delaware corporation ("*Holdings*"), the guarantors party thereto (the "*Guarantors*") and the Trustee. The Offered Securities are being guaranteed by the Georgia Guarantors pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the Georgia Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of:

- (a) the Indenture;
- (b) Articles of Incorporation and Bylaws of QHG Georgia Holdings, Inc.;
- (c) Certificate of Limited Partnership of QHG Georgia, LP;
- (d) Agreement of Limited Partnership of QHG Georgia, LP, dated May 1, 1998; and
- (e) the authorizing resolutions of the Georgia Guarantors, dated as of May 8, 2017.

We have examined and relied upon the accuracy of original, certified, conformed or photographic copies of such documents, records, agreements and certificates as we have considered relevant hereto,

including without limitation the Officers' Certificate delivered to us on the date hereof. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. We have also assumed that each agreement referred to in this letter (i) has been duly authorized, executed and delivered by each party thereto, other than, in the case of this clause (i), the due authorization, execution and delivery of the Indenture by the Georgia Guarantors, and (ii) is a legal, valid, binding and enforceable obligation of each party thereto other than the Georgia Guarantors. We have also assumed that the execution, delivery and performance of each agreement referred to in this letter by each party thereto do not and will not (x) conflict with, or result in a breach of, or result in a violation of, or constitute a default under, any order, judgment, arbitration award or stipulation, or any instrument or agreement, to which any of such parties is a party or is subject or by which any of the properties or assets of any of such parties is bound, (y) constitute a violation of any law, rule or regulation by any such party, or (z) conflict with, result in a breach of, or otherwise violate the organizational documents of any such party, other than, in the case of this clause (z), the Georgia Guarantors. We have also relied, as to various matters relating to this opinion, on certificates of public officials and officers of the Georgia Guarantors. Additionally, we have, with your consent, assumed and relied upon the following without undertaking any independent investigation or inquiry:

- (a) With respect to the factual matters set forth herein, the accuracy and completeness of all certificates and other statements, documents, records, financial statements and papers reviewed by us.
- (b) Each of Holdings, the Company and the Guarantors (i) is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization, other than, in the case of this clause (i), the Georgia Guarantors, (ii) is qualified to do business in all other jurisdictions where each is conducting its business or otherwise required to be so qualified to do business and (iii) has full power and authority to execute, deliver and perform its obligations under each agreement referred to in this letter, and each agreement referred to in this letter has been duly and validly authorized, executed and delivered by Holdings, the Company and the Guarantors, other than, in the case of this clause (iii), the Georgia Guarantors with respect to the Indenture.
- (c) The Articles of Incorporation of QHG Georgia Holdings, Inc. sent to us on February 23, 2017 and the Bylaws of QHG Georgia Holdings, Inc. sent to us on February 10, 2017 have not been subsequently revised, restated or amended and are currently in effect.
- (d) The Certificate of Limited Partnership of QHG Georgia, LP sent to us on February 23, 2017 and the Partnership Agreement of QHG Georgia, LP sent to us on February 10, 2017 have not been subsequently revised, restated or amended and are currently in effect.
- (e) The resolutions of the governing boards of the Georgia Guarantors sent to us on May 3, 2017 were duly adopted by the governing board and general partner, respectively, and are true complete, and correct and such resolutions have not been amended or revoked since the date adopted and are the only resolutions of such governing board and general partner, respectively, relating to the Indenture. The governing board members voting on such resolutions and the officers acting on behalf of QHG Georgia Holdings, Inc. in connection with the Indenture were duly elected or appointed and incumbent in their respective offices at the time of all relevant action and at all relevant times thereafter. The officers authorizing such action on behalf of the general partner of QHG Georgia, LP in connection with the Indenture were duly elected or appointed and incumbent in their respective offices at the time of all relevant action and at all relevant times thereafter.

- (f) The absence of duress, fraud or mutual mistake of material facts on the part of parties to the agreements referenced herein.

We have not undertaken to verify independently the representations, statements and certifications referred to above; provided, however, that we are not aware of any facts or circumstances affecting the accuracy of such representations, statements or certifications. The opinion set forth in paragraph (1) below with respect to the Georgia Guarantors is based solely on a review of the certificates of public officials delivered to you on this date.

This opinion is limited in all respects to the federal laws of the United States of America and the laws of the State of Georgia, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. We also express no opinion as to any matter arising under any state or federal securities law, antitrust or trade law, environmental law, health or safety law, tax, labor, insurance, pension and employee benefit law, any law relating to licenses, permits, approvals or similar matters applicable to the properties, businesses or activities of the Georgia Guarantors, or any matter of local or municipal law adopted by any political subdivision of any state, or any other law that is applicable to the transactions contemplated by the Indenture or the parties thereto because of the nature or extent of their properties or business activities. Insofar as the Indenture invokes the laws of any state or jurisdiction other than Georgia as applicable to the construction, validity, binding effect or enforceability of the Indenture, we have assumed, with your consent, that the laws of such state or jurisdiction do not differ from Georgia law with respect to such matters. No opinion is expressed with respect to the enforceability of any choice of law provision. Subject to the qualifications and limitations expressed herein, in our opinion:

- (1) QHG Georgia Holdings, Inc. is a corporation validly existing and in good standing under the laws of the State of Georgia. QHG Georgia, LP is a limited partnership validly existing and in good standing under the laws of the State of Georgia.
- (2) QHG Georgia Holdings, Inc. has all requisite corporate power and authority to execute, deliver, and perform its obligations under the Indenture (including the Guarantee set forth therein). QHG Georgia, LP has all requisite limited partnership power and authority to execute, deliver, and perform its obligations under the Indenture (including the Guarantee set forth therein).
- (3) The execution and delivery by each Georgia Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Georgia Guarantor of its obligations thereunder have been duly authorized by all requisite corporate or limited partnership action (as applicable) on the part of each such Georgia Guarantor.
- (4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Georgia Guarantor.

The opinions expressed herein are limited (i) by the effect of applicable federal and state bankruptcy, insolvency, reorganization, moratorium and similar debtor relief laws, laws relating to fraudulent obligations, transfers and conveyances, preferences, turn-over, equitable subordination, substantive consolidation, and other similar laws affecting generally the enforcement of creditors' rights and remedies and (ii) by the application of equitable principles (whether enforcement is sought by proceedings in equity or at law), including without limitation, principles governing specific performance,

injunctive relief or other equitable remedies, principles affording traditional equitable defenses such as waiver, laches and estoppel, and legal standards requiring reasonableness or materiality of breach for exercise of remedies or providing for defenses based on impracticability or impossibility of performance or on obstruction or failure to perform or otherwise act in accordance with an agreement by a party thereto.

We hereby consent to the filing of this opinion letter as an exhibit to Holdings' Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

* * * * *

This opinion is limited to the matters expressly set forth above as of the date of this opinion, and no opinion is implied or may be inferred beyond the matters expressly so stated. We assume no obligation to advise you of any future changes in the facts or law relating to the matters covered by this opinion.

Very truly yours,

/s/ King & Spalding LLP

[LETTERHEAD OF BINGHAM GREENEBAUM DOLL LLP]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special counsel in the State of Indiana (the “*State*”) to the entities listed on Schedule I (collectively, the “*Indiana Subsidiary Guarantors*”) in connection with the Indiana Subsidiary Guarantors’ guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the “*Notes*”) to be issued by CHS/Community Health Systems, Inc. (the “*Company*”). The Notes are being issued under an Indenture, dated March 16, 2017 (the “*Base Indenture*”), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the “*Trustee*”), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the “*First Supplemental Indenture*”) and a Second Supplemental Indenture dated as of the date hereof (the “*Second Supplemental Indenture*”) and together with the Base Indenture and the First Supplemental Indenture, collectively, the “*Indenture*”), by and among the Company, Community Health Systems, Inc., a Delaware corporation (“*Parent*”), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Indiana Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the “*Guarantee*”).

This opinion letter is being provided to you at the request of the Indiana Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “*Act*”).

In connection with the foregoing, we have been provided with and have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

- (a) The Indenture;
- (b) Those certain Resolutions made May 8, 2017 (the “*Guarantor Resolutions*”), authorizing, among other things, the execution and delivery of the Indenture to which each Indiana Subsidiary Guarantor is a party;
- (c) Copies of the Articles of Incorporation of each of the Indiana Subsidiary Guarantors (the “*Guarantor Articles of Incorporation*”);
- (d) Bylaws of each of the Indiana Subsidiary Guarantors (collectively, the “*Bylaws*”); and
- (e) Certificates of Existence for each of the Indiana Subsidiary Guarantors, issued by the Indiana Secretary of State each dated as of May 1, 2017 (the “*Certificates of Existence*”).

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

(1) Based solely on the respective Certificate of Existence of each Indiana Subsidiary Guarantor, each Indiana Subsidiary Guarantor is a corporation validly existing under the laws of the State.

(2) Each Indiana Subsidiary Guarantor has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by each Indiana Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Indiana Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate action on the part of each such Indiana Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Indiana Subsidiary Guarantor.

In rendering the opinion set forth above, we have further assumed, without independent investigation, the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, the authenticity of the originals of such latter documents, that persons purporting to act on behalf of any Indiana Subsidiary Guarantor occupy the position which they purport to occupy and that facts recited in any of such documents are true and correct. In our review and in preparing and rendering this opinion, we have found no reason to believe that any of such stated facts upon which we have relied in rendering this opinion are not correct.

We are qualified to practice law only in the State and we do not purport to be experts on, or to express an opinion herein concerning, the law of any jurisdiction other than the State and the laws of the United States of general application to transactions in the State. We express no opinion as to (i) the laws of any other jurisdiction, (ii) matters of municipal law or the laws of any local agencies within any state or commonwealth or (iii) state or federal tax, securities or antitrust laws. We have assumed that insofar as the applicable laws of any other state or commonwealth, such laws are identical to the applicable laws of the State applied by us herein.

This opinion is rendered as of the date of this letter, and we express no opinion as to circumstances or events which may occur subsequent to such date. This opinion is rendered to you in connection with the transactions described above. This opinion is limited to the matters expressly stated herein and no opinion is inferred or may be implied beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "*Commission*") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BINGHAM GREENEBAUM DOLL LLP

Schedule I

Indiana Subsidiary Guarantors

Frankfort Health Partner, Inc.
QHG of Clinton County, Inc.

[LETTERHEAD OF HUSCH BLACKWELL LLP]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Missouri counsel to the entities listed on Schedule I (collectively, the “*Missouri Subsidiary Guarantors*”) in connection with the Missouri Subsidiary Guarantors’ guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the “*Notes*”) to be issued by CHS/Community Health Systems, Inc. (the “*Company*”). The Notes are being issued under an Indenture, dated March 16, 2017 (the “*Base Indenture*”), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the “*Trustee*”), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the “*First Supplemental Indenture*”), as supplemented and amended by a Second Supplemental Indenture dated as of May 12, 2017 (the “*Second Supplemental Indenture*,” and, together with the First Supplemental Indenture and the Base Indenture, the “*Indenture*”), by and among the Company, Community Health Systems, Inc. (“*Parent*”), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Missouri Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the “*Guarantee*”).

This opinion letter is being provided to you at the request of the Missouri Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “*Act*”).

In rendering our opinions herein, we have, with your approval, relied with respect to factual matters, upon and assumed the accuracy of, the Officers’ Certificate (defined below), and certificates of public officials referred to below (the “*Public Documents*”). In addition thereto, we have reviewed and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for rendering our opinions, including, without limitation, the following:

- (i) the articles of formation and limited liability company agreement for each Missouri Subsidiary Guarantor;
- (ii) the certificate with respect to various factual matters signed by an officer of each of the Missouri Subsidiary Guarantors and dated the date of this opinion (the “*Officers’ Certificate*”);
- (iii) Certificate of Good Standing for each Missouri Subsidiary Guarantor dated May 1, 2017 (collectively, the “*Certificates of Good Standing*”); and

(vii) the Indenture.

Further, our opinions are based on the assumptions (upon which we have relied with your consent) and subject to the qualifications and limitations, set forth in this letter, including the following:

(a) We express no opinion as to any laws other than the laws of the state of Missouri. We express no opinion as to the effect on the issuance of the Notes and the execution and delivery of the Indenture (collectively, the "*Transactions*") of local law which shall include charters, ordinances, administrative opinions and rules and regulations of cities, counties, towns, municipalities and special political subdivisions (whether created or enabled through legislative action at the federal, state or regional level).

(b) We have assumed for purposes of this opinion that: (1) each natural person executing the Indenture is legally competent; (2) all signatures on the Indenture are genuine, the Indenture submitted to us a copy conforms to the originals; (3) the Indenture is complete or will be correctly and appropriately completed (including, without limitation, all blanks and exhibits thereto); (4) any certifications dated prior to the date hereof remain true as of the date hereof; (5) each Public Document is accurate, complete and authentic and all official public records are accurate and complete; and (6) there are no agreements or understandings among the parties, written or oral, and there is no usage of trade or course of prior dealing among the parties that would, in either case, define, supplement or qualify the terms of the Indenture.

(c) The opinions in this letter do not include any opinions as to enforceability of the Indenture against the Missouri Subsidiary Guarantors or any other party.

(d) As to matters of fact, we have assumed all representations of the Company, the Missouri Subsidiary Guarantors, and any other parties in the transaction documents referenced above are accurate.

(e) Our opinions with respect to laws of the State of Missouri do not include any opinion with respect to pension and employee benefit laws and regulations, antitrust and unfair competition laws and regulations, tax laws and regulations, health and safety laws and regulations, labor laws and regulations, securities laws and regulations, or environmental laws, regulations and codes.

(f) We express no opinion herein with respect to the effects of the execution, delivery, and performance of the Indenture on the rights of third parties.

Subject to the assumptions, exceptions and limitations hereinabove and hereinafter stated, it is our opinion that:

(1) Each Missouri Subsidiary Guarantor is a limited liability company validly existing and in good standing under the laws of the State of Missouri.

(2) Each Missouri Subsidiary Guarantor has all requisite limited liability company power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by each Missouri Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Missouri Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite limited liability company action on the part of each such Missouri Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Missouri Subsidiary Guarantor.

This opinion is limited to the matters specifically stated in this letter, and no further opinion is to be implied or may be inferred beyond the opinions specifically stated herein. Unless otherwise stated herein, we have made no independent investigation regarding factual matters. This opinion is based solely on the state of the law as of the date of this opinion, and the factual matters in existence as of such date, and we specifically disclaim any obligation to monitor any of the matters stated in this opinion or to advise the persons entitled to rely on this opinion of any change in law or fact after the date of this opinion which might affect any of the opinions stated herein.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ Husch Blackwell LLP

Schedule I

Missouri Subsidiary Guarantors

<u>Name of Guarantor</u>	<u>State of Organization</u>
Kennett HMA, LLC	Missouri
Poplar Bluff Regional Medical Center, LLC	Missouri

[LETTERHEAD OF BALLARD SPAHR LLP]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

**Re: Offering of 6.250% Senior Secured Notes due 2023 of
CHS/Community Health Systems, Inc.**

Ladies and Gentlemen:

We have acted as Pennsylvania counsel to Coatesville Hospital Corporation, a Pennsylvania corporation ("**Coatesville**"), and Carlisle HMA, LLC, a Pennsylvania limited liability company ("**Carlisle**"), and as New Jersey counsel to Salem Hospital Corporation, a New Jersey corporation ("**Salem**" and, together with Coatesville and Carlisle, collectively the "**Guarantors**") in connection with the Guarantors' guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "**Notes**") to be issued by CHS/Community Health Systems, Inc. (the "**Company**"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "**Base Indenture**"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "**Trustee**"), as supplemented and amended by the First Supplemental Indenture dated March 16, 2017 (including the Guarantee set forth therein, the "**First Supplemental Indenture**") and the Second Supplemental Indenture dated May 12, 2017 (the "**Second Supplemental Indenture**" and, together with the Base Indenture and the First Supplemental Indenture, the "**Indenture**"), by and among the Company, Community Health Systems, Inc. ("**Parent**"), the other guarantors party thereto and the Trustee (collectively, the "**Indenture**"). The Notes are being guaranteed by the Guarantors pursuant to the guarantee included in the Indenture (the "**Guarantee**").

This opinion letter is being provided to you at the request of the Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "**Act**").

In rendering the opinions set forth herein, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of Indenture and such corporate and limited liability records, agreements, organizational documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Issuer and the Guarantors, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In rendering the opinions set forth below, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters set forth herein. We did not participate in the negotiation or preparation of the Indenture and have not advised the Issuer or the Guarantors with respect to such documents or transactions contemplated thereby.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. As to all questions of fact material to this opinion letter that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Issuer and the Guarantors and have assumed that such matters remain true and correct through the date hereof.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

- (1) Coatesville is a corporation presently subsisting under the laws of the Commonwealth of Pennsylvania.
- (2) Coatesville has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).
- (3) The execution and delivery by Coatesville of the Indenture (including the Guarantee set forth therein) and the performance by Coatesville of its obligations thereunder have been duly authorized by all requisite corporate action on the part Coatesville.
- (4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by Coatesville.
- (5) Carlisle is a limited liability company presently subsisting under the laws of the Commonwealth of Pennsylvania.
- (6) Carlisle has all requisite limited liability company power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).
- (7) The execution and delivery by Carlisle of the Indenture (including the Guarantee set forth therein) and the performance by Carlisle of its obligations thereunder have been duly authorized by all requisite limited liability company action on the part Carlisle.
- (8) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by Carlisle.

(9) Salem is a corporation validly existing and in good standing under the laws of the State of New Jersey.

(10) Salem has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(11) The execution and delivery by Salem of the Indenture (including the Guarantee set forth therein) and the performance by Salem of its obligations thereunder have been duly authorized by all requisite corporate action on the part Salem.

(12) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by Salem.

The opinions expressed herein are limited in all respects to the laws of the Commonwealth of Pennsylvania and the State of New Jersey as in effect on the date hereof. We express no opinion as to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K to be filed on May 12, 2017 relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BALLARD SPAHR LLP

[LETTERHEAD OF MONTGOMERY & ANDREWS, P.A.]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Ladies and Gentlemen:

**Re: Offering of Additional \$900,000,000 6.250% Senior Secured Notes due 2023 of
CHS/Community Health Systems, Inc.**

Ladies and Gentlemen:

We have acted as special New Mexico counsel to Roswell Hospital Corporation (the "*New Mexico Subsidiary Guarantor*") in connection with the New Mexico Subsidiary Guarantor's guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "*Notes*") to be issued by CHS/Community Health Systems, Inc. (the "*Company*"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by a First Supplemental Indenture, dated March 16, 2017 (the "*Supplemental Indenture*"), as further supplemented and amended by a Second Supplemental Indenture, dated May 12, 2017 (the "*Second Supplemental Indenture*" and, together with the Base Indenture and the Supplemental Indenture, the "*Indenture*"), by and among the Company, Community Health Systems, Inc. ("*Parent*"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the New Mexico Subsidiary Guarantor pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the New Mexico Subsidiary Guarantor in accordance with the requirements of Item 601(b) (5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*").

In rendering the opinions set forth herein, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of the Indenture, Omnibus Officers' Certificate, dated May 8, 2017, Action by Written Consent in Lieu of a Meeting of the Governing Boards (Board of Directors, Managing Members, Sole Members, and General Partners, as Applicable) of the entities Listed on Schedule A, dated May 8, 2017, a Certificate of Good

Standing issued by the New Mexico Secretary of State on May 3, 2017 for the New Mexico Subsidiary Guarantor, and such corporate records, agreements, organizational documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Issuers and the New Mexico Subsidiary Guarantor (the “*Documents*”), and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In rendering the opinions set forth below, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters set forth herein. We did not participate in the negotiation or preparation of the Indentures and have not advised the Issuers or the New Mexico Subsidiary Guarantor with respect to such documents or transactions contemplated thereby.

For the purposes of this opinion, we have assumed the genuineness of all signatures of persons signing all documents in connection with which this opinion is rendered, the legal capacity of natural persons, and the authority of such persons signing on behalf of the parties thereto other than the New Mexico Subsidiary Guarantor. We have additionally assumed as follows:

1. Each party to the agreements covered by this opinion (other than the New Mexico Subsidiary Guarantor) has satisfied those legal requirements that are applicable to it to the extent necessary to make such agreements enforceable against it.
2. Each party to the agreements covered by in this opinion (other than the New Mexico Subsidiary Guarantor) has legal existence.
3. The agreements covered by this opinion have been duly authorized by all necessary corporate/limited liability company/partnership or other action on the part of all parties (other than the New Mexico Subsidiary Guarantor) and have been duly executed and delivered by, and are valid as to, binding upon and enforceable against all such other parties.
4. Persons acting on behalf of the parties to the documents referred to in this opinion (other than the New Mexico Subsidiary Guarantor), including agents and fiduciaries, are duly authorized to act in that capacity.
5. Each document submitted to us for review is accurate and complete, each such document that is a copy conforms to an authentic original, and all signatures on each such document are genuine.
6. Each Document is accurate, complete and authentic and all official public records (including their proper indexing and filing) are accurate and complete.
7. There has been no mutual mistake of fact or misunderstanding, fraud, duress or undue influence.

8. The conduct of the parties to the agreements covered by this opinion has complied with any requirement of good faith, fair dealing and conscionability.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. The New Mexico Subsidiary Guarantor is validly existing under the laws of the State of New Mexico.

2. The New Mexico Subsidiary Guarantor has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

3. The execution and delivery by the New Mexico Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by the New Mexico Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate action on the part of the New Mexico Subsidiary Guarantor.

4. The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by the New Mexico Subsidiary Guarantor.

The opinions expressed herein are limited in all respects to the laws of the State of New Mexico as in effect on the date hereof. We express no opinion as to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

MONTGOMERY & ANDREWS, P.A.

By: /s/ Suzanne C. Odom

[LETTERHEAD OF BAILEY KENNEDY, LLP]

March 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Nevada counsel for NC-DSH, LLC, a Nevada limited liability company (the "Nevada Subsidiary Guarantor"), in connection with the Nevada Subsidiary Guarantor's guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "Notes") to be issued by CHS/Community Health Systems, Inc. (the "Company"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "Base Indenture"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "Trustee"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 and the Second Supplemental Indenture, to be dated as of the date hereof (the "Second Supplemental Indenture" and, together with the Base Indenture and the First Supplemental Indenture, the "Indenture"), by and among the Company, Community Health Systems, Inc. ("Parent"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Nevada Subsidiary Guarantor pursuant to the guarantee included in the Indenture (the "Guarantee").

This opinion letter is being provided to you at the request of the Nevada Subsidiary Guarantor in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Indenture.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of:

1. the Indenture.
2. the Notes in the form included in the Supplemental Indenture.
3. the terms of the Guarantee as contained in the Indenture.

We have also examined originals or copies of such limited liability company records and certificates of public officials as we have deemed necessary or advisable for purposes of this opinion. We have not reviewed, and express no opinion as to, any instrument or agreement referred to or incorporated by reference in the Indenture.

We have relied upon the certificates of all public officials and limited liability company officials with respect to the accuracy of all matters contained therein.

We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the conformity to originals of all copies of all documents submitted to us.

We assume that neither the Company nor the Nevada Subsidiary Guarantor is engaged in Nevada in any of the following businesses: gaming business, liquor distribution business, financial institution, public utility, insurance business, or cemetery business.

Based upon the foregoing and subject to the following it is our opinion that:

- (1) The Nevada Subsidiary Guarantor is a limited liability company validly existing and in good standing under the laws of the State of Nevada.
- (2) The Nevada Subsidiary Guarantor has all requisite limited liability company power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).
- (3) The execution and delivery by the Nevada Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by the Nevada Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite limited liability company action on the part of the Nevada Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by the Nevada Subsidiary Guarantor.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bailey Kennedy, LLP

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Ladies and Gentlemen:

We have acted as Oklahoma counsel to the entities listed on Schedule I (collectively, the "Oklahoma Subsidiary Guarantors"), in connection with the Oklahoma Subsidiary Guarantors' guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "Notes") to be issued by CHS/Community Health Systems, Inc. (the "Company"). The Notes are being issued under an Indenture dated March 16, 2017 (the "Base Indenture"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "Trustee"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the "First Supplemental Indenture"), and a Second Supplemental Indenture dated May 12, 2017 (the "Second Supplemental Indenture" and together with the Base Indenture and the First Supplemental Indenture, the "Indenture"), by and among the Company, Community Health Systems, Inc. ("Parent"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Oklahoma Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the "Guarantee").

In rendering the opinions in this letter, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of the Indenture, and such corporate and limited liability company records, agreements, organizational documents, and other instruments, and such certificates or comparable documents of public officials and of officers, directors, managers and member or shareholder of the Oklahoma Subsidiary Guarantors, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions.

In rendering the opinions, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters stated in the documents and this letter. We did not participate in the negotiation or preparation of the Indenture and have not advised the Issuers or the Oklahoma Subsidiary Guarantors with respect to such documents or transactions contemplated thereby.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or copies and the authenticity of the originals of such copies. As to all questions of fact material to the opinions expressed in this letter, we have relied upon certificates or comparable documents of officers, directors, managers, and member or shareholder of the Oklahoma Subsidiary Guarantors and have assumed that such matters remain true and correct through the date hereof.

Based on the foregoing, and subject to the assumptions, limitations, and qualifications in this letter, we are of the opinion that:

1. Each of the Oklahoma Subsidiary Guarantors is validly existing under the laws of the State of Oklahoma.

2. Each of the Oklahoma Subsidiary Guarantors has the requisite corporate or limited liability company power and authority to execute, deliver, and perform its obligations under the Indenture (including the Guarantee therein).

3. The execution and delivery by each Oklahoma Subsidiary Guarantor of the Indenture (including the Guarantee therein) and the performance by each Oklahoma Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate or company action on the part of each Oklahoma Subsidiary Guarantor.

4. The Indenture (including the Guarantee therein) has been duly executed and delivered by each Oklahoma Subsidiary Guarantor.

The opinions expressed in this letter are limited in all respects to the laws of the State of Oklahoma as in effect on the date of this letter. We express no opinion as to the laws of any other jurisdiction.

The opinion in 1 above is based solely on our review of certificates of good standing and copies of the certificate of incorporation, bylaws, certificate of limited liability company, and articles of organization for the Oklahoma Subsidiary Guarantors as certified by the Oklahoma Secretary of State or the Secretary of the applicable Oklahoma Subsidiary Guarantor, as the case may be.

We have assumed that Kay County Hospital Corporation is a wholly owned subsidiary of Parent and the execution, delivery, and performance of the Guarantee is necessary or convenient to the conduct, promotion, or attainment of the business of Kay County Hospital Corporation. We have also assumed that each Oklahoma Subsidiary Guarantor has physically delivered the executed Indenture without condition and with the intention to be immediately bound by it.

The qualifications, limitations, assumptions, and exceptions in this letter are material to the opinions expressed in this letter, and the inaccuracy of any assumptions could render these opinions inaccurate.

We have prepared this opinion letter in accordance with customary practice for the preparation and interpretation of opinions of this type. We have assumed, and your acceptance of this letter shall confirm, that you (alone or with your counsel) are familiar with this customary practice.

We consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ McAfee & Taft A Professional Corporation

Schedule I

Oklahoma Subsidiary Guarantors

Clinton HMA, LLC

Kay County Hospital Corporation

Kay County Oklahoma Hospital Company, LLC

Marshall County HMA, LLC

Seminole HMA, LLC

[LETTERHEAD OF PARKER POE ADAMS & BERNSTEIN LLP]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special South Carolina counsel to the entities listed on Schedule I (each a “*South Carolina Subsidiary Guarantor*” and collectively, the “*South Carolina Subsidiary Guarantors*”) in connection with guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the “*Notes*”) to be issued by CHS/Community Health Systems, Inc. (the “*Company*”). The Notes are being issued under an Indenture, dated March 16, 2017 (the “*Base Indenture*”), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the “*Trustee*”), as supplemented and amended by a First Supplemental Indenture, dated March 16, 2017 (the “*First Supplemental Indenture*”) and the Second Supplemental Indenture of even date herewith (the “*Second Supplemental Indenture*”, together with the First Supplement Indenture and the Base Indenture, the “*Indenture*”), by and among the Company, Community Health Systems, Inc. (“*Parent*”), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the South Carolina Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the “*Guarantee*”).

This opinion letter is being provided to you at the request of the South Carolina Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “*Act*”).

For purposes of rendering this opinion, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of the following documents:

(1) The articles of incorporation, bylaws, and amended and restated operating agreements, as applicable, for each South Carolina Subsidiary Guarantor (the “*Organizational Documents*”);

(2) The certificate with respect to various factual matters signed by an officer of each South Carolina Guarantor dated as of May 12, 2017 (the “*Officer’s Certificate*”) and the Action by Written Consent in Lieu of a Meeting of the Governing Boards (Boards of Directors, Managing Members, Sole Members, and General Partners, as applicable) of the Entities Listed on Schedule A, dated May 8, 2017, which entities include the South Carolina Subsidiary Guarantors (“*Omnibus Resolution*”);

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
May 12, 2017
Page 2 of 4

(3) A Certificate of Existence dated May 2, 2017, issued for each South Carolina Subsidiary Guarantor by the South Carolina Secretary of State, indicating that each South Carolina Subsidiary Guarantor validly exists in South Carolina (individually "*Certificate of Existence*" and collectively "*Certificates of Existence*");

(4) The Guarantee; and

(5) The Indenture.

In rendering the opinions set forth below, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters set forth herein. We did not participate in the negotiation or preparation of the Indenture and have not advised the Company or the South Carolina Subsidiary Guarantors with respect to such documents or transactions contemplated thereby.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. As to all questions of fact material to this opinion letter that have not been independently established, we have relied upon the Officer's Certificate and/or comparable documents of officers and representatives of the Company and the South Carolina Subsidiary Guarantors and have assumed there has been no change in the information provided to us since the date such information was first provided and that such information was true and correct on the date on which it was provided and that it is true and correct on the date hereof.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

(a) Based solely upon the Certificate of Existence for each South Carolina Subsidiary Guarantor and the Officer's Certificate certifying that no change has occurred in the status of a South Carolina Subsidiary Guarantor since the issuance of the Certificates of Existence, each South Carolina Subsidiary Guarantor is validly existing under the laws of the State of South Carolina.

(b) Each South Carolina Subsidiary Guarantor has the requisite corporate or limited liability company power, as applicable, to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
May 12, 2017
Page 3 of 4

(c) The execution and delivery by each South Carolina Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each South Carolina Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate or limited liability action, as applicable, on the part of each such South Carolina Subsidiary Guarantor

(d) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each South Carolina Subsidiary Guarantor.

We render this opinion with respect to the laws of the State of South Carolina and only with respect to those laws. We express no opinion with respect to the laws of a state other than South Carolina.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "*Commission*") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder

We do not undertake to advise you of any matters that might hereinafter arise that would affect the opinions expressed herein. Our opinion is limited to the matters expressly stated herein and no other opinion may be implied or inferred.

Very truly yours,

/s/ Parker Poe Adams & Bernstein LLP

Enc.

Schedule "I"

List of South Carolina Subsidiary Guarantors

Chester HMA, LLC

Gaffney H.M.A., LLC

QHG of South Carolina, Inc.

QHG of Spartanburg, Inc.

[LETTERHEAD OF LIECHTY, MCGINNIS, BERRYMAN & BOWEN, LLP]

EMMETT BERRYMAN

May 12, 2017

SENDER'S E-MAIL:
eberryman@lmlawyers.com

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Texas counsel to the entities listed on Schedule I (collectively, the "*Texas Subsidiary Guarantors*"), in connection with the Texas Subsidiary Guarantors' guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "*Notes*") to be issued by CHS/Community Health Systems, Inc. (the "*Company*"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the "*Second Supplemental Indenture*"), as supplemented and amended by a Second Supplemental Indenture dated May 12, 2017 (the "*Second Supplemental Indenture*" and, together with the Base Indenture and the First Supplemental Indenture, the "*Indenture*"), by and among the Company, Community Health Systems, Inc. ("*Parent*"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Texas Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the Texas Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*").

In rendering our opinions herein, we have relied with respect to factual matters, solely upon the Officers' Certificates (defined below), and certificates of public officials referred to below. In addition thereto, we have reviewed and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for rendering our opinions, including, without limitation, the following:

- (a) The Indenture (including the Guarantee set forth therein);
- (b) Certificate of Incorporation of Granbury Hospital Corporation;
- (c) Bylaws of Granbury Hospital Corporation;
- (d) Certificate of Incorporation of Jourdanton Hospital Corporation;
- (e) Bylaws of Jourdanton Hospital Corporation;
- (f) Certificate of Incorporation of Weatherford Hospital Corporation;
- (g) Bylaws of Weatherford Hospital Corporation;
- (h) Certificate of Formation of Weatherford Texas Hospital Company, LLC;
- (i) Operating Agreement of Weatherford Texas Hospital Company, LLC;
- (j) Certificate of Formation of Laredo Texas Hospital Company, L.P.;
- (k) Third Amended and Restated Agreement of Limited Partnership of Laredo Texas Hospital Company, L.P.;
- (l) the Corporate Status Certificates (as defined in subpart (iv) below);
- (m) the LLC Status Certificates (as defined in subpart (v) below);
- (n) the LP Status Certificates (as defined in subpart (vi) below); and
- (o) the Evidences (as defined in subpart (vii) below).

Items (b) through (o) above are collectively referred to herein as the “*Corporate Documents*.”

In addition we have examined and relied upon the following:

(i) with respect to each Texas Subsidiary Guarantor that is a corporation, certificates from the Secretary of such Texas Subsidiary Guarantor certifying in each instance as to true and correct copies of the articles of incorporation and bylaws of such Texas Subsidiary Guarantor and resolutions of the board of directors of such Texas Subsidiary Guarantor authorizing the guarantees by such Texas Subsidiary Guarantor pursuant to the terms of the Indenture and to perform their obligations under the Indenture (including the Guarantee set forth therein) (each a “*Corporate Officers’ Certificate*”);

(ii) with respect to each Texas Subsidiary Guarantor that is a limited liability company, certificates from the Secretary of such Texas Subsidiary Guarantor certifying in each instance as to true and correct copies of the certificate of formation and limited liability company agreement of such Texas Subsidiary Guarantor and resolutions of the sole member of such Texas Subsidiary Guarantor authorizing the Guarantees by such Texas Subsidiary Guarantor pursuant to the terms of the Indenture and to perform their obligations under the Indenture (including the Guarantee set forth therein) (each a “**LLC Officers’ Certificate**”);

(iii) with respect to each Texas Subsidiary Guarantor that is a limited partnership, certificates from the Secretary of such Texas Subsidiary Guarantor certifying in each instance as to true and correct copies of the certificate of formation and limited partnership agreement of such Texas Subsidiary Guarantor and resolutions of the sole general partner of such Texas Subsidiary Guarantor authorizing the Guarantees by such Texas Subsidiary Guarantor pursuant to the terms of the Indenture and to perform their obligations under the Indenture (including the Guarantee set forth therein) (each a “**LP Officers’ Certificate**” and, together with the Corporate Officers’ Certificates and the LLC Officers’ Certificates, the “**Officers’ Certificates**”);

(iv) with respect to each Texas Subsidiary Guarantor that is a corporation, a certificate dated May 2, 2017 issued by the Office of the Secretary of State of Texas, attesting to the corporate status of such Texas Subsidiary Guarantor in Texas (collectively, the “**Corporate Status Certificates**”);

(v) with respect to each Texas Subsidiary Guarantor that is a limited liability company, a certificate dated May 2, 2017, issued by the Office of the Secretary of State of Texas, attesting to the limited liability company status of such Texas Subsidiary Guarantor in Texas (collectively, the “**LLC Status Certificates**”);

(vi) with respect to each Texas Subsidiary Guarantor that is a limited partnership, a certificate dated May 2, 2017, issued by the Office of the Secretary of State of Texas, attesting to the limited partnership status of such Texas Subsidiary Guarantor in Texas (collectively, the “**LP Status Certificates**”);

(vii) with respect to each Texas Subsidiary Guarantor, evidence of franchise tax account status, dated May 3, 2017, from the Comptroller of Public Accounts of the State of Texas (collectively, the “**Evidences**”); and

(viii) originals, or copies identified to our satisfaction as being true copies, of such other records, documents and instruments as we have deemed necessary for the purposes of this opinion letter.

(ix) In rendering the opinions set forth below, we have, with your consent, relied only upon examination of the documents described above and have made no independent verification or investigation of the factual matters set forth herein or therein. We did not participate in the negotiation or preparation of the Indenture (including the Guarantee set forth therein) and have not advised the Parent or the Texas Subsidiary Guarantors with respect to such documents or transactions contemplated thereby.

(x) With your permission, as to questions of fact material to this Opinion and without independent verification with respect to the accuracy of such factual matters, we have relied upon the Indenture (including the Guarantee set forth therein), certificates of public officials and of officers and representatives of the Parent and the Texas Subsidiary Guarantors and the accuracy of the public record. We have made no independent investigation of any statements, warranties and representations made by the Texas Subsidiary Guarantors in the Indenture or any related matters. With the exception of the Corporate Documents, we have not examined the books and records of the Texas Subsidiary Guarantors.

Assumptions Underlying Our Opinions

For purposes of this Opinion, we have assumed, with your approval and without independent investigation, the following:

- (a) No fraud, mistake, undue influence, duress or criminal activity exists with respect to the Corporate Documents, Indenture (including the Guarantee set forth therein) or any of the matters relevant to the opinions rendered herein;
- (b) The genuineness of all signatures;
- (c) The legal capacity of natural persons;
- (d) The authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies; and
- (e) The authenticity of the originals of such copies.

As to all questions of fact material to this opinion letter that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Parent and the Texas Subsidiary Guarantors and have assumed that such matters remain true and correct through the date hereof.

Our Opinions

Subject to the assumptions, exceptions and limitations hereinabove and hereinafter stated, it is our opinion that:

- (1) Based solely upon its Corporate Status Certificate and the applicable Evidence, each Texas Subsidiary Guarantor identified herein as a Texas corporation is a validly existing corporation under the laws of the State of Texas. Based solely upon its LLC Status Certificate and the applicable Evidence, each Texas Subsidiary Guarantor identified herein as a limited

liability company is a validly existing limited liability company under the laws of the State of Texas. Based solely upon its LP Status Certificate and the applicable Evidence, each Texas Subsidiary Guarantor identified herein as a limited partnership is a validly existing limited partnership under the laws of the State of Texas.

(2) Each Texas Subsidiary Guarantor has the requisite corporate, limited liability company or limited partnership, as applicable, power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by each Texas Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Texas Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate, limited liability company or limited partnership action, as applicable, on the part of each such Texas Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Texas Subsidiary Guarantor.

Qualifications and Limitations

This letter expresses our legal opinion as to the foregoing matters based on our professional judgment at this time based solely upon laws, rulings and regulations in effect on the date hereof; it is not, however, to be construed as a guaranty, nor is it a warranty that a court considering such matters would not rule in a manner contrary to the opinions set forth above.

We are qualified to practice law in the State of Texas, and we express no opinions as to the laws of other jurisdictions other than to the laws of the State of Texas, as currently in effect. We assume no obligation to supplement this opinion if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof.

Miscellaneous

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "Commission") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
May 12, 2017
Page 6

Very truly yours,

LIECHTY, McGINNIS, BERRYMAN & BOWEN,
LLP, a Texas limited liability partnership

By: /s/ Emmett W. Berryman
Emmett W. Berryman, Partner

Schedule I

Texas Subsidiary Guarantors

<u>Name of Texas Subsidiary Guarantor</u>	<u>State of Organization</u>
Granbury Hospital Corporation	TX
Jourdanton Hospital Corporation	TX
Weatherford Hospital Corporation	TX
Weatherford Texas Hospital Company, LLC	TX
Laredo Texas Hospital Company, L.P.	TX

[LETTERHEAD OF HANCOCK, DANIEL, JOHNSON & NAGLE, P.C.]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Virginia counsel to the entities listed on Schedule I (collectively, the "*Virginia Subsidiary Guarantors*") in connection with the Virginia Subsidiary Guarantors' guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "*Notes*") issued by CHS/Community Health Systems, Inc. (the "*Company*"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by a First Supplemental Indenture dated March 16, 2017 (the "*First Supplemental Indenture*"), and a Second Supplemental Indenture to be dated as of May 12, 2017 (the "*Second Supplemental Indenture*") and, together with the Base Indenture and the First Supplemental Indenture, the "*Indenture*") by and among the Company, Community Health Systems, Inc. ("*Parent*"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Virginia Subsidiary Guarantors pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the Virginia Subsidiary Guarantors in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*").

Except as otherwise provided herein, capitalized terms used herein and not otherwise defined shall have the same meaning as in the Indenture. For purposes of rendering this opinion, we have examined the following documents:

- (i) the Indenture (including the Guarantee set forth therein);
- (ii) Action by Written Consent in Lieu of a Meeting of the Board of Directors of each of the Virginia Subsidiary Guarantors dated March 8, 2017 authorizing the transactions contemplated therein;
- (iii) Certificate of Good Standing issued by the State Corporation Commission of the Commonwealth of Virginia on May 2, 2017 of each Virginia Subsidiary Guarantor that is a corporation (collectively, "Good Standing Certificates"); and

- (iv) Certificate of Fact issued by the State Corporation Commission of the Commonwealth of Virginia on May 2, 2017 of the Virginia Subsidiary Guarantor that is a limited liability company (collectively, "Certificate of Fact");
- (v) Articles of Incorporation and Bylaws of each Virginia Subsidiary Guarantor that is a corporation; and
- (vi) Articles of Organization and Limited Liability Company Agreement of the Virginia Subsidiary Guarantor that is a limited liability company.

The documents identified in items (ii) through (vi) above may be referred to herein as the "Virginia Subsidiary Guarantor Documents." We have reviewed such corporate and limited liability company records of the Virginia Subsidiary Guarantors, together with such other instruments, certificates of public officials and corporate and limited liability company representatives, and other documents as we have deemed necessary or advisable as a basis for the opinion hereinafter expressed.

We have also examined originals, or copies identified to our satisfaction, of such other documents, instruments, certificates and records as we have considered appropriate in order to render the opinions contained herein. Where we have considered it appropriate, as to certain facts we have relied, without investigation or analysis of any underlying data contained therein, upon certificates or other comparable documents of public officials, officers or other appropriate representatives of the Virginia Subsidiary Guarantors.

For purposes of the opinions expressed herein, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted to us as certified, electronic or photostatic copies and the authenticity of the originals, (iii) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof (other than the authorization, execution and delivery of the Indenture by the Virginia Subsidiary Guarantors, and the validity and binding effect thereof upon the Virginia Subsidiary Guarantors).

We express no opinion to the extent the Indenture may be impacted by (i) applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or other laws affecting the rights of creditors generally; (ii) the exercise of judicial discretion or general principles of equity, whether considered in a proceeding at law or in equity, or public policy, including applicable securities law; (iii) restrictions on the assignment of benefits payable under any governmental health care program; (iv) standards relating to privacy and confidentiality of patient information; and/or (v) standards relating to fraud and forgery.

In providing these opinions, we have relied upon (i) representations, warranties and covenants of the Virginia Subsidiary Guarantors and Company included in (A) the Indenture, and (B) resolutions and consents of the Virginia Subsidiary Guarantors; and (ii) supporting certificates, correspondence and memoranda of officers, members, managers and authorized representatives of the Virginia Subsidiary Guarantors on behalf of the Virginia Subsidiary Guarantors. Whenever the phrase "to our knowledge" is used herein, it refers to the actual knowledge of the attorneys of this firm involved in the representation of the Virginia Subsidiary Guarantors in this transaction without any independent investigation.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

(1) Based solely upon the Good Standing Certificates and the Certificate of Fact, each Virginia Subsidiary Guarantor is either a corporation or a limited liability company validly existing and in good standing or in existence under the laws of the Commonwealth of Virginia.

(2) Each Virginia Subsidiary Guarantor has all requisite corporate or limited liability company power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by each Virginia Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by each Virginia Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate or limited liability company action on the part of each such Virginia Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by each Virginia Subsidiary Guarantor.

The opinions set forth herein are subject to the following qualifications:

(A) In rendering the opinions set forth above, we have advised you only as to such knowledge as we have obtained from (i) the certificates of the Virginia Subsidiary Guarantors; and (ii) the Virginia Subsidiary Guarantor Documents. Except to the extent otherwise expressly set forth above, for purposes of this opinion, we have not made an independent review of any agreements, instruments, writs, orders, judgments, rules or other regulations or decrees which may have been executed by or which may now be binding upon the Virginia Subsidiary Guarantors, nor have we interviewed officers or directors of the Virginia Subsidiary Guarantors or undertaken to review our internal files or any files of the Virginia Subsidiary Guarantors, relating to transactions to which the Virginia Subsidiary Guarantors may be a party, or to discuss their transactions or business with any other lawyers in our firm or with any other officers, partners or any employees of the Virginia Subsidiary Guarantors.

(B) We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia and federal law. To the extent the laws of any other state or nation apply with respect to any of the transactions contemplated herein, we have assumed that the laws of such other state or nation are the same as the laws of the Commonwealth of Virginia in all applicable respects. We express no opinion concerning any matter respecting or affected by any laws other than laws that a lawyer in the Commonwealth of Virginia exercising customary professional diligence would reasonably recognize as being directly applicable to the Virginia Subsidiary Guarantors and the Indenture or any of them.

(C) None of the opinions or other advice contained in this letter considers or covers: (i) any federal or state securities (or "blue sky") laws, regulations or registration requirements or Federal Reserve Board margin regulations; or (ii) federal or state antitrust and unfair competition laws and regulations, pension and employee benefit laws and regulations, compliance with fiduciary duty requirements, federal and state environmental, land use and subdivision, tax, racketeering (e.g., RICO), health and safety (e.g., OSHA), and labor laws and regulations, federal and state laws, regulations and policies concerning national and local emergency, possible judicial deference to acts of sovereign states and criminal and civil forfeiture laws, and other federal and state statutes of general application to the extent they provide for criminal prosecution (e.g., mail fraud and wire fraud statutes).

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "*Commission*") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ HANCOCK, DANIEL, JOHNSON & NAGLE, P.C.

Schedule I

Virginia Subsidiary Guarantors

Emporia Hospital Corporation

Franklin Hospital Corporation

Virginia Hospital Company, LLC

[LETTERHEAD OF WITHERSPOON KELLEY, P.S.]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special Washington state counsel to Yakima HMA, LLC, a Washington limited liability company (the "**Washington Subsidiary Guarantor**") in connection with the Washington Subsidiary Guarantor's guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "**Notes**") to be issued by CHS/Community Health Systems, Inc. (the "**Company**"). The Notes are being issued under an indenture, dated March 16, 2017 (the "**Base Indenture**"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "**Trustee**"), as supplemented and amended by a first supplemental indenture dated March 16, 2017 (the "**First Supplemental Indenture**") and the second supplemental indenture, dated as of the date hereof (the "**Second Supplemental Indenture**"), and together with the Base Indenture and the First Supplemental Indenture, the "**Indenture**"), by and among the Company, Community Health Systems, Inc. ("**Parent**"), the other guarantors party thereto and the Trustee. The Notes are being guaranteed by the Washington Subsidiary Guarantor pursuant to the guarantee included in the Indenture (the "**Guarantee**").

This opinion letter is being provided to you at the request of the Washington Subsidiary Guarantor in accordance with the requirements of Item 601(b) (5) of Regulation S-K under the Securities Act of 1933, as amended (the "**Act**").

In rendering the opinions set forth herein, we have examined and relied with respect to factual matters, upon the Officers' Certificate (defined below), and certificates of public officials referred to below without further investigation or inquiry. The documents listed in (i) through (v) are collectively referred to as the "**Corporate Documents**" and the documents from (vi) through (ix) are collectively referred to as the "**Transaction Documents**." We have reviewed no other documents, corporate records, certificates or other statements as a basis for the opinions herein expressed and, with your consent, the opinions are based solely on a review of the following Corporate Documents and the Transaction Documents:

(i) the Certificate of Formation of the Washington Subsidiary Guarantor filed December 1, 2008 as certified by the Secretary of State of the State of Washington on February 17, 2017 (the "**Certificate of Formation**");

(ii) the Articles of Merger of the Washington Subsidiary Guarantor filed December 8, 2008 as certified by the Secretary of State of the State of Washington on February 17, 2017 (the “**Articles of Merger**”);

(iii) the Third Amended and Restated Limited Liability Company Agreement of the Washington Subsidiary Guarantor dated January 27, 2014 (the “**LLC Agreement**”);

(iv) the Certificate of Existence/Authorization dated May 3, 2017 from the Secretary of State of the State of Washington as to the existence of the Washington Subsidiary Guarantor (the “**Certificate of Existence**”);

(v) the certificate with respect to various factual matters signed by an officer of the Issuers and the Washington Subsidiary Guarantor and dated the date of this opinion (the “**Officer’s Certificate**”);

(vi) the Underwriting Agreement by and between Company and Credit Suisse Securities (USA) LLC, as representative of several underwriters, dated March 7, 2017 (the “**Underwriting Agreement**”);

(vii) the Indenture (including the Guarantee set forth therein);

(viii) the Registration Statement, as defined below;

(ix) the prospectus contained within the Registration Statement (the “**Prospectus**”);

We have not undertaken any search of court or other public records for purposes of this letter. We have assumed for purposes of this letter: each document we have reviewed is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original, and all signatures on each such document are genuine; that the parties thereto, other than the Washington Subsidiary Guarantor, had the requisite power to enter into and perform all obligations thereunder; that each such document was duly authorized by all requisite corporate or other action of the parties, other than the Washington Subsidiary Guarantor, and that such documents were duly executed and delivered by each party thereto, other than the Washington Subsidiary Guarantor; and that Issuers and the Washington Subsidiary Guarantor have acted in good faith and without notice of any fact which has caused Issuers and the Washington Subsidiary Guarantor to reach any conclusion contrary to any of the advice provided in this letter.

Without limiting the foregoing, the opinions hereinafter expressed are subject to the following additional assumptions:

A. the Washington Subsidiary Guarantor has received fair value for its execution of Transaction Documents applicable to it.

B. Neither the Company nor the Washington Subsidiary Guarantor will in the future take any discretionary action (including the decision not to act) permitted under the Transaction Documents that would result in a violation of law or constitute a breach of or default under any other agreement or court order;

C. The Company and the Washington Subsidiary Guarantor, as applicable, will obtain all permits and governmental approvals required in the future, and take all actions similarly required, relevant to subsequent consummation of the transaction or performance of the Transaction Documents; and

D. All parties to the transaction will act in accordance with, and will refrain from taking any action that is forbidden by, the terms and conditions of the Transaction Documents.

E. As we will not be present at Closing, we further assume that the Washington Subsidiary Guarantor has delivered the Transaction Documents to which it is a party.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

(1) The Washington Subsidiary Guarantor is a limited liability company validly existing under the laws of the State of Washington.

(2) The Washington Subsidiary Guarantor has all requisite limited liability company power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by the Washington Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by the Washington Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite limited liability company action on the part of each such Washington Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by the Washington Subsidiary Guarantor.

Except for the activities described in this letter, we have not undertaken any investigation to determine the facts upon which the advice in this letter is based.

Our representation of the Washington Subsidiary Guarantor is limited by those specific matters for which we have been engaged. We have no familiarity with the Washington Subsidiary Guarantor's day-to-day operations, business or financial affairs. In preparing this letter we have relied without further investigation or independent verification upon: (i) information contained in certificates obtained from governmental authorities; (ii) factual information represented to be true in the Corporate Documents and Transaction Documents; (iii) factual information provided to us by the Washington Subsidiary Guarantor or its representatives, including, without limitation, the Officer's Certificate referenced above; and (iv) factual information we have obtained from such other sources as we have deemed reasonable. We have assumed that there has been no relevant change or development between the dates as of which the information cited in the preceding sentence was given and the date of this letter and that the information upon which we have relied is accurate and does not omit disclosures necessary to prevent such information from being misleading.

In rendering the opinion set forth in paragraph (1) above as to the existence of the Washington Subsidiary Guarantor, we have relied exclusively on the Certificate of Existence. In addition, as set forth in the LLC Agreement, the Washington Subsidiary Guarantor is managed by a board of directors currently consisting of Thomas J. Aaron, Benjamin C. Fordham, and Martin G. Schweinhart. We assume that such individuals are legally competent to serve as directors and are not suffering from any mental condition or disability that would affect his or her capacity to enter into contracts generally.

As used in this opinion, references to our knowledge or awareness, or words of similar import, refer to the current actual knowledge of attorneys within the firm who have rendered legal services to the Washington Subsidiary Guarantor in connection with the Transaction Documents and the transactions contemplated thereby, and corporate law matters related thereto, and mean that, while such attorneys have not been informed by the Washington Subsidiary Guarantor that the matters stated are factually incorrect and no information that would give such attorneys current actual knowledge of any such factual inaccuracy has come to such attorneys' attention, we have not undertaken any independent investigation with respect thereto.

None of the foregoing opinions include any implied opinion, and we specifically express no opinion with respect to compliance with fiduciary duty requirements.

We are admitted to practice law only in the State of Washington. This opinion is limited to the laws of the State of Washington, and we express no opinion herein with respect to any other laws or to the application of the laws of any other jurisdiction. We express no opinion as to whether the laws of any particular jurisdiction apply, and express no opinion to the extent that the laws of any jurisdiction other than the laws of the State of Washington are applicable to the subject matter hereof. Additionally, we disclaim any opinion as to the application of any law of any city, county or other local subdivision or other local governmental authority of the State of Washington. To the extent that any of the documents reviewed by us in connection with this opinion are governed by the laws of any jurisdiction other than the State of Washington, our opinion relating to those documents is based solely upon the apparent meaning of the language without regard to interpretation or construction that might be indicated by the laws governing those agreements and instruments. This opinion is limited to the matters expressly set forth above, and no opinion is implied or may be inferred beyond the matters expressly so stated. We assume no obligation to advise the Issuers or the Washington Subsidiary Guarantor of any future changes in the facts or law relating to the matters covered by this opinion.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "**Commission**") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017 (the "**Registration Statement**"). In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Witherspoon, Kelley, Davenport & Toole, P.S.

WITHERSPOON, KELLEY, DAVENPORT & TOOLE, P.S.

[LETTERHEAD OF STEPTOE & JOHNSON PLLC]

May 12, 2017

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
4000 Meridian Boulevard
Franklin, Tennessee 37067

Re: Offering of 6.250% Senior Secured Notes due 2023 of CHS/Community Health Systems, Inc.

Ladies and Gentlemen:

We have acted as special West Virginia counsel to Oak Hill Hospital Corporation, organized and existing under the laws of the State of West Virginia (the "*West Virginia Subsidiary Guarantor*") in connection with the West Virginia Subsidiary Guarantor's guarantee of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 (collectively, the "*Notes*") to be issued by CHS/Community Health Systems, Inc. (the "*Company*"). The Notes are being issued under an Indenture, dated March 16, 2017 (the "*Base Indenture*"), by and between the Company and Regions Bank, an Alabama banking corporation, as trustee (the "*Trustee*"), as supplemented and amended by (i) the first supplemental indenture dated March 16, 2017 (the "*First Supplemental Indenture*"), and (ii) the second supplemental indenture dated May 12, 2017 (the "*Second Supplemental Indenture*") and, collectively with the Base Indenture and the First Supplemental Indenture, the "*Indenture*"). The Notes are being guaranteed by the West Virginia Subsidiary Guarantor pursuant to the guarantee included in the Indenture (the "*Guarantee*").

This opinion letter is being provided to you at the request of the West Virginia Subsidiary Guarantor in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "*Act*").

In rendering our opinions herein, we have relied with respect to factual matters, upon the Officers' Certificate (defined below), and certificates of public officials referred to below. In addition thereto, we have reviewed and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for rendering our opinions, including, without limitation, the following:

- (i) the Certificate of Incorporation and Bylaws for the Guarantor;

(ii) the certificate with respect to various factual matters signed by an officer of the Guarantor and dated the date of this opinion (the "*Officer's Certificate*");

(iii) Certificate of Existence as issued by the West Virginia Secretary of State and dated as of May 4, 2017;

(iv) the Underwriting Agreement dated as of May 9, 2017;

(v) the Base Indenture;

(vi) the First Supplemental Indenture;

(vii) the Second Supplemental Indenture;

(viii) the Intercreditor Agreement;

(ix) Guarantee and Collateral Agreement; and

(x) the Reaffirmation Agreement, dated the date hereof, among the Company, the Guarantors (including, in part, the Guarantor).

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

(1) The West Virginia Subsidiary Guarantor is a corporation validly existing and in good standing under the laws of the State of West Virginia.

(2) The West Virginia Subsidiary Guarantor has all requisite corporate power and authority to execute, deliver and perform its obligations under the Indenture (including the Guarantee set forth therein).

(3) The execution and delivery by the West Virginia Subsidiary Guarantor of the Indenture (including the Guarantee set forth therein) and the performance by the West Virginia Subsidiary Guarantor of its obligations thereunder have been duly authorized by all requisite corporate action on the part of the West Virginia Subsidiary Guarantor.

(4) The Indenture (including the Guarantee set forth therein) has been duly executed and delivered by the West Virginia Subsidiary Guarantor.

The opinions that are expressed herein are further subject to the following exceptions, limitations, assumptions and qualifications.

(a) The opinions expressed above are subject to applicable bankruptcy, reorganization, insolvency, fraudulent conveyance, moratorium and other similar laws of general application under the laws of the State of West Virginia and the United States relating to or affecting creditors' rights, and to general principles of equity, judicial discretion and general requirements of good faith, fair dealing and commercial reasonableness (whether a matter is considered in a proceeding at law or in equity).

(b) We express no opinion as to the validity or enforceability of any provision in the Agreements, (1) modifying or waiving any requirement of commercial reasonableness or prior notice or the right of redemption arising under any law, (2) waiving any rights afforded to any party thereto under any constitutional provision, (3) waiving the rights afforded to any party under any statute, or by which any party thereto waives any rights afforded to such party by applicable law, except to the extent such waiver expressly is permitted by statute, (4) imposing penalties, forfeitures, increased rates or late payment charges upon delinquency in payment or the occurrence of an event of default; (5) requiring the payment of interest on interest; (6) waiving any right to jury trial; or (7) waiving any right with respect to consent to jurisdiction or venue.

(c) We express no opinion as to the enforceability of any rights to indemnification or contribution provided in the Agreements which may be deemed violative of public policy or any rights of setoff or similar rights provided in the Agreements.

(d) We express no opinion concerning the existence, location, or ownership of, or legal or equitable title to, any property or the priority of the interest of any entity in any property or any interest in property nor as to matters of lien priority, land use, including without limitation, zoning and subdivision matters, building codes, environmental laws, or other matters affecting any real property interest or title interests.

(e) We express no opinion as to the enforceability of any provision that would purport to permit the beneficiaries to confess judgment against the Guarantor.

(f) We express no opinion as to the validity or enforceability of any covenant of the Agreements that is not set forth in full in such Agreements but which is incorporated by reference to another document.

(g) We express no opinion regarding any matter involving the licensing or regulation of any nursing home, hospice, residential care community or other health care provider as the same are defined in West Virginia Code Section 16-1-1 et seq.

(h) We have made no investigation and express no opinion as to the applicability to the Agreements or to the transaction contemplated thereby of provisions of the Federal Bankruptcy Code relating to fraudulent conveyances or fraudulent transfers.

(i) Our opinions are subject to Section 522 of the United States Bankruptcy Code and with respect to proceeds of personal property, our opinions are limited in accordance with the provisions of Section 9-315 of the West Virginia UCC.

(j) We express no opinion as to any of the following: (1) the accuracy or completeness of any financial, accounting or statistical information furnished by the Guarantor to any third party; (2) the financial status of the Guarantor; (3) the Guarantor's ability to perform its obligations under the Agreements other than as specifically opined herein; and (4) the accuracy or completeness of any representations made by the Guarantor other than as specifically opined herein.

(k) This opinion letter is rendered as of the date set forth above, and is limited to present statutes, laws and regulations and to the facts as they currently exist. We disclaim any responsibility for notifying you of any changes affecting this opinion letter that later come to our attention and we assume no obligation to update or supplement this opinion letter.

We are qualified to practice law in the State of West Virginia. We do not express any opinion herein concerning the laws of any jurisdiction other than the laws of the State of West Virginia.

We hereby consent to the filing of this opinion letter as an exhibit to Parent's Current Report on Form 8-K relating to the Notes and the Guarantee and to the reference to our firm under the heading "Legal Matters" included in or made part of the registration statement on Form S-3 (No. 333-203918) filed with the Securities and Exchange Commission (the "*Commission*") on May 6, 2015, as amended by the post-effective amendment No. 1 filed with the Commission on March 3, 2017. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ STEPTOE & JOHNSON PLLC



**COMMUNITY HEALTH SYSTEMS, INC. ANNOUNCES COMPLETION
OF TACK-ON OFFERING OF \$900,000,000
OF 6.250% SENIOR SECURED NOTES DUE 2023**

FRANKLIN, Tenn. (May 12, 2017) – Community Health Systems, Inc. (NYSE: CYH) (the “Company”) today announced that its wholly owned subsidiary CHS/Community Health Systems, Inc. (the “Issuer”) has completed its tack-on offering (the “offering”) of \$900,000,000 aggregate principal amount of 6.250% Senior Secured Notes due 2023 at an issue price of 101.75% of their aggregate principal amount plus accrued interest from March 16, 2017.

As previously announced, the Company intends to use the net proceeds of the offering to prepay and extinguish the Company’s Term A Facility, to pay related fees and expenses and for general corporate purposes, which may include the repayment of secured debt.

The underwriters in connection with the offering were Credit Suisse Securities (USA) LLC, BofA Merrill Lynch, Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc., Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, RBC Capital Markets, LLC, SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, BBVA Securities Inc., Fifth Third Securities, Inc., Morgan Stanley & Co. LLC, and Scotia Capital (USA) Inc. The offering was made only by means of a prospectus and related prospectus supplement, copies of which may be obtained on the Securities and Exchange Commission’s website at www.sec.gov. Alternatively, these documents may be obtained from Credit Suisse Securities (USA) LLC by directing a request to Credit Suisse Securities (USA) LLC, Document Retention, 11 Madison Avenue, New York, NY 10010, or by calling (800) 221-1037 (toll-free).

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Such an offer can only be made by delivery of a prospectus and prospectus supplement, if applicable, that have been filed with the Securities and Exchange Commission.

About Community Health Systems, Inc.

Community Health Systems, Inc. is one of the largest publicly traded hospital companies in the United States and a leading operator of general acute care hospitals in communities across the country. The Company, through its subsidiaries, owns, leases or operates 146 hospitals in 21 states with an aggregate of approximately 24,000 licensed beds.

The Company’s headquarters are located in Franklin, Tennessee, a suburb south of Nashville. Shares in Community Health Systems, Inc. are traded on the New York Stock Exchange under the symbol “CYH.”

-MORE-

Forward-Looking Statements

Statements contained in this press release regarding the proposed transactions and other events are forward-looking statements that involve risk and uncertainties. Actual future events or results may differ materially from these statements. Readers are referred to the documents filed by Community Health Systems, Inc. with the Securities and Exchange Commission, including the Company's annual report on Form 10-K, current reports on Form 8-K and quarterly reports on Form 10-Q. These filings identify important risk factors and other uncertainties that could cause actual results to differ from those contained in the forward-looking statements. The Company undertakes no obligation to revise or update any forward-looking statements, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contacts:

W. Larry Cash, 615-465-7000

President of Financial Services and Chief Financial Officer

or

Ross W. Comeaux, 615-465-7012

Senior Director – Investor Relations

Media Contact:

Tomi Galin, 615-628-6607

Senior Vice President, Corporate Communications, Marketing and Public Affairs

-END-