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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

COMMUNITY HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8062
(Primary Standard Industrial
Classification Code Number)

13-3893191
(I.R.S. Employer
Identification No.)

CHS/COMMUNITY HEALTH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8062
(Primary Standard Industrial
Classification Code Number)

76-0137985
(I.R.S. Employer
Identification No.)

SEE TABLE OF ADDITIONAL REGISTRANTS

**4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000**

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

Benjamin C. Fordham
Community Health Systems, Inc.
Executive Vice President, General Counsel and Assistant Secretary
4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard Fenyes
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

Leigh Walton
Kevin H. Douglas
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201
(615) 742-6200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Debt Securities of Community Health Systems, Inc.(3)				
Guarantees of Debt Securities of Community Health Systems, Inc. by certain subsidiaries of Community Health Systems, Inc.(3)(4)				
Preferred Stock, par value \$0.01 per share of Community Health Systems, Inc.(3)				
Depository Shares of Community Health Systems, Inc.(3)(5)				
Common Stock, par value \$0.01 per share of Community Health Systems, Inc.(3)				
Securities Warrants of Community Health Systems, Inc.(3)				
Debt Securities of CHS/Community Health Systems, Inc.(3)				
Guarantees of Debt Securities of CHS/Community Health Systems, Inc. by Community Health Systems, Inc. and certain subsidiaries of Community Health Systems, Inc.(3)(4)				

(1) We will determine these amounts from time to time in connection with issuances of securities registered under this registration statement.

(2) In accordance with Rules 456(b) and 457(r) under the Securities Act, we are deferring payment of all of the registration fee and will pay the registration fee subsequently in advance or on a “pay-as-you-go basis.”

(3) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. Includes an indeterminate amount of our securities as may be issued upon conversion of or exchange for, as the case may be, any other securities registered under this registration statement.

(4) No additional consideration will be received for the guarantees and, pursuant to Rule 457(n), no additional fee is required.

(5) Each depository share registered hereunder will be issued under a deposit agreement and will represent an interest in a fractional share or multiple shares of preferred stock and will be evidenced by a depository receipt.

Table of Additional Registrants

<u>Exact Name of Additional Registrants</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Affinity Health Systems, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391769
Affinity Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391873
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Biloxi H.M.A., LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	59-2754033
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Brandon HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0885458
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Campbell County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528273
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526
Carolinas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227855
Carolinas JV Holdings General, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227746

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Carolinas JV Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1744784
Carolinas JV Holdings, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227809
Central Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964329
Central States HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964397
Chester HMA, LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1231400
Chestnut Hill Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295575
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHHS Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295645
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Receivables Funding, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	80-0777467
CHS Tennessee Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	32-0465057
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
Citrus HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0195256
Clarksville Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-5498575
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627
Clinton HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1659366
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
Cocke County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528314

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College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Healthcare, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1647983
Crestwood Hospital LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964255
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413

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Fort Smith HMA, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1013889
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Gaffney H.M.A., LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-0859724
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Health Management Associates, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-0963645
Health Management Associates, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1601497
Health Management General Partner I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1721316
Health Management General Partner, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1690736
HMA Fentress County General Hospital, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-3974754
HMA Hospitals Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964154
HMA Santa Rosa Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	68-0045270
HMA Services GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1707507
HMA-TRI Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-5203380
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital Management Associates, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1410796
Hospital Management Services of Florida, LP	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5917647

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Hospital of Morristown, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0907122
Jackson Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jefferson County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528414
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kennett HMA, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248087
Key West HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0905661
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Knox Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0733895
Knoxville HMA Holdings, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528116
La Porte Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0713794
La Porte Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0722737
Lakeway Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Laredo Texas Hospital Company, L.P.	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0175530
Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lebanon HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248060
Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252

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Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Madison HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	03-0400182
Marshall County HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	38-3862800
Martin Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Mary Black Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1047528
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Metro Knoxville HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2535623
Mississippi HMA Holdings I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964464
Mississippi HMA Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964541
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
Naples HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4401957
Natchez Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1756496
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790

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Northwest Arkansas Hospitals, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5896848
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Pasco Regional Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2832978
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Poplar Bluff Regional Medical Center, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1238701
Port Charlotte HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852902
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
Punta Gorda HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0526360
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786
QHG Georgia Holdings, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023

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QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Oaks Hospital, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0626874
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
ROH, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0780035
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991

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Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Seminole HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4164241
Shelbyville Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southeast HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964613
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Southwest Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964696
Statesville HMA, LLC	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	56-2206788
Tennessee HMA Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1750499
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Triad Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926

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Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
Triad-Navarro Regional Hospital Subsidiary, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1681610
Tullahoma HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248018
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
Van Buren H.M.A., LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1725652
Venice HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852812
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762418



Community Health Systems, Inc. CHS/Community Health Systems, Inc.

Debt Securities Preferred Stock Common Stock Depositary Shares Securities Warrants Guarantees of Debt Securities

Community Health Systems, Inc. and/or CHS/Community Health Systems, Inc. may offer and sell, from time to time, in one or more offerings, any combination of the securities we describe in this prospectus. This prospectus also covers guarantees, if any, of our obligations under any debt securities, which may be provided by Community Health Systems, Inc., CHS/Community Health Systems, Inc., and/or one or more of our subsidiaries.

This prospectus describes some of the general terms that may apply to these securities. We will provide the specific terms of these securities, including their offering prices, in supplements to this prospectus. The prospectus supplements may also add, update or change information contained in this prospectus. You should carefully read this prospectus, any accompanying prospectus supplement and any documents we incorporate by reference before you invest.

These securities may be offered and sold directly by us or by any selling security holder to or through one or more underwriters, dealers and agents or directly to purchasers or through a combination of these methods, on a continuous or delayed basis. The applicable prospectus supplement will provide the names of any underwriters, dealers or agents, the specific terms of the plan of distribution, any over-allotment option and any applicable underwriting discounts and commissions.

Community Health Systems, Inc. common stock is listed on the New York Stock Exchange under the symbol "CYH." We have not yet determined whether any of the other securities that may be offered by this prospectus will be listed on any exchange, inter-dealer quotation system or over-the-counter market. If we decide to seek the listing of any such securities upon issuance, the prospectus supplement relating to those securities will disclose the exchange, quotation system or market on which the securities will be listed.

Investing in our securities involves risks. See "[Risk Factors](#)" beginning on page 5 of this prospectus. You should also consider the risk factors described in the accompanying prospectus supplement or any documents we incorporate by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is March 12, 2019.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”) utilizing the SEC’s “shelf” registration rules. Under the shelf registration rules, we and/or one or more selling security holders may, from time to time, sell in one or more offerings, any of the securities described in this prospectus.

This prospectus provides you with a general description of the securities we may sell. Each time we sell securities under this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus, the applicable prospectus supplement and the additional information described under the headings “Where You Can Find Additional Information” and “Incorporation of Certain Information by Reference” before making an investment decision. You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information in this prospectus, any accompanying prospectus supplement or any documents we incorporate by reference is accurate as of any date other than the date on the front of those documents. Our business, financial condition, results of operations and prospectus may have changed since that date.

In this prospectus “we,” “us,” “our” and the “Company” refer to Community Health Systems, Inc., a Delaware corporation, and its consolidated subsidiaries, including CHS/Community Health Systems, Inc., unless the context otherwise requires. “CHS” refers to CHS/Community Health Systems, Inc., a Delaware corporation and a wholly owned subsidiary of Community Health Systems, Inc., and none of its subsidiaries. With respect to debt securities, the term “issuer” means Community Health Systems, Inc. and/or CHS, depending on which registrant is offering the debt securities.

FORWARD-LOOKING STATEMENTS

This prospectus, any prospectus supplement and any documents we incorporate by reference may contain “forward-looking statements” within the meaning of the federal securities laws, which involve risks, assumptions and uncertainties. The accompanying prospectus supplement may also contain these types of forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “thinks,” and similar expressions are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors relating to us or the healthcare industry generally that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, but are not limited to, the following:

- general economic and business conditions, both nationally and in the regions in which we operate;
- the impact of health reform initiatives, including the Affordable Care Act, and the potential for the Affordable Care Act to be repealed or found unconstitutional or for additional changes to the law, its implementation or its interpretation (including through executive orders and court challenges);
- the extent to which states support increases, decreases or changes in Medicaid programs, implement health insurance exchanges or alter the provision of healthcare to state residents through regulation or otherwise;
- the future and long-term viability of health insurance exchanges and potential changes to the beneficiary enrollment process;

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- risks associated with our substantial indebtedness, leverage and debt service obligations, and the fact that a substantial portion of our indebtedness will mature and become due in the near future, including our ability to refinance such indebtedness on acceptable terms or to incur additional indebtedness;
- demographic changes;
- changes in, or the failure to comply with, federal, state or local laws or governmental regulations affecting our business;
- potential adverse impact of known and unknown government investigations, audits, and federal and state false claims act litigation and other legal proceedings;
- our ability, where appropriate, to enter into and maintain provider arrangements with payors and the terms of these arrangements, which may be further affected by the increasing consolidation of health insurers and managed care companies and vertical integration efforts involving payors and healthcare providers;
- changes in, or the failure to comply with, contract terms with payors and changes in reimbursement rates paid by federal or state healthcare programs or commercial payors;
- any potential additional impairments in the carrying value of goodwill, other intangible assets, or other long-lived assets, or changes in the useful lives of other intangible assets;
- changes in inpatient or outpatient Medicare and Medicaid payment levels and methodologies;
- the effects related to the continued implementation of the sequestration spending reductions and the potential for future deficit reduction legislation;
- increases in the amount and risk of collectability of patient accounts receivable, including decreases in collectability which may result from, among other things, self-pay growth and difficulties in recovering payments for which patients are responsible, including co-pays and deductibles;
- the efforts of insurers, healthcare providers, large employer groups and others to contain healthcare costs, including the trend toward value-based purchasing;
- increases in wages as a result of inflation or competition for highly technical positions and rising supply and drug costs due to market pressure from pharmaceutical companies and new product releases;
- liabilities and other claims asserted against us, including self-insured malpractice claims;
- competition;
- our ability to attract and retain, at reasonable employment costs, qualified personnel, key management, physicians, nurses and other healthcare workers;
- trends toward treatment of patients in less acute or specialty healthcare settings, including ambulatory surgery centers or specialty hospitals;
- changes in medical or other technology;
- changes in U.S. generally accepted accounting principles, or GAAP;
- the availability and terms of capital to fund any additional acquisitions or replacement facilities or other capital expenditures;
- our ability to successfully make acquisitions or complete divestitures, including the disposition of hospitals and non-hospital businesses pursuant to our portfolio rationalization and deleveraging strategy, our ability to complete any such acquisitions or divestitures on desired terms or at all, the timing of the completion of any such acquisitions or divestitures, and our ability to realize the intended benefits from any such acquisitions or divestitures;

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- the impact that changes in our relationships with joint venture or syndication partners could have on effectively operating our hospitals or ancillary services or in advancing strategic opportunities;
- our ability to successfully integrate any acquired hospitals, or to recognize expected synergies from acquisitions;
- the impact of seasonal severe weather conditions, including the timing and amount of insurance recoveries in relation to severe weather events;
- our ability to obtain adequate levels of general and professional liability insurance;
- timeliness of reimbursement payments received under government programs;
- effects related to outbreaks of infectious diseases;
- the impact of prior or potential future cyber-attacks or security breaches;
- any failure to comply with the terms of the Corporate Integrity Agreement;
- the concentration of our revenue in a small number of states;
- our ability to realize anticipated cost savings and other benefits from our current strategic and operational cost savings initiatives;
- changes in interpretations, assumptions and expectations regarding the Tax Cuts and Jobs Act of 2017; and
- the other risk factors disclosed under “Risk Factors” and elsewhere in or incorporated by reference in this prospectus and the applicable prospectus supplement.

Although we believe that these forward-looking statements are based upon reasonable assumptions, these assumptions are inherently subject to significant regulatory, economic and competitive uncertainties and contingencies, which are difficult or impossible to predict accurately and may be beyond our control. Accordingly, we cannot give any assurance that our expectations will in fact occur and caution that actual results may differ materially from those in the forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date they are made. We undertake 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.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are a reporting company under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and file annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains an Internet web site that contains reports, proxy and information statements, and other information regarding registrants, including us, that file electronically with the SEC. The public can obtain any documents that we file electronically with the SEC at the SEC’s Internet web site, <http://www.sec.gov>. Our common stock is listed on the New York Stock Exchange and all such material filed by us with the New York Stock Exchange also can be inspected at the offices of the New York Stock Exchange, 11 Wall Street Street, New York, New York 10005.

We also make available free of charge on or through the investor relations section of our Internet web site, <http://www.chs.net>, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act, as soon as reasonably practicable after we electronically file these materials with the SEC. You may also request copies of these filings at no cost by telephoning us at (615) 465-7000 or writing us at the following address: Community Health Systems, Inc., 4000 Meridian Boulevard, Franklin, TN 37067, Attention: Investor Relations. Except as set forth under “Incorporation of Certain Information by Reference,” information on our Internet web site is not incorporated by reference into this prospectus and should not be considered a part of this prospectus or the registration statement of which it is a part.

We have filed with the SEC a registration statement on Form S-3 relating to the securities covered by this prospectus. This prospectus is a part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus or any prospectus supplement to a contract or other document of ours, the reference is only a summary. For a copy of the contract or other document, you should refer to the exhibits that are a part of the registration statement or incorporated by reference into the registration statement by the filing of a Form 8-K or otherwise. You may review a copy of the registration statement and the documents we incorporate by reference through the SEC’s Internet web site referenced above.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to “incorporate by reference” into this prospectus information contained in documents that we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference into this prospectus is an important part of this prospectus, and information we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we will make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the date that the offering of the securities by means of this prospectus is terminated (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules, including Current Reports on Form 8-K furnished under Item 2.02 or Item 7.01 (including any financial statements or exhibits relating thereto furnished pursuant to Item 9.01)):

- Definitive Proxy Statement on Schedule 14A, filed on April 5, 2018;
- Annual Report on Form 10-K for the year ended December 31, 2018, filed on February 21, 2019;
- Our Current Reports on Form 8-K filed on January 11, 2019, February 20, 2019 (relating to Items 1.01 and 2.03 only), February 22, 2019, March 1, 2019, and March 6, 2019; and
- the description of our common stock in our Registration Statement on Form 8-A filed on June 5, 2000.

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You may request a copy of these filings at no cost, by writing or telephoning us as follows:

Community Health Systems, Inc.
4000 Meridian Boulevard, Franklin, TN 37067
Attn: Investor Relations Department
(615) 465-7000

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. You may also obtain a copy of these filings from the investor relations section of our Internet web site at <http://www.chs.net>. Please note, however, that the information on our Internet web site, other than the documents listed or described above, is not intended to be incorporated by reference into this prospectus and should not be considered a part of this prospectus.

OUR COMPANY

We are one of the largest publicly-traded hospital companies in the United States and a leading operator of general acute care hospitals and outpatient facilities in communities across the country. We were originally founded in 1986 and were reincorporated in 1996 as a Delaware corporation. We provide healthcare services through the hospitals that we own and operate and affiliated businesses in non-urban and selected urban markets throughout the United States. As of December 31, 2018, we owned or leased 113 hospitals with an aggregate of 18,227 licensed beds, comprised of 111 general acute care hospitals and two stand-alone rehabilitation or psychiatric hospitals. These hospitals are geographically diversified across 20 states, with the majority of our hospitals located in regional networks or in close geographic proximity to one or more of our other hospitals. We generate revenues by providing a broad range of general and specialized hospital healthcare services and outpatient services to patients in the communities in which we are located. Services provided through our hospitals and affiliated businesses include general acute care, emergency room, general and specialty surgery, critical care, internal medicine, obstetrics, diagnostic, psychiatric and rehabilitation services. We also provide additional outpatient services at urgent care centers, occupational medicine clinics, imaging centers, cancer centers and ambulatory surgery centers. An integral part of providing these services is our network of affiliated physicians at our hospitals and affiliated businesses. As of December 31, 2018, we employed approximately 2,000 physicians and an additional 1,000 licensed healthcare practitioners. Through our management and operation of these businesses, we provide standardization and centralization of operations across key business areas; strategic assistance to expand and improve services and facilities; implementation of patient safety and quality of care improvement programs and assistance in the recruitment of additional physicians and licensed healthcare practitioners to the markets in which our hospitals are located. In a number of our markets, we have partnered with local physicians or not-for-profit providers, or both, in the ownership of our facilities.

Corporate Information

Community Health Systems, Inc. was originally founded in 1986 and reincorporated in the State of Delaware on June 6, 1996. CHS/Community Health Systems, Inc. was incorporated in the State of Delaware on March 25, 1985. Our principal executive offices are located at 4000 Meridian Boulevard, Franklin, Tennessee 37067, and our telephone number is (615) 465-7000. Our web site is <http://www.chs.net>. Information on our web site shall not be deemed part of this prospectus.

RISK FACTORS

An investment in our securities involves risks, including those that are generally associated with operating in the health care industry. Before deciding to purchase any of our securities, you should carefully consider the

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risks described in the documents incorporated by reference in this prospectus and, if applicable, in any prospectus supplement used in connection with an offering of securities, including those risks identified under “Part I — Item IA. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018, which is incorporated by reference in this prospectus and which may be amended, supplemented or superseded from time to time by other reports that we subsequently file with the SEC. The risks that we discuss in the documents incorporated by reference in this prospectus are those we currently believe may materially affect our company. Additional risks not presently known to us or that we currently believe are immaterial also may materially and adversely affect our business, financial condition, results of operations and cash flows.

USE OF PROCEEDS

Unless indicated otherwise in any applicable prospectus supplement, we intend to use the net proceeds from the sale of our securities for our operations and for other general corporate purposes, including repayment or refinancing of borrowings, working capital, capital expenditures, investments, acquisitions and the repurchase of our outstanding securities. Additional information on the use of net proceeds from the sale of securities that we may offer from time to time by this prospectus may be set forth in the applicable prospectus supplement relating to a particular offering. We will not receive any of the proceeds from sales of securities by selling security holders.

DESCRIPTION OF THE SECURITIES WE MAY ISSUE

Overview

This prospectus describes the securities we may issue from time to time. The remainder of this section provides some background information about the manner in which the securities may be held. The four sections following this section of the prospectus describe the terms of the basic categories of securities that we may issue pursuant to this prospectus:

- our debt securities, which:
 - may be senior or subordinated;
 - may be secured or unsecured;
 - may be convertible or exchangeable into our common stock or other securities;
 - may be guaranteed by CHS and one or more of our other subsidiaries; or
 - may be issued by CHS rather than us and guaranteed by us and/or one or more of our other subsidiaries;
- our common stock, preferred stock and depositary shares representing fractional shares of our preferred stock; and
- warrants to purchase our debt securities, preferred stock, depositary shares or common stock.

When we refer to you, we mean those who invest in the securities being offered by this prospectus, whether they are the legal holders or only indirect holders of those securities. When we refer to your securities, we mean the securities in which you hold a direct or indirect interest.

Prospectus Supplements

This prospectus provides you with a general description of the securities we or any selling security holder may offer. Each time we or any selling security holder sell any of the securities, we or such selling security holder will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered at that time. The prospectus supplement may also add to or change information contained in this prospectus. If so, the information in the prospectus supplement should be read as superseding the information in this prospectus. You should read both this prospectus and any applicable prospectus supplement, together with additional information described under the heading “Where You Can Find Additional Information.”

Any applicable prospectus supplement to be attached to the front of this prospectus will describe the terms of any securities that we or any selling security holder offer, as well as the other specific terms related to that offering. For more details on the terms of the securities, you should read the exhibits filed with our registration statement, of which this prospectus is a part, including any future filings we will make with the SEC that are incorporated by reference into the registration statement by filing a Current Report on Form 8-K or otherwise.

Legal Ownership of Securities

Holders of Securities

Book-Entry Holders. We will issue debt securities under this prospectus in book-entry form only, unless we specify otherwise in the applicable prospectus supplement. We may, but are not obligated to, issue shares of common stock, shares of preferred stock and securities warrants under this prospectus in book-entry form. If securities are issued in book-entry form, this means the securities will be represented by one or more global securities registered in the name of a financial institution that holds them as depositary on behalf of other financial institutions that participate in the depositary’s book-entry system. These participating institutions, in turn, hold beneficial interests in the securities on behalf of themselves or their customers.

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We will only recognize the person in whose name a security is registered as the holder of that security. Consequently, for securities issued in global form, we will recognize only the depositary as the holder of the securities, and all payments on the securities will be made to the depositary. The depositary passes along the payments it receives to its participants, which in turn pass the payments along to their customers, who are the beneficial owners. The depositary and its participants do so under agreements they have made with one another or with their customers. They are not obligated to do so under the terms of the securities.

As a result, investors of securities in book-entry form will not own these securities directly. Instead, they will own beneficial interests in a global security, through a bank, broker or other financial institution that participates in the depositary's book-entry system or holds an interest through a participant. As long as the securities are issued in global form, investors will be indirect holders, and not holders, of the securities. For more information about securities issued in global form, see “— Global Securities” below.

Street Name Holders. Alternatively, we may initially issue securities under this prospectus in non-global form. We may also terminate a global security at any time after it is issued. In these cases, investors may choose to hold their securities in their own names or in “street name.” Securities held by an investor in street name would be registered in the name of a bank, broker or other financial institution that the investor chooses. In that event, the investor would hold only a beneficial interest in those securities through an account that the investor maintains at that institution.

For securities held in street name, we will recognize only the intermediary banks, brokers and other financial institutions in whose names the securities are registered as the holders of those securities and all payments on those securities will be made to them. These institutions pass along the payments they receive to their customers who are the beneficial owners, but only because they agree to do so in their customer agreements or because they are legally required to do so. Investors who hold securities in street name will be indirect holders, not holders, of those securities.

Legal Holders. We, and any third parties employed by us or acting on your behalf, including trustees, depositories and transfer agents, generally are obligated only to the legal holders of the securities. In a number of respects, we do not have obligations to investors who hold beneficial interests in global securities, in street name or by any other indirect means. This will be the case whether an investor chooses to be an indirect holder of a security or has no choice because we are issuing the securities only in global form.

For example, once we make a payment or give a notice to the legal holder, we have no further responsibility for the payment or notice even if that legal holder is required, under agreements with depositary participants or customers or by law, to pass the payment or notice along to the indirect holders but does not do so. Similarly, if we want to obtain the approval of the holders to amend an indenture, to relieve ourselves of the consequences of a default or of our obligation to comply with a particular provision of the indenture or for any other purpose, we would seek the approval only from the legal holders, and not the indirect holders, of the securities. Whether and how the legal holders contact the indirect holders is determined by the legal holders.

Special Considerations for Indirect Holders. If you hold securities through a bank, broker or other financial institution, either in book-entry form or in street name, you should check with your own institution to find out:

- how it handles securities payments and notices;
- whether it imposes fees or charges;
- how it would handle a request for the holders' consent, if ever required;
- whether and how you can instruct it to send you securities registered in your own name so you can be a legal holder, if that is permitted in the future;
- how it would exercise rights under the securities if there were a default or other event triggering the need for holders to act to protect their interests; and

- if the securities are in book-entry form, how the depository's rules and procedures will affect these matters.

Global Securities

What is a Global Security? A global security represents one or any other number of individual securities. Generally, all securities represented by the same global securities will have the same terms. We may, however, issue a global security that represents multiple securities that have different terms and are issued at different times. We call this kind of global security a master global security.

Each security issued in book-entry form will be represented by a global security that we deposit with and register in the name of a financial institution that we select or its nominee. The financial institution that is selected for this purpose is called the depository. Unless we specify otherwise in the applicable prospectus supplement, The Depository Trust Company, New York, New York, known as DTC, will be the depository for all securities issued in book-entry form. Beneficial interests in global securities will be shown on, and transfers of global securities will be reflected through, records maintained by DTC and its participants.

A global security may not be transferred to or registered in the name of anyone other than the depository or its nominee, unless special termination situations arise or as otherwise described in the applicable prospectus supplement. We describe those situations under “— Special Situations When a Global Security Will Be Terminated” below. As a result of these arrangements, the depository, or its nominee, will be the sole registered owner and holder of all securities represented by a global security, and investors will be permitted to own only beneficial interests in a global security. Beneficial interests must be held by means of an account with a broker, bank or other financial institution that in turn has an account with the depository or with another institution that does. Thus, an investor whose security is represented by a global security will not be a holder of the security, but only an indirect holder of a beneficial interest in the global security.

Special Considerations for Global Securities. As an indirect holder, an investor's rights relating to a global security will be governed by the account rules of the investor's financial institution and of the depository, as well as general laws relating to securities transfers. We do not recognize this type of investor as a holder of securities and instead will deal only with the depository that holds the global security.

If securities are issued only in the form of a global security, an investor should be aware of the following:

- an investor cannot cause the securities to be registered in the name of the investor, and cannot obtain physical certificates for the investor's interest in the securities, except in the special situations we describe below;
- an investor will be an indirect holder and must look to the investor's own broker, bank or other financial institution for payments on the securities and protection of the investor's legal rights relating to the securities, as we describe under “— Legal Ownership of Securities — Holders of Securities” above;
- an investor may not be able to sell interests in the securities to some insurance companies and to other institutions that are required by law to own their securities in non-book-entry form;
- an investor may not be able to pledge the investor's interest in a global security in circumstances where certificates representing the securities must be delivered to the lender or other beneficiary of the pledge in order for the pledge to be effective;
- the depository's policies, which may change from time to time, will govern payments, transfers, exchanges and other matters relating to an investor's interest in a global security. Neither we nor any third parties employed by us or acting on your behalf, including trustees and transfer agents, have any responsibility for any aspect of the depository's actions or for its records of ownership interests in a global security. Neither we, the trustee, the transfer agent nor any other third parties supervise the depository in any way;

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- DTC requires that those who purchase and sell interests in a global security within its book-entry system use immediately available funds and your broker, bank or other financial institution may require you to do so as well; and
- brokers, banks and other financial institutions that participate in the depositary's book-entry system, and through which an investor holds its interest in a global security, may also have their own policies affecting payments, notices and other matters relating to the security. There may be more than one financial intermediary in the chain of ownership for an investor. We do not monitor and are not responsible for the actions of any of those intermediaries.

Special Situations When a Global Security Will Be Terminated. In some situations described below, a global security will be terminated and interests in it will be exchanged for certificates in non-global form representing the securities it represented. After that exchange, the choice of whether to hold the securities directly or in street name will be up to the investor. Investors must consult their own brokers, banks or other financial institutions to find out how to have their interests in a global security transferred on termination to their own names so that they will be holders. We have described the rights of holders and street name investors above under “— Legal Ownership of Securities — Holders of Securities” above.

The special situations for termination of a global security are as follows:

- if the depositary notifies us that it is unwilling, unable or no longer qualified to continue as depositary for that global security, and we do not appoint another institution to act as depositary within a specified time period; or
- if we elect to terminate that global security.

A prospectus supplement may also list additional situations for terminating a global security that would apply to that particular series of securities covered by that prospectus supplement. If a global security is terminated, the depositary has the sole responsibility for determining the institutions in whose names the securities represented by the global security will be registered and, therefore, who will be the holders of those securities.

DESCRIPTION OF THE DEBT SECURITIES AND GUARANTEES OF DEBT SECURITIES

We may issue debt securities from time to time in one or more distinct series. The debt securities will either be senior debt securities or subordinated debt securities. Senior debt securities will be issued under a senior indenture and subordinated debt securities will be issued under a subordinated indenture, in each case as supplemented, if applicable. Unless otherwise specified in the applicable prospectus supplement, the trustee under the indentures will be Regions Bank. We will include in a supplement to this prospectus the specific terms of each series of debt securities being offered, including the terms, if any, on which a series of debt securities may be convertible into or exchangeable for common stock, preferred stock, depositary shares or other debt securities. The statements and descriptions in this prospectus or in any prospectus supplement regarding provisions of the debt securities, their indentures and their guarantees, if any, are summaries of these provisions, do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all of the provisions of the debt securities, their indentures (including any amendments or supplements we may enter into from time to time which are permitted under each indenture) and their guarantees, if any.

The applicable prospectus supplement will specify whether such debt securities will be issued by Community Health Systems, Inc. or CHS, and whether the debt securities will be guaranteed by Community Health Systems, Inc., CHS and/or one or more of our other subsidiaries. Unless otherwise specified in a prospectus supplement, the debt securities will be direct unsecured obligations of the issuer. The senior debt securities will rank equally with any of our other senior and unsubordinated debt. The subordinated debt securities will be subordinate and junior in right of payment to any or specified senior indebtedness. There may be subordinated debt securities that are senior or junior to other series of subordinated debt securities.

The applicable prospectus supplement will set forth the terms of each series of debt securities, including, if applicable:

- the title of the debt securities and whether the debt securities will be senior debt securities or subordinated debt securities;
- any limit upon the aggregate principal amount of the debt securities;
- whether the debt securities will be issued as registered securities, bearer securities or both, and any restrictions on the exchange of one form of debt securities for another and on the offer, sale and delivery of the debt securities in either form;
- the date or dates on which the principal amount of the debt securities will mature;
- if the debt securities bear interest, the rate or rates at which the debt securities bear interest and the date or dates from which interest will accrue;
- if the debt securities bear interest, the dates on which interest will be payable and the regular record dates for interest payments;
- the place or places where the payment of principal, any premium and interest will be made, where the debt securities may be surrendered for transfer or exchange and where notices or demands to or upon us may be served;
- any optional redemption provisions, which would allow us to redeem the debt securities in whole or in part;
- any sinking fund or other provisions that would obligate us to redeem, repay or purchase the debt securities;
- the denominations in which any registered securities will be issuable, and the denominations in which any bearer securities will be issuable;

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- if other than the entire principal amount, the portion of the principal amount of debt securities which will be payable upon a declaration of acceleration of the maturity of the debt securities;
- information with respect to events of default and covenants relevant to the debt securities;
- if a person other than Regions Bank is to act as trustee for the debt securities, the name and location of the corporate trust office of that trustee;
- the currency in which the debt securities will be paid or denominated;
- if the debt securities are to be payable, at our election or the election of a holder of the debt securities, in a currency other than that in which the debt securities are denominated or stated to be payable, the terms and conditions upon which that election may be made, and the time and manner of determining the exchange rate between the currency in which the debt securities are denominated or stated to be payable and the currency in which the debt securities are to be so payable;
- the designation of the original currency determination agent, if any;
- if the debt securities are issuable as indexed securities, the manner in which the amount of payments of principal, any premium and interest will be determined;
- provisions for the satisfaction and discharge of that indenture with respect to the debt securities issued under that indenture;
- the date as of which any bearer securities and any global security will be dated if other than the date of original issuance of the first debt security of a particular series to be issued;
- whether the debt securities will be issued in whole or in part in the form of a global security or securities and, in that case, any depository and global exchange agent for the global security or securities, whether the global form shall be permanent or temporary and, if applicable, the exchange date;
- if debt securities are to be issuable initially in the form of a temporary global security, the circumstances under which the temporary global security can be exchanged for definitive debt securities and whether the definitive debt securities will be registered securities, bearer securities or will be in global form and provisions relating to the payment of interest in respect of any portion of a global security payable in respect of an interest payment date prior to the exchange date;
- the extent and manner to which payment on or in respect of debt securities will be subordinated to the prior payment of our other liabilities and obligations;
- whether payment of any amount due under the debt securities will be guaranteed by one or more guarantors, including Community Health Systems, Inc. and one or more of our subsidiaries; and
- any other terms of the debt securities, which terms shall not be inconsistent with the requirements of the Trust Indenture Act of 1939, as amended.

This prospectus is part of a registration statement that does not limit the aggregate principal amount of debt securities that we may issue and provides that we may issue debt securities from time to time in one or more series under one or more indentures, in each case with the same or various maturities, at premium, at par or at a discount. Unless indicated in a prospectus supplement, we may issue additional debt securities of a particular series without the consent of the holders of the debt securities of such series outstanding at the time of the issuance. Any such additional debt securities, together with all other outstanding debt securities of that series, will constitute a single series of debt securities under the applicable indenture.

We intend to disclose any restrictive covenants for any issuance or series of debt securities in the applicable prospectus supplement.

As noted above, our debt securities may be guaranteed by CHS, Community Health Systems, Inc. and/or one or more of our other subsidiaries, if so provided in the applicable prospectus supplement or other offering

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material. Unless otherwise provided in any prospectus supplement, and as updated for the creation, acquisition, winding-up or sale of subsidiaries, to the extent there are any guarantors of any new debt securities issued by CHS, the guarantors of such new debt securities will be identical to the guarantors under the outstanding senior notes of CHS as of the date the new debt securities are issued. Unless otherwise provided in any prospectus supplement, and as updated for the creation, acquisition, winding-up or sale of subsidiaries, to the extent there are any guarantors on any new debt securities we issue, the guarantors of our new debt securities will also be identical to the guarantors under CHS's outstanding senior notes as of the date these new debt securities are issued, except that (a) as the issuer of these new debt securities, we will not be providing a guarantee on these notes, and (b) to the extent it is not a co-issuer, CHS will be a guarantor of these new debt securities. The prospectus supplement or other offering material will describe the terms of any guarantees, including, among other things, the ranking of the guarantee, the method for determining the identity of the guarantors and the conditions under which guarantees will be added or released. Any guarantees will be joint and several obligations of the guarantors. The obligations of each guarantor under its guarantee will be limited as necessary to prevent the guarantee from constituting a fraudulent conveyance or fraudulent transfer under applicable law.

DESCRIPTION OF THE CAPITAL STOCK

The following description of our capital stock is not meant to be complete and is qualified in its entirety by reference to our restated certificate of incorporation and amended and restated by-laws.

Authorized Capital

We are authorized to issue up to 400,000,000 shares of capital stock, of which 300,000,000 may be shares of common stock, par value \$0.01 per share, and 100,000,000 may be shares of preferred stock, par value \$0.01 per share. As of February 15, 2019, 116,227,225 shares of Company common stock were issued and outstanding and no shares of Company preferred stock were issued and outstanding.

Common Stock

Holders of our common stock are entitled to one vote for each share on all matters voted on by our stockholders. Holders of our common stock do not have cumulative voting rights in the election of directors. Holders of our common stock do not have any preemptive right to subscribe for or purchase any of our securities of any class or kind.

Holders of our common stock do not have any subscription, redemption or conversion privileges. Subject to the preferences or other rights of any our preferred stock that may be issued from time to time, holders of our common stock are entitled to participate ratably in dividends on our common stock as declared by our board of directors. Holders of our common stock are entitled to share ratably in all assets available for distribution to our stockholders in the event of our liquidation or dissolution, subject to distribution of the preferential amount, if any, to be distributed to holders of our preferred stock.

Preferred Stock

We may issue preferred stock from time to time in one or more distinct series. We will include in a supplement to this prospectus the specific terms of each series of preferred stock being offered, including the terms, if any, on which a series of preferred stock may be convertible into or exchangeable for common stock or debt securities. The statements and descriptions of the terms of the preferred stock in this section and any prospectus supplement is only a summary of the preferred stock that we may offer. We urge you to read carefully our restated certificate of incorporation and the certificate of designation we will file in relation to an issue of any particular series of preferred stock before you buy any preferred stock.

Our board of directors may, without further action of the stockholders, determine the following for each series of preferred stock, and the applicable prospectus supplement will set forth the terms of each series of preferred stock, including, if applicable:

- the distinctive serial designation and the number of shares;
- the dividend rate or rates, whether dividends will be cumulative and, if so, from what date, the payment date or dates for dividends, and any participating or other special rights with respect to dividends;
- any voting powers of the shares;
- whether the shares will be redeemable and, if so, the price or prices at which, and the terms and conditions on which, the shares may be redeemed;
- the amount or amounts payable upon the shares in the event of voluntary or involuntary liquidation, dissolution or winding up of us prior to any payment or distribution of our assets to any class or classes of our stock ranking junior to the preferred stock;

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- whether the shares will be entitled to the benefit of a sinking or retirement fund and, if so entitled, the amount of the fund and the manner of its application, including the price or prices at which the shares may be redeemed or purchased through the application of the fund;
- whether the shares will be convertible into, or exchangeable for, shares of any other class or of any other series of the same or any other class of our stock or the stock of another issuer, and if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments to the conversion price or rates of exchange at which the conversion or exchange may be made, and any other terms and conditions of the conversion or exchange; and
- any other preferences, privileges and powers, and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions, as our board of directors may deem advisable and as will not be inconsistent with the provisions of our restated certificate of incorporation.

The preferred stock, when issued, will be fully paid and non-assessable. Unless the applicable prospectus supplement provides otherwise, the preferred stock will have no preemptive rights to subscribe for any additional securities that may be issued by us in the future. The transfer agent and registrar for the preferred stock will be specified in the applicable prospectus supplement.

Anti-takeover effects of our certificate of incorporation and by-laws and provisions of Delaware law

General

Certain provisions of our restated certificate of incorporation and amended and restated by-laws may delay or make more difficult acquisitions or changes of control of us that are not approved by our board of directors. These provisions could have the effect of discouraging third parties from making proposals involving an acquisition or change of control of the Company, although these kinds of proposals, if made, might be considered desirable by a majority of our stockholders. These provisions may also have the effect of making it more difficult for third parties to cause the replacement of our current management without the concurrence of our board of directors.

Number of Directors; Removal; Vacancies

Our restated certificate of incorporation provides that the number of our directors will be determined from time to time exclusively by a vote of a majority of the members of our board of directors then in office. Our restated certificate of incorporation also provides that, subject to the rights of the holders of any series of preferred stock then outstanding, our board of directors has the exclusive right to fill vacancies, including vacancies created by an increase in the number of directors. This provision could have the effect of discouraging a potential acquiror from attempting to obtain control of us. Our restated certificate of incorporation further provides that, subject to the rights of the holders of any series of preferred stock then outstanding, any director elected prior to our 2010 annual meeting of stockholders or any director appointed to fill a vacancy of any director elected prior to the 2010 annual meeting of stockholders may be removed from office at any time, but only for cause, and any other director may be removed from office at any time, with or without cause, in each case at a meeting called for that purpose and only by the affirmative vote of the holders of a majority of the voting power of all of the shares of our capital stock then entitled to vote in the election of directors. This provision, in conjunction with the provision authorizing our board of directors to fill vacant directorships, could prevent our stockholders from removing certain incumbent directors without cause and filling the resulting vacancies with their own nominees.

Election of Directors

Our amended and restated by-laws provide that a nominee for director shall be elected to our board of directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election;

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provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of our stockholders for which (i) our Secretary receives a notice that a stockholder has nominated a person for election to our board of directors in compliance with the advance notice requirements for stockholder nominees set forth in our amended and restated by-laws and/or the proxy access requirements for stockholder nominees set forth in Section 15 of Article II of our amended and restated bylaws and (ii) such nomination has not been withdrawn by such stockholder on or before the 10th day before the Company first mails, provides or makes available its notice of meeting for such meeting to our stockholders. Our restated certificate of incorporation provides that, at each annual meeting of stockholders, all directors shall be elected for terms expiring at the next annual meeting of stockholders and until such director's successor shall have been elected and qualified.

Special Meetings of Stockholders

Our amended and restated by-laws provide that special meetings of stockholders, for any purpose or purposes, may only be called by our board of directors, the chairman of our board of directors or our chief executive officer.

Advance Notice for Raising Business or Making Nominations at Meetings

Our amended and restated by-laws provide that no business may be transacted at any meeting of stockholders other than business that is properly brought before the meeting in accordance with our amended and restated by-laws. To be properly brought before a meeting of stockholders, any such business must be a proper matter for stockholder action, and must be (i) specified in the Company's notice of meeting (or any supplement thereto), (ii) otherwise brought before the annual meeting by, or at the direction of, our board of directors (or any duly authorized committee thereof), or (iii) otherwise properly brought before the annual meeting by a stockholder who has given to the Company's Secretary timely written notice, in proper form, of the stockholder's intention to bring that business before the meeting. Our amended and restated by-laws further provides that only persons who are nominated by, or at the direction of, our board of directors, or who are nominated by (i) a stockholder who has given timely written notice, in proper form, to the Company's Secretary prior to an annual meeting of stockholders or a special meeting called for the purpose of electing directors, or (ii) in accordance with the proxy access provisions set forth in the amended and restated by-laws are eligible for election as directors of the Company. These provisions could make it more difficult for our stockholders to raise matters affecting control of the Company, including tender offers, business combinations or the election or removal of directors, for a stockholder vote.

Amendments to the Company's By-laws

Our restated certificate of incorporation and amended and restated by-laws provide that our board of directors and our stockholders (by affirmative vote of the holders of at least a majority of the voting power of all of issued and outstanding shares of our capital stock entitled to vote thereon) may adopt, amend, alter, rescind or repeal the by-laws of the Company.

Amendment of the Company's Certificate of Incorporation

Any proposal to amend, alter, change or repeal any provision of our restated certificate of incorporation requires approval by the affirmative vote of both a majority of the members of our board of directors then in office and a majority of the voting power of all of issued and outstanding shares of our capital stock entitled to vote thereon.

Company Preferred Stock and Additional Company Common Stock

Under our restated certificate of incorporation, our board of directors has the authority to provide by board resolution for the issuance of preferred shares in one or more series and to fix the terms and conditions of each

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such series. The authorized shares of preferred stock, as well as authorized but unissued shares of common stock, are available for issuance without further action by our stockholders, unless stockholder action is required by applicable law or the rules of the New York Stock Exchange or any other stock exchange on which any class or series of our stock may then be listed.

These provisions give the our board of directors the power to issue preferred stock, or additional shares of common stock, that could, depending on the terms of the stock, either impede or facilitate the completion of a merger, tender offer or other takeover attempt. For example, issuing new shares might impede a business combination if the terms of those shares include voting rights which enable a holder to block business combinations; alternatively, issuing new shares might facilitate a business combination if those shares have general voting rights sufficient to cause an applicable percentage vote requirement to be satisfied.

Delaware Business Combination Statute

Under certain circumstances, Section 203 of the DGCL makes it more difficult for a person who would be an “interested stockholder” to effect various business combinations with a corporation for a three-year period. However our restated certificate of incorporation currently contains a provision pursuant to which the Company elects not to be governed by Section 203 of the DGCL.

Limitations on Directors’ Liability and Indemnification

Pursuant to authority conferred by Section 102 of the DGCL, Article SIXTH of the Company’s restated certificate of incorporation eliminates the personal liability of the Company’s directors to the Company or its stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted under the law of the State of Delaware, including the DGCL. Article SIXTH further provides that any future amendment to or repeal of its terms will not adversely affect any right or protection of any director of the Company with respect to acts or omissions of such director occurring prior to such repeal or amendment. Article SIXTH also incorporates any future amendments to Delaware law which further eliminate or limit the liability of directors.

In accordance with Section 145 of the DGCL, Article SEVENTH of the Company’s restated certificate of incorporation and certain provisions of the Company’s amended and restated by-laws grant the Company’s directors and officers a right to indemnification for all expenses relating to civil, criminal, administrative or investigative procedures to which they are a party (i) by reason of the fact that they are or were directors or officers of the Company or (ii) by reason of the fact that, while they are or were directors or officers of the Company, they are or were serving at the request of the Company as directors or officers of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan. Section 5 of Article VI of the Company’s amended and restated by-laws further provides for advancement of expenses to such indemnified persons.

The Company’s amended and restated by-laws authorize the Company to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the Company’s amended and restated by-laws. The Company has obtained insurance policies insuring its directors and officers against certain liabilities.

The Company has entered into Indemnification Agreements (the “Indemnification Agreements”) with its directors and executive officers. One of the purposes of the Indemnification Agreements is to attempt to specify the extent to which persons entitled to indemnification thereunder (the “Indemnitees”) may receive indemnification. Pursuant to the Indemnification Agreements, an Indemnitee is entitled to indemnification for

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claims arising out of or in connection with the service of Indemnitee as a director or officer of the Company or of an affiliate. In the case of an action or proceeding other than an action by or in the right of the Company or CHS, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any other entity which Indemnitee is or was or will be serving at the request of the Company or CHS, or (ii) anything done or not done by Indemnitee in any such capacity. In the case of an action by or in the right of the Company or CHS, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any affiliate or (ii) anything done or not done in such capacity. The Indemnification Agreements are in addition to and are not intended to limit any rights of indemnification which are available under the Company's restated certificate of incorporation or the Company's amended and restated bylaws, or otherwise. In addition to the rights to indemnification specified therein, the Indemnification Agreements are intended to increase the certainty of receipt by the Indemnitee of the benefits to which he or she is entitled by providing specific procedures relating to indemnification.

We believe that our restated certificate of incorporation and amended and restated by-laws and insurance are necessary to attract and retain qualified persons as directors and officers.

The limitation of liability and indemnification provisions in our restated certificate of incorporation and amended and restated by-laws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and other stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers as required or allowed by these indemnification provisions.

Forum Selection

Our amended and restated by-laws provide that, unless the Company consents in writing to the selection of an alternative forum, a state or federal court located within the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or (iv) any action asserting a claim governed by the internal affairs doctrine.

Transfer Agent and Registrar

American Stock Transfer & Trust Company, LLC is the transfer agent and registrar for our common stock.

Listing

Our common stock is listed on the New York Stock Exchange under the symbol "CYH."

DESCRIPTION OF THE DEPOSITARY SHARES

This section describes the general terms and provisions of the depositary shares that we may offer by this prospectus. The applicable prospectus supplement will describe the specific terms of the depositary shares then offered, and the terms and provisions described in this section will apply only to the extent not superseded by the terms of the applicable prospectus supplement.

We may elect to offer depositary shares represented by depositary receipts. If we so elect, each depositary share will represent a fractional interest in a share of preferred stock or multiple shares of preferred stock with the amount of the preferred shares to be specified in the applicable prospectus supplement. If we issue depositary shares representing interests in shares of preferred stock, those shares of preferred stock will be deposited with a depositary.

The shares of any series of preferred stock underlying the depositary shares will be deposited under a separate deposit agreement between us and a bank or trust company having its principal office in the United States and having a combined capital and surplus of at least \$50 million. The applicable prospectus supplement will set forth the name and address of the depositary. The transfer agent and registrar for any depositary shares will also be specified in the applicable prospectus supplement. Subject to the terms of the deposit agreement, each owner of a depositary share will have a pro rata interest in all the rights and preferences of the preferred stock underlying the depositary share. Those rights include any dividend, voting, redemption, conversion, exchange and liquidation rights.

The depositary shares will be evidenced by depositary receipts issued under the deposit agreement. If you purchase interests in shares of the related series of preferred stock, you will receive depositary receipts as described in the applicable prospectus supplement. While the final depositary receipts are being prepared, we may order the depositary to issue temporary depositary receipts substantially identical to the final depositary receipts although not in final form. The holders of the temporary depositary receipts will be entitled to the same rights as if they held the depositary receipts in final form. Holders of the temporary depositary receipts can exchange them for the final depositary receipts at our expense.

DESCRIPTION OF THE SECURITIES WARRANTS

This section describes the general terms and provisions of the securities warrants that we may offer by this prospectus. The applicable prospectus supplement will describe the specific terms of the securities warrants then offered, and the terms and provisions described in this section will apply only to the extent not superseded by the terms of the applicable prospectus supplement.

We may issue securities warrants for the purchase of senior debt securities, subordinated debt securities, preferred stock, depositary shares or common stock. Securities warrants may be issued alone or together with senior debt securities, subordinated debt securities, preferred stock, depositary shares or common stock offered by any prospectus supplement and may be attached to or separate from those securities. Each series of securities warrants will be issued under a warrant agreement between us and a bank or trust company, as warrant agent, which will be described in the applicable prospectus supplement. The warrant agent will act solely as our agent in connection with the securities warrants and will not act as an agent or trustee for any holders or beneficial holders of securities warrants.

If securities warrants for the purchase of senior debt securities, subordinated debt securities, preferred stock, depositary shares or common stock are offered, the applicable prospectus supplement will describe the terms of those securities warrants, including the following if applicable:

- the offering price;
- the currencies in which the securities warrants are being offered;
- the date on and after which the holder of the securities warrants can transfer them separately from any other securities that were offered in conjunction with the warrants;
- the terms of the senior debt securities, subordinated debt securities, preferred stock, depositary shares or common stock into which the securities warrants are exercisable as previously described under “Description of the Debt Securities and Guarantees of Debt Securities” and “Description of the Capital Stock,” as applicable;
- the date on which the right to exercise the securities warrants begins and the date on which the right expires; and
- any other terms of the securities warrants.

PLAN OF DISTRIBUTION

General

We and/or one or more selling security holders may offer and sell securities in one or more transactions from time to time to or through underwriters, who may act as principals or agents, directly to other purchasers or through agents to other purchasers or through any combination of these methods.

A prospectus supplement relating to a particular offering of securities will include the following information, as applicable:

- the terms of the offering;
- the names of any underwriters or agents;
- the purchase price of the securities;
- the net proceeds to us from the sale of the securities;
- any delayed delivery arrangements;
- any underwriting discounts and other items constituting underwriters' compensation;
- any initial public offering price; and
- any discounts or concessions allowed or reallocated or paid to dealers.

The distribution of the securities may be effected from time to time in one or more transactions at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices.

Underwriting Compensation

We and/or one or more selling security holders may offer these securities to the public through underwriting syndicates represented by managing underwriters or through underwriters without an underwriting syndicate. If underwriters are used for the sale of securities, the securities will be acquired by the underwriters for their own account. The underwriters may resell the securities in one or more transactions, including in negotiated transactions at a fixed public offering price or at varying prices determined at the time of sale. In connection with any such underwritten sale of securities, underwriters may receive compensation from us or from purchasers for whom they may act as agents, in the form of discounts, concessions or commissions. Underwriters may sell securities to or through dealers, and the dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agents.

If we use an underwriter or underwriters in the sale of particular securities, we will execute an underwriting agreement with those underwriters at the time of sale of those securities. The names of the underwriters will be set forth in the prospectus supplement used by the underwriters to sell those securities. Unless otherwise indicated in the prospectus supplement relating to a particular offering of securities, the obligations of the underwriters to purchase the securities will be subject to customary conditions precedent and the underwriters will be obligated to purchase all of the securities offered if any of the securities are purchased.

Underwriters, dealers and agents that participate in the distribution of securities may be deemed to be underwriters under the Securities Act. Any discounts or commissions received by them and any profit realized by them on the resale of securities may be deemed to be underwriting discounts and commissions under the Securities Act.

Indemnification

We may enter agreements under which underwriters, dealers and agents who participate in the distribution of securities may be entitled to indemnification by us against various liabilities, including liabilities under the

Securities Act, and to contribution with respect to payments which the underwriters, dealers or agents may be required to make.

Related Transactions

Various of the underwriters, dealers and agents who participate in the distribution of securities, and their affiliates, may perform various commercial banking and investment banking services for us from time to time in the ordinary course of business.

Delayed Delivery Contracts

We may authorize underwriters or other persons acting as our agents to solicit offers by institutions to purchase securities from us pursuant to contracts providing for payment and delivery on a future date. These institutions may include commercial and savings banks, insurance companies, pension funds, investment companies, educational and charitable institutions and others, but in all cases we must approve these institutions. The obligations of any purchaser under any of these contracts will be subject to the condition that the purchase of the securities will not at the time of delivery be prohibited under the laws of the jurisdiction to which such purchaser is subject. The underwriters and other agents will not have any responsibility in respect of the validity or performance of these contracts.

Price Stabilization and Short Positions

If underwriters or dealers are used in the sale, until the distribution of the securities is completed, rules of the SEC may limit the ability of any underwriters to bid for and purchase the securities. As an exception to these rules, representatives of any underwriters are permitted to engage in transactions that stabilize the price of the securities. These transactions may consist of bids or purchases for the purpose of pegging, fixing or maintaining the price of the securities. If the underwriters create a short position in the securities in connection with the offering (that is, if they sell more securities than are set forth on the cover page of the prospectus supplement) the representatives of the underwriters may reduce that short position by purchasing securities in the open market.

We make no representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the securities. In addition, we make no representation that the representatives of any underwriters will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

LEGAL MATTERS

Unless otherwise specified in the applicable prospectus supplement, certain legal matters regarding the validity of the securities offered hereby and certain matters under Delaware and Texas law will be passed upon for us by Simpson Thacher & Bartlett LLP, New York, New York. Unless otherwise specified in the applicable prospectus supplement, certain matters under Alabama, Mississippi and North Carolina law will be passed upon for us by Bradley Arant Boult Cummings LLP; certain matters under Arkansas law will be passed upon for us by Kutak Rock LLP; certain matters under Arizona law will be passed upon for us by Snell & Wilmer L.L.P.; certain matters under Florida law will be passed upon for us by Buchanan Ingersoll & Rooney PC; certain matters under Georgia law will be passed upon for us by King & Spalding LLP; certain matters under Indiana law will be passed upon for us by Bingham Greenebaum Doll LLP; certain matters under Missouri law will be passed upon for us by Husch Blackwell LLP; certain matters under New Jersey and Pennsylvania law will be passed upon for us by Ballard Spahr LLP; certain matters under New Mexico law will be passed upon for us by Montgomery & Andrews, P.A.; certain matters under Oklahoma law will be passed upon for us by McAfee & Taft A Professional Corporation; certain matters under South Carolina law will be passed upon for us by Parker Poe Adams & Bernstein LLP; certain matters under Tennessee law will be passed upon for us by Bass, Berry & Sims PLC; certain matters under Virginia law will be passed upon for us by Hancock, Daniel & Johnson, P.C.; and certain matters under West Virginia law will be passed upon for us by Steptoe & Johnson PLLC.

EXPERTS

The consolidated financial statements, and the related financial statement schedule, incorporated in this prospectus by reference from Community Health Systems, Inc.'s Annual Report on Form 10-K, and the effectiveness of Community Health System, Inc. and its subsidiaries' internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such financial statements and financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following is a statement of the estimated expenses, to be paid solely by the registrant, of the issuance and distribution of the securities being registered hereby:

	Amount To be Paid
SEC registration fee	\$ (1)
Printing and engraving expenses	\$ (2)
Accounting fees and expenses	\$ (2)
Legal fees and expenses	\$ (2)
Rating agency fees and expenses	\$ (2)
Trustee's fees and expenses	\$ (2)
Miscellaneous expenses	\$ (2)
Total	\$ (2)

- (1) In accordance with Rules 456(b) and 457(r), we are deferring payment of the registration fee.
- (2) As the amount of securities to be issued, offered and sold pursuant to this registration statement is indeterminate, the actual amount of such fees and expenses cannot be estimated at this time. An estimate of the aggregate amount of these expenses will be reflected in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers

Pursuant to authority conferred by Section 102 of the DGCL, Article SIXTH of the Company's restated certificate of incorporation eliminates the personal liability of the Company's directors to the Company or its stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted under the law of the State of Delaware, including the DGCL. Article SIXTH further provides that any future amendment to or repeal of its terms will not adversely affect any right or protection of any director of the Company with respect to acts or omissions of such director occurring prior to such repeal or amendment. Article SIXTH also incorporates any future amendments to Delaware law which further eliminate or limit the liability of directors.

In accordance with Section 145 of the DGCL, Article SEVENTH of the Company's restated certificate of incorporation and certain provisions of the Company's amended and restated by-laws grant the Company's directors and officers a right to indemnification for all expenses relating to civil, criminal, administrative or investigative procedures to which they are a party (i) by reason of the fact that they are or were directors or officers of the Company or (ii) by reason of the fact that, while they are or were directors or officers of the Company, they are or were serving at the request of the Company as directors or officers of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan. Section 5 of Article VI of the Company's amended and restated by-laws further provides for advancement of expenses to such indemnified persons.

The Company's amended and restated by-laws authorize the Company to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the Company's amended and restated by-laws. The Company has obtained insurance policies insuring its directors and officers against certain liabilities.

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The Company has entered into Indemnification Agreements (the “Indemnification Agreements”) with its directors and executive officers. One of the purposes of the Indemnification Agreements is to attempt to specify the extent to which persons entitled to indemnification thereunder (the “Indemnitees”) may receive indemnification. Pursuant to the Indemnification Agreements, an Indemnitee is entitled to indemnification for claims arising out of or in connection with the service of Indemnitee as a director or officer of the Company or of an affiliate. In the case of an action or proceeding other than an action by or in the right of the Company or CHS, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any other entity which Indemnitee is or was or will be serving at the request of the Company or CHS, or (ii) anything done or not done by Indemnitee in any such capacity. In the case of an action by or in the right of the Company or CHS, the Indemnification Agreements provide that Indemnitee is entitled to indemnification for claims relating to (i) the fact that Indemnitee is or was an officer or director of the Company or any affiliate or (ii) anything done or not done in such capacity. The Indemnification Agreements are in addition to and are not intended to limit any rights of indemnification which are available under the Company’s restated certificate of incorporation or the Company’s amended and restated bylaws, or otherwise. In addition to the rights to indemnification specified therein, the Indemnification Agreements are intended to increase the certainty of receipt by the Indemnitee of the benefits to which he or she is entitled by providing specific procedures relating to indemnification.

The following is a summary of the statutes, charter and bylaw provisions or other arrangements under which the registrants’ directors and officers are indemnified against liability in their capacities as such.

Alabama Registrants

Foley Hospital Corporation and QHG of Enterprise, Inc. are incorporated or organized under the laws of the State of Alabama.

Section 10A-2-8.51 and Section 10A-2-8.56 of the Alabama Business Corporation Law allows corporations to indemnify an individual made a party to a proceeding because he or she is or was a director, officer, employee or agent against liability incurred in the proceeding if: (i) the individual conducted himself or herself in good faith; (ii) the individual reasonably believed, in the case of conduct in official capacity with the corporation, that the conduct was in its best interests and in all other cases, that the conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful. A corporation may not indemnify a director, officer, employee or agent if, in connection with a proceeding by or in the right of the corporation, the individual was adjudged liable to the corporation or, in connection with any other proceeding charging improper personal benefit, the individual was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 10A-2-8.52 and Section 10A-2-8.56 of the Alabama Business Corporation Law requires corporations to indemnify a director or officer who was successful in the defense of any proceeding, or any claim, issue or matter in the proceeding, where he or she was a party because he or she is or was a director or officer of the corporation, against reasonable expenses incurred in connection therewith.

The Articles of Incorporation of Foley Hospital Corporation provide for the indemnification of directors and officers, as well as agents and employees if authorized by the Board of Directors, to the fullest extent permitted by the Alabama Business Corporation Law.

The Bylaws of QHG of Enterprise, Inc. provide for the indemnification of directors and officers to the fullest extent permitted by the laws of the state in which indemnification is sought.

Arizona Registrant

Bullhead City Hospital Corporation is incorporated under the laws of the State of Arizona.

Section 10-851 of the Arizona Business Corporations Act (“ABCA”) permits a corporation to indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if all of the following conditions exist: (a) the individual’s conduct was in good faith; (b) the individual reasonably believed in the case of conduct in an official capacity with the corporation, that the conduct was in its best interests and in all other cases, that the conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful. Section 10-851 also permits a corporation to indemnify an individual made a party to a proceeding because the director engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation pursuant to section 10-202, subsection B, paragraph 2 of the Arizona Revised Statutes. The termination of a proceeding by judgment, order, settlement or conviction or on a plea of no contest or its equivalent is not of itself determinative that the director did not meet the standard of conduct described in this section. Under Arizona Revised Statutes, a corporation may not indemnify a director under this section either: (a) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or (b) in connection with any other proceeding charging improper financial benefit to the director, whether or not involving action in the director’s official capacity, in which the director was adjudged liable on the basis that financial benefit was improperly received by the director. Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Under Section 10-856 of the ABCA, a corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because the individual is or was an officer of the corporation: (1) to the same extent as a director and (2) if the individual is an officer but not a director, or if the officer is also a director, but the basis on which the officer is made a party to the proceeding is an act or omission solely as an officer, to the further extent as may be provided by the articles of incorporation, the bylaws, a resolution of the board of directors, or a contract, except for (a) liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding and (b) liability arising out of conduct that constitutes (i) receipt of a financial benefit to which the officer is not entitled, (ii) an intentional infliction of harm on the corporation or the shareholders, or (iii) an intentional violation of criminal law.

Under the ABCA, in order for a corporation to indemnify a director or officer, except in a case where such indemnification is mandatory or upon a court order as described below, a majority of the corporation’s disinterested directors, special legal counsel, or the disinterested shareholders must find that the individual met the applicable standard of conduct. Indemnification under the ABCA is permissive, except in the event of a successful defense, in which case a director or officer must be indemnified against reasonable expenses incurred in connection with the proceeding unless such indemnification is limited by the articles of incorporation. In addition, the ABCA requires Arizona corporations to indemnify any “outside director” (a director who is not an officer, employee or holder of more than five percent of any class of the corporation’s stock or the stock of any affiliate of the corporation) against liability unless (i) the corporation’s articles of incorporation limit such indemnification, (ii) the director is adjudged liable in a proceeding for which indemnification is not allowed as described in the first paragraph above, or (iii) a court determines, before payment to the outside director, that the director failed to meet the applicable standard of conduct as described in the first paragraph above. With certain limitations, a court may also order that an individual be indemnified if the court finds that the individual is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not the individual has met the applicable standard of conduct or was adjudged liable as described in the first paragraph above.

The Bylaws of Bullhead City Hospital Corporation provide for the indemnification of directors and officers to the fullest extent permitted by the Arizona Revised Statutes.

Arkansas Registrants

Fort Smith HMA, LLC, MCSA, L.L.C., QHG of Springdale, Inc., Triad-El Dorado, Inc., and Van Buren H.M.A., LLC are all incorporated or organized under the laws of the State of Arkansas.

Section 4-32-404 of Arkansas' Small Business Entity Tax Pass Through Act provides that a limited liability company's operating agreement may: (a) eliminate or limit the personal liability of a member or manager for monetary damages for breach of any duty provided for in Section 4-32-402 and (b) provide for indemnification of a member or manager for judgments, settlements, penalties, fines, or expenses incurred in a proceeding to which a person is a party because the person is or was a member or manager.

Section 4-27-850 of the Arkansas Business Corporation Act of 1987 allows a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Amended and Restated Limited Liability Company Agreements of each of Fort Smith HMA, LLC and Van Buren H.M.A., LLC and the Third Amended and Restated Limited Liability Company Agreement of MCSA, L.L.C. provide for the indemnification of any officer or director of the company from and against any and all reasonable expenses (including reasonable attorneys' fees), judgments, taxes, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement incurred by such person in connection with defending any threatened, pending, or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person is or was a director or officer of the company, or is or was serving at the request of the company as a director, officer, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans, provided the director or officer has acted in good faith with the care an officer of an Arkansas corporation of like position would exercise under similar circumstances, and in a manner reasonably believed by them to be in the best interests of the Company, and with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

The Bylaws of QHG of Springdale, Inc. state that the corporation shall indemnify each present and future director and officer and any person who may serve at its request as a director or officer of another corporation to the extent required and to the extent permitted by the laws of the state in which indemnification is sought.

The By-Laws of Triad-El Dorado, Inc. generally provide that the corporation shall indemnify its officers and directors against all reasonable expense incurred by them in defending claims or suits, irrespective of the time of occurrence of the claims or causes of action in such suits, made or brought against them as officers or directors of the corporation, and against all liability in such suits, except in such cases as involve gross negligence or willful misconduct in the performance of their duties.

Delaware Registrants

Abilene Hospital, LLC, Abilene Merger, LLC, Affinity Health Systems, LLC, Affinity Hospital, LLC, Berwick Hospital Company, LLC, Birmingham Holdings II, LLC, Birmingham Holdings, LLC, Bluefield Holdings, LLC, Bluefield Hospital Company, LLC, Bluffton Health System LLC, Brownwood Hospital, L.P., Brownwood Medical Center, LLC, Bullhead City Hospital Investment Corporation, Carlsbad Medical Center, LLC, Carolinas Holdings, LLC, Carolinas JV Holdings General, T ; Carolinas JV Holdings II, LLC, Carolinas JV Holdings, L.P., Central Florida HMA Holdings, LLC, Central States HMA Holdings, LLC, Chestnut Hill Health System, LLC, CHHS Holdings, LLC, CHHS Hospital Company, LLC, CHS/Community Health Systems, Inc., CHS Pennsylvania Holdings, LLC, CIIS Receivables Funding, LLC, CIIS Tennessee Holdings, LLC, CIIS Virginia Holdings, LLC, Clarksville Holdings II, LLC, Clarksville Holdings, LLC, Cleveland Tennessee Hospital Company, LLC, College Station Hospital, L.P., College Station Medical Center, LLC, College Station Merger, LLC, Community Health Investment Company, LLC, Community Health Systems, Inc., 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, DHFW Holdings, LLC, Dukes Health System, LLC, Florida HMA Holdings, LLC, Gadsden Regional Medical Center, LLC, 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 Hospitals Holdings, LP, HMA Services GP, LLC, HMA-TRI Holdings, LLC, Hobbs Medco, LLC, Kirksville Hospital Company, LLC, Knox Hospital Company, LLC, La Porte Health System, LLC, La Porte Hospital Company, LLC, Lancaster Hospital Corporation, Las Cruces Medical Center, LLC, Lea Regional Hospital, LLC, Longview Clinic Operations Company, LLC, Longview Medical Center, L.P., Longview Merger, LLC, LRH, LLC, Lutheran Health Network of Indiana, LLC, Mary Black Health System LLC, Medical Center of Brownwood, LLC, Mississippi HMA Holdings I, LLC, Mississippi HMA Holdings IT, LLC, Moberly Hospital Company, LLC, Natchez Hospital Company, LLC, National Healthcare of Leesville, Inc., Navarro Hospital, L.P., Navarro Regional, LLC, NC-DSH, LLC, Northwest Arkansas Hospitals, LLC, Northwest Hospital, LLC, NOV Holdings, LLC, NRH, LLC, Oro Valley Hospital, LLC, Palmer-Wasilla Health System, LLC, Pennsylvania Hospital Company, LLC, Phoenixville Hospital Company, LLC, Pottstown Hospital Company, LLC, QHG Georgia Holdings II, LLC, QHG Georgia Holdings, Inc., QHG of Bluffton Company, LLC, QHG of Fort Wayne Company, LLC, Regional Hospital of Longview, LLC, Ruston Hospital Corporation, Ruston Louisiana Hospital Company, LLC, SACMC, LLC, 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, Siloam Springs Arkansas Hospital Company, LLC, Siloam Springs Holdings, LLC, Southeast HMA Holdings, LLC, Southern Texas Medical Center, LLC, Southwest Florida HMA Holdings, 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-Navarro Regional Hospital Subsidiary, LLC, Tunkhannock Hospital Company, LLC, VHC Medical, LLC, Vicksburg Healthcare, LLC, Victoria Hospital, LLC, Victoria of Texas, L.P., Webb Hospital Corporation, Webb Hospital Holdings, LLC, Wesley Health System LLC, WHMC, LLC, Wilkes-Barre Behavioral Hospital Company, LLC, Wilkes-Barre Holdings, LLC, Wilkes-Barre Hospital Company, LLC, Woodland Heights Medical Center, LLC, and Woodward Health System, LLC are all incorporated or organized under the laws of the State of Delaware.

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act provides that a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever.

Section 18-108 of the Delaware Limited Liability Company Act provides that a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

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Section 145 of the Delaware General Corporation Law, or the DGCL, provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal actions or proceedings, had no reasonable cause to believe that such person's conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of such corporation to procure a judgment in its favor, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the director's fiduciary duty of care, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

The Limited Partnership Agreements of each of Brownwood Hospital, L.P., College Station Hospital, L.P., Longview Medical Center, L.P., Navarro Hospital, L.P., and Victoria of Texas, L.P. provide, to the fullest extent authorized by the Delaware Revised Uniform Limited Partnership Act, for the indemnification of the General Partner of the companies from and against any and all claims and demands arising by reason of the fact that such person is, or was, General Partner of the companies. The Limited Partnership Agreements of Crestwood Healthcare, L.P. and Longview Medical Center, L.P. provide for the indemnification of the General Partner from any liability or damage incurred or suffered by the General Partner in connection with any act or omission in connection with the partnership's business, except for any act or omission constituting willful misconduct or gross negligence. The Limited Partnership Agreements of Carolinas JV Holdings, L.P., Health Management Associates, LP, HMA Hospitals Holdings, LP and Tennessee HMA Holdings, LP are silent as to indemnification.

The Limited Liability Company Agreements of each of Abilene Hospital, LLC, Abilene Merger, LLC, Affinity Hospital, LLC, Birmingham Holdings, LLC, Bluffton Health System LLC, Brownwood Medical Center, LLC, Carlsbad Medical Center, LLC, CHHS Hospital Company, LLC, Clarksville Holdings, LLC, College Station Medical Center, LLC, College Station Merger, LLC, CP Hospital GP, LLC, CPLP, LLC, Crestwood Hospital, LLC, Crestwood Hospital LP, LLC, CSMC, LLC, Deaconess Holdings, LLC, Deaconess Hospital Holdings, LLC, Desert Hospital Holdings, LLC, Detar Hospital, LLC, Dukes Health System, LLC, Gadsden Regional Medical Center, LLC, GRMC Holdings, LLC, Hobbs Medco, LLC, Knox Hospital Company, LLC, La Porte Hospital Company, LLC, Las Cruces Medical Center, LLC, Lea Regional Hospital, LLC, Longview Merger, LLC, LRH, LLC, Lutheran Health Network of Indiana, LLC, Medical Center of Brownwood, LLC, Navarro Regional, LLC, Northwest Hospital, LLC, NOV Holdings, LLC, NRH, LLC, Oro Valley Hospital, LLC, Palmer-Wasilla Health System, LLC, Regional Hospital of Longview, LLC, Ruston Louisiana Hospital Company, LLC, SACMC, LLC, San Angelo Community Medical Center, LLC, San Angelo Medical, LLC,

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Southern Texas Medical Center, LLC, Triad Holdings III, LLC, Triad Holdings IV, LLC, Triad Holdings V, LLC, Triad of Alabama, LLC, Triad-ARMC, LLC, Triad-Navarro Regional Hospital Subsidiary, LLC, VHC Medical, LLC, Vicksburg Healthcare, LLC, Victoria Hospital, LLC, Wesley Health System LLC, WHMC, LLC, Woodland Heights Medical Center, LLC, and Woodward Health System, LLC, provide, to the fullest extent authorized by the Delaware Limited Liability Company Act, for the indemnification of any member, manager, director, officer or employee of the companies, as applicable, from and against any and all claims and demands arising by reason of the fact that such person is, or was, a member, manager, officer, director or employee of the companies, as applicable.

The Limited Liability Company Agreements of each of Affinity Health Systems, LLC, Berwick Hospital Company, LLC, Birmingham Holdings II, LLC, Bluefield Holdings, LLC, Bluefield Hospital Company, LLC, Carolinas Holdings, LLC, Carolinas JV Holdings General, LLC, Carolinas JV Holdings II, LLC, Central Florida HMA Holdings, LLC, Central States HMA Holdings, LLC, Chestnut Hill Health System, LLC, CHHS Holdings, LLC, CHS Pennsylvania Holdings, LLC, CHS Receivables Funding, LLC, CHS Tennessee Holdings, LLC, CHS Virginia Holdings, LLC, Clarksville Holdings II, LLC, Cleveland Tennessee Hospital Company, LLC, Community Health Investment Company, LLC, DHFW Holdings, LLC, Florida HMA Holdings, LLC, Hallmark Healthcare Company, LLC, Health Management Associates, LLC, Health Management General Partner I, LLC, Health Management General Partner, LLC, HMA Services GP, LLC, HMA-TRI Holdings, LLC, Kirksville Hospital Company, LLC, La Porte Health System, LLC, Longview Clinic Operations Company, LLC, Mary Black Health System LLC, Mississippi HMA Holdings I, LLC, Mississippi HMA Holdings II, LLC, Moberly Hospital Company, LLC, Natchez Hospital Company, LLC, NC-DSH, LLC, Northwest Arkansas Hospitals, LLC, Pennsylvania Hospital Company, LLC, Phoenixville Hospital Company, LLC, Pottstown Hospital Company, LLC, QHG Georgia Holdings II, LLC, QHG of Bluffton Company, LLC, QHG of Fort Wayne Company, LLC, Scranton Holdings, LLC, Scranton Hospital Company, LLC, Scranton Quincy Holdings, LLC, Scranton Quincy Hospital Company, LLC, Siloam Springs Arkansas Hospital Company, LLC, Siloam Springs Holdings, LLC, Southeast HMA Holdings, LLC, Southwest Florida HMA Holdings, LLC, Tennyson Holdings, LLC, Tomball Texas Holdings, LLC, Tomball Texas Hospital Company, LLC, Triad Healthcare, LLC, Triad Nevada Holdings, LLC, Tunkhannock Hospital Company, LLC, Webb Hospital Holdings, LLC, Wilkes-Barre Behavioral Hospital Company, LLC, Wilkes-Barre Holdings, LLC, and Wilkes-Barre Hospital Company, LLC provide for the indemnification of any officer or director of the companies from and against any and all claims and demands arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer has acted in good faith, in a manner reasonably believed by them to be in the best interests of the Company, and has no reasonable cause to believe their conduct was unlawful.

The Bylaws and/or Certificate of Incorporation of each of Community Health Systems, Inc., CHS/Community Health Systems, Inc., Bullhead City Hospital Investment Corporation, Lancaster Hospital Corporation, National Healthcare of Leesville, Inc., QHG Georgia Holdings, Inc., Ruston Hospital Corporation, and Webb Hospital Corporation provide for the indemnification of all current and former directors and officers to the fullest extent permitted by the DGCL.

Florida Registrants

Citrus HMA, LLC, HMA Santa Rosa Medical Center, LLC, Hospital Management Associates, LLC, Hospital Management Services of Florida, LP, Key West HMA, LLC, Naples HMA, LLC, Pasco Regional Medical Center, LLC, Port Charlotte HMA, LLC, Punta Gorda HMA, LLC, and Venice HMA, LLC are incorporated or organized under the laws of the State of Florida.

Section 620.1406 of the Florida Revised Uniform Limited Partnership Act of 2005 (“FRULPA”) states that a limited partnership shall reimburse a general partner for payments made and indemnify a general partner for liabilities incurred by the general partner in the ordinary course of activities of the partnership or for the preservation of its activities or property if such payments were made or such liabilities were incurred in good faith and either in the furtherance of the limited partnership’s purposes or the ordinary scope of its activities.

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Section 605.0408 of the Florida Revised Limited Liability Company Act (the “FRLCA”) permits a limited liability company to indemnify and hold harmless a person with respect to a claim or demand against the person and a debt, obligation, or other liability incurred by the person by reason of the person’s former or present capacity as a member or manager if the claim, demand, debt, obligation, or other liability does not arise from the person’s breach of Sections 605.0405 (limitations on distributions), 605.0407 (management of limited liability company), 605.04071 (delegation of rights and powers to manage), 605.04072 (selection and terms of managers in a manager- managed limited liability company), 605.04073 (voting rights of members and managers), 605.04074 (agency rights of members and managers), or 605.04091 (standards of conduct for members and managers) of the FRLCA. Pursuant to Section 605.0105(3) of the FRLCA, a limited liability company’s operating agreement may not provide for indemnification for a member or manager under Section 605.0408 for any of the following: (i) conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law; (ii) a transaction from which the member or manager derived an improper personal benefit; (iii) a circumstance under which the liability provisions of s. 605.0406 (liability for improper distributions) are applicable; (iv) a breach of duties or obligations under Section 605.04091 (standards of conduct for members and managers), taking into account a variation of such duties and obligations provided for in the operating agreement to the extent allowed by Section 605.0105(4).

The Limited Partnership Agreement of Hospital Management Services of Florida, LP is silent with respect to indemnification.

The Operating Agreements of each of Citrus HMA, LLC, HMA Santa Rosa Medical Center, LLC, Hospital Management Associates, LLC, Key West HMA, LLC, Naples HMA, LLC, Pasco Regional Medical Center, LLC, Port Charlotte HMA, LLC, Punta Gorda HMA, LLC and Venice HMA, LLC (collectively, the “Florida LLCs,” and each, a “Florida LLC”) provide for the indemnification of the respective managers and officers of the Florida LLCs against reasonable expenses (including reasonable attorneys’ fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement, incurred by such person in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person is or was a manager or officer of a Florida LLC, or is or was serving at the request of a Florida LLC as a manager, officer, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans, provided that (i) the manager or officer has met the standard of conduct described in the Operating Agreement (described below), and (ii) indemnification does not violate the provisions of Section 605.0105 of the Florida Statutes.

With respect to the aforementioned standard of conduct, the Operating Agreements of each of the Florida LLCs provide that the managers and officers of a Florida LLC shall not be liable, responsible or accountable in damages to the member or the Florida LLC on account of such manager’s or officer’s status as a manager or officer of the Florida LLC or by reason of any act or omission related to the business of the Florida LLC performed or omitted by them in good faith with the care an officer of a Florida limited liability company of like position would exercise under similar circumstances and in a manner reasonably believed by them to be in the best interests of the Florida LLC, and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. To the extent that, at law or in equity, a manager or officer of a Florida LLC has duties (including fiduciary duties) and liabilities relating thereto to the Florida LLC, the member or any other person, such manager or officer acting under the Operating Agreement of the Florida LLC shall not be liable to the Florida LLC, the member or any other person for breach of fiduciary duty for its good faith reliance on the provisions of such Operating Agreement, and the provisions of such Operating Agreement, to the extent that they restrict or eliminate the duties (including fiduciary duties) and liabilities relating thereto of a manager or officer otherwise existing at law or in equity, replace such other duties and liabilities of such manager or officer; provided, however, that the foregoing shall not be interpreted or construed so as to eliminate or restrict any fiduciary duty, including, but not limited to, the duties of loyalty, care, good faith and fair dealing, in such a manner as to be contrary to the provisions of Section 605.0105 of the FRLCA.

Georgia Registrants

QHG Georgia, LP is organized under the laws of the State of Georgia.

Section 14-9-108 of the Georgia Revised Uniform Limited Partnership Act provides for the indemnification of partners by the partnership from and against any and all claims and demands whatsoever, except for (1) intentional misconduct or a knowing violation of law; or (2) any transaction for which the Indemnitee received a personal benefit in violation or breach of any provision of the partnership agreement subject to any limitations set forth in the partnership agreement.

The Agreement of Limited Partnership of QHG Georgia, LP provides for the indemnification of the general partner to the fullest extent permitted by the Georgia Revised Uniform Limited Partnership Act.

Indiana Registrants

Frankfort Health Partner, Inc. and QHG of Clinton County, Inc. are incorporated under the laws of the State of Indiana.

Under Section 23-1-37-8 of the Indiana Business Corporation Law, a corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if: (1) the individual's conduct was in good faith; and (2) the individual reasonably believed: (A) in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interests; and (B) in all other cases, that the individual's conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, the individual either: (A) had reasonable cause to believe the individual's conduct was lawful; or (B) had no reasonable cause to believe the individual's conduct was unlawful. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a)(2)(B).

The Bylaws of each of Frankfort Health Partner, Inc. and QHG of Clinton County, Inc. provide for the indemnification of directors and officers to the fullest extent permitted by the Indiana Business Corporation Law.

Missouri Registrants

Kennett HMA, LLC and Poplar Bluff Regional Medical Center, LLC are organized under the laws of the State of Missouri,

Section 347.057 of the Missouri Limited Liability Company Act provides that a person who is a member, manager, or both, of a limited liability company is not liable, solely by reason of being a member or manager, or both, under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the limited liability company, whether arising in contract, tort or otherwise or for the acts or omissions of any other member, manager, agent or employee of the limited liability company. The Missouri Limited Liability Company Act provides in Section 347.088.1, that except as otherwise provided in the operating agreement an authorized person shall discharge his or her duty under the Missouri Limited Liability Company Act and the operating agreement in good faith, with the care a corporate officer of like position would exercise under similar circumstances, in the manner a reasonable person would believe to be in the best interest of the limited liability company, and shall not be liable for any such action so taken or any failure to take such action, if he or she performs such duties in compliance with such subsection.

The Missouri Limited Liability Company Act provides in Section 347.088.2 that to the extent that, at law or equity, a member or manager or other person has duties, including fiduciary duties, and liabilities relating to those duties to the limited liability company or to another member, manager, or other person that is party to or otherwise bound by an operating agreement: (1) any such member, manager, or other person acting under the

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operating agreement shall not be liable to the limited liability company or to any such other member, manager, or other person for the member's, manager's, or other person's good faith reliance on the provisions of the operating agreement; and (2) the member's, manager's or other person's duties and liabilities may be expanded or restricted by provision in the operating agreement.

The Limited Liability Company Agreements of each of Kennett HMA, LLC and Poplar Bluff Regional Medical Center, LLC provide for the indemnification of any officer or director of the company from and against any and all claims and demands arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer has acted in good faith with the care an officer of a Missouri corporation of like position would exercise under similar circumstances, in a manner reasonably believed by them to be in the best interests of the company, and has no reasonable cause to believe their conduct was unlawful.

Mississippi Registrants

Biloxi H.M.A., LLC, Brandon HMA, LLC, Jackson HMA, LLC, Madison HMA, LLC, QHG of Forrest County, Inc., QHG of Hattiesburg, Inc., River Oaks Hospital, LLC, River Region Medical Corporation and ROH, LLC are incorporated or organized under the laws of the State of Mississippi.

Section 79-29-123 of the Revised Mississippi Limited Liability Company Act provides that the certificate of formation or operating agreement may provide for the limitation or elimination of any and all liabilities of any manager, member, officer or other person who is a party to or is otherwise bound by the operating agreement for any action taken, or failure to take any action, as a manager or member or other person, including, for breach of contract and for breach of duties, including all or any fiduciary duties, of a member, manager, officer or other person to a limited liability company or to its members or to another member or manager or officer or to another person; provided, that the certificate of formation or operating agreement may not limit or eliminate liability for (a) the amount of a financial benefit by a member or manager to which the member or manager is not entitled, (b) an intentional infliction of harm on the limited liability company or the members, (c) an intentional violation of criminal law, (d) a wrongful distribution, including distributions made in the course of winding up the company, or (e) any act or omission that constitutes a bad faith violation of the implied contractual covenant of good faith and fair dealing. A limited liability company may indemnify any member, manager, officer or other person from and against all claims and demands whatsoever, except a limited liability company cannot indemnify any member, manager, officer or other person in connection with a proceeding where such person was (i) found to have engaged in acts or omissions that constitute fraudulent conduct and was adjudged liable for claims based on such conduct, or (ii) was found to have engaged in any actions described in the preceding sentence and was adjudged liable for claims based on such actions. A limited liability company shall indemnify a member, manager, officer or other person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a member, manager, officer or agent of the limited liability company against reasonable expenses incurred by the member, manager, officer or agent in connection with the proceeding.

Sections 79-4-8.51 and 79-4-8.56 of the Mississippi Business Corporation Act provide that a corporation may indemnify an individual who is a party to a proceeding because he is a director or officer against liability incurred in the proceeding if the person's conduct was in good faith; the person reasonably believed (A) in the case of conduct in the person's official capacity, that the conduct was in the best interests of the corporation; and (B) in all other cases, that the person's conduct was at least not opposed to the best interests of the corporation; and in the case of any criminal action, that the person had no reasonable cause to believe the person's conduct was unlawful. A corporation may not indemnify a director or officer (1) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director or officer has met the relevant standard of conduct described in the preceding sentence or (2) in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that he received an improper financial benefit.

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Sections 79-4-8.52 and 79-4-8.56 of the Mississippi Business Corporation Act provide that a corporation must indemnify a director or officer who was wholly successful in the defense of any proceeding to which he was a party because he was a director or officer of the corporation against reasonable expenses incurred by him in connection with the proceeding.

The Operating Agreements of each of Biloxi H.M.A., LLC, Brandon HMA, LLC, Jackson HMA, LLC, Madison HMA, LLC, River Oaks Hospital, LLC and ROH, LLC provide for the indemnification of any officer or director of the company from and against liabilities incurred in connection with any actions, suits or proceedings arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer has acted in good faith with the care of a prudent person in a like position and in a manner reasonably believed by them to be in the best interests of the company.

The Bylaws of each of QHG of Forrest County, Inc. and QHG of Hattiesburg, Inc. provide for the indemnification of directors and officers to the fullest extent permitted by the law of the state in which indemnification is sought.

The Bylaws of River Region Medical Corporation provide for the indemnification of directors and officers to the fullest extent permitted by applicable law.

New Jersey Registrant

Salem Hospital Corporation is incorporated under the laws of the State of New Jersey.

Section 14A: 3-5 of the New Jersey Business Corporation Act provides that any corporation organized for any purpose under any general or special law of New Jersey shall have the power to indemnify a corporate agent against his expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his being or having been such a corporate agent, other than a proceeding by or in the right of the corporation, if: (a) such corporate agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his conduct was unlawful. Any corporation organized for any purpose under any general or special law of New Jersey shall have the power to indemnify a corporate agent against his expenses in connection with any proceeding by or in the right of the corporation to procure a judgment in its favor which involves the corporate agent by reason of his being or having been such corporate agent, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation.

The Articles of Incorporation and the Bylaws of Salem Hospital Corporation provide for the indemnification of directors and officers to the fullest extent authorized by the New Jersey Business Corporation Act as the same exists or may hereafter be amended.

New Mexico Registrant

Roswell Hospital Corporation is incorporated under the laws of the State of New Mexico.

Section 53-11-4.1 of the New Mexico Business Corporation Act permits a corporation to indemnify any person made a part to any proceeding by reason of the fact that the person is or was a director, officer, or employer if the person acted in good faith and reasonably believed the person's conduct was, in the case of conduct in the person's official capacity, in the best interests of the corporation or, otherwise, at least not opposed to its best interests; and in the case of any criminal proceeding, the person had no reasonable cause to believe the person's conduct was unlawful. Indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses, actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of the corporation, indemnification may be made only against such reasonable expenses and shall not be made in respect of any proceeding in which the person shall have been

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adjudged to be liable to the corporation. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not meet the requisite standard of conduct set forth in this subsection.

The Articles of Incorporation and Bylaws of Roswell Hospital Corporation provide for the indemnification of directors and officers to the fullest extent permitted by the New Mexico Business Corporation Act.

North Carolina Registrant

Statesville HMA, LLC is organized under the laws of the State of North Carolina.

Section 57D-3-31 of the North Carolina Limited Liability Company Act (the “NCLLCA”) provides that a limited liability company must indemnify a person who is wholly successful on the merits or otherwise in the defense of any proceeding to which the person was a party because the person is or was a member, a manager, or other company official if the person also is or was an interest owner at the time to which the claim relates, acting within the person’s scope of authority as a manager, member, or other company official against expenses incurred by the person in connection with the proceeding. A North Carolina limited liability company is required to reimburse a person who is or was a member for any payment made and indemnify the person for any obligation, including any judgment, settlement, penalty, fine, or other cost, incurred or borne in the authorized conduct of the business or preservation of the business or property, whether acting in the capacity of a manager, member, or other company official if, in making the payment or incurring the obligation, the person complied with the duties and standards of conduct (i) under G.S.57D-3-21 (relating to duties and standards of conduct of managers), as modified or eliminated by the operating agreement or (ii) otherwise imposed by applicable law.

The Operating Agreement of Statesville HMA, LLC provides for the indemnification of any officer or director of the company from and against any and all claims and demands arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances and in a manner reasonably believed by them to be in the best interests of the Company.

Oklahoma Registrants

Clinton HMA, LLC, Kay County Hospital Corporation, Kay County Oklahoma Hospital Company, LLC, Marshall County HMA, LLC, and Seminole HMA, LLC were formed under the laws of the State of Oklahoma.

Section 2017(A) of the Oklahoma Limited Liability Company Act provides that the articles of organization or operating agreement of a limited liability company may provide for indemnification of a member or manager for judgments, settlements, penalties, fines, or expenses incurred in any proceeding because the person is or was a member. However, under Section 2017(B) of the Act a company may not limit or eliminate a manager’s liability for (a) any breach of the manager’s duty of loyalty to the company or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the manager derived an improper personal benefit.

Section 1031 of the Oklahoma General Corporation Act gives a corporation the power to indemnify certain persons under certain circumstances. The Oklahoma General Corporation Act gives a corporation the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by

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the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 1031 of the Oklahoma General Corporation Act also gives a corporation the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by the person in connection with the defense or settlement of an action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court shall deem proper.

The Bylaws of Kay County Hospital Corporation provides for the indemnification of directors, officers, and agents of the corporation to the fullest extent permitted by the Oklahoma General Corporation Act.

The Operating Agreement of Kay County Oklahoma Hospital Company, LLC provides for the indemnification of the member relating to any liability incurred by reason of ownership of an interest in the company and any act performed or omitted to be performed by the member in connection with the business of the company.

The Operating Agreements of each of Clinton HMA, LLC, Marshall County HMA, LLC, and Seminole HMA, LLC provide for indemnification of the member, directors, and officers of the company.

Pennsylvania Registrant

Coatesville Hospital Corporation is incorporated under the laws of the Commonwealth of Pennsylvania.

Pursuant to Sections 1741-1743 of the Pennsylvania Business Corporation Law ("PABCL"), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (i) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. In actions brought by or in the right of the corporation, a corporation may indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable for negligence or misconduct in performance of his duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court of common pleas or such

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other court shall deem proper. A Pennsylvania corporation is required to indemnify a director or officer against expenses actually and reasonably incurred to the extent that the director or officer is successful on the merits or otherwise in defense of any action brought against him or her by reason of the fact that the director or officer is or was a director or officer of the corporation.

Section 1746 of the PABCL provides that the foregoing provisions shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under, among other things, any bylaw provision or agreement, provided that no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

The Articles of Incorporation and the Bylaws of Coatesville Hospital Corporation provide for the indemnification of directors and officers to the fullest extent authorized by the Pennsylvania Business Corporation Law of 1988 as the same exists or may hereafter be amended.

South Carolina Registrants

Chester HMA, LLC, Gaffney H.M.A., LLC, QHG of South Carolina, Inc. and QHG of Spartanburg, Inc. are organized or incorporated under the laws of the State of South Carolina.

Under Section 33-44-403 of the South Carolina Limited Liability Company Act, a limited liability company shall reimburse a member or manager for payments made and indemnify a member or manager for liabilities incurred by the member or manager in the ordinary course of the business of the company or for the preservation of its business or property.

Under Sections 33-8-510 and 33-8-520 of the South Carolina Business Corporation Act, a corporation may indemnify an individual made a party to a proceeding because he is or was a director against liability incurred in the proceeding if: (1) he conducted himself in good faith; and (2) he reasonably believed: (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interest; and (ii) in all other cases, that his conduct was at least not opposed to its best interest; and (3) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A corporation may not indemnify a director under this section in connection with a proceeding by or in right of the corporation in which the director was adjudged liable to the corporation or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Unless limited by its articles of incorporation, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

The Limited Liability Company Agreements of each of Chester HMA, LLC and Gaffney H.M.A., LLC provide for the indemnification of any officer or director of the companies from and against any and all claims and demands arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer has acted in good faith and has not violated the duty of care and duty of loyalty set forth in Section 33-44-409 of the South Carolina Limited Liability Act.

The Bylaws of each of QHG of South Carolina, Inc. and QHG of Spartanburg, Inc. provide for the indemnification of directors and officers to the fullest extent permitted by the 1976 Code of Laws of South Carolina as amended.

Tennessee Registrants

Campbell County HMA, LLC, Cleveland Hospital Company, LLC, Cocke County HMA, LLC, Dyersburg Hospital Company, LLC, HMA Fentress County General Hospital, LLC, Hospital of Morristown, LLC, Jackson

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Hospital Corporation, Jefferson County HMA, LLC, Knoxville HMA Holdings, LLC, Lakeway Hospital Company, LLC, Lebanon HMA, LLC, Martin Hospital Company, LLC, Metro Knoxville HMA, LLC, Shelbyville Hospital Company, LLC and Tullahoma HMA, LLC are incorporated under the laws of the State of Tennessee. Section 48-249-115 of the Tennessee Revised Limited Liability Company Act permits a limited liability company, or LLC, to indemnify an individual made a party to a proceeding because such individual is or was a responsible person against liability incurred in the proceeding if the individual acted in good faith and reasonably believed that such individual's conduct was in the best interest of the LLC or at least not opposed to its best interests, and in the case of any criminal proceeding, had no reasonable cause to believe such conduct was unlawful. Unless ordered by a court, a limited liability company may not indemnify a responsible person in connection with a proceeding by or in the right of the LLC in which the responsible person was adjudged liable to the LLC, or in connection with any other proceeding charging improper personal benefit to such responsible person, whether or not involving action in such person's official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person. Unless limited by its articles, an LLC shall indemnify a responsible person or manager who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a responsible person or manager of the LLC against reasonable expenses incurred by the person in connection with the proceeding.

Section 48-18-502 of the Tennessee Business Corporation Act ("TBCA") provides that a corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if: (a) the individual conducted himself or herself in good faith; (b) the individual reasonably believed (i) in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interest; and (ii) in all other cases, that the individual's conduct was at least not opposed to its best interests, and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. Section 48-18-507 of the Tennessee Business Corporation Act provides that, unless the corporation's charter provides otherwise: (1) an officer of the corporation who is not a director is entitled to mandatory indemnification and is entitled to apply for court-ordered indemnification, in each case to the same extent as a director; (2) the corporation may indemnify and advance expenses under this part to an officer, employee, or agent of the corporation who is not a director to the same extent as to a director; and (3) a corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the extent, consistent with public policy, that may be provided by its charter, bylaws, general or specific action of its board of directors, or contract.

The Operating Agreements of each of Campbell County HMA, LLC, Cleveland Hospital Company, LLC, Cocke County HMA, LLC, Dyersburg Hospital Company, LLC, HMA Fentress County General Hospital, LLC, Hospital of Morristown, LLC, Jefferson County HMA, LLC, Knoxville HMA Holdings, LLC, Lakeway Hospital Company, LLC, Lebanon HMA, LLC, Martin Hospital Company, LLC, Metro Knoxville HMA, LLC, Shelbyville Hospital Company, LLC, and Tullahoma HMA, LLC provide for the indemnification of any officer or director of the company from and against any and all claims and demands arising by reason of the fact that such person is or was a director or officer of the company, or is or was serving at the request of the company, provided the director or officer has acted in good faith, in a manner reasonably believed by them to be in the best interests of the company, and has no reasonable cause to believe their conduct was unlawful.

The Bylaws and Charter of Jackson Hospital Corporation provide for the indemnification of directors and officers to the fullest extent permitted by the Tennessee Business Corporation Act.

Texas Registrants

Granbury Hospital Corporation, Laredo Texas Hospital Company, L.P., Weatherford Hospital Corporation and Weatherford Texas Hospital Company, LLC are incorporated or organized under the laws of the State of Texas.

Chapter 101 of the Texas Business Organizations Code ("TBOC") relates specifically to limited liability companies.

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Section 101.402 of the TBOC permits a limited liability company to indemnify members, managers, officers or assignees of membership interests in the company and to purchase or procure or establish and maintain liability insurance or another arrangement for such members, managers, officers and assignees of membership interests in the company, subject to such standards, and restrictions, if any, as are set forth in its certificate of formation or in its company agreement.

Section 101.401 of the TBOC provides that the company agreement of a limited liability company may expand or restrict any duties, including fiduciary duties, and related liabilities that a member, manager, officer, or other person has to the company or to a member or manager of the company.

Chapter 8 of the TBOC applies to each form of entity in Texas except for general partnerships or limited liability companies.

However, Section 8.002(b) provides that the governing documents of a Texas general partnership or limited liability company may adopt provisions of Chapter 8, which will be enforceable, relating to indemnification, advancement of expenses or insurance or another arrangement to indemnify or hold harmless a governing person. Section 8.051 of the TBOC states that (a) An enterprise shall indemnify a governing person, former governing person, or delegate against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was a governing person or delegate if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding. (b) A court that determines, in a suit for indemnification, that a governing person, former governing person, or delegate is entitled to indemnification under this section shall order indemnification and award to the person the expenses incurred in securing the indemnification.

Section 8.052 of the TBOC states that (a) On application of a governing person, former governing person, or delegate and after notice is provided as required by the court, a court may order an enterprise to indemnify the person to the extent the court determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances. (b) This section applies without regard to whether the governing person, former governing person, or delegate applying to the court satisfies the requirements of Section 8.101 or has been found liable: (1) to the enterprise; or (2) because the person improperly received a personal benefit, without regard to whether the benefit resulted from an action taken in the person's official capacity. (c) The indemnification ordered by the court under this section is limited to reasonable expenses if the governing person, former governing person, or delegate is found liable: (1) to the enterprise; or (2) because the person improperly received a personal benefit, without regard to whether the benefit resulted from an action taken in the person's official capacity.

Section 8.101 of the TBOC states that (a) An enterprise may indemnify a governing person, former governing person, or delegate who was, is, or is threatened to be made a respondent in a proceeding to the extent permitted by Section 8.102 if it is determined in accordance with Section 8.103 that: (1) the person: (A) acted in good faith; (B) reasonably believed: (i) in the case of conduct in the person's official capacity, that the person's conduct was in the enterprise's best interests; and (ii) in any other case, that the person's conduct was not opposed to the enterprise's best interests; and (C) in the case of a criminal proceeding, did not have a reasonable cause to believe the person's conduct was unlawful; (2) with respect to expenses, the amount of expenses other than a judgment is reasonable; and (3) indemnification should be paid. (b) Action taken or omitted by a governing person or delegate with respect to an employee benefit plan in the performance of the person's duties for a purpose reasonably believed by the person to be in the interest of the participants and beneficiaries of the plan is for a purpose that is not opposed to the best interests of the enterprise. (c) Action taken or omitted by a delegate to another enterprise for a purpose reasonably believed by the delegate to be in the interest of the other enterprise or its owners or members is for a purpose that is not opposed to the best interests of the enterprise. (d) A person does not fail to meet the standard under Subsection (a)(1) solely because of the termination of a proceeding by: (1) judgment; (2) order; (3) settlement; (4) conviction; or (5) a plea of nolo contendere or its equivalent.

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Section 8.102 of the TBOC states that (a) Subject to Subsection (b), an enterprise may indemnify a governing person, former governing person, or delegate against: (1) a judgment; and (2) expenses, other than a judgment, that are reasonable and actually incurred by the person in connection with a proceeding. (b) Indemnification under this subchapter of a person who is found liable to the enterprise or is found liable because the person improperly received a personal benefit: (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding; (2) does not include a judgment, a penalty, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan; and (3) may not be made in relation to a proceeding in which the person has been found liable for: (A) willful or intentional misconduct in the performance of the person's duty to the enterprise; (B) breach of the person's duty of loyalty owed to the enterprise; or (C) an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the enterprise. (c) A governing person, former governing person, or delegate is considered to have been found liable in relation to a claim, issue, or matter only if the liability is established by an order, including a judgment or decree of a court, and all appeals of the order are exhausted or foreclosed by law.

The Limited Liability Company Agreement of Weatherford Texas Hospital Company, LLC provides for the indemnification of any member.

The Bylaws of each of Granbury Hospital Corporation and Weatherford Hospital Corporation provide for the indemnification of directors and officers to the fullest extent permitted by the TBOC.

The Third Amended and Restated Agreement of Limited Partnership of Laredo Texas Hospital Company, L.P. provides for the indemnification of directors and officers of the general partner to the fullest extent permitted by the TBOC.

Virginia Registrants

Emporia Hospital Corporation and Franklin Hospital Corporation are incorporated under the laws of Virginia.

Article 10 of Chapter 9 of Title 13.1 of the Code of Virginia, as amended, requires a Virginia corporation, unless limited by its articles of incorporation, to indemnify any director or officer who entirely prevails in the defense of any proceeding to which such director or officer was a party because he or she was a director or officer of the corporation against reasonable expenses incurred by such director or officer in connection with the proceeding. In addition, a corporation is permitted to indemnify a director or officer made a party to a proceeding because he or she is or was a director or officer against liability incurred in such proceeding if such director or officer conducted himself or herself in good faith, believed that when he or she acted in his or her official capacity with the corporation that his or her conduct was in the corporation's best interests (or believed that when he or she acted in all other cases that his or her conduct was at least not opposed to the corporation's best interests), and such director or officer had no reasonable cause to believe his or her conduct was unlawful in the case of any criminal proceeding (collectively, the "relevant standard of conduct"). However, the permissible indemnity described in the previous sentence may only be made if authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible because he or she has met such relevant standard of conduct, with such determination being made by either a majority vote of all the disinterested directors (or by a majority vote of a committee of two or more disinterested directors), by special legal counsel selected by such disinterested director vote described in the previous clause, or by a vote of disinterested shareholders. In addition, a Virginia corporation is permitted to indemnify any director or officer for reasonable expenses incurred in any legal proceeding in advance of final disposition of the proceeding, if the director or officer furnishes the corporation with a signed written undertaking to repay any funds advanced if the director is not entitled to mandatory indemnification under the Virginia Stock Corporation Act and it is ultimately determined under the Virginia Stock Corporation Act that the director did not meet the relevant standard of conduct prescribed by the Virginia Stock Corporation Act. In addition, a court shall order the

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corporation to make advances and/or reimbursement for expenses, or to provide indemnification, to an individual who is made a party to a proceeding because he or she is a director or officer of the corporation if such director or officer applies to a court for such award and if the court determines that the director or officer is entitled to such advances, reimbursement or indemnification. However, notwithstanding any of the foregoing, unless ordered by a court, a corporation may not indemnify a director or officer (a) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct, or (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by such director or officer.

Corporations are given the power to make any further indemnity, including advance of expenses, to any director or officer that may be authorized by the articles of incorporation or any bylaw made by the shareholders or any resolution adopted, before or after the event, by the shareholders, except an indemnity against willful misconduct or a knowing violation of the criminal law. Any such provision that obligates the corporation to provide indemnification to the fullest extent permitted by law shall be deemed, unless the articles of incorporation or any such bylaw or resolution expressly provides otherwise, also to obligate the corporation to advance funds to pay for or reimburse expenses to the fullest extent permitted by law, except that the applicable standard shall be conduct that does not constitute willful misconduct or a knowing violation of criminal law. Unless limited by its articles of incorporation, indemnification against the reasonable expenses incurred by a director or officer is mandatory when he or she entirely prevails in the defense of any proceeding to which he or she is a party because he or she is or was a director or officer.

The Articles of Incorporation and the Bylaws of each of Emporia Hospital Corporation and Franklin Hospital Corporation provide for the indemnification of directors, officers, and agents to the fullest extent authorized by the Code of Virginia; provided, however that these corporations shall indemnify any such indemnitee only if the proceeding that involves any such indemnitee was authorized by the corporation's Board of Directors, except for proceedings brought by any indemnitee to recover such indemnity against such corporations.

Virginia Hospital Company, LLC is organized under the laws of Virginia.

Section 13.1-1009 of the Virginia Limited Liability Company Act generally permits a limited liability company, unless its articles of organization or operating agreement provide otherwise, to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever, and to pay for or reimburse any member or manager or other person for reasonable expenses incurred by such a person who is a party to a proceeding in advance of final disposition of the proceeding.

The Limited Liability Company Agreement of Virginia Hospital Company, LLC provides to the fullest extent authorized by the Virginia Limited Liability Company Act, for the indemnification of each director and officer of the company from and against reasonable expenses and other liabilities incurred by such party in defending certain actions or proceedings brought against such party because such party is or was a director or officer of the company, or is or was serving at the request of the company in certain roles, provided that such director or officer acted in good faith with the care a cooperate officer of like position would exercise under similar circumstances and in a manner reasonably believed by such party to be in the best interests of the company, but excluding in all cases willful misconduct and knowing violations of criminal law.

West Virginia Registrant

Oak Hill Hospital Corporation is incorporated under the laws of the State of West Virginia.

Sections 31D-8-851 and 31D-8-856 of the West Virginia Business Corporation Act (the "WVBCA") permit a corporation to indemnify an individual who is a party to a proceeding because he or she is a director or officer,

respectively, against liability incurred in the proceeding if he or she conducted himself or herself in good faith and reasonably believed that his or her conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation; and in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation. Section 31D-8-852 of the WVBCA requires a corporation to indemnify a director or officer for reasonable expenses incurred by such director or officer in the event that such director or officer is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a director or officer of the corporation.

In the event that a corporation desires to advance funds for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he or she is a director may do so, provided that such director delivers to the corporation the following: (i) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described Section 31D-8-851 or that the proceeding involves conduct for which liability has been eliminated under a provision of the articles of incorporation of such corporation, (ii) a written undertaking to repay funds advanced by the corporation if he or she is not entitled to mandatory indemnification under Section 31D-8-852 and it is ultimately determined under Section 31D-8-854 or 31D-8-855 that he or she failed to meet the relevant standard of conduct described under Section 31D-8-851. Written undertakings by directors desirous of advances or reimbursements associated with the foregoing proceedings must be an unlimited general obligation of such director but need not be secured and may be accepted without reference to the financial ability of the director to make payment. All authorizations made for advancing funds or reimbursing reasonable expenses associated with the defense of a director under Section 31D-8-853 are to be made: (i)(A) by the board of directors, if there are two or more disinterested directors by a majority vote of all the disinterested directors, a majority of whom constitute a quorum for this purpose or a by a majority of the members of a committee of two or more disinterested directors appointed by a vote, or (B) by the board of directors, if there are fewer than two disinterested directors, by the vote for action by the board of directors in accordance with Section 31D-8-824(c) in which authorization directors who do not qualify as disinterested directors may participate, (ii) by the shareholders, but shares owned by or voted under the control of a director who at the time does not qualify as a disinterested director may not be voted on the authorization, or (iii) by special legal counsel selected in a manner in accordance with 31D-8-855(b)(2). A corporation may similarly advance or reimburse reasonable expenses of an officer who is not a director if such officer applies to a court under Section 31D-8-854 and the liability to which such officer desires indemnification does not constitute receipt by him or her of a financial benefit to which he or she is not entitled, an intentional infliction of harm on the corporation or the shareholders, or an intentional violation of criminal law.

Section 31D-8-857 provides that a corporation may purchase and maintain insurance involving the foregoing.

The Bylaws of Oak Hill Hospital Corporation provide for the indemnification of directors and officers to the fullest extent permitted by the West Virginia Business Corporation Act.

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Item 16. Exhibits

Exhibit No.	Description
1.1*	Form of Underwriting Agreement
3.1	Form of Restated Certificate of Incorporation of Community Health Systems, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 4 to Community Health Systems, Inc.'s Registration Statement on Form S-1/A filed June 8, 2000 (No. 333-31790))
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of Community Health Systems, Inc., dated May 18, 2010 (incorporated by reference to Exhibit 3.2 to Community Health Systems, Inc.'s Current Report on Form 8-K filed May 20, 2010 (No. 001-15925))
3.3	Amended and Restated By-laws of Community Health Systems, Inc. (as of December 7, 2016) (incorporated by reference to Exhibit 3.1 to Community Health Systems, Inc.'s Current Report on Form 8-K filed December 12, 2016 (No. 001-15925))
4.1	Form of Indenture, by and between Community Health Systems, Inc. and Regions Bank, as trustee, relating to Senior Debt Securities (incorporated by reference to Exhibit 4.1 to Community Health Systems, Inc.'s Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918))
4.2	Form of Indenture, by and between Community Health Systems, Inc. and Regions Bank, as trustee, relating to the Subordinated Debt Securities (incorporated by reference to Exhibit 4.2 to Community Health Systems, Inc.'s Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918))
4.3	Indenture, dated as of March 16, 2017, by and between CHS/Community Health Systems, Inc. and Regions Bank, as trustee, relating to the Senior Debt Securities (incorporated by reference to Exhibit 4.1 to Community Health Systems, Inc.'s Current Report on Form 8-K filed March 16, 2017 (No. 001-15925))
4.4	Form of Indenture, by and between CHS/Community Health Systems, Inc. and Regions Bank, as trustee, relating to the Subordinated Debt Securities (incorporated by reference to Exhibit 4.4 to Community Health Systems, Inc.'s Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918))
4.5	Form of Senior Debt Security of Community Health Systems, Inc. (included in Exhibit 4.1)
4.6	Form of Subordinated Debt Security of Community Health Systems, Inc. (included in Exhibit 4.2)
4.7	Form of Senior Debt Security of CHS/Community Health Systems, Inc. (included in Exhibit 4.3)
4.8	Form of Subordinated Debt Security of CHS/Community Health Systems, Inc. (included in Exhibit 4.4)
4.9*	Form of Certificate of Designation
4.10*	Form of Depositary Agreement
4.11*	Form of Depositary Receipt
4.12*	Form of Warrant Agreement
4.13*	Form of Warrant Certificate
4.14	Form of Common Stock Certificate of Community Health Systems, Inc. (incorporated by reference to Exhibit 4.1 to Community Health Systems, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed May 7, 2014 (No. 001-15925))
4.15*	Form of Preferred Stock Certificate of Community Health Systems, Inc.
5.1	Opinion of Simpson Thacher & Bartlett LLP

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<u>Exhibit No.</u>	<u>Description</u>
5.2	<u>Opinion of Bradley Arant Boult Cummings LLP</u>
5.3	<u>Opinion of Kutak Rock LLP</u>
5.4	<u>Opinion of Snell & Wilmer L.L.P.</u>
5.5	<u>Opinion of Bass, Berry & Sims PLC</u>
5.6	<u>Opinion of Buchanan Ingersoll & Rooney PC</u>
5.7	<u>Opinion of King & Spalding LLP</u>
5.8	<u>Opinion of Bingham Greenebaum Doll LLP</u>
5.9	<u>Opinion of Husch Blackwell LLP</u>
5.10	<u>Opinion of Ballard Spahr LLP</u>
5.11	<u>Opinion of Montgomery & Andrews, P.A.</u>
5.12	<u>Opinion of McAfee & Taft A Professional Corporation</u>
5.13	<u>Opinion of Parker Poe Adams & Bernstein LLP</u>
5.14	<u>Opinion of Hancock, Daniel & Johnson, P.C.</u>
5.15	<u>Opinion of Steptoe & Johnson PLLC</u>
23.1	<u>Consent of Simpson Thacher & Bartlett LLP (included as part of its opinion filed as Exhibit 5.1 hereto)</u>
23.2	<u>Consent of Bradley Arant Boult Cummings LLP (included as part of its opinion filed as Exhibit 5.2 hereto)</u>
23.3	<u>Consent of Kutak Rock LLP (included as part of its opinion filed as Exhibit 5.3 hereto)</u>
23.4	<u>Consent of Snell & Wilmer L.L.P. (included as part of its opinion filed as Exhibit 5.4 hereto)</u>
23.5	<u>Consent of Bass, Berry & Sims PLC (included as part of its opinion filed as Exhibit 5.5 hereto)</u>
23.6	<u>Consent of Buchanan Ingersoll & Rooney PC (included as part of its opinion filed as Exhibit 5.6 hereto)</u>
23.7	<u>Consent of King & Spalding LLP (included as part of its opinion filed as Exhibit 5.7 hereto)</u>
23.8	<u>Consent of Bingham Greenebaum Doll LLP (included as part of its opinion filed as Exhibit 5.8 hereto)</u>
23.9	<u>Consent of Husch Blackwell LLP (included as part of its opinion filed as Exhibit 5.9 hereto)</u>
23.10	<u>Consent of Ballard Spahr LLP (included as part of its opinion filed as Exhibit 5.10 hereto)</u>
23.11	<u>Consent of Montgomery & Andrews, P.A. (included as part of its opinion filed as Exhibit 5.11 hereto)</u>
23.12	<u>Consent of McAfee & Taft A Professional Corporation (included as part of its opinion filed as Exhibit 5.12 hereto)</u>
23.13	<u>Consent of Parker Poe Adams & Bernstein LLP (included as part of its opinion filed as Exhibit 5.13 hereto)</u>
23.14	<u>Consent of Hancock, Daniel, & Johnson, P.C. (included as part of its opinion filed as Exhibit 5.14 hereto)</u>
23.15	<u>Consent of Steptoe & Johnson PLLC (included as part of its opinion filed as Exhibit 5.15 hereto)</u>

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<u>Exhibit No.</u>	<u>Description</u>
23.16	<u>Consent of Deloitte & Touche LLP</u>
24.1	<u>Powers of Attorney (included on the signature pages of this registration statement)</u>
25.1	<u>Statement of Eligibility of Trustee on Form T-1 relating to Senior Debt Securities of Community Health Systems, Inc.</u>
25.2	<u>Statement of Eligibility of Trustee on Form T-1 relating to Subordinated Debt Securities of Community Health Systems, Inc.</u>
25.3	<u>Statement of Eligibility of Trustee on Form T-1 relating to Senior Debt Securities of CHS/Community Health Systems, Inc.</u>
25.4	<u>Statement of Eligibility of Trustee on Form T-1 relating to Subordinated Debt Securities of CHS/Community Health Systems, Inc.</u>

* To be filed as an exhibit to a Current Report on Form 8-K or other document incorporated by reference herein or to a post-effective amendment hereto, if applicable.

Item 17. Undertakings

Each undersigned registrant hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a

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time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the relevant trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Securities and Exchange Commission under section 305(b)(2) of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 12, 2019.

CHS/COMMUNITY HEALTH SYSTEMS, INC.
(Registrant)

By: /s/ Wayne T. Smith
Wayne T. Smith
Chairman of the Board
and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Wayne T. Smith, Thomas J. Aaron and Benjamin C. Fordham and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all (i) amendments (including post-effective amendments) and additions to this registration statement and (ii) any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wayne T. Smith</u> Wayne T. Smith	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 12, 2019
<u>/s/ Thomas J. Aaron</u> Thomas J. Aaron	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	March 12, 2019
<u>/s/ Kevin J. Hammons</u> Kevin J. Hammons	Senior Vice President, Assistant Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Accounting Officer)	March 12, 2019
<u>/s/ Benjamin C. Fordham</u> Benjamin C. Fordham	Executive Vice President, General Counsel, Assistant Secretary and Director	March 12, 2019

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 12, 2019.

COMMUNITY HEALTH SYSTEMS, INC. (Registrant)

By: /s/ Wayne T. Smith

Wayne T. Smith

Chairman of the Board and

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Wayne T. Smith, Thomas J. Aaron and Benjamin C. Fordham and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all (i) amendments (including post-effective amendments) and additions to this registration statement and (ii) any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Wayne T. Smith</u> Wayne T. Smith	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 12, 2019
<u>/s/ Thomas J. Aaron</u> Thomas J. Aaron	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 12, 2019
<u>/s/ Kevin J. Hammons</u> Kevin J. Hammons	Senior Vice President, Assistant Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Accounting Officer)	March 12, 2019
<u>/s/ Tim L. Hingtgen</u> Tim L. Hingtgen	President, Chief Operating Officer and Director	March 12, 2019
<u>/s/ John A. Clerico</u> John A. Clerico	Director	March 12, 2019

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<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Dinkins</u> Michael Dinkins	Director	March 12, 2019
<u>/s/ James S. Ely III</u> James S. Ely III	Director	March 12, 2019
<u>/s/ John A. Fry</u> John A. Fry	Director	March 12, 2019
<u>/s/ Elizabeth T. Hirsch</u> Elizabeth T. Hirsch	Director	March 12, 2019
<u>/s/ William Norris Jennings, M.D.</u> William Norris Jennings, M.D.	Director	March 12, 2019
<u>/s/ K. Ranga Krishnan, MBBS</u> K. Ranga Krishnan, MBBS	Director	March 12, 2019
<u>/s/ Julia B. North</u> Julia B. North	Director	March 12, 2019
<u>/s/ H. James Williams, Ph.D.</u> H. James Williams, Ph.D.	Director	March 12, 2019

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 12, 2019.

Each of the Registrants Named on
Schedule A-1 Hereto

By: /s/ Thomas J. Aaron
Thomas J. Aaron
Executive Vice President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Tim L. Hingtgen, Thomas J. Aaron and Benjamin C. Fordham and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all (i) amendments (including post-effective amendments) and additions to this registration statement and (ii) any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tim L. Hingtgen</u> Tim L. Hingtgen	President and Director (Principal Executive Officer)	March 12, 2019
<u>/s/ Thomas J. Aaron</u> Thomas J. Aaron	Executive Vice President and Director (Principal Financial Officer)	March 12, 2019
<u>/s/ Benjamin C. Fordham</u> Benjamin C. Fordham	Executive Vice President, Assistant Secretary and Director	March 12, 2019
<u>/s/ Kevin J. Hammons</u> Kevin J. Hammons	Senior Vice President (Principal Accounting Officer)	March 12, 2019

**Schedule A-1
Registrants**

Exact Name of Additional Registrants

Abilene Hospital, LLC
Abilene Merger, LLC
Affinity Health Systems, LLC
Affinity Hospital, 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
Brownwood Medical Center, LLC
Bullhead City Hospital Corporation
Bullhead City Hospital Investment Corporation
Campbell County HMA, LLC
Carlsbad Medical Center, LLC
Carolinas Holdings, LLC
Carolinas JV Holdings II, LLC
Carolinas JV Holdings General, LLC
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 Receivables Funding, LLC
CHS Tennessee Holdings, LLC
CHS Virginia Holdings, LLC
Citrus 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 Medical Center, LLC
College Station Merger, LLC
Community Health Investment Company, LLC
CP Hospital GP, LLC
CPLP, LLC
Crestwood Hospital LP, LLC
Crestwood Hospital, LLC
CSMC, LLC
Deaconess Holdings, LLC
Deaconess Hospital Holdings, LLC

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Exact Name of Additional Registrants

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 General Partner I, LLC
Health Management General Partner, LLC
HMA Fentress County General Hospital, LLC
HMA Santa Rosa Medical Center, LLC
HMA Services GP, LLC
HMA-TRI Holdings, LLC
Hobbs Medco, LLC
Hospital Management Associates, LLC
Hospital of Morristown, LLC
Jackson HMA, LLC
Jackson Hospital Corporation
Jefferson County HMA, LLC
Kay County Hospital Corporation
Kay County Oklahoma Hospital Company, LLC
Kennett HMA, LLC
Key West HMA, LLC
Kirksville Hospital Company, LLC
Knox Hospital Company, LLC
Knoxville HMA Holdings, LLC
La Porte Health System, LLC
La Porte Hospital Company, LLC
Lakeway Hospital Company, LLC
Lancaster Hospital Corporation
Las Cruces Medical Center, LLC
Lea Regional Hospital, LLC
Lebanon HMA, LLC
Longview Clinic Operations Company, LLC
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

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Exact Name of Additional Registrants

MCSA, L.L.C.
Medical Center of Brownwood, 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 Regional, LLC
NC-DSH, 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 of Bluffton Company, LLC
QHG of Clinton County, Inc.
QHG of Enterprise, Inc.
QHG of Forrest County, Inc.
QHG of Fort Wayne Company, LLC
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
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

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Exact Name of Additional Registrants

Seminole HMA, 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
Statesville HMA, LLC
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
Vicksburg Healthcare, LLC
Victoria Hospital, LLC
Virginia Hospital Company, LLC
Weatherford Hospital Corporation
Weatherford Texas Hospital Company, LLC
Webb Hospital Corporation
Webb Hospital Holdings, LLC
Wesley Health System LLC
WHMC, LLC
Wilkes-Barre Behavioral Hospital Company, LLC
Wilkes-Barre Holdings, LLC
Wilkes-Barre Hospital Company, LLC
Woodland Heights Medical Center, LLC
Woodward Health System, LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 12, 2019.

Brownwood Hospital, L.P.
By: Brownwood Medical Center, LLC
Its: General Partner

Carolinas JV Holdings, L.P.
By: Carolinas JV Holdings General, LLC
Its: General Partner

College Station Hospital, L.P.
By: College Station Medical Center, LLC
Its: General Partner

Crestwood Healthcare, L.P.
By: Crestwood Hospital, LLC
Its: General Partner

Health Management Associates, LP
By: Health Management General Partner, LLC
Its: General Partner

HMA Hospitals Holdings, LP
By: Health Management General Partner, LLC
Its: General Partner

Hospital Management Services of Florida, LP
By: HMA Services GP, LLC
Its: General Partner

Laredo Texas Hospital Company, L.P.
By: Webb Hospital Corporation
Its: General Partner

Longview Medical Center, L.P.
By: Regional Hospital of Longview, LLC
Its: General Partner

Navarro Hospital, L.P.
By: Navarro Regional, LLC
Its: General Partner

QHG Georgia, LP
By: QHG Georgia Holdings II, LLC
Its: General Partner

By: /s/ Thomas J. Aaron
Thomas J. Aaron
Executive Vice President

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Tennessee HMA Holdings, LP
By: Health Management General Partner I, LLC
Its: General Partner

Victoria of Texas, L.P.
By: Detar Hospital, LLC
Its: General Partner

By: /s/ Thomas J. Aaron
Thomas J. Aaron
Executive Vice President

Each person whose signature appears below constitutes and appoints Tim L. Hingtgen, Thomas J. Aaron and Benjamin C. Fordham and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all (i) amendments (including post-effective amendments) and additions to this registration statement and (ii) any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tim L. Hingtgen</u> Tim L. Hingtgen	President and Director (Principal Executive Officer)	March 12, 2019
<u>/s/ Thomas J. Aaron</u> Thomas J. Aaron	Executive Vice President and Director (Principal Financial Officer)	March 12, 2019
<u>/s/ Benjamin C. Fordham</u> Benjamin C. Fordham	Executive Vice President, Assistant Secretary and Director	March 12, 2019
<u>/s/ Kevin J. Hammons</u> Kevin J. Hammons	Senior Vice President (Principal Accounting Officer)	March 12, 2019

March 12, 2019

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

Ladies and Gentlemen:

We have acted as counsel to Community Health Systems, Inc., a Delaware corporation (“Community Health Systems, Inc.”), CHS/Community Health Systems, Inc., a Delaware corporation (“CHS” and together with Community Health Systems, Inc., the “Issuers”), a wholly-owned subsidiary of Community Health Systems, Inc., the subsidiaries of Community Health Systems, Inc. listed on Schedule I (the “Schedule I Guarantors”) and Schedule II (the “Schedule II Guarantors” and, collectively with the Schedule I Guarantors, the “Covered Subsidiary Guarantors”), and the other subsidiaries of CHS listed on Schedule III (the “Schedule III Guarantors” and, collectively with the Covered Subsidiary Guarantors, the “Guarantors”), in connection with the Registration Statement on Form S-3 (the “Registration Statement”) filed by the Issuers and the Guarantors with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to (i) shares of common stock of Community Health Systems, Inc., par value \$0.01 per share (the “Common Stock”); (ii) warrants to purchase Common Stock (the “Common Stock Warrants”); (iii) shares of preferred stock of Community Health Systems, Inc., par value \$0.01 per share (the “Preferred Stock”); (iv) warrants to purchase Preferred Stock (the “Preferred Stock Warrants”); (v) depositary shares (the

“Depository Shares”) representing fractional interests in either Common Stock or Preferred Stock, which will be evidenced by depository receipts (the “Depository Receipts”); (vi) warrants to purchase Depository Shares (the “Depository Share Warrants”); (vii) debt securities of either Issuer, which may be either senior (the “Senior Debt Securities”) or subordinated (the “Subordinated Debt Securities”) and, together with the Senior Debt Securities, the “Debt Securities”) and, in each case, which may be convertible or exchangeable into other securities of the applicable Issuer; (viii) warrants to purchase Debt Securities (the “Debt Security Warrants” and, together with the Common Stock Warrants, Preferred Stock Warrants and Depository Share Warrants, the “Warrants”); (ix) guarantees of Community Health Systems, Inc., CHS and the Guarantors to be issued in connection with the Debt Securities, in each case as applicable (the “Guarantees”); and (x) Common Stock, Preferred Stock, Debt Securities and Guarantees that may be issued upon conversion, exchange or exercise of Debt Securities or Securities Warrants (as defined below), whichever is applicable. The Common Stock, the Preferred Stock, the Depository Shares, the Debt Securities, the Securities Warrants and the Guarantees are hereinafter referred to collectively as the “Securities.” The Securities may be issued and sold or delivered from time to time for an indeterminate aggregate initial offering price.

The Depository Shares and related Depository Receipts will be issued pursuant to one or more Deposit Agreements (each, a “Deposit Agreement”) between the Issuers and a depository named therein (a “Depository”).

The Senior Debt Securities and any Guarantees thereof will be issued under either (i) an indenture in the form filed as an Exhibit to the Registration Statement (the “Community Health Systems, Inc. Senior Base Indenture” and including any supplemental indentures related thereto, the “Community Health Systems, Inc. Senior Indenture”), among Community Health Systems,

Inc., the applicable Guarantors and Regions Bank, as trustee (the “Senior Trustee”) or (ii) an indenture in the form filed as an Exhibit to the Registration Statement (the “CHS Senior Base Indenture” and including any supplemental indentures related thereto, the “CHS Senior Indenture”), among CHS, the applicable Guarantors and the Senior Trustee. The Subordinated Debt Securities and the Guarantees thereof, if any, will be issued under either (i) an indenture in the form filed as an Exhibit to the Registration Statement (the “Community Health Systems, Inc. Subordinated Base Indenture” and including any supplemental indentures related thereto, the “Community Health Systems, Inc. Subordinated Indenture”), among Community Health Systems, Inc., the applicable Guarantors and Regions Bank, as trustee (the “Subordinated Trustee”) or (ii) an indenture in the form filed as an Exhibit to the Registration Statement (the “CHS Subordinated Base Indenture” and including any supplemental indentures related thereto, the “CHS Subordinated Indenture”), among CHS, the applicable Guarantors and the Subordinated Trustee. The Community Health Systems, Inc. Senior Indenture, the CHS Senior Indenture, the Community Health Systems, Inc. Subordinated Indenture and the CHS Subordinated Indenture are hereinafter referred to collectively as the “Indentures.”

The Warrants, if any, will be issued pursuant to one or more warrant agreements (each, a “Warrant Agreement”) to be entered into between either Issuer and such warrant agent as shall be named therein. Each party to a Warrant Agreement other than the applicable Issuer is referred to hereinafter as a “Counterparty.”

The Deposit Agreements, Indentures and Warrant Agreements are hereinafter referred to collectively as the “Securities Agreements.”

We have examined the Registration Statement; the form of the share certificate for the Common Stock and the Indentures (including the forms of Senior Debt Securities and Subordinated Debt Securities and any Guarantees thereof set forth therein), each of which is an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents and online databases of public officials and such certificates or comparable documents of officers and representatives of the Issuers and the Guarantors and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinions set forth below, 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 duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We also have assumed that, at the time of execution, authentication, issuance and delivery of any of the Securities, the applicable Securities Agreement will be the valid and legally binding obligation of each party thereto other than the Issuers and any Guarantor. We also have assumed that, with respect to the issuance of any shares of Common Stock or Preferred Stock, the amount of valid consideration paid in respect of such shares will equal or exceed the par value of such shares.

In rendering the opinions set forth below, we have assumed further that, at the time of execution, authentication, issuance and delivery, as applicable, of each of the applicable Securities Agreements and Securities, (1) the Issuers and each Guarantor will be validly existing and in good standing (or, with respect to the Schedule II Guarantors, listed as active on the franchise tax status records of the Comptroller of Public Accounts of the State of Texas) under the law of the jurisdiction in which it is organized and such Securities Agreements and such

Guarantees will have been duly authorized, executed and delivered, as applicable, by the Issuers and each Guarantor in accordance with its organizational documents and the law of the jurisdiction in which it is organized, (2) the execution, delivery, issuance and performance, as applicable, by the Issuers and each Guarantor of such Securities Agreement and such Securities will not constitute a breach or violation of its organizational documents or violate the law of the jurisdiction in which it is organized or any other jurisdiction (except that no such assumption is made with respect to the law of the State of New York, the Delaware General Corporation Law, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act or the Texas Business Organizations Code, assuming there shall not have been any change in such laws affecting the validity or enforceability of such Securities Agreement and such Securities) and (3) the execution, delivery, issuance and performance, as applicable, by the Issuers and each Guarantor of such Securities Agreement and such Securities (a) will not constitute a breach or default under any agreement or instrument which is binding upon the Issuers or any such Guarantor and (b) will comply with all applicable regulatory requirements.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that:

1. With respect to the Common Stock, assuming (a) the taking by the Board of Directors of Community Health Systems, Inc. of all necessary corporate action to authorize and approve the issuance of the Common Stock and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then binding on the Issuers and (b) due issuance and delivery of the Common Stock, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by the Board of Directors of Community Health Systems, Inc. and otherwise in accordance with the provisions of such agreement, the certificate of incorporation, by-laws and the Delaware General Corporation Law, the Common Stock will be validly issued, fully paid and nonassessable.
2. With respect to the Preferred Stock, assuming (a) the taking by the Board of Directors of Community Health Systems, Inc. of all necessary corporate action to authorize and approve the issuance and terms of the Preferred Stock and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then

binding on Community Health Systems, Inc., (b) due filing of the applicable definitive Certificate of Designations with respect to such Preferred Stock and (c) due issuance and delivery of the Preferred Stock, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by the Board of Directors of Community Health Systems, Inc. and otherwise in accordance with the provisions of such agreement, the certificate of incorporation, by-laws and the Delaware General Corporation Law the Preferred Stock will be validly issued, fully paid and nonassessable.

3. With respect to the Depositary Shares, assuming (a) the taking of all necessary corporate action by the Board of Directors of Community Health Systems, Inc. to authorize and approve the issuance and delivery to the Depositary of the Preferred Stock represented by the Depositary Shares, the issuance and terms of the Depositary Shares and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then binding on Community Health Systems, Inc. and (b) the due execution, issuance and delivery of Depositary Receipts evidencing the Depositary Shares against deposit of the Preferred Stock in accordance with the applicable definitive Deposit Agreement, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by the Board of Directors of Community Health Systems, Inc. and otherwise in accordance with the provisions of such agreement and such Deposit Agreement, the Depositary Shares will represent legal and valid interests in such Preferred Stock and the Depositary Receipts will constitute valid evidence of such interests in such Preferred Stock.
4. With respect to the Debt Securities, assuming (a) the taking of all necessary corporate action by the Board of Directors of the applicable Issuer or duly authorized officers of the applicable Issuer (such Board of Directors or authorized officers being referred to herein as the "Issuer Authorizing Party") to authorize and approve the issuance and terms of any Debt Securities and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then binding on the Issuers, and (b) the due execution, authentication, issuance and delivery of such Debt Securities, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by the Issuer Authorizing Party and otherwise in accordance with the provisions of such agreement and the applicable Indenture, such Debt Securities will constitute valid and legally binding obligations of the applicable Issuer enforceable against the applicable Issuer in accordance with their terms.
5. With respect to the Guarantees, assuming (a) the taking of all necessary corporate, limited liability company or limited partnership action by the applicable Board of Directors of each Guarantor or duly authorized members, managers, general partners or officers of such Guarantor (each such Board of Directors or duly authorized members, managers, general partners or officers being referred to herein as the "Guarantor Authorizing Party") to authorize and approve the issuance and terms of any Guarantees and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then binding on such Guarantor, (b) the due execution, authentication, issuance and delivery of the Debt Securities underlying

such Guarantees, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by the Guarantor Authorizing Party and otherwise in accordance with the provisions of such agreement and the applicable Indenture and (c) the due issuance of such Guarantees, such Guarantees will constitute valid and legally binding obligations of the Guarantors enforceable against the Guarantors in accordance with their terms.

6. With respect to the Warrants, assuming (a) the taking of all necessary corporate action by the applicable Board of Directors or in the case of the Debt Securities Warrants, the Authorizing Party, to authorize and approve the issuance and terms of any Warrants and the terms of the offering thereof so as not to violate any applicable law or agreement or instrument then binding on the Issuers and (b) the due execution, countersignature, issuance and delivery of such Warrants, upon payment therefor in accordance with the applicable definitive underwriting, purchase or similar agreement approved by such Board of Directors and otherwise in accordance with the provisions of such agreement and the applicable definitive Warrant Agreement, such Warrants will constitute valid and legally binding obligations of the applicable Issuer enforceable against the applicable Issuer in accordance with their terms.

Our opinions set forth in paragraphs 3 through 6 above are subject to (i) the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, (ii) general equitable principles (whether considered in a proceeding in equity or at law) and (iii) an implied covenant of good faith and fair dealing. In addition, we express no opinion as to the validity, legally binding effect or enforceability of (A) the waiver of rights and defenses contained in Section 515 of the Indentures or (B) Section 110 of the Indentures relating to the separability of provisions of the Indentures.

We do not express any opinion herein concerning any law other than the law of the State of New York, the Delaware General Corporation Law, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the Texas Business Organizations Code.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption “Legal Matters” in the Prospectus included in the Registration Statement.

Very truly yours,

/s/ SIMPSON THACHER & BARTLETT LLP

Schedule I – Delaware Guarantors

<u>Name</u>	<u>Juris</u>
1. Abilene Hospital, LLC	DE
2. Abilene Merger, LLC	DE
3. Affinity Health Systems, LLC	DE
4. Affinity Hospital, LLC	DE
5. Berwick Hospital Company, LLC	DE
6. Birmingham Holdings II, LLC	DE
7. Birmingham Holdings, LLC	DE
8. Bluefield Holdings, LLC	DE
9. Bluefield Hospital Company, LLC	DE
10. Bluffton Health System LLC	DE
11. Brownwood Hospital, L.P.	DE
12. Brownwood Medical Center, LLC	DE
13. Bullhead City Hospital Investment Corporation	DE
14. Carlsbad Medical Center, LLC	DE
15. Carolinas Holdings, LLC	DE
16. Carolinas JV Holdings General, LLC	DE
17. Carolinas JV Holdings II, LLC	DE
18. Carolinas JV Holdings, L.P.	DE
19. Central Florida HMA Holdings, LLC	DE
20. Central States HMA Holdings, LLC	DE
21. Chestnut Hill Health System, LLC	DE
22. CHHS Holdings, LLC	DE
23. CHHS Hospital Company, LLC	DE
24. CHS Pennsylvania Holdings, LLC	DE
25. CHS Receivables Funding, LLC	DE
26. CHS Tennessee Holdings, LLC	DE
27. CHS Virginia Holdings, LLC	DE
28. Clarksville Holdings II, LLC	DE
29. Clarksville Holdings, LLC	DE
30. Cleveland Tennessee Hospital Company, LLC	DE
31. College Station Hospital, L.P.	DE
32. College Station Medical Center, LLC	DE
33. College Station Merger, LLC	DE
34. Community Health Investment Company, LLC	DE
35. CP Hospital GP, LLC	DE
36. CPLP, LLC	DE
37. Crestwood Healthcare, L.P.	DE
38. Crestwood Hospital LP, LLC	DE
39. Crestwood Hospital, LLC	DE
40. CSMC, LLC	DE

<u>Name</u>	<u>Juris</u>
41. Deaconess Holdings, LLC	DE
42. Deaconess Hospital Holdings, LLC	DE
43. Desert Hospital Holdings, LLC	DE
44. Detar Hospital, LLC	DE
45. DHFW Holdings, LLC	DE
46. Dukes Health System, LLC	DE
47. Florida HMA Holdings, LLC	DE
48. Gadsden Regional Medical Center, LLC	DE
49. GRMC Holdings, LLC	DE
50. Hallmark Healthcare Company, LLC	DE
51. Health Management Associates, LLC	DE
52. Health Management Associates, LP	DE
53. Health Management General Partner I, LLC	DE
54. Health Management General Partner, LLC	DE
55. HMA Hospitals Holdings, LP	DE
56. HMA Services GP, LLC	DE
57. HMA-TRI Holdings, LLC	DE
58. Hobbs Medco, LLC	DE
59. Kirksville Hospital Company, LLC	DE
60. Knox Hospital Company, LLC	DE
61. Lancaster Hospital Corporation	DE
62. La Porte Health System, LLC	DE
63. La Porte Hospital Company, LLC	DE
64. Las Cruces Medical Center, LLC	DE
65. Lea Regional Hospital, LLC	DE
66. Longview Clinic Operations Company, LLC	DE
67. Longview Medical Center, L.P.	DE
68. Longview Merger, LLC	DE
69. LRH, LLC	DE
70. Lutheran Health Network of Indiana, LLC	DE
71. Mary Black Health System LLC	DE
72. Medical Center of Brownwood, LLC	DE
73. Mississippi HMA Holdings I, LLC	DE
74. Mississippi HMA Holdings II, LLC	DE
75. Moberly Hospital Company, LLC	DE
76. Natchez Hospital Company, LLC	DE
77. National Healthcare of Leesville, Inc.	DE
78. Navarro Hospital, L.P.	DE
79. Navarro Regional, LLC	DE
80. NC-DSH, LLC	DE
81. Northwest Arkansas Hospitals, LLC	DE
82. Northwest Hospital, LLC	DE

<u>Name</u>	<u>Juris</u>
83. NOV Holdings, LLC	DE
84. NRH, LLC	DE
85. Oro Valley Hospital, LLC	DE
86. Palmer-Wasilla Health System, LLC	DE
87. Pennsylvania Hospital Company, LLC	DE
88. Phoenixville Hospital Company, LLC	DE
89. Pottstown Hospital Company, LLC	DE
90. QHG Georgia Holdings, Inc.	DE
91. QHG Georgia Holdings II, LLC	DE
92. QHG of Bluffton Company, LLC	DE
93. QHG of Fort Wayne Company, LLC	DE
94. Regional Hospital of Longview, LLC	DE
95. Ruston Hospital Corporation	DE
96. Ruston Louisiana Hospital Company, LLC	DE
97. SACMC, LLC	DE
98. San Angelo Community Medical Center, LLC	DE
99. San Angelo Medical, LLC	DE
100. Scranton Holdings, LLC	DE
101. Scranton Hospital Company, LLC	DE
102. Scranton Quincy Holdings, LLC	DE
103. Scranton Quincy Hospital Company, LLC	DE
104. Siloam Springs Arkansas Hospital Company, LLC	DE
105. Siloam Springs Holdings, LLC	DE
106. Southeast HMA Holdings, LLC	DE
107. Southern Texas Medical Center, LLC	DE
108. Southwest Florida HMA Holdings, LLC	DE
109. Tennessee HMA Holdings, LP	DE
110. Tennyson Holdings, LLC	DE
111. Tomball Texas Holdings, LLC	DE
112. Tomball Texas Hospital Company, LLC	DE
113. Triad Healthcare, LLC	DE
114. Triad Holdings III, LLC	DE
115. Triad Holdings IV, LLC	DE
116. Triad Holdings V, LLC	DE
117. Triad Nevada Holdings, LLC	DE
118. Triad of Alabama, LLC	DE
119. Triad-ARMC, LLC	DE
120. Triad-Navarro Regional Hospital Subsidiary, LLC	DE
121. Tunkhannock Hospital Company, LLC	DE
122. VHC Medical, LLC	DE
123. Vicksburg Healthcare, LLC	DE
124. Victoria Hospital, LLC	DE

<u>Name</u>	<u>Juris</u>
125. Victoria of Texas, L.P.	DE
126. Webb Hospital Corporation	DE
127. Webb Hospital Holdings, LLC	DE
128. Wesley Health System LLC	DE
129. WHMC, LLC	DE
130. Wilkes-Barre Behavioral Hospital Company, LLC	DE
131. Wilkes-Barre Holdings, LLC	DE
132. Wilkes-Barre Hospital Company, LLC	DE
133. Woodland Heights Medical Center, LLC	DE
134. Woodward Health System, LLC	DE

Schedule II – Texas Guarantors

<u>Name</u>	<u>Juris</u>
1. Granbury Hospital Corporation	TX
2. Laredo Texas Hospital Company, L.P.	TX
3. Weatherford Hospital Corporation	TX
4. Weatherford Texas Hospital Company, LLC	TX

Schedule III Non-covered Guarantors

<u>Name</u>	<u>Juris</u>
1. Foley Hospital Corporation	AL
2. QHG of Enterprise, Inc.	AL
3. Fort Smith HMA, LLC	AR
4. MCSA, L.L.C.	AR
5. QHG of Springdale, Inc.	AR
6. Triad-El Dorado, Inc.	AR
7. Van Buren H.M.A., LLC	AR
8. Bullhead City Hospital Corporation	AZ
9. Citrus HMA, LLC	FL
10. HMA Santa Rosa Medical Center, LLC	FL
11. Hospital Management Associates, LLC	FL
12. Hospital Management Services of Florida, LP	FL
13. Key West HMA, LLC	FL
14. Naples HMA, LLC	FL
15. Pasco Regional Medical Center, LLC	FL
16. Port Charlotte HMA, LLC	FL
17. Punta Gorda HMA, LLC	FL
18. Venice HMA, LLC	FL
19. QHG Georgia, LP	GA
20. Frankfort Health Partner, Inc.	IN
21. QHG of Clinton County, Inc.	IN
22. Kennett HMA, LLC	MO
23. Poplar Bluff Regional Medical Center, LLC	MO
24. Biloxi H.M.A., LLC	MS
25. Brandon HMA, LLC	MS
26. Jackson HMA, LLC	MS
27. Madison HMA, LLC	MS
28. QHG of Forrest County, Inc.	MS
29. QHG of Hattiesburg, Inc.	MS
30. River Oaks Hospital, LLC	MS
31. River Region Medical Corporation	MS
32. ROH, LLC	MS
33. Statesville HMA, LLC	NC
34. Salem Hospital Corporation	NJ
35. Roswell Hospital Corporation	NM
36. Clinton HMA, LLC	OK
37. Kay County Hospital Corporation	OK
38. Kay County Oklahoma Hospital Company, LLC	OK
39. Marshall County HMA, LLC	OK
40. Seminole HMA, LLC	OK
41. Coatesville Hospital Corporation	PA
42. Chester HMA, LLC	SC

<u>Name</u>	<u>Juris</u>
43. Gaffney H.M.A., LLC	SC
44. QHG of South Carolina, Inc.	SC
45. QHG of Spartanburg, Inc.	SC
46. Campbell County HMA, LLC	TN
47. Cleveland Hospital Company, LLC	TN
48. Cocke County HMA, LLC	TN
49. Dyersburg Hospital Company, LLC	TN
50. HMA Fentress County General Hospital, LLC	TN
51. Hospital of Morristown, LLC	TN
52. Jackson Hospital Corporation (TN)	TN
53. Jefferson County HMA, LLC	TN
54. Knoxville HMA Holdings, LLC	TN
55. Lakeway Hospital Company, LLC	TN
56. Lebanon HMA, LLC	TN
57. Martin Hospital Company, LLC	TN
58. Metro Knoxville HMA, LLC	TN
59. Shelbyville Hospital Company, LLC	TN
60. Tullahoma HMA, LLC	TN
61. Emporia Hospital Corporation	VA
62. Franklin Hospital Corporation	VA
63. Virginia Hospital Company, LLC	VA
64. Oak Hill Hospital Corporation	WV

March 12, 2019

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

Ladies and Gentlemen:

We have acted as special Alabama, Mississippi, and North Carolina counsel to the entities listed on Schedule I attached hereto (collectively, the "AL/MS/NC Subsidiary Guarantors"), in connection with the AL/MS/NC Subsidiary Guarantors' proposed guarantees (collectively, the "Debt Securities Guarantees") of debt securities (collectively, the "Debt Securities") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("Parent"), or CHS/Community Health Systems, Inc., a Delaware corporation ("CHS" and, together with Parent, the "Issuers"), pursuant to forms of senior and subordinated notes indentures (such forms, collectively, the "Indentures") referenced by cross-reference in Exhibits 4.1, 4.2, 4.3 and 4.4 to the Issuers' registration statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on or about March 12, 2019.

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 Registration Statement, the Indentures, 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 Registration Statement, the Indentures, 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 therein or herein. We did not participate in the negotiation or preparation of the Indentures and have not advised the Issuers 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 Issuers 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 (as defined on Schedule II) for such entities, each of the AL/MS/NC Subsidiary Guarantors is validly existing under the laws of the State of Alabama, Mississippi, or North Carolina, as applicable.

2. Each of the AL/MS/NC Subsidiary Guarantors has the requisite corporate or limited liability company, as applicable, power to authorize the execution, delivery, and performance by such AL/MS/NC Subsidiary Guarantor of a Debt Securities Guarantee as contemplated by the Indentures.

3. The Debt Securities Guarantees, upon being subsequently (i) duly authorized by all necessary corporate or limited liability company, as applicable, action, (ii) executed by an authorized signatory, and (iii) delivered, will be validly authorized, executed, and delivered for corporate or limited liability company, as applicable, law purposes 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 or any Debt Securities 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 Debt Securities Guarantees and the transactions described in the Registration Statement and the Indentures 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 Debt Securities Guarantee or any document contemplated by the Registration Statement and the Indentures or the entering into the transactions described by the Registration Statement and the Indentures, 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 Indentures are governed by the laws of the State of New York. We express no opinion regarding the enforceability of any provisions of the Registration Statement, the Indentures, any Debt Securities Guarantee, or any other document contemplated by the Registration Statement and the Indentures 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 Registration Statement, the Indentures, any Debt Securities Guarantee, or any other document contemplated by the Registration Statement and the Indentures, 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.

(d) The opinions set forth in opinion paragraph 3 hereof are further subject to the following assumptions, qualifications, limitations and exceptions being true and correct at or prior to the time of the delivery of any Debt Securities Guarantee:

(i) the Debt Securities Guarantee will be issued and sold as contemplated in the Registration Statement and any prospectus supplement relating thereto;

(ii) the execution, delivery and performance by the AL/MS/NC Subsidiary Guarantor of a supplemental indenture creating the form and terms of the Debt Securities Guarantee (and, if relevant, the execution and delivery of the Debt Securities Guarantee or any notation of Debt Securities Guarantee) and the performance by the AL/MS/NC Subsidiary Guarantor of the Indenture, the supplemental indenture and the Debt Securities Guarantee will not (A) result in a default under or breach of any agreement or instrument binding upon the AL/MS/NC Subsidiary Guarantor, or any order, judgment or decree of any court or governmental authority applicable to the AL/MS/NC Subsidiary Guarantor, or (B) require any authorization, approval or other action by, or notice to or filing with, any court or governmental authority (other than such authorizations, approvals, actions, notices or filings which shall have been obtained or made, as the case may be, and which shall be in full force and effect);

(iii) the authorization by the AL/MS/NC Subsidiary Guarantor of the transactions described above and the instruments, agreements and other documents entered into or to be entered into by the AL/MS/NC Subsidiary Guarantor, as described above will not have been superseded, modified or rescinded, and there will not have occurred any change in law affecting the validity, binding character or enforceability of any such instruments, agreements or other documents;

(iv) the Indenture will not have been modified or amended (other than by a supplemental indenture or officers' certificate establishing the form and terms of the Debt Securities of any series and, if applicable, creating the form and terms of any related Debt Securities Guarantee); and

(v) the Entity Documents of the AL/MS/NC Subsidiary Guarantor, as currently in effect, will not have been modified or amended and will be in full force and effect, and there will be no change in applicable law relevant to this opinion letter, including applicable law governing the guarantying of indebtedness by any AL/MS/NC Subsidiary Guarantor, prior to the AL/MS/NC Subsidiary Guarantor entering into the applicable Debt Securities Guarantee.

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 statutes and regulations of 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 any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

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. Biloxi H.M.A., LLC, a Mississippi limited liability company
4. Brandon HMA, LLC, a Mississippi limited liability company
5. Jackson HMA, LLC, a Mississippi limited liability company
6. Madison HMA, LLC, a Mississippi limited liability company
7. QHG of Forrest County, Inc., a Mississippi corporation
8. QHG of Hattiesburg, Inc., a Mississippi corporation
9. River Oaks Hospital, LLC, a Mississippi limited liability company
10. River Region Medical Corporation, a Mississippi corporation
11. ROH, LLC, a Mississippi limited liability company
12. Statesville HMA, LLC, a North Carolina limited liability company

Schedule II

Entity Documents

1. The certificate with respect to various factual matters signed by an 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	February 27, 2019
QHG of Enterprise, Inc.	February 27, 2019

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 Compliance"):

Foley Hospital Corporation	March 5, 2019
QHG of Enterprise, Inc.	March 5, 2019

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"):

Biloxi H.M.A., LLC	February 27, 2019
Brandon HMA, LLC	February 27, 2019
Jackson HMA, LLC	February 27, 2019
Madison HMA, LLC	February 27, 2019
QHG of Forrest County, Inc.	February 27, 2019
QHG of Hattiesburg, Inc.	February 27, 2019
River Oaks Hospital, LLC	February 27, 2019
River Region Medical Corporation	February 27, 2019
ROH, LLC	February 27, 2019

5. Certificates of Existence for the following entities issued by the North Carolina Secretary of State on the respective dates listed below (the "North Carolina Certificates of Existence," and together with the Alabama Certificates of Existence, the Alabama Certificates of Compliance, and the Mississippi Certificates of Good Standing, the "Certificates of Existence"):

Statesville HMA, LLC	February 27, 2019
----------------------	-------------------

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.



Kutak Rock LLP
234 East Millsap Road, Suite 200, Fayetteville, AR 72703-4099
office 479.973.4200

March 12, 2019

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

Re: Arkansas Guarantors – certain debt securities to be issued by Community Health Systems, Inc. or CHS/Community Health Systems, Inc. pursuant to S-3 registration statement

Ladies and Gentlemen:

We have acted as Arkansas (the “**State**”) special counsel to the entities identified on Schedule I attached hereto (collectively, the “**Arkansas Guarantors**”), each organized and existing under the laws of the State of Arkansas, in connection with the Arkansas Guarantors’ proposed guarantees (collectively, the “**Debt Guarantees**”) of debt securities (collectively, the “**Debt Securities**”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“**Parent**”), or CHS/Community Health Systems, Inc., a Delaware corporation (“**CHS/CHS**” and, together with Parent, the “**Issuers**”), pursuant to forms of senior and subordinated notes indentures (collectively, the “**Indentures**”) that were filed with the Securities and Exchange Commission (the “**Commission**”) as exhibits to the Issuers’ registration statement on Form S-3 (the “**Registration Statement**”) on or about the date hereof.

As used herein, “**State Law**” means the laws of the State of Arkansas that an Arkansas lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the Arkansas 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 Arkansas 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 Transaction Documents (defined below). In addition thereto, we have reviewed and relied upon the following:

- (i) the organizational documents and instruments of the Arkansas Guarantors described on Exhibit A hereto (the "**Organizational Documents**");
- (ii) the certificate with respect to various factual matters and corporate documents signed by one or more officers of each of the Arkansas Guarantors and dated on or about the date of this opinion letter and the exhibits/attachments thereto (collectively, the "**Officers' Certificate**");
- (iii) the Registration Statement; and
- (iv) the forms of Indentures attached as Exhibits to the Registration Statement.

Items (iii) and (iv) above are collectively referenced herein as the "**Transaction Documents**". We did not participate in the negotiation or preparation of the Indentures and have not advised CHS/CHS, Parent, the Issuers or the Arkansas 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 opinion 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 Transaction Documents comply in all respects with the transaction described in the corporate minutes and resolutions described in the Officer's 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 Transaction Documents, and that there has been no waiver of any provision of the Transaction Documents, (vi) the Indentures will be duly 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 any of the Transaction Documents and any documents related thereto; and (viii) all Transaction Documents have 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 Transaction Documents. 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 any of Transaction Documents, including but not limited to the Officer's Certificate.

(b) To the extent it may be relevant to the opinions expressed herein, we have assumed that the parties to the Transaction Documents, other than the Arkansas 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, and constitute legal, valid and binding obligations of, such other parties (as applicable).

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

(1) Based solely on the certificates of good standing identified on Exhibit A, each Arkansas Guarantor is validly existing and in good standing under State Law.

(2) Each Arkansas Guarantor has the requisite corporate (with respect to those Arkansas Guarantors which are corporations) or limited liability company (with respect to those Arkansas Guarantors which are limited liability companies) power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Guarantees.

(3) The Debt Guarantees, upon being duly authorized by all necessary corporate (with respect to those Arkansas Guarantors which are corporations) or limited liability company (with respect to those Arkansas Guarantors which are limited liability companies) action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate (with respect to those Arkansas Guarantors which are corporations) or limited liability company (with respect to those Arkansas Guarantors which are limited liability companies) State Law purposes by each Arkansas Guarantor.

This opinion letter 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 you of any future changes in the facts or law relating to the matters covered by this opinion letter.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement in accordance with applicable Commission regulations under the Securities Act and to the reference to our firm under the caption "Legal Matters" in the prospectus contained in the Registration Statement. In giving such 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.

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 Transaction Documents. We expressly assume that the Transaction Documents, contain typical and customary terms and provisions and that the Indentures, upon execution and delivery, will be enforceable in accordance with their terms. 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

Arkansas 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 18, 2019;
 - 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 and certain other entities, dated March 12, 2019 (the "Written Consent"); and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on February 27, 2019.
2. QHG 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 18, 2019;
 - B. Undated Bylaws consisting of thirteen pages attached to the Secretary's Certificate;
 - C. The Written Consent; and
 - D. Certificate of Good Standing issued by the Arkansas Secretary of State on February 27, 2019.
3. Triad - El Dorado, Inc., an Arkansas corporation
 - A. Articles of Incorporation of Columbia El Dorado, Inc., 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 18, 2019;
 - 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 18, 2019;
 - C. Bylaws dated November 30, 1999;
 - D. The Written Consent; and
 - E. Certificate of Good Standing issued by the Arkansas Secretary of State on February 27, 2019.
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 18, 2019;
 - 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 February 27, 2019.

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 18, 2019;
 - 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 February 27, 2019.



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LAS VEGAS
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LOS CABOS
ORANGE COUNTY
PHOENIX
RENO
SALT LAKE CITY
TUCSON

March 12, 2019

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

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 proposed guarantees by the Arizona Subsidiary Guarantor (collectively, the "Debt Securities Guarantees") of debt securities (collectively, the "Debt Securities") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("Parent"), or CHS/Community Health Systems, Inc., a Delaware corporation (the "Company" and, together with the Parent, the "Issuers"). The Debt Securities are to be issued pursuant to forms of senior and subordinated notes indentures (collectively, the "Indentures") that were filed with the Securities and Exchange Commission (the "Commission") as exhibits to the Issuers' registration statement on Form S-3 (the "Registration Statement") on or about March 12, 2019.

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 Registration Statement, as certified to us on the date hereof by an officer of the Arizona Subsidiary Guarantor; (iii) a good standing certificate with respect to the Arizona Subsidiary Guarantor issued by the Arizona Corporation Commission; and (iv) the Indentures (including the Debt Securities Guarantees set forth therein).

Snell & Wilmer is a member of LEX MUNDI, The Leading Association of Independent Law Firms.

March 12, 2019

Page 2

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 Issuers 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 guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.

(3) The Debt Securities Guarantees, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate purposes by the Arizona Subsidiary Guarantor.

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

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

BASS BERRY + SIMSSM

150 Third Avenue South, Suite 2800
Nashville, TN 37201

(615) 742-6200

March 12, 2019

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

Ladies and Gentlemen:

We have acted as Tennessee counsel to the entities listed on Schedule I attached hereto (the “Tennessee Subsidiary Guarantors”) in connection with the Tennessee Subsidiary Guarantors’ proposed guarantees (collectively, the “Debt Securities Guarantees”) of debt securities (collectively, the “Debt Securities”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“Parent”), or CHS/Community Health Systems, Inc., a Delaware corporation (“CHS” and, together with Parent, the “Issuers”), pursuant to forms of senior and subordinated notes indentures (collectively, the “Indentures”) that were filed with the Securities and Exchange Commission (the “Commission”) as exhibits to the Issuers’ registration statement on Form S-3 (the “Registration Statement”) on or about March 12, 2019.

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 the Parent, CHS and the 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 the 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 Indentures, the Registration Statement, and the prospectus contained within the Registration Statement (the “Prospectus”).

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 transactions contemplated by the Registration Statement.

The opinions expressed herein are limited in all respects to 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.

With regard to our opinion in paragraph 1 below with respect to the Tennessee Subsidiary Guarantors' existence, we have based our opinions solely upon examination of the certificates of good standing issued by 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 the Tennessee Subsidiary Guarantors is validly existing under the laws of the State of Tennessee.
2. Each of the Tennessee Subsidiary Guarantors has the requisite corporate or limited liability company power, as applicable, to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.
3. The Debt Securities Guarantees, upon being duly authorized by all necessary corporate or limited liability company action, as applicable, executed by an authorized signatory, and delivered, will be validly authorized, executed, and delivered for corporate or limited liability company law purposes, as applicable, by each of the Tennessee Subsidiary Guarantors.

Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of any changes in the facts or law relating to the matters covered by this opinion that may hereafter come to our attention.

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bass, Berry & Sims PLC

Schedule I

Tennessee Subsidiary Guarantors

1. Jackson Hospital Corporation
2. Campbell County HMA, LLC
3. Cleveland Hospital Company, LLC
4. Cocke County HMA, LLC
5. Dyersburg Hospital Company, LLC
6. HMA Fentress County General Hospital, LLC
7. Hospital of Morristown, LLC
8. Jefferson County HMA, LLC
9. Knoxville HMA Holdings, LLC
10. Lakeway Hospital Company, LLC
11. Lebanon HMA, LLC
12. Martin Hospital Company, LLC
13. Metro Knoxville HMA, LLC
14. Shelbyville Hospital Company, LLC
15. Tullahoma HMA, LLC

SunTrust Financial Centre
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March 12, 2019

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

Re: Debt Securities Guarantee (as defined below) of Florida Subsidiary Guarantors (as defined below) issued pursuant to Indentures (defined below) filed as Exhibits to the Registration Statement (as defined below)

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’ proposed guarantees (collectively, the “*Debt Securities Guarantees*”) of debt securities (collectively, the “*Debt Securities*”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“*Parent*”), or CHS/Community Health Systems, Inc., a Delaware corporation (“*CHS*” and, together with Parent, the “*Issuers*”), pursuant to forms of senior and subordinated notes indentures (collectively, the “*Indentures*”) that were filed with the Securities and Exchange Commission (the “*Commission*”) as exhibits to the Issuers’ registration statement on Form S-3 (the “*Registration Statement*”) on or about March 12, 2019.

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 March 12, 2019 (the "**Resolutions**");
- (v) the Indentures; and
- (vi) the Registration Statement.

The documents described in Paragraphs (i) through (iv) above are sometimes collectively hereinafter referred to as the "**Organizational Documents**." The documents described in Paragraphs (v) and (vi) are hereinafter referred to as the "**Transaction Documents**". The Organizational Documents and the Transaction Documents 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 Documents accurately reflect 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 Documents by the parties thereto other than the Florida Subsidiary Guarantors, (vii) the due execution and delivery of the Transaction Documents by the Florida Subsidiary Guarantors, and (vi) that certificates of public officials dated earlier than the date of this opinion letter remain accurate from such earlier dates through and including the date of this opinion letter.

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 guarantee the Debt Securities Guarantees pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities.
3. The Debt Securities Guarantees, upon being duly authorized by all necessary limited liability company or limited partnership action, as the case may be, by each of the Florida Subsidiary Guarantors, executed by an authorized signatory and delivered, by each of the Florida Subsidiary Guarantors, will be validly authorized, executed, and delivered for limited liability company or limited partnership purposes, as the case may be, by each of the Florida Subsidiary Guarantors.

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 Documents 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 Documents 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 Documents 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 Documents 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 Documents) 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 Documents.

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 Documents 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 Documents 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 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 Documents 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 any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, 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/Certificate of Limited Partnership</u>	<u>Date of Certificate of Status</u>	<u>Date of Operating Agreement/Limited Partnership Agreement</u>
Citrus HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014
HMA Santa Rosa Medical Center, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Hospital Management Associates, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Hospital Management Services of Florida, LP	February 20, 2019	February 18, 2019	January 7, 2013, as amended February 16, 2017
Key West HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Naples HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Pasco Regional Medical Center, LLC	February 19, 2019	February 18, 2019	February 16, 2017
Port Charlotte HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Punta Gorda HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014
Venice HMA, LLC	February 19, 2019	February 18, 2019	January 27, 2014

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March 12, 2019

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

Ladies and Gentlemen:

We have acted as Georgia counsel to QHG Georgia, LP, a Georgia limited partnership (the "Georgia Subsidiary Guarantor"), in connection with the Georgia Subsidiary Guarantor's proposed guarantee (the "Debt Securities Guarantee") of debt securities (collectively, the "Debt Securities") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("Parent"), or CHS/Community Health Systems, Inc., a Delaware corporation ("CHS" and, together with Parent, the "Issuers"), pursuant to forms of senior and subordinated notes indentures (collectively, the "Indentures") that were filed with the Securities and Exchange Commission (the "Commission") as exhibits to the Issuers' registration statement on Form S-3 (the "Registration Statement") on or about March 12, 2019.

In rendering the opinions set forth herein, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of those corporate records, agreements, organizational documents and other instruments, and those certificates or comparable documents of public officials and of officers and representatives of the Issuers and the Georgia Subsidiary Guarantor, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth, as more particularly described below (collectively, the "Documents"):

- (i) the Registration Statement;
- (ii) the Indentures;
- (iii) the certificate of limited partnership and agreement of limited partnership of QHG Georgia, LP;
- (iv) the certificate with respect to various factual matters signed by an officer of the Georgia Subsidiary Guarantor and dated the date of this opinion (the "Officer's Certificate"); and
- (v) Certificate of Existence issued by the Secretary of State of the State of Georgia with respect to the Georgia Subsidiary Guarantor, dated March 11, 2019.

In rendering the opinions set forth below, we have, with your consent, relied only upon examination of the Documents 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 Georgia Subsidiary Guarantor 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 and, as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. 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 Issuers and the Georgia Subsidiary Guarantor and have assumed that such matters remain true and correct through the date hereof. We have also assumed that each agreement referred to in this letter has been duly authorized, executed and delivered by, and is a legal, valid, binding and enforceable obligation of, each party thereto other than the Georgia Subsidiary Guarantor.

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 Parent, CHS and each of the Guarantors (as defined in the Indenture) other than the Georgia Subsidiary Guarantor is duly organized, validly existing and in good standing under the laws of all jurisdictions where each is conducting its business or otherwise required to be so qualified to do business and has full power and authority to execute, deliver and perform under the agreements referenced herein, and all such documents have been duly and validly authorized, executed and delivered by Parent, CHS and each of the Guarantors other than the Georgia Subsidiary Guarantor;

(c) the general partnership interest of QHG Georgia Holdings, Inc. in QHG Georgia, LP was validly transferred to QHG Georgia Holdings II, LLC and no portion of such interest has been subsequently assigned or otherwise transferred to any other person or entity; and

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

In respect to representations, statements and certificates referred to above, we have not undertaken to verify independently the representations, statements and certifications made; 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 as to the existence of the Georgia Subsidiary Guarantor is based solely on a review of the certificate of public officials referenced above and the Officer's Certificate.

This opinion is limited in all respects to 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. Insofar as any Document invokes the laws of any state or jurisdiction other than Georgia as applicable to the construction, validity, binding effect or enforceability of such Document, 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.

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

(1) The Georgia Subsidiary Guarantor is validly existing under the laws of the State of Georgia.

(2) The Georgia Subsidiary Guarantor has the requisite limited partnership power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantee.

(3) The Debt Securities Guarantee, upon being duly authorized by all necessary limited partnership action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for Georgia limited partnership law purposes by the Georgia Subsidiary Guarantor.

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act or the rules and regulations of the Commission thereunder.

* * * * *

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 you of any future changes in the facts or law relating to the matters covered by this opinion.

Very truly yours,

King & Spalding LLP

By: /s/ Thomas H. Hawk, III

Thomas H. Hawk, III

Partner



March 12, 2019

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

Ladies and Gentlemen:

We have acted as special counsel in the State of Indiana (the "**State**") for Frankfort Health Partner, Inc., an Indiana corporation, and QHG of Clinton County, Inc., an Indiana corporation hereto (collectively, the "**Indiana Subsidiary Guarantors**"), in connection with the Indiana Subsidiary Guarantors' proposed guarantees (collectively, the "**Debt Securities Guarantees**") of debt securities (collectively, the "**Debt Securities**") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("**Parent**"), or CHS/Community Health Systems, Inc., a Delaware corporation ("**CHS**" and, together with Parent, the "**Issuers**"), pursuant to forms of senior and subordinated notes indentures (collectively, the "**Indentures**") that were filed with the Securities and Exchange Commission (the "**Commission**") as exhibits to the Issuers' registration statement on Form S-3 (the "**Registration Statement**") on or about March 12, 2019.

In rendering the opinions expressed below, we have examined and relied on originals or copies (certified or otherwise identified to our satisfaction) of the Registration Statement and the Indentures. We have also examined the originals, or duplicates or certified or conformed copies, of such records, agreements, instruments, and other documents and have made such other investigations as we have deemed relevant and necessary in connection with the opinions expressed herein including certification of existence for each of the Indiana Subsidiary Guarantors and their organizational documents as filed with the respective Secretaries of State and documents presented to us as their respective bylaws.

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

1. Based solely on the Certificates of Existence for each of the Indiana Subsidiary Guarantors, issued by the Indiana Secretary of State, each dated as of March 7, 2019, each of the Indiana Subsidiary Guarantors is validly existing under the laws of the State.
2. Each of the Indiana Subsidiary Guarantors has the requisite corporate power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.
3. The Debt Securities Guarantees, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate law purposes by each of the Indiana Subsidiary Guarantors.

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 originals, the conformity to original documents of all documents submitted to us as

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duplicates or certified or conformed copies, the authenticity of the originals of such latter documents, that persons purporting to act on behalf of any of the Indiana Subsidiary Guarantors 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.

Our opinions above are subject to (i) the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium, and other similar laws relating to or affecting creditor's rights generally, (ii) general equitable principles (whether considered in a proceeding in equity or at law), (iii) the exercise of judicial discretion in accordance with principles of equity and (v) an implied covenant of good faith and fair dealing.

We are members of the Bar of the State, and we do not express any opinion herein concerning any law other than the law of the State.

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. We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/S/ BINGHAM GREENEBAUM DOLL LLP

HUSCH BLACKWELL

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Kansas City, MO 64112
Main: 816.983.8000
Fax: 816.983.8080

March 12, 2019

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

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’ proposed guarantees (collectively, the “*Debt Securities Guarantees*”) of debt securities (collectively, the “*Debt Securities*”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“*Parent*”), or CHS/Community Health Systems, Inc., a Delaware corporation (“*CHS/CHS*”) and, together with Parent, the “*Issuers*”), pursuant to forms of senior and subordinated notes indentures (collectively, the “*Indentures*”) that were filed with the Securities and Exchange Commission (the “*Commission*”) as exhibits to the Issuers’ registration statement on Form S-3 (the “*Registration Statement*”) on or about March 12, 2019.

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) the Action by Written Consent in Lieu of a Meeting of the Governing Boards (Board of Directors, Boards of Managers, Managing Members, Sole Members, and General Partners, as applicable) applicable to the Missouri Subsidiary Guarantors dated March 12, 2019;

Husch Blackwell LLP

- (iv) Certificate of Good Standing for each Missouri Subsidiary Guarantor dated March February 27, 2019 (collectively, the “*Certificates of Good Standing*”);
- (v) the Registration Statement;
- (vi) the Debt Securities;
- (vii) the Debt Guarantees; and
- (viii) the Indentures.

The documents listed in (i) through (viii) above are referred to herein as the “*Transaction Documents*.” We have assumed without investigation that there has been no relevant change or development between the dates as of which the information cited above was given and the date of this letter. We have further assumed that the information upon which we have relied is accurate, and that none of such information contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements made, in light of the circumstances in which they are made, not misleading. We have not reviewed other records, documents, certificates or instruments, or conducted any other investigations (beyond our review of the Transaction Documents) for purposes of rendering the opinions expressed below.

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 Debt Securities, the Debt Guarantees, and the execution and delivery of the Indentures (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 any of the Transaction Documents is legally competent; (2) all signatures on the Transaction Documents are genuine, the Indentures submitted to us as copies conform to the originals; (3) all Transaction Documents are 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 Transaction Documents.

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

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

(e) Our opinions with respect to Missouri law 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 (including, without limitation, the Investment Company Act of 1940, as amended), or environmental laws, regulations and codes, federal patent, trademark and copyright, state trademark, and other federal and state intellectual property laws and regulations, federal and state laws, regulations and policies concerning (i) national and local emergency, (ii) possible judicial deference to acts of sovereign states, and (iii) criminal and civil forfeiture laws, other federal and state statutes of general application to the extent they provide for criminal prosecution (e.g., mail fraud and wire fraud statutes).

(f) We express no opinion herein with respect to the effects of the execution, delivery, and performance of the Transaction Documents 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 validly existing under the laws of the State of Missouri.

(2) Each Missouri Subsidiary Guarantor has the requisite limited liability company power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.

(3) The Debt Securities Guarantees, upon being duly authorized by all necessary limited liability company action, executed by an authorized signatory and delivered, will be validly authorized, executed and delivered for limited liability company law purposes 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.

Husch Blackwell LLP

HUSCH BLACKWELL

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ Husch Blackwell LLP

Husch Blackwell LLP

HUSCH BLACKWELL

4801 Main Street, Suite 1000
Kansas City, MO 64112
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Schedule I

Guarantors

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

Husch Blackwell LLP

Ballard Spahr LLP

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March 12, 2019

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

Ladies and Gentlemen:

We have acted as New Jersey counsel to Salem Hospital Corporation, a New Jersey corporation (the "NJ Guarantor"), and Pennsylvania counsel to Coatesville Hospital Corporation, a Pennsylvania corporation (the "PA Guarantor") in connection with the proposed guarantees by the NJ Guarantor and the PA Guarantor of debt securities (collectively, the "Debt Securities") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("Parent"), or CHS/Community Health Systems, Inc., a Delaware corporation ("CHS/CHS" and, together with Parent, the "Issuers"), pursuant to forms of senior and subordinated notes indentures (collectively, the "Indentures") that were filed with the Securities and Exchange Commission (the "Commission") as exhibits to the Issuers' registration statement on Form S-3 (the "Registration Statement") on or about March 12, 2019.

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 Registration Statement, the Indentures, 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, the NJ Guarantor and the PA Guarantor 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, the NJ Guarantor or the PA Guarantor 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 Issuers the NJ Guarantor and the PA Guarantor 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 set forth herein, we are of the opinion that:

1. Based solely on the good standing certificate dated February 27, 2019 issued by the Department of the Treasury of the State of New Jersey, and the bring down letter dated March 6, 2019 from Corporation Service Company, the NJ Guarantor is validly existing under the laws of the State of New Jersey.
2. The NJ Guarantor has the requisite corporate power and authority to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Guarantees.
3. The Debt Guarantees, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate law purposes by the NJ Guarantor.
4. Based solely on the subsistence certificate dated February 27, 2019 issued by the Department of State of the Commonwealth of Pennsylvania, and the bring down letter dated March 6, 2019 from Corporation Service Company, the PA Guarantor is a corporation or limited liability company presently subsisting under the laws of the Commonwealth of Pennsylvania.
5. The PA Guarantor has the requisite corporate or limited liability company power and authority to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Guarantees.
6. The Debt Guarantees, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate or limited liability company law purposes by the PA Guarantor.

This opinion is limited to the laws of the Commonwealth of Pennsylvania or the State of New Jersey that lawyers exercising customary diligence would reasonably recognize as being applicable to credit transactions of the type contemplated by the Exchange Offers (collectively, the "Covered Laws"). In addition, and without limiting the generality of the foregoing definition of Covered Laws, the term "Covered Laws" does not include any law, rule or regulation that is applicable to the NJ Guarantor or the PA Guarantor solely because such law, rule or regulation is part of a regulatory regime applicable to any party or any of its affiliates due to the specific assets or business of such party or such affiliate. We express no opinion as to the laws of any other jurisdiction.

We express no opinion as to the application or requirements of state securities, patent, trademark, copyright, antitrust and unfair competition, pension or employee benefit, labor, environmental, health and safety, insolvency or fraudulent transfer, antifraud, anti-money laundering, anti-terrorism or tax laws in respect of the Exchange Offers.

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act or the rules and regulations of the Commission thereunder.

This opinion letter is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion letter beyond the matters expressly stated herein. We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in law, changes in facts or any other matters that hereafter might occur or be brought to our attention.

Very truly yours,

/s/ Ballard Spahr LLP



March 12, 2019

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

Ladies and Gentlemen:

We have acted as special New Mexico counsel to Roswell Hospital Corporation, a New Mexico corporation (the "New Mexico Subsidiary Guarantor"), in connection with the its proposed guarantee (the "Debt Guarantee") of debt securities (collectively, the "Debt Securities") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("Parent"), or CHS/Community Health Systems, Inc., a Delaware corporation ("CHS/CHS" and, together with Parent, the "Issuers"), pursuant to forms of senior and subordinated notes indentures (collectively, the "Indentures") that were filed with the Securities and Exchange Commission (the "Commission") as exhibits to the Issuers' registration statement on Form S-3 (the "Registration Statement") on or about March 12, 2019.

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 Registration Statement, the Indentures, the Certificate of Benjamin C. Fordham with Respect to Various Factual Matters, Action by Written Consent in Lieu of Meeting of the Governing Boards (Boards of Directors, Boards of Managers, Managing Members, Sole Members, and General Partners, as applicable) of the Entities listed on Schedule A (including the New Mexico Subsidiary Guarantor), Certificate of Good Standing for the New Mexico Subsidiary Guarantor issued by the New Mexico Secretary of State on February 27, 2019, 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.

REPLY TO:

325 Paseo de Peralta
Santa Fe, New Mexico 87501
Telephone (505) 982-3873 • Fax (505) 982-4289

Post Office Box 2307
Santa Fe, New Mexico 87504-2307

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 the requisite corporate power and authority to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Guarantee.
3. The Debt Guarantee, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate law purposes 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 any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

MONTGOMERY & ANDREWS, P.A.

By: /s/ Suzanne C. Odom

March 12, 2019

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 attached hereto (the "*Oklahoma Subsidiary Guarantors*"), in connection with the Oklahoma Subsidiary Guarantors' proposed guarantees (collectively, the "*Debt Securities Guarantees*") of debt securities (collectively, the "*Debt Securities*") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("*Parent*"), or CHS/Community Health Systems, Inc., a Delaware corporation ("*CHS*" and, together with Parent, the "*Issuers*"), pursuant to forms of senior and subordinated notes indentures (collectively, the "*Indentures*") that were filed with the Securities and Exchange Commission (the "*Commission*") as exhibits to the Issuers' registration statement on Form S-3 (the "*Registration Statement*") on or about March 12, 2019.

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 company power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.
3. The Debt Securities Guarantees, upon being duly authorized by all necessary corporate or company action, executed by an authorized signatory, and delivered, will be validly authorized, executed, and delivered for corporate or company purposes by each of the Oklahoma Subsidiary Guarantors.

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 about 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. By "validly existing" in the opinion in 1 we mean each Oklahoma Subsidiary Guarantor is a limited liability company existing under the Oklahoma Limited Liability Company Act or a corporation existing under the Oklahoma General Corporation Act.

We have assumed that Kay County Hospital Corporation is a wholly owned subsidiary of Parent and the execution, delivery, and performance of the Debt Securities Guarantee is necessary or convenient to the conduct, promotion, or attainment of the business of Kay County Hospital Corporation.

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 hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, 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



Atlanta, Ga
Charleston, SC
Charlotte, NC
Columbia, SC
Greenville, SC
Raleigh, NC
Spartanburg, SC

March 12, 2019

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

Ladies and Gentlemen:

We have acted as special South Carolina counsel to the entities listed on Schedule A (each a “**South Carolina Subsidiary Guarantor**” and collectively, the “**South Carolina Subsidiary Guarantors**”) in connection with the South Carolina Subsidiary Guarantors’ proposed guarantees (collectively, the “**Debt Securities Guarantees**”) of debt securities (collectively, the “**Debt Securities**”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“**Parent**”), or CHS/Community Health Systems, Inc., a Delaware corporation (“**CHS/CHS**” and, together with Parent, the “**Issuers**”), pursuant to forms of senior and subordinated notes indentures (collectively, the “**Indentures**”) that were filed with the Securities and Exchange Commission (the “**Commission**”) as exhibits to the Issuers’ registration statement on Form S-3 (the “**Registration Statement**”) on or about March 12, 2019.

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 Entity Documents listed on Schedule B attached hereto;
- (2) the Registration Statement;
- (3) the Debt Securities Guarantees; and
- (4) the Indentures.

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 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

Parker Poe Adams & Bernstein LLP 1221 Main Street Suite 1100 Columbia, SC 29201
t 803.255.8000 f 803.255.8017 www.parkerpoe.com

Community Health Systems, Inc.
CHS/Community Health Systems, Inc.
March 12, 2019
Page 2 of 4

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 Issuers 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) 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 guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.

(c) The Debt Securities Guarantees, upon being (i) duly authorized by all necessary corporate or limited liability company action, as applicable and (ii) executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate or limited liability company law purposes 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 any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thatcher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities 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

SCHEDULE A

SOUTH CAROLINA SUBSIDIARY GUARANTORS

Chester HMA, LLC

Gaffney H.M.A., LLC

QHG of South Carolina, Inc.

QHG of Spartanburg, Inc.

SCHEDULE B
ENTITY DOCUMENTS

1. Certificates of Existence for the South Carolina Subsidiary Guarantors issued by the South Carolina Secretary of State on the respective dates listed below:

Chester HMA, LLC	February 27, 2019
Gaffney H.M.A., LLC	February 27, 2019
QHG of South Carolina, Inc.	February 27, 2019
QHG of Spartanburg, Inc.	February 27, 2019

2. The Articles of Incorporation and applicable amendment documents for each of the South Carolina Subsidiary Guarantors certified by the South Carolina Secretary of State and attested to by an Officer of each of the South Carolina Subsidiary Guarantors as being unchanged since the date of such certification.
3. The Conversion of Corporation to Limited Liability Company/Articles of Organization for Chester HMA, LLC dated March 20, 2008 certified by the South Carolina Secretary of State and attested to by an Officer of Chester HMA, LLC as being unchanged since the date of such certification.
4. The Conversion of Corporation to Limited Liability Company/Articles of Organization for Gaffney H.M.A., LLC dated March 20, 2008 certified by the South Carolina Secretary of State and attested to by an Officer of Gaffney H.M.A., LLC as being unchanged since the date of such certification.
5. The Bylaws for each of QHG of South Carolina, Inc. and QHG of Spartanburg, Inc., certified by an officer thereof effective as of the date hereof.
6. The Amended and Restated Limited Liability Company Agreement of Chester HMA, LLC, as amended, certified by an officer thereof effective as of the date hereof
7. The Amended and Restated Limited Liability Company Agreement of Gaffney H.M.A, LLC, certified by an officer thereof effective as of the date hereof.
8. The Certificate of an officer of each of the South Carolina Subsidiaries attesting to various factual matters dated as of the date of this opinion (the "***Officer's Certificate***").
9. The Action by Written Consent in Lieu of Meeting of the Governing Boards (Boards of Directors, Boards of Managers, Managing Members, Sole Members, and General Partners, as applicable) of each of the South Carolina Subsidiary Guarantors, dated as of March 12, 2019.

March 12, 2019

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

RE: Form S-3 Registration Statement

Ladies and Gentlemen:

We have acted as special Virginia counsel to the entities listed on Schedule A (collectively, the “Virginia Subsidiary Guarantors”), in connection with the Virginia Subsidiary Guarantors’ proposed guarantees (collectively, the “Debt Securities Guarantees”) of debt securities (collectively, the “Debt Securities”) to be issued from time to time by Community Health Systems, Inc., a Delaware corporation (“Parent”), or CHS/Community Health Systems, Inc., a Delaware corporation (“CHS/CHS” and, together with Parent, the “Issuers”), pursuant to forms of senior and subordinated notes indentures (collectively, the “Indentures”) that were filed with the Securities and Exchange Commission (the “Commission”) as exhibits to the Issuers’ registration statement on Form S-3 (the “Registration Statement”) on March 12, 2019.

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 following documents (collectively, the “Documents”):

- (a) the Registration Statement;
- (b) the forms of Indentures;
- (c) the “Action by Written Consent in Lieu of a Meeting of the Governing Boards (Board of Directors, Board of Managers, Managing Members, Sole Members, and General Partners, as applicable) of the Entities listed on Schedule A” dated on March 12, 2019;
- (d) the “Certificate of Benjamin C. Fordham with Respect to Various Factual Matters” dated March 12, 2019;
- (e) the Articles of Incorporation of Emporia Hospital Corporation filed with the Virginia State Corporation Commission (the “SCC”) effective January 11, 1999;
- (f) the Articles of Incorporation of Franklin Hospital Corporation filed with the SCC effective October 25, 1999;
- (g) the Articles of Organization of Virginia Hospital Company, LLC filed with the SCC effective May 7, 2003;
- (h) the Bylaws of Emporia Hospital Corporation effective January 11, 1999;

- (i) the Bylaws of Franklin Hospital Corporation effective October 25, 1999;
- (j) the Limited Liability Company Agreement of Virginia Hospital Company, LLC dated July 30, 2003;
- (k) the Certificate of Good Standing for Emporia Hospital Corporation that was issued by the SCC and dated February 27, 2019;
- (l) the Certificate of Good Standing for Franklin Hospital Corporation that was issued by the SCC dated February 27, 2019; and
- (m) the Certificate of Fact for Virginia Hospital Company, LLC that was issued by the SCC and dated February 27, 2019.

In rendering the opinions set forth below, we 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 Virginia 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. We have assumed that each party to the Indentures (other than the Virginia Subsidiary Guarantors) has the full power, authority and legal right to execute and perform its obligations under the Indentures and all other documents executed by it in connection with the transactions that are the subject of the Indentures. We have assumed that the Indentures are enforceable in accordance with their terms.

We express no opinion to the extent that any Documents 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; (v) standards relating to fraud and forgery; (vi) any banking or insurance company law, rule or regulation, (vii) any law, rule or regulation relating to taxation, (viii) the statutes and ordinances, administrative decisions and rules and regulations of countries, towns, agencies, counties, municipalities and special political subdivisions, (ix) state securities or "Blue Sky" laws, rules and regulations; and (x) antitrust and unfair competition laws and regulations.

As to all questions of fact material to this opinion letter, we have relied upon (a) warranties, representations and covenants made by the Issuers and the Virginia Subsidiary Guarantors that are included in the Indentures and the Registration Statement; and (b) originals or copies (certified or otherwise identified to our satisfaction) of such records and other documents, and such certificates or comparable documents of public officials and of officers and representatives of the Issuers and the Virginia Subsidiary Guarantors and have assumed that such matters remain true and correct through the date of this letter. 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 each applicable Virginia Subsidiary Guarantor in this transaction without independent investigation.

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

1. Based solely upon our review of the Certificates of Good Standing and Certificate of Fact, as the case may be, issued by the SCC for each respective Virginia Subsidiary Guarantor, each of the Virginia Subsidiary Guarantors is validly existing under the laws of the Commonwealth of Virginia;
2. Each of the Virginia Subsidiary Guarantors has the requisite corporate or limited liability company power, as the case may be, and authority to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees;
3. The Debt Securities Guarantees, upon being duly authorized by all necessary corporate or limited liability company action, as the case may be, duly executed by an authorized signatory, and delivered, will be validly authorized, executed, and delivered for corporate or limited liability company purposes, as the case may be, by each Virginia Subsidiary Guarantor.

We express no opinion as to matters under or involving the laws of any jurisdiction other than laws of the Commonwealth of Virginia affecting corporations and limited liability companies. We express no opinion concerning any matter respecting or affected by any laws other than laws that a lawyer in Virginia exercising customary professional diligence would reasonably recognize as being directly applicable to each Virginia Subsidiary Guarantor for purposes of the opinions made in this letter. We express no opinion as to the enforceability of the Indentures or the application of federal or state securities law to the transactions contemplated in, or connected with, the Indentures or Registration Statement.

The opinions expressed herein are based upon facts and applicable laws covered by our opinions, each as in existence on this date. We assume no obligation to update or supplement such opinions to reflect any fact or circumstance that may come to our attention or any change in law that may occur. The opinions contained herein are legal opinions only and do not constitute a guaranty or warranty of the matters stated. The opinions are limited to the matters stated, and no opinion is implied or may be inferred beyond the matters expressly stated.

We hereby consent to any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933 as amended or the rules and regulations of the Commission thereunder.

Very truly yours,

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

Schedule A

Virginia Subsidiary Guarantors

1. Emporia Hospital Corporation
2. Franklin Hospital Corporation
3. Virginia Hospital Company, LLC

March 12, 2019

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

Ladies and Gentlemen:

We have acted as 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 proposed guarantees (collectively, the "**Debt Securities Guarantees**") of debt securities (collectively, the "**Debt Securities**") to be issued from time to time by Community Health Systems, Inc., a Delaware corporation ("**Parent**"), or CHS/Community Health Systems, Inc., a Delaware corporation ("**CHS**" and, together with Parent, the "**Issuers**"), pursuant to Issuers' registration statement on Form S-3 dated March 12, 2019 (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**").

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 (as defined below) and have not advised the Issuers or the West Virginia Subsidiary Guarantor with respect to such documents or transactions contemplated thereby.

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 West Virginia Subsidiary Guarantor;
- (ii) the certificate with respect to various factual matters signed by an officer of the West Virginia Subsidiary Guarantor and dated March 12, 2019 (the "**Officers' Certificate**");
- (iii) the Certificate of Existence as issued by the West Virginia Secretary of State and dated as of March 11, 2019;
- (iv) Form of Indenture, by and between Parent and Regions Bank, as trustee (the "**Exhibit 4.1 Parent Indenture**") relating to Senior Debt Securities (incorporated by reference to Exhibit 4.1 of Parent's Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918));
- (v) Form of Indenture, by and between Parent and Regions Bank, as trustee (the "**Exhibit 4.2 Parent Indenture**") relating to the Subordinated Debt Securities (incorporated by reference to Exhibit 4.2 of Parent's Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918));

(vi) Indenture, dated as of March 16, 2017, by and between CHS and Regions Bank, as trustee (the “**2017 CHS Indenture**”) relating to the Senior Debt Securities (incorporated by reference to Exhibit 4.1 of Parent’s Current Report on Form 8-K filed March 16, 2017 (No. 001-15925)); and

(vii) Form of Indenture, by and between CHS and Regions Banks, as trustee (the “**Exhibit 4.4 CHS Indenture**” and, together with the Exhibit 4.1 Parent Indenture, Exhibit 4.2 Parent Indenture and the 2017 CHS Indenture, the “**Indentures**”) relating to the Subordinated Debt Securities (incorporated by reference to Exhibit 4.4 of Parent’s Registration Statement on Form S-3 filed May 6, 2015 (No. 333-203918)).

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

1. The West Virginia Subsidiary Guarantor validly exists under the laws of the State of West Virginia.
2. The West Virginia Subsidiary Guarantor has the requisite corporate power to guarantee the Debt Securities pursuant to the terms of the Indentures and to perform its obligations under the Debt Securities Guarantees.
3. The Debt Securities Guarantees, upon being duly authorized by all necessary corporate action, executed by an authorized signatory and delivered, will be validly authorized, executed, and delivered for corporate law purposes 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) Certain laws and decisions applicable in the State of West Virginia may limit, render unenforceable or otherwise affect the enforceability of, certain rights, remedies, waivers and other provisions contained in the Indentures. Such laws and decisions do not affect the validity, of the Indentures taken as a whole, and the Indentures, taken together with applicable law, contains adequate provisions for enforcing the obligations of the borrower thereunder and for the practical realization of the material benefits conveyed by the Indentures; provided, however, such laws and decisions do not, in our judgment make the remedies provided for in the Indentures and available at law inadequate for the practical realization of the security intended to be provided by the Indentures.

(c) We express no opinion as to the validity or enforceability of any provision in any Indenture, (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.

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

(e) 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.

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

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

(h) We express no opinion regarding any matter involving the licensing and/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.

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

(j) 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 UCC.

(k) 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 West Virginia Subsidiary Guarantor to any third party; (2) the financial status of the West Virginia Subsidiary Guarantor; (3) the West Virginia Subsidiary Guarantor's ability to perform its obligations under the Indentures other than as specifically opined herein; and (4) the accuracy or completeness of any representations made by the West Virginia Subsidiary Guarantor other than as specifically opined herein.

(l) 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 comes 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 any reliance on this opinion letter and the opinions provided herein by the law firm Simpson Thacher & Bartlett LLP in connection with the legal opinion provided by that law firm that is included as an exhibit to the Registration Statement. Additionally, we hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus contained in 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 Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Respectfully submitted,

/s/ Steptoe & Johnson PLLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated February 21, 2019, relating to the consolidated financial statements and financial statement schedule of Community Health Systems, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Community Health Systems, Inc. for the year ended December 31, 2018, and to the reference to us under the heading “Experts” in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Nashville, TN
March 12, 2019

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)**
-

REGIONS BANK

(Exact name of trustee as specified in its charter)

An Alabama Banking Corporation
(Jurisdiction of
incorporation)

63-0371391
(I.R.S. Employer
Identification No.)

Regions Bank
Corporate Trust Department
1901 6th Avenue North, 28th Floor
Birmingham, Alabama 35203
(Address of principal executive offices)

Kristine Prall
Vice President
Regions Bank, Corporate Trust Services
1180 West Peachtree Street, Suite 1200
Atlanta, Georgia 30309
(404) 581-3742
(Name, address and telephone number of agent for service)

Community Health Systems, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(Jurisdiction of
incorporation)

13-3893191
(I.R.S. Employer
Identification No.)

4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000
(Address of principal executive offices)

Senior Debt Securities
(Title of the indenture securities)

Additional Obligor

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
CHS/Community Health Systems, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0137985
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Affinity Health Systems, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391769
Affinity Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391873
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Biloxi H.M.A., LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	59-2754033
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Brandon HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0885458
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Campbell County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528273
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Carolinas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227855
Carolinas JV Holdings General, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227746
Carolinas JV Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1744784
Carolinas JV Holdings, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227809
Central Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964329
Central States HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964397
Chester HMA, LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1231400
Chestnut Hill Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295575
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHHS Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295645
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Receivables Funding, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	80-0777467
CHS Tennessee Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	32-0465057
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
Citrus HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0195256
Clarksville Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-5498575
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Clinton HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1659366
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
Cocke County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528314
College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Healthcare, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1647983
Crestwood Hospital LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964255
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413
Fort Smith HMA, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1013889
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Gaffney H.M.A., LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-0859724
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Health Management Associates, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-0963645
Health Management Associates, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1601497
Health Management General Partner I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1721316
Health Management General Partner, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1690736
HMA Fentress County General Hospital, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-3974754
HMA Hospitals Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964154
HMA Santa Rosa Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	68-0045270
HMA Services GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1707507
HMA-TRI Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-5203380

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital Management Associates, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1410796
Hospital Management Services of Florida, LP	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5917647
Hospital of Morristown, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0907122
Jackson Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jefferson County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528414
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kennett HMA, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248087
Key West HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0905661
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Knox Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0733895
Knoxville HMA Holdings, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528116
La Porte Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0713794
La Porte Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0722737
Lakeway Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Laredo Texas Hospital Company, L.P.	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0175530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lebanon HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248060
Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252
Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Madison HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	03-0400182
Marshall County HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	38-3862800
Martin Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Mary Black Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1047528
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Metro Knoxville HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2535623
Mississippi HMA Holdings I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964464
Mississippi HMA Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964541
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
Naples HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4401957
Natchez Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1756496

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790
Northwest Arkansas Hospitals, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5896848
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Pasco Regional Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2832978
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Poplar Bluff Regional Medical Center, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1238701
Port Charlotte HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852902
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
Punta Gorda HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0526360
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
QHG Georgia Holdings, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023
QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Oaks Hospital, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0626874
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
ROH, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0780035
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991
Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Seminole HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4164241
Shelbyville Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southeast HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964613
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Southwest Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964696
Statesville HMA, LLC	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	56-2206788
Tennessee HMA Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1750499
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Triad Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926
Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
Triad-Navarro Regional Hospital Subsidiary, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1681610
Tullahoma HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248018
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
Van Buren H.M.A., LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1725652
Venice HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852812
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762418

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of Atlanta, 1000 Peachtree Street NE, Atlanta, Georgia 30309-4470 Alabama State Banking Department, P.O. Box 4600, Montgomery, Alabama 36103-4600

(b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

No responses are included for Items 3-15 of this Form T-1 because to the best of the Trustee's knowledge, the obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

- Exhibit 1.** Articles of Incorporation of the Trustee, attached as Exhibit 1.
- Exhibit 2.** Not applicable.
- Exhibit 3.** Authorization of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
- Exhibit 4.** Bylaws of the Trustee, attached as Exhibit 4
- Exhibit 5.** Not applicable.
- Exhibit 6.** The consent of the Trustee required by Section 321(b) of the Act, attached as Exhibit 6.

-
- Exhibit 7.** A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
- Exhibit 8.** Not applicable.
- Exhibit 9.** Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Regions Bank, an Alabama banking corporation, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and State of Georgia on the 12th day of March, 2019.

REGIONS BANK

By: /s/ Sean Julien

Name: Sean Julien

Title: Vice President

Exhibit 1 to Form T-1

ARTICLES OF INCORPORATION OF THE TRUSTEE

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Related Articles filed on behalf of Regions Bank, as received and filed in the Office of the Secretary of State on 11/03/2014.



20141117000007330

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

11/17/2014


Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

This instrument prepared by:
Legal Department
Regions Bank
1900 Fifth Avenue North, 22nd Floor
Birmingham, Alabama 35203


20141028000987210 1/7
Bk: LR201417 Pg: 22836
Jefferson County, Alabama
I certify this instrument filed on:
10/28/2014 02:58:14 PM PREST
Judge of Probate- Alan L. King

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
REGIONS BANK**

REGIONS BANK, a corporation organized and existing under the laws of the State of Alabama, hereby certifies as follows:

- 1.) The name of the corporation is Regions Bank.
- 2.) This restatement of the Articles of Incorporation restates and integrates the amendments to the Articles of Incorporation as previously filed and further amends the Articles of Incorporation by amending Article 9 of the Articles of Incorporation as previously filed.
- 3.) The text of the Restated Articles of Incorporation reads as herein set forth in full:

Alabama
Sec. Of State
Entity Change D/C
008-854
Date 11/03/2014
Time 17:00
141107 7 Pg
File \$100.00
Fchn \$.00
Exp \$.00
Total \$100.00
02/053

RESTATED ARTICLES OF INCORPORATION

OF

REGIONS BANK

Alabama
Sec. Of State
Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg
File \$100.00
Ackn \$.00
Exp \$.00
Total \$100.00
02/053

1. The name of this corporation shall be Regions Bank.
2. The principal place of business shall be 1900 Fifth Avenue North, Birmingham, Alabama. The general business of Regions Bank (the "Bank") shall be conducted at its main office and its branches and other facilities.
3. The Bank shall have the following objects, purposes and powers:
 - a. To sue and be sued, complain and defend, in its corporate name.
 - b. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - c. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
 - d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, subject to the limitations hereinafter prescribed.
 - e. To lend money and use its credit to assist its employees.
 - f. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof as may be permitted by law or appropriate regulations.
 - g. To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
 - h. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- i. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Article, within or without the State of Alabama.
- j. To elect or appoint and remove officers and agents of the Bank, and define their duties and fix their compensation.
- k. To make and alter by its board of directors bylaws not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the affairs of the Bank.
- l. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- m. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- n. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- o. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- p. To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations engaged in the business of banking or trust companies doing a banking business subject to the limitations hereinafter prescribed.
- q. To have and exercise all powers permitted by the laws of Alabama necessary or convenient to effect its purposes.
- r. To discount bills, notes or other evidences of debt.
- s. To receive and pay out deposits, with or without interest, pay checks, and impose charges for any services.
- t. To receive on special deposit money, bullion or foreign coins or bonds or other securities.
- u. To buy and sell foreign and domestic exchanges, gold and silver bullion or foreign coins, bonds, bills of exchange, notes and other negotiable paper.
- v. To lend money on personal security or upon pledges of bonds, stocks or other negotiable securities.

- w. To take and receive security by mortgage, security or otherwise on property, real and personal.
 - x. To become trustee for any purpose and be appointed and act as executor, administrator, guardian, receiver, or fiduciary.
 - y. To lease real and personal property upon specific request of a customer, provided it complies with any applicable Alabama laws regulating leasing real property or improvements thereon to others.
 - z. To perform computer, management and travel agency services for others.
 - aa. To subscribe to the capital stock and become a member of the federal reserve system and comply with rules and regulations thereof.
 - bb. To do business and exercise directly or through operating subsidiaries any powers incident to the business of banks.
4. The duration of the corporation shall be perpetual.
5. The Board of Directors is expressly authorized from time to time to fix the number of Directors which shall constitute the entire Board, subject to the following:
- a. The number of Directors constituting the entire Board shall be fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of Directors shall not be reduced so as to shorten the term of any Director at the time in office, and provided further, shall not be less than three nor more than twenty-five (25). Each Director shall be the record owner of the requisite number of shares of common stock of the Bank's parent bank holding company fixed by the appropriate regulatory authorities.
 - b. Notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Bank (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the bylaws of the Bank), any Director or the entire Board of Directors of the Bank may be removed at any time, with or without cause by the affirmative vote of the holders of ninety percent (90%) or more of the outstanding shares of capital stock of the Bank entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.
6. The aggregate number of shares of capital stock which the Bank shall have authority to issue is thirty thousand five hundred forty six (30,546) shares, which shall be common stock, par value five dollars (\$5.00) per share (the "Common Stock"). The Bank shall not issue fractional shares of stock, but shall pay in cash the fair value of fractions of a share as of the time when those otherwise entitled to receive such fractions are determined.

- a. Shareholders shall not have pre-emptive rights to purchase shares of any class of capital stock of the Bank. The Bank, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.
 - b. Authority is hereby expressly granted to the Board of Directors from time to time to issue any authorized but unissued shares of Common Stock for such consideration and on such terms as it may determine. Every share of Common Stock of the Bank shall have one vote at any meeting of the shareholders and may be voted by the shareholders of record either in person or by proxy.
 - c. In the event of any liquidation, dissolution, or winding up of the Bank or upon the distribution of the assets of the Bank, the assets of the Bank remaining after satisfaction of all obligations and liabilities shall be divided and distributed among the holders of the Common Stock ratably. Neither the merger or consolidation of the Bank with another corporation nor the sale or lease of all or substantially all of the assets of the Bank shall be deemed to be a liquidation, dissolution, or winding up of the Bank or a distribution of its assets.
 - d. The holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held by them.
7. The Chief Executive Officer, Secretary, Board of Directors, or holder(s) of at least 90% of the issued and outstanding voting stock of the Bank may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of Alabama, notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the stock transfer book of this Bank.
 8. The Bank reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter provided by law, at any regular or special meeting of the shareholders, and all rights conferred upon officers, directors and shareholders of the Bank hereby are granted subject to this reservation.
 9. The Bank shall indemnify its officers, directors, employees, and agents in accordance with the indemnification provisions set forth in the By-Laws, as may be amended from time to time, and in all cases in accordance with applicable laws and regulations.

Alabama
Sec. Of State

Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg

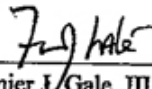
File \$100.00
Ackn \$.00
Exp \$.00

Total
02/053 \$100.00

4.) This amendment to and restatement of the Articles of Incorporation was duly adopted by vote of the directors of the Bank pursuant to Section 10A-2-10.03 of the Alabama Business Corporation Law and was approved by the sole shareholder in accordance with Section 10A-2-10.03, by unanimous consent of the holder of 21,546 shares of common stock, constituting all of the shares of capital stock of the Bank outstanding, indisputably represented, and entitled to vote on the amendment. The date of adoption of the Restated Articles of Incorporation was October 16, 2014.

IN WITNESS WHEREOF, said Regions Bank has caused this certificate to be signed by Fournier J. Gale, III, its Senior Executive Vice President, General Counsel and Corporate Secretary, this 16th day of October, 2014.

REGIONS BANK

By: 
Fournier J. Gale, III
Senior Executive Vice President, General
Counsel and Corporate Secretary

STATE OF ALABAMA

MONTGOMERY COUNTY

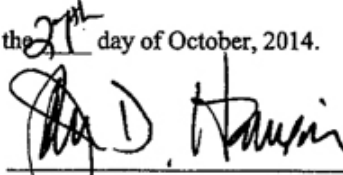
I, John D. Harrison, as Superintendent of Banks for the State of Alabama, do hereby certify that I have fully and duly examined the foregoing Articles of Amendment whereby the shareholders of Regions Bank, a banking corporation located at Birmingham, Alabama, proposes to Amend and Restate the Articles of Incorporation and also the Amendment to Article 9 of Regions Bank.

See attached Articles of Amendment to the Articles of Incorporation of Regions Bank.

Also see attached Amendment to Article 9 of Regions Bank.

I do hereby certify that said Amendment of the Articles of Incorporation appears to be in substantial conformity with the requirements of law and they are hereby approved. Upon the filing of the same, together with this Certificate of Approval, with the proper agency as required by law, the Restated Articles of Incorporation of said bank shall be effective.

Given under my hand and seal of office this the 21st day of October, 2014.



John D. Harrison
Superintendent of Banks

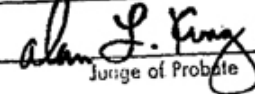


2014102800987210 7/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
10/28/2014 02:58:14 PM PREST
Fee - \$63.00

Total of Fees and Taxes-\$63.00
LYNN

Jefferson County
I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. 2017 page 22836

Given under my hand and official seal, this the 28 day of October, 2014.



Alan L. King
Judge of Probate

Exhibit 3 to Form T-1

CERTIFICATE OF TRUST POWERS



Bob Riley
Governor

STATE OF ALABAMA
STATE BANKING DEPARTMENT



John D. Harrison
Superintendent of Banks

TO WHOM IT MAY CONCERN:

I hereby certify, as Superintendent of Banks of the State of Alabama, that Regions Bank, Birmingham, Alabama is a bank chartered by the State of Alabama and is duly authorized to exercise full trust powers. Regions Bank was authorized to exercise full service trust powers by the Alabama State Banking Department on September 1, 1958. At the time, Regions Bank was named Exchange-Security Bank. They have held full service trust powers ever since.

Witness my hand this the 25th day of March, 2008.

John D. Harrison
Superintendent of Banks

Exhibit 4 to Form T-1

BY-LAWS OF THE TRUSTEE

**BY-LAWS OF
REGIONS BANK**

(As amended July 16, 2015)

ARTICLE I. OFFICES

Section 1. Registered Office.

The registered office of Regions Bank (the "Bank") shall be maintained at the office of the CSC Lawyers Incorporating Service, Inc., in the City of Montgomery, in the County of Montgomery, in the State of Alabama, or such other location as may be designated by the Board of Directors. CSC Lawyers Incorporating Service, Inc. shall be the registered agent of the Bank unless and until a successor registered agent is appointed by the Board of Directors.

Section 2. Other Offices.

The Bank may have other offices at such places as the Board of Directors may from time to time appoint or the business of the Bank may require.

Section 3. Principal Place of Business.

The principal place of business of the Bank shall be in Birmingham, Alabama.

ARTICLE II. MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting.

Annual meetings of stockholders for the election of members of the Board of Directors ("Directors") and for such other business as may be stated in the notice of the meeting, shall be held at such place, time and date as the Board of Directors, by resolution, shall determine.

Section 2. Special Meetings.

Special meetings of the stockholders for any purpose, other than the election of Directors, may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Secretary or by resolution of the Directors. Special meetings of stockholders may be held at such time and place as shall be stated in the notice of the meeting.

Section 3. Voting.

The vote of a majority of the votes cast by the shares entitled to vote on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, except as otherwise required by law or by the Articles of Incorporation of the Bank.

Section 4. Quorum.

At each meeting of stockholders, except where otherwise provided by applicable law, the Articles of Incorporation or these By-Laws, the holders of a majority of the outstanding shares of the Bank entitled to vote on a matter at the meeting, represented in person or by proxy, shall constitute a quorum. If less than

a majority of the outstanding shares are represented, a majority of the shares so represented may adjourn the meeting from time to time without further notice, but until a quorum is secured no other business may be transacted. The stockholders present at a duly organized meeting may continue to transact business until an adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

ARTICLE III. DIRECTORS

Section 1. Number and Term.

The number of Directors which shall constitute the whole Board of Directors shall be fixed, from time to time, by resolutions adopted by the Board of Directors, but shall not be less than three persons. The number of Directors shall not be reduced so as to shorten the term of any Director in office at the time.

Directors elected at each annual or special meeting shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier retirement, death, resignation or removal. Directors need not be residents of Alabama.

Section 2. Chairman of the Board and Lead Independent Director.

The Board of Directors shall by majority vote designate from time to time from among its members a Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors. He or she shall have and perform such duties as prescribed by the By-Laws and by the Board of Directors. The position of Chairman of the Board of Directors is a Board position, provided however, the position of Chairman of the Board of Directors may be held by a person who is also an officer of the Bank.

In the absence of the Chairman of the Board of Directors or in the case he or she is unable to preside, the Lead Independent Director, if at the time a Director of the Bank has been designated by the Board of Directors as such, shall have and exercise all powers and duties of the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. If at any Board of Directors meeting none of such persons is present or able to act, the Board of Directors shall select one of its members as acting chair of the meeting or any portion thereof.

Section 3. Resignations.

Any Director may resign at any time. All resignations shall be made in writing, and shall take effect at the time of receipt by the Chairman of the Board of Directors, Chief Executive Officer, the President or the Secretary or at such other time as may be specified therein. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Vacancies.

If the office of any Director becomes vacant, including by reason of resignation or removal, or the size of the Board of Directors is increased, the remaining Directors in office, even if less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy or new position, and such person shall hold office for the unexpired term and until his successor shall be duly chosen.

Section 5. Removal.

Any Director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Bank entitled to vote generally in the

election of Directors considered as one class for this purpose, at any meeting of the stockholders called for that purpose.

Section 6. Powers.

The business and affairs of the Bank shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by applicable law, the Articles of Incorporation of the Bank or pursuant to these By-Laws.

Section 7. Meetings.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time to time by the Board of Directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Lead Independent Director, the Chief Executive Officer, the President or the Secretary on the written request of a majority of the Board of Directors on at least two days' notice to each Director and shall be held at such place or places as may be determined by the Board of Directors, or as shall be stated in the notice of such meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Notice of any special meeting of the Board of Directors need not be given personally, and may be given by United States mail, postage prepaid or by any form of electronic communication, and shall be deemed to have been given on the date such notice is transmitted by the Bank (which, if notice is mailed, shall be the date when such notice is deposited in the United States mail, postage prepaid, directed to the applicable Director at such Director's address as it appears on the records of the Bank).

Section 8. Quorum; Vote Required for Action.

A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these By-Laws shall require a vote of a greater number.

Section 9. Compensation.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, the Board of Directors shall have the authority to fix the compensation of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Bank in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 10. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is

signed by all members of the Board of Directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Committees.

A majority of the Board of Directors shall have the authority to designate one or more committees, each committee to consist of one or more of the Directors of the Bank. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee of the Board of Directors, to the extent provided in the resolutions of the Board of Directors or in these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Bank and may authorize the seal of the Bank to be affixed to all papers which may require it, in each case to the fullest extent permitted by applicable law. In the absence or disqualification of any member of a committee from voting at any meeting of such committee, the remaining member or members thereof present at such meeting and not disqualified from voting, whether or not the remaining member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting in the place of any such absent or disqualified member.

Section 12. Eligibility.

No person shall be eligible to serve as Director of the Bank unless such person shall be the owner of shares of stock of the parent holding company of the number and held in the manner sufficient to meet the requirements of any applicable law or regulation in effect requiring the ownership of Directors' qualifying shares.

Section 13. Directors Protected.

Each Director shall in the performance of his or her duties be fully protected in relying in good faith upon reports made to the Directors by the officers of the Bank or by state or federal bank examiners or by any independent accountant or by any appraiser selected with reasonable care, or by counsel, or by a committee of the Board of Directors, or in relying in good faith upon other records or books of account of the Bank.

ARTICLE IV. OFFICERS

Section 1. Officers, Elections, Terms.

The officers of the Bank shall be a Chief Executive Officer; a President; one or more Regional or Local Presidents if the Board so determines; one or more vice presidents or directors, who may be designated Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents; a Secretary; one or more Assistant Secretaries; a Chief Financial Officer; a Controller; an Auditor; and such other officers as may be deemed appropriate. All of such officers shall be appointed annually by the Board of Directors to serve for a term of one year and until their respective successors are appointed and qualified or until such officer's earlier death, resignation, retirement, or removal, except that the Board of Directors may delegate the authority to appoint officers holding the position of Senior Executive Vice President and below in accordance with procedures established or modified by the Board from time to time. Those Officers who serve in the Trust Department shall be so designated by the word "Trust" in their title. None of the officers of the Bank need be Directors. More than one office may be held by the same person.

Section 2. Chief Executive Officer.

The Board of Directors shall appoint a Chief Executive Officer of the Bank. The Chief Executive Officer is the most senior executive officer of the Bank, and shall be vested with authority to act for the Bank in all matters and shall have general supervision of the Bank and of its business affairs, including authority over the detailed operations of the Bank and over its personnel, with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law. The Chief Executive Officer may, but need not, also hold the office of President.

Section 3. President.

The President shall, subject to the control of the Board of Directors and of any committee of the Board of Directors having authority in the premises, have, and may exercise the authority to act for the Bank in all ordinary matters and perform other such duties as directed by the By-Laws, the Board of Directors, or the Chief Executive Officer. Among the officers of the Bank, the President is subordinate to only the Chief Executive Officer and is senior to the other officers of the Bank. The authority of the President shall include authority over the detailed operations of the Bank and over its personnel with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law.

Section 4. Vice Presidents.

The vice presidents or directors, who may be designated as Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents, shall, subject to the control of the Board of Directors, the Chief Executive Officer or the President, have and may exercise the authority vested in them in all proper matters, including authority over the detailed operations of the Bank and over its personnel.

Section 5. Chief Financial Officer.

The Chief Financial Officer or his or her designee shall have and perform such duties as are incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

Section 6. Secretary and Assistant Secretary.

The Secretary shall keep minutes of all meetings of the stockholders and the Board of Directors unless otherwise directed by either of those bodies. The Secretary, or in his absence, any Assistant Secretary, shall attend to the giving and serving of all notices of the Bank. The Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may from time to time be assigned by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, or the President.

Section 7. Controller.

The Controller shall, under the direction of the Chief Executive Officer, the President, the Chief Financial Officer, or a more senior officer, have general supervision and authority over all reports required of the Bank by law or by any public body or officer or regulatory authority pertaining to the condition of the Bank and its assets and liabilities. The Controller shall have general supervision of the books and accounts of the Bank and its methods and systems of recording and keeping accounts of its business transactions and of its assets and liabilities. The Controller shall be responsible for preparing statements showing the financial condition of the Bank and shall furnish such reports and financial records as may be required of him or her by the Board of Directors or by the Chief Executive Officer, the President, the Chief Financial Officer, or other more senior officer.

Section 8. Auditor.

The Auditor's office may be filled by an employee of the Bank or his or her duties may be performed by an employee or committee of the parent company of the Bank. The Auditor shall have general supervision of the auditing of the books and accounts of the Bank, and shall continuously and from time to time check and verify the Bank's transactions, its assets and liabilities, and the accounts and doings of the officers, agents and employees of the Bank with respect thereto. The Auditor whether an employee of the Bank or of its parent shall be directly accountable to and under the jurisdiction of the Board of Directors and, if applicable, its designated committee, acting independently of all officers, agents and employees of the bank. The Auditor shall render reports covering matters in his or her charge regularly and upon request to the Board and, if applicable, its designated committee.

Section 9. Other Officers and Agents.

The Board of Directors may appoint such other officers and agents as it may deem advisable, such as General Counsel, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The functions of a cashier of the Bank may be performed by the Controller or any other officer of the Bank whose area of responsibility includes the function to be performed.

Section 10. Officer in Charge of Wealth Management.

The officer in charge of Wealth Management shall be designated as such by the Board of Directors and shall exercise general supervision and management over the affairs of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support, which groups are responsible for exercise of the Bank's trust powers. That officer is hereby empowered to appoint all necessary agents or attorneys; also to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, mortgage, lease, assignment, transfer, management or handling, in any way of any property of any description held or controlled by the Bank in any fiduciary capacity. Said officer shall have such other duties and powers as shall be designated by the Board of Directors.

Section 11. Other Officers in Private Wealth Management, Institutional Services, and Wealth Management Operations and Support.

The officer in charge of Wealth Management shall appoint officers responsible for the activities of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support. Various other officers as designated by the officers responsible for the activities of Private Wealth

Management, Institutional Services, and Wealth Management Operations and Support are empowered and authorized to make, execute, and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or substitution, proxies to vote stock or any other instrument in writing that may be necessary to the purchase, sale, mortgage, lease, assignments, transfer, management or handling in any way, of any property of any description held or controlled by the Bank in any fiduciary capacity.

Section 12. Removal and Retirement of Officers.

At its pleasure, the Board of Directors may remove any officer from office at any time by a majority vote of the Board of Directors, provided however that the terms of any employment or compensation contract shall be honored according to its terms. An individual's status as an officer will terminate without the necessity of any other action or ratification immediately upon termination for any reason of the individual's employment by the Bank.

ARTICLE V. MISCELLANEOUS

Section 1. Certificates of Stock.

Certificates of stock of the Bank shall be signed by the President and the Secretary of the Bank, which signatures may be represented by a facsimile signature. The certificate may be sealed with the seal of the Bank or an engraved or printed facsimile thereof. The certificate represents the number of shares of stock registered in certificate form owned by such holder.

Section 2. Lost Certificates.

In case of the loss or destruction of any certificate of stock, the holder or owner of same shall give notice thereof to the Chief Executive Officer, the President, any Senior Executive Vice President, or the Secretary of the Bank and, if such holder or owner shall desire the issue of a new certificate in the place of the one lost or destroyed, he or she shall make affidavit of such loss or destruction and deliver the same to any one of said officers and accompany the same with a bond with surety satisfactory to the Bank to indemnify the Bank and save it harmless against any loss, cost or damage in case such certificate should thereafter be presented to the Bank, which affidavit and bond shall be, at the discretion of the deciding party listed in this Section 2, unless so ordered by a court having jurisdiction over the matter, approved or rejected by the Board of Directors or by the Chief Executive Officer or by the President or a Senior Executive Vice President before the issue of any new certificate.

Section 3. Transfer of Shares.

Title to a certificate and to the shares represented thereby can be transferred only by delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby, or by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 4. Fractional Shares.

No fractional part of a share of stock shall be issued by the Bank.

Section 5. Stockholders Record Date.

In order that the Bank may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Dividends.

Subject to the provisions of the Articles of Incorporation, the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Bank as and when they deem expedient. Before declaring any dividend there may be set apart out of any fund of the Bank available for dividends, such sum or sums as the Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Directors shall deem conducive to the interests of the Bank. No dividends shall be declared which exceed the amounts authorized by applicable laws and regulations or are otherwise contrary to law.

Section 7. Seal.

The Bank may have a corporate seal, which shall have the name of the Bank inscribed thereon and shall be in such form as proscribed by the Board of Directors from time to time. The seal may also include appropriate descriptors, such as the words: "An Alabama Banking Corporation". The Secretary of the Bank shall have custody of the seal and is authorized to affix the same to instruments, documents, and papers as required by law or as customary or appropriate in the Secretary's judgment and discretion. Without limiting the general authority of the Board of Directors of the Bank to name, appoint, remove, and define the duties of officers of the Bank, the Secretary is further authorized to cause reproductions of the seal to be made, distributed to, and used by officers and employees of the Bank whose duties and responsibilities involve the execution and delivery of instruments, documents, and papers bearing the seal of the Bank. In this regard, the Secretary is further authorized to establish, implement, interpret, and enforce policies and procedures governing the use of the seal and the authorization by the Secretary of officers and employees of the Bank to have custody of and to use the seal. Such policies and procedures may include (i) the right of the Secretary to appoint any Bank employee as an Assistant Secretary of the Bank, if such appointment would, in the Secretary's judgment, be convenient with respect to such employee's custody and use of a seal and/or (ii) the right of the Secretary to authorize Bank employees to have and use seals as delegates of the Secretary without appointing such employees as Assistant Secretaries of the Bank.

Section 8. Fiscal Year.

The fiscal year of the Bank shall be the calendar year.

Section 9. Checks, Drafts, Transfers, etc.

The Chief Executive Officer, the President, any Regional or Local President, any vice president or director, any Assistant Vice President, any Branch Manager or any other employee designated by the Board of Directors, is authorized and empowered on behalf of the Bank and in its name to sign and endorse checks and warrants, to draw drafts, to issue and sign cashier's checks, to guarantee signatures, to give receipts for money due and payable to the Bank, to sell, assign and transfer shares of capital stock, bonds, or other

personal property or securities standing in the name of or held by the Bank, whether in its own right or in any fiduciary capacity, and to make or join in such consents, requests or commitments with respect to the same as may be appropriate or authorized as to the holder thereof, and to sign such other papers and do such other acts as are necessary in the performance of his or her duties. The authority conveyed to any employee designated by the Board of Directors may be limited by general or specific resolution of the Board of Directors.

Section 10. Notice and Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of any law or under the provisions of the Articles of Incorporation of the Bank or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 11. Right of Indemnity.

To the full extent provided for and in accordance with the Alabama Business Corporation Law, and specifically Section 10A-2-8.50 et seq. of the Code of Alabama (1975), or any statute amendatory or supplemental thereof (the "Corporation Law"), the Bank shall indemnify and hold harmless each Director or officer now or hereafter serving the Bank against any loss and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any claim, or any action, suit or proceeding against him or her or in which he or she is made a party, by reason of his or her being or having been a Director or officer of the Bank, or who, while a Director or officer of the Bank, is or was serving as at the Bank's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. Such right of indemnity shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, article of incorporation, rule of law, other bylaw, agreement, vote of stockholders or directors, or otherwise. Nor shall anything herein contained restrict the right of the Bank to indemnify or reimburse any officer or Director in any proper case even though not specifically provided for herein.

Notwithstanding anything to the contrary, the Bank shall not make or agree to make any indemnification payment to a Director or officer or any other institution affiliated party (as such term is defined in 12 CFR §359.1) with respect to (i) any civil money penalty or judgment resulting from any administrative or civil action instituted by any federal banking agency, except in full compliance with 12 CFR Part 359, (ii) any assessment, order of restitution, penalty, or similar liability imposed under authority of the Alabama Banking Code, or (iii) any liability for violation of Section 10A-2-8.33 of the Corporation Law.

In advance of final disposition, the Bank may, but is not required to, pay for or reimburse the reasonable expenses incurred by a person who may become eligible for indemnification under this Article V, provided the conditions set forth in Section 10A-2-8.53 of the Corporation Law (and, if applicable, 12 CFR § 359.5) shall have been satisfied.

The Bank may purchase and maintain insurance on behalf of said Directors or officers against liability asserted against or incurred by a Director or officer acting in such capacity as described in these By-Laws. Such insurance coverage shall not be used to pay or reimburse a person for the cost of (i) any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency or (ii) any assessment or penalty imposed under authority of

the Alabama Banking Code. Such insurance coverage may be used to pay any legal or professional expenses incurred in connection with such proceeding or action or the amount of any restitution to the Bank. Any insurance coverage of legal or professional expenses will be coordinated with the Bank's determination whether to advance expenses in advance of final disposition, taking into account the terms and conditions of the coverage and the requirements of Section 10A-2-8.53 of the Corporation Law.

Section 12. Execution of Instruments and Documents.

The Chief Executive Officer; the President; any Regional or Local President; any Senior Executive Vice President, Executive Vice President, Senior Vice President, or Vice President; or any officer holding the title of Executive Managing Director, Managing Director, or Director is authorized, in his or her discretion, to do and perform any and all corporate and official acts in carrying on the business of the Bank, including, but not limited to, the authority to make, execute, acknowledge, accept and deliver any and all deeds, mortgages, releases, bills of sale, assignments, transfers, leases (as lessor or lessee), powers of attorney or of substitution, servicing or sub-servicing agreements, vendor agreements, proxies to vote stock or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, discount, management or handling in any way of any property of any description held, controlled or used by Bank or to be held, controlled or used by Bank, either in its own or in its fiduciary capacity and including the authority from time to time to open bank accounts with the Bank or any other institution, to borrow money in such amounts for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper and to evidence the indebtedness thereby created by executing and delivering in the name of the Bank promissory notes or other appropriate evidences of indebtedness, and to guarantee the obligations of any subsidiary or affiliate of the Bank. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers.

By way of example and not limitation, such officers of the Bank are authorized to execute, accept, deliver and issue, on behalf of the Bank and as binding obligations of the Bank, such agreements and instruments as may be within the officer's area of responsibility, including, as applicable, agreements and related documents (such as schedules, confirmations, transfers, assignments, acknowledgments, and other documents) relating to derivative transactions, loan or letter of credit transactions, syndications, participations, trades, purchase and sale or discount transactions, transfers and assignments, servicing and sub-servicing agreements, vendor agreements, securitizations, and transactions of whatever kind or description arising in the conduct of the Bank's business.

The authority to execute and deliver documents, instruments and agreements may be limited by resolution of the Board of Directors, by a committee of the Board of Directors, by the Chief Executive Officer, or by the President, by reference to subject matter, category, amount, geographical location, or any other criteria, and may be made subject to such policies, procedures and levels of approval as may be adopted or amended from time to time.

Section 13. Voting Bank's Securities.

Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President, any Executive Vice President or Executive Managing Director or above, the Controller, the Bank's General Counsel, and any other officer as may be designated by the Board of Directors shall have full power and authority on behalf of the Bank to attend, and to act and to vote, and to execute a proxy or proxies empowering others to attend, and to act and to vote, at any meetings of security holders of any of the corporations in which the Bank may hold securities and, at such meetings, such officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Bank might have possessed and exercised, if present.

Section 14. Bonds of Officers and Employees.

The Board of Directors shall from time to time designate the officers and employees who shall be required to give bond and fix the amounts thereof.

Section 15. Satisfaction of Loans.

On payment of sums lent, for which security shall have been taken either by way of mortgage or other lien on real or personal property or by the pledge of collateral, whether said loans have been made from funds of the Bank or from funds held in fiduciary capacity, any officer of the Bank shall have the power and authority to enter the fact of payment or satisfaction on the margin of the record of any such security or in any other legal manner to cancel such indebtedness and to release said security, and the Chief Executive Officer or the President or any Regional or Local President or any vice president or director of the Bank shall have power and authority to execute a power of attorney authorizing the cancellation, release or satisfaction of any mortgage or other security given to the Bank in its corporate or fiduciary capacity, by such person as he or she may in his or her discretion appoint.

Section 16. Emergencies.

In the event of an emergency declared by the President of the United States or the person performing his or her functions, the officers and employees of this Bank will continue to conduct the affairs of the Bank under such guidance from the Directors as may be available except as to matters which by statute require specific approval of the Board of Directors and subject to conformance with any governmental directives or directives of the Federal Deposit Insurance Corporation during the emergency.

ARTICLE VI. AMENDMENTS

Except as otherwise provided herein or in the Articles of Incorporation of the Bank, these By-Laws may be amended or repealed by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, and the stockholders may make, alter or repeal any By-Laws, whether or not adopted by them.

Exhibit 6 to Form T-1

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, Regions Bank hereby consents that reports of examination of Regions Bank by Federal, State, Territorial or District regulatory authorities may be furnished by such regulatory authorities to the Securities and Exchange Commission upon request therefor.

Dated: March 12, 2019

REGIONS BANK

By: /s/ Sean Julien

Sean Julien

Title: Vice President

Exhibit 7 to Form T-1

[REPORT OF CONDITION FOR PERIOD ENDING December 31, 2018]

Regions Bank
 Legal Title of Bank
Birmingham
 City
AL **35203**
 State Zip Code
 FDIC Certificate Number: 12368
 Printed on 2/20/2019 at 8:52 AM - Submitted to CDR on 1/30/2019 at 3:30 PM

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2018

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands			RCFD	Amount	
Assets					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1) _____			0081	2,073,009	1.a
b. Interest-bearing balances (2) _____			0071	1,394,017	1.b
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A) _____			1754	1,481,533	2.a
b. Available-for-sale securities (from Schedule RC-B, column D) _____			1773	22,709,077	2.b
c. Equity securities with readily determinable fair values not held for trading (3) _____			JA22	428,469	2.c
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices _____			RCON		
			B987	0	3.a
			RCFD		
b. Securities purchased under agreements to resell (4) _____			B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale _____			5369	304,155	4.a
b. Loans and leases held for investment _____			B528	83,151,781	4.b
c. LESS: Allowance for loan and lease losses _____			3123	839,594	4.c
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c) _____			B529	82,312,187	4.d
5. Trading assets (from Schedule RC-D) _____			3545	53,840	5
6. Premises and fixed assets (including capitalized leases) _____			2145	1,996,656	6
7. Other real estate owned (from Schedule RC-M) _____			2150	62,748	7
8. Investments in unconsolidated subsidiaries and associated companies _____			2130	58,789	8
9. Direct and indirect investments in real estate ventures _____			3656	0	9
10. Intangible assets (from Schedule RC-M) _____			2143	4,849,497	10
11. Other assets (from Schedule RC-F) _____			2160	6,992,611	11
12. Total assets (sum of items 1 through 11) _____			2170	124,716,588	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(4) Includes all securities resale agreements, regardless of maturity.

Schedule RC—Continued

		Dollar Amounts in Thousands		RCON	Amount	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)				2200	96,461,044	13.a
(1) Noninterest-bearing (5)		6631	36,998,538			13.a.1
(2) Interest-bearing		6636	59,462,506			13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN		
(1) Noninterest-bearing		6631	0	2200	0	13.b
(2) Interest-bearing		6636	0			13.b.1 13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (6)				RCON		
				B993	0	14.a
b. Securities sold under agreements to repurchase (7)				RCFD		
				B995	0	14.b
15. Trading liabilities (from Schedule RC-D)				3548	151,434	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				3190	10,472,765	16
17. and 18. Not applicable						

(5) Includes noninterest-bearing demand, time, and savings deposits.

(6) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(7) Includes all securities repurchase agreements, regardless of maturity.

Schedule RC—Continued

Dollar Amounts in Thousands		RCFD	Amount	
Liabilities—Continued				
19. Subordinated notes and debentures (1)		3200	495,140	19
20. Other liabilities (from Schedule RC-G)		2930	1,701,329	20
21. Total liabilities (sum of items 13 through 20)		2948	109,281,712	21
22. Not applicable				
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus		3838	0	23
24. Common stock		3230	103	24
25. Surplus (excludes all surplus related to preferred stock)		3839	16,398,901	25
26. a. Retained earnings		3632	0	26.a
b. Accumulated other comprehensive income (2)		8530	-964,128	26.b
c. Other equity capital components (3)		A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)		3210	15,434,876	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)		G105	15,434,876	28
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	124,716,588	29

Memoranda

To be reported with the March Report of Condition.

		RCFD	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2017		6724	N/A	M.1
1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution	2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)			
1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution.	3 = This number is not to be used.			
2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).	4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)			
	5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
	6 = Review of the bank's financial statements by external auditors			
	7 = Compilation of the bank's financial statements by external auditors			
	8 = Other audit procedures (excluding tax preparation work)			
	9 = No external audit work			

To be reported with the March Report of Condition.

		RCON	MMDD	
2. Bank's fiscal year-end date (report the date in MMDD format)		8678	N/A	M.2

- (1) Includes limited-life preferred stock and related surplus.
- (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
- (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)**
-

REGIONS BANK

(Exact name of trustee as specified in its charter)

An Alabama Banking Corporation
(Jurisdiction of
incorporation)

63-0371391
(I.R.S. Employer
Identification No.)

Regions Bank
Corporate Trust Department
1901 6th Avenue North, 28th Floor
Birmingham, Alabama 35203
(Address of principal executive offices)

Kristine Prall
Vice President
Regions Bank, Corporate Trust Services
1180 West Peachtree Street, Suite 1200
Atlanta, Georgia 30309 (404) 581-3742
(Name, address and telephone number of agent for service)

Community Health Systems, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(Jurisdiction of
incorporation)

13-3893191
(I.R.S. Employer
Identification No.)

4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000
(Address of principal executive offices)

Subordinated Debt Securities
(Title of the indenture securities)

Additional Obligor

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
CHS/Community Health Systems, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0137985
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Affinity Health Systems, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391769
Affinity Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391873
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Biloxi H.M.A., LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	59-2754033
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Brandon HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0885458
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Campbell County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528273
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Carolinas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227855
Carolinas JV Holdings General, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227746
Carolinas JV Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1744784
Carolinas JV Holdings, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227809
Central Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964329
Central States HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964397
Chester HMA, LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1231400
Chestnut Hill Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295575
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHHS Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295645
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Receivables Funding, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	80-0777467
CHS Tennessee Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	32-0465057
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
Citrus HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0195256
Clarksville Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-5498575
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Clinton HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1659366
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
Cocke County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528314
College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Healthcare, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1647983
Crestwood Hospital LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964255
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413
Fort Smith HMA, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1013889
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Gaffney H.M.A., LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-0859724
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Health Management Associates, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-0963645
Health Management Associates, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1601497
Health Management General Partner I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1721316
Health Management General Partner, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1690736
HMA Fentress County General Hospital, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-3974754
HMA Hospitals Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964154
HMA Santa Rosa Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	68-0045270
HMA Services GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1707507
HMA-TRI Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-5203380

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital Management Associates, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1410796
Hospital Management Services of Florida, LP	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5917647
Hospital of Morristown, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0907122
Jackson Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jefferson County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528414
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kennett HMA, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248087
Key West HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0905661
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Knox Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0733895
Knoxville HMA Holdings, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528116
La Porte Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0713794
La Porte Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0722737
Lakeway Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Laredo Texas Hospital Company, L.P.	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0175530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lebanon HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248060
Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252
Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Madison HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	03-0400182
Marshall County HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	38-3862800
Martin Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Mary Black Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1047528
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Metro Knoxville HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2535623
Mississippi HMA Holdings I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964464
Mississippi HMA Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964541
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
Naples HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4401957
Natchez Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1756496

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790
Northwest Arkansas Hospitals, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5896848
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Pasco Regional Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2832978
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Poplar Bluff Regional Medical Center, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1238701
Port Charlotte HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852902
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
Punta Gorda HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0526360
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
QHG Georgia Holdings, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023
QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Oaks Hospital, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0626874
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
ROH, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0780035
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991
Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Seminole HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4164241
Shelbyville Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southeast HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964613
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Southwest Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964696
Statesville HMA, LLC	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	56-2206788
Tennessee HMA Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1750499
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Triad Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926
Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
Triad-Navarro Regional Hospital Subsidiary, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1681610
Tullahoma HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248018
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
Van Buren H.M.A., LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1725652
Venice HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852812
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762418

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of Atlanta, 1000 Peachtree Street NE, Atlanta, Georgia 30309-4470 Alabama State Banking Department, P.O. Box 4600, Montgomery, Alabama 36103-4600

(b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

No responses are included for Items 3-15 of this Form T-1 because to the best of the Trustee's knowledge, the obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

Exhibit 1. Articles of Incorporation of the Trustee, attached as Exhibit 1.

Exhibit 2. Not applicable.

Exhibit 3. Authorization of the Trustee to exercise corporate trust powers, attached as Exhibit 3.

Exhibit 4. Bylaws of the Trustee, attached as Exhibit 4 **Exhibit 5.** Not applicable.

Exhibit 6. The consent of the Trustee required by Section 321(b) of the Act, attached as Exhibit 6.

Exhibit 7. A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Regions Bank, an Alabama banking corporation, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and State of Georgia on the 12th day of March, 2019.

REGIONS BANK

By: /s/ Sean Julien

Name: Sean Julien

Title: Vice President

Exhibit 1 to Form T-1

ARTICLES OF INCORPORATION OF THE TRUSTEE

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Related Articles filed on behalf of Regions Bank, as received and filed in the Office of the Secretary of State on 11/03/2014.



20141117000007330

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

11/17/2014

Date

Jim Bennett

Secretary of State

This instrument prepared by:

Legal Department
Regions Bank
1900 Fifth Avenue North, 22nd Floor
Birmingham, Alabama 35203


20141028000987210 1/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
I certify this instrument filed on:
10/28/2014 02:58:14 PM PRES
Judge of Probate- Alan L. King

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
REGIONS BANK**

REGIONS BANK, a corporation organized and existing under the laws of the State of Alabama, hereby certifies as follows:

- 1.) The name of the corporation is Regions Bank.
- 2.) This restatement of the Articles of Incorporation restates and integrates the amendments to the Articles of Incorporation as previously filed and further amends the Articles of Incorporation by amending Article 9 of the Articles of Incorporation as previously filed.
- 3.) The text of the Restated Articles of Incorporation reads as herein set forth in full:

	Alabama
	Sec. Of State
Entity Change	D/C
006-854	
Date	11/03/2014
Time	17:00
141107	7 Pg
File	\$100.00
Ackn	\$.00
Exp	\$.00
Total	\$100.00
02/053	

RESTATED ARTICLES OF INCORPORATION
OF
REGIONS BANK

Alabama
Sec. Of State
Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg
File \$100.00
Achn \$.00
Exp \$.00
Total \$100.00
02/053

1. The name of this corporation shall be Regions Bank.
2. The principal place of business shall be 1900 Fifth Avenue North, Birmingham, Alabama. The general business of Regions Bank (the "Bank") shall be conducted at its main office and its branches and other facilities.
3. The Bank shall have the following objects, purposes and powers:
 - a. To sue and be sued, complain and defend, in its corporate name.
 - b. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - c. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
 - d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, subject to the limitations hereinafter prescribed.
 - e. To lend money and use its credit to assist its employees.
 - f. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof as may be permitted by law or appropriate regulations.
 - g. To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
 - h. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- i. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Article, within or without the State of Alabama.
- j. To elect or appoint and remove officers and agents of the Bank, and define their duties and fix their compensation.
- k. To make and alter by its board of directors bylaws not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the affairs of the Bank.
- l. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- m. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- n. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- o. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- p. To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations engaged in the business of banking or trust companies doing a banking business subject to the limitations hereinafter prescribed.
- q. To have and exercise all powers permitted by the laws of Alabama necessary or convenient to effect its purposes.
- r. To discount bills, notes or other evidences of debt.
- s. To receive and pay out deposits, with or without interest, pay checks, and impose charges for any services.
- t. To receive on special deposit money, bullion or foreign coins or bonds or other securities.
- u. To buy and sell foreign and domestic exchanges, gold and silver bullion or foreign coins, bonds, bills of exchange, notes and other negotiable paper.
- v. To lend money on personal security or upon pledges of bonds, stocks or other negotiable securities.

- w. To take and receive security by mortgage, security or otherwise on property, real and personal.
 - x. To become trustee for any purpose and be appointed and act as executor, administrator, guardian, receiver, or fiduciary.
 - y. To lease real and personal property upon specific request of a customer, provided it complies with any applicable Alabama laws regulating leasing real property or improvements thereon to others.
 - z. To perform computer, management and travel agency services for others.
 - aa. To subscribe to the capital stock and become a member of the federal reserve system and comply with rules and regulations thereof.
 - bb. To do business and exercise directly or through operating subsidiaries any powers incident to the business of banks.
4. The duration of the corporation shall be perpetual.
5. The Board of Directors is expressly authorized from time to time to fix the number of Directors which shall constitute the entire Board, subject to the following:
- a. The number of Directors constituting the entire Board shall be fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of Directors shall not be reduced so as to shorten the term of any Director at the time in office, and provided further, shall not be less than three nor more than twenty-five (25). Each Director shall be the record owner of the requisite number of shares of common stock of the Bank's parent bank holding company fixed by the appropriate regulatory authorities.
 - b. Notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Bank (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the bylaws of the Bank), any Director or the entire Board of Directors of the Bank may be removed at any time, with or without cause by the affirmative vote of the holders of ninety percent (90%) or more of the outstanding shares of capital stock of the Bank entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.
6. The aggregate number of shares of capital stock which the Bank shall have authority to issue is thirty thousand five hundred forty six (30,546) shares, which shall be common stock, par value five dollars (\$5.00) per share (the "Common Stock"). The Bank shall not issue fractional shares of stock, but shall pay in cash the fair value of fractions of a share as of the time when those otherwise entitled to receive such fractions are determined.

- a. Shareholders shall not have pre-emptive rights to purchase shares of any class of capital stock of the Bank. The Bank, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.
 - b. Authority is hereby expressly granted to the Board of Directors from time to time to issue any authorized but unissued shares of Common Stock for such consideration and on such terms as it may determine. Every share of Common Stock of the Bank shall have one vote at any meeting of the shareholders and may be voted by the shareholders of record either in person or by proxy.
 - c. In the event of any liquidation, dissolution, or winding up of the Bank or upon the distribution of the assets of the Bank, the assets of the Bank remaining after satisfaction of all obligations and liabilities shall be divided and distributed among the holders of the Common Stock ratably. Neither the merger or consolidation of the Bank with another corporation nor the sale or lease of all or substantially all of the assets of the Bank shall be deemed to be a liquidation, dissolution, or winding up of the Bank or a distribution of its assets.
 - d. The holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held by them.
7. The Chief Executive Officer, Secretary, Board of Directors, or holder(s) of at least 90% of the issued and outstanding voting stock of the Bank may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of Alabama, notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the stock transfer book of this Bank.
 8. The Bank reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter provided by law, at any regular or special meeting of the shareholders, and all rights conferred upon officers, directors and shareholders of the Bank hereby are granted subject to this reservation.
 9. The Bank shall indemnify its officers, directors, employees, and agents in accordance with the indemnification provisions set forth in the By-Laws, as may be amended from time to time, and in all cases in accordance with applicable laws and regulations.

Alabama
Sec. Of State

Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg

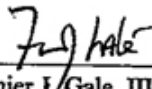
File \$100.00
Ackn \$.00
Exp \$.00

Total \$100.00
02/053

4.) This amendment to and restatement of the Articles of Incorporation was duly adopted by vote of the directors of the Bank pursuant to Section 10A-2-10.03 of the Alabama Business Corporation Law and was approved by the sole shareholder in accordance with Section 10A-2-10.03, by unanimous consent of the holder of 21,546 shares of common stock, constituting all of the shares of capital stock of the Bank outstanding, indisputably represented, and entitled to vote on the amendment. The date of adoption of the Restated Articles of Incorporation was October 16, 2014.

IN WITNESS WHEREOF, said Regions Bank has caused this certificate to be signed by Fournier J. Gale, III, its Senior Executive Vice President, General Counsel and Corporate Secretary, this 16th day of October, 2014.

REGIONS BANK

By: 
Fournier J. Gale, III
Senior Executive Vice President, General
Counsel and Corporate Secretary

STATE OF ALABAMA

MONTGOMERY COUNTY

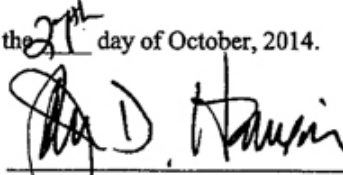
I, John D. Harrison, as Superintendent of Banks for the State of Alabama, do hereby certify that I have fully and duly examined the foregoing Articles of Amendment whereby the shareholders of Regions Bank, a banking corporation located at Birmingham, Alabama, proposes to Amend and Restate the Articles of Incorporation and also the Amendment to Article 9 of Regions Bank.

See attached Articles of Amendment to the Articles of Incorporation of Regions Bank.

Also see attached Amendment to Article 9 of Regions Bank.

I do hereby certify that said Amendment of the Articles of Incorporation appears to be in substantial conformity with the requirements of law and they are hereby approved. Upon the filing of the same, together with this Certificate of Approval, with the proper agency as required by law, the Restated Articles of Incorporation of said bank shall be effective.

Given under my hand and seal of office this the 21st day of October, 2014.


John D. Harrison
Superintendent of Banks

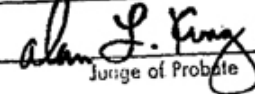


2014102800987210 7/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
10/28/2014 02:58:14 PM PREST
Fee - \$63.00

Total of Fees and Taxes-\$63.00
LYNN

Jefferson County
I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. 2017 page 22836

Given under my hand and official seal, this the 28 day of October, 2014.


Alan L. King
Judge of Probate

CERTIFICATE OF TRUST POWERS



Bob Riley
Governor

STATE OF ALABAMA
STATE BANKING DEPARTMENT



John D. Harrison
Superintendent of Banks

TO WHOM IT MAY CONCERN:

I hereby certify, as Superintendent of Banks of the State of Alabama, that Regions Bank, Birmingham, Alabama is a bank chartered by the State of Alabama and is duly authorized to exercise full trust powers. Regions Bank was authorized to exercise full service trust powers by the Alabama State Banking Department on September 1, 1958. At the time, Regions Bank was named Exchange-Security Bank. They have held full service trust powers ever since.

Witness my hand this the 25th day of March, 2008.

John D. Harrison
Superintendent of Banks

Exhibit 4 to Form T-1

BY-LAWS OF THE TRUSTEE

**BY-LAWS OF
REGIONS BANK**

(As amended July 16, 2015)

ARTICLE I. OFFICES

Section 1. Registered Office.

The registered office of Regions Bank (the "Bank") shall be maintained at the office of the CSC Lawyers Incorporating Service, Inc., in the City of Montgomery, in the County of Montgomery, in the State of Alabama, or such other location as may be designated by the Board of Directors. CSC Lawyers Incorporating Service, Inc. shall be the registered agent of the Bank unless and until a successor registered agent is appointed by the Board of Directors.

Section 2. Other Offices.

The Bank may have other offices at such places as the Board of Directors may from time to time appoint or the business of the Bank may require.

Section 3. Principal Place of Business.

The principal place of business of the Bank shall be in Birmingham, Alabama.

ARTICLE II. MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting.

Annual meetings of stockholders for the election of members of the Board of Directors ("Directors") and for such other business as may be stated in the notice of the meeting, shall be held at such place, time and date as the Board of Directors, by resolution, shall determine.

Section 2. Special Meetings.

Special meetings of the stockholders for any purpose, other than the election of Directors, may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Secretary or by resolution of the Directors. Special meetings of stockholders may be held at such time and place as shall be stated in the notice of the meeting.

Section 3. Voting.

The vote of a majority of the votes cast by the shares entitled to vote on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, except as otherwise required by law or by the Articles of Incorporation of the Bank.

Section 4. Quorum.

At each meeting of stockholders, except where otherwise provided by applicable law, the Articles of Incorporation or these By-Laws, the holders of a majority of the outstanding shares of the Bank entitled to vote on a matter at the meeting, represented in person or by proxy, shall constitute a quorum. If less than

a majority of the outstanding shares are represented, a majority of the shares so represented may adjourn the meeting from time to time without further notice, but until a quorum is secured no other business may be transacted. The stockholders present at a duly organized meeting may continue to transact business until an adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

ARTICLE III. DIRECTORS

Section 1. Number and Term.

The number of Directors which shall constitute the whole Board of Directors shall be fixed, from time to time, by resolutions adopted by the Board of Directors, but shall not be less than three persons. The number of Directors shall not be reduced so as to shorten the term of any Director in office at the time.

Directors elected at each annual or special meeting shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier retirement, death, resignation or removal. Directors need not be residents of Alabama.

Section 2. Chairman of the Board and Lead Independent Director.

The Board of Directors shall by majority vote designate from time to time from among its members a Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors. He or she shall have and perform such duties as prescribed by the By-Laws and by the Board of Directors. The position of Chairman of the Board of Directors is a Board position, provided however, the position of Chairman of the Board of Directors may be held by a person who is also an officer of the Bank.

In the absence of the Chairman of the Board of Directors or in the case he or she is unable to preside, the Lead Independent Director, if at the time a Director of the Bank has been designated by the Board of Directors as such, shall have and exercise all powers and duties of the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. If at any Board of Directors meeting none of such persons is present or able to act, the Board of Directors shall select one of its members as acting chair of the meeting or any portion thereof.

Section 3. Resignations.

Any Director may resign at any time. All resignations shall be made in writing, and shall take effect at the time of receipt by the Chairman of the Board of Directors, Chief Executive Officer, the President or the Secretary or at such other time as may be specified therein. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Vacancies.

If the office of any Director becomes vacant, including by reason of resignation or removal, or the size of the Board of Directors is increased, the remaining Directors in office, even if less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy or new position, and such person shall hold office for the unexpired term and until his successor shall be duly chosen.

Section 5. Removal.

Any Director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Bank entitled to vote generally in the

election of Directors considered as one class for this purpose, at any meeting of the stockholders called for that purpose.

Section 6. Powers.

The business and affairs of the Bank shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by applicable law, the Articles of Incorporation of the Bank or pursuant to these By-Laws.

Section 7. Meetings.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time to time by the Board of Directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Lead Independent Director, the Chief Executive Officer, the President or the Secretary on the written request of a majority of the Board of Directors on at least two days' notice to each Director and shall be held at such place or places as may be determined by the Board of Directors, or as shall be stated in the notice of such meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Notice of any special meeting of the Board of Directors need not be given personally, and may be given by United States mail, postage prepaid or by any form of electronic communication, and shall be deemed to have been given on the date such notice is transmitted by the Bank (which, if notice is mailed, shall be the date when such notice is deposited in the United States mail, postage prepaid, directed to the applicable Director at such Director's address as it appears on the records of the Bank).

Section 8. Quorum; Vote Required for Action.

A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these By-Laws shall require a vote of a greater number.

Section 9. Compensation.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, the Board of Directors shall have the authority to fix the compensation of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Bank in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 10. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is

signed by all members of the Board of Directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Committees.

A majority of the Board of Directors shall have the authority to designate one or more committees, each committee to consist of one or more of the Directors of the Bank. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee of the Board of Directors, to the extent provided in the resolutions of the Board of Directors or in these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Bank and may authorize the seal of the Bank to be affixed to all papers which may require it, in each case to the fullest extent permitted by applicable law. In the absence or disqualification of any member of a committee from voting at any meeting of such committee, the remaining member or members thereof present at such meeting and not disqualified from voting, whether or not the remaining member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting in the place of any such absent or disqualified member.

Section 12. Eligibility.

No person shall be eligible to serve as Director of the Bank unless such person shall be the owner of shares of stock of the parent holding company of the number and held in the manner sufficient to meet the requirements of any applicable law or regulation in effect requiring the ownership of Directors' qualifying shares.

Section 13. Directors Protected.

Each Director shall in the performance of his or her duties be fully protected in relying in good faith upon reports made to the Directors by the officers of the Bank or by state or federal bank examiners or by any independent accountant or by any appraiser selected with reasonable care, or by counsel, or by a committee of the Board of Directors, or in relying in good faith upon other records or books of account of the Bank.

ARTICLE IV. OFFICERS

Section 1. Officers, Elections, Terms.

The officers of the Bank shall be a Chief Executive Officer; a President; one or more Regional or Local Presidents if the Board so determines; one or more vice presidents or directors, who may be designated Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents; a Secretary; one or more Assistant Secretaries; a Chief Financial Officer; a Controller; an Auditor; and such other officers as may be deemed appropriate. All of such officers shall be appointed annually by the Board of Directors to serve for a term of one year and until their respective successors are appointed and qualified or until such officer's earlier death, resignation, retirement, or removal, except that the Board of Directors may delegate the authority to appoint officers holding the position of Senior Executive Vice President and below in accordance with procedures established or modified by the Board from time to time. Those Officers who serve in the Trust Department shall be so designated by the word "Trust" in their title. None of the officers of the Bank need be Directors. More than one office may be held by the same person.

Section 2. Chief Executive Officer.

The Board of Directors shall appoint a Chief Executive Officer of the Bank. The Chief Executive Officer is the most senior executive officer of the Bank, and shall be vested with authority to act for the Bank in all matters and shall have general supervision of the Bank and of its business affairs, including authority over the detailed operations of the Bank and over its personnel, with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law. The Chief Executive Officer may, but need not, also hold the office of President.

Section 3. President.

The President shall, subject to the control of the Board of Directors and of any committee of the Board of Directors having authority in the premises, have, and may exercise the authority to act for the Bank in all ordinary matters and perform other such duties as directed by the By-Laws, the Board of Directors, or the Chief Executive Officer. Among the officers of the Bank, the President is subordinate to only the Chief Executive Officer and is senior to the other officers of the Bank. The authority of the President shall include authority over the detailed operations of the Bank and over its personnel with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law.

Section 4. Vice Presidents.

The vice presidents or directors, who may be designated as Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents, shall, subject to the control of the Board of Directors, the Chief Executive Officer or the President, have and may exercise the authority vested in them in all proper matters, including authority over the detailed operations of the Bank and over its personnel.

Section 5. Chief Financial Officer.

The Chief Financial Officer or his or her designee shall have and perform such duties as are incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

Section 6. Secretary and Assistant Secretary.

The Secretary shall keep minutes of all meetings of the stockholders and the Board of Directors unless otherwise directed by either of those bodies. The Secretary, or in his absence, any Assistant Secretary, shall attend to the giving and serving of all notices of the Bank. The Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may from time to time be assigned by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, or the President.

Section 7. Controller.

The Controller shall, under the direction of the Chief Executive Officer, the President, the Chief Financial Officer, or a more senior officer, have general supervision and authority over all reports required of the Bank by law or by any public body or officer or regulatory authority pertaining to the condition of the Bank and its assets and liabilities. The Controller shall have general supervision of the books and accounts of the Bank and its methods and systems of recording and keeping accounts of its business transactions and of its assets and liabilities. The Controller shall be responsible for preparing statements showing the financial condition of the Bank and shall furnish such reports and financial records as may be required of him or her by the Board of Directors or by the Chief Executive Officer, the President, the Chief Financial Officer, or other more senior officer.

Section 8. Auditor.

The Auditor's office may be filled by an employee of the Bank or his or her duties may be performed by an employee or committee of the parent company of the Bank. The Auditor shall have general supervision of the auditing of the books and accounts of the Bank, and shall continuously and from time to time check and verify the Bank's transactions, its assets and liabilities, and the accounts and doings of the officers, agents and employees of the Bank with respect thereto. The Auditor whether an employee of the Bank or of its parent shall be directly accountable to and under the jurisdiction of the Board of Directors and, if applicable, its designated committee, acting independently of all officers, agents and employees of the bank. The Auditor shall render reports covering matters in his or her charge regularly and upon request to the Board and, if applicable, its designated committee.

Section 9. Other Officers and Agents.

The Board of Directors may appoint such other officers and agents as it may deem advisable, such as General Counsel, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The functions of a cashier of the Bank may be performed by the Controller or any other officer of the Bank whose area of responsibility includes the function to be performed.

Section 10. Officer in Charge of Wealth Management.

The officer in charge of Wealth Management shall be designated as such by the Board of Directors and shall exercise general supervision and management over the affairs of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support, which groups are responsible for exercise of the Bank's trust powers. That officer is hereby empowered to appoint all necessary agents or attorneys; also to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, mortgage, lease, assignment, transfer, management or handling, in any way of any property of any description held or controlled by the Bank in any fiduciary capacity. Said officer shall have such other duties and powers as shall be designated by the Board of Directors.

Section 11. Other Officers in Private Wealth Management, Institutional Services, and Wealth Management Operations and Support.

The officer in charge of Wealth Management shall appoint officers responsible for the activities of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support. Various other officers as designated by the officers responsible for the activities of Private Wealth

Management, Institutional Services, and Wealth Management Operations and Support are empowered and authorized to make, execute, and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or substitution, proxies to vote stock or any other instrument in writing that may be necessary to the purchase, sale, mortgage, lease, assignments, transfer, management or handling in any way, of any property of any description held or controlled by the Bank in any fiduciary capacity.

Section 12. Removal and Retirement of Officers.

At its pleasure, the Board of Directors may remove any officer from office at any time by a majority vote of the Board of Directors, provided however that the terms of any employment or compensation contract shall be honored according to its terms. An individual's status as an officer will terminate without the necessity of any other action or ratification immediately upon termination for any reason of the individual's employment by the Bank.

ARTICLE V. MISCELLANEOUS

Section 1. Certificates of Stock.

Certificates of stock of the Bank shall be signed by the President and the Secretary of the Bank, which signatures may be represented by a facsimile signature. The certificate may be sealed with the seal of the Bank or an engraved or printed facsimile thereof. The certificate represents the number of shares of stock registered in certificate form owned by such holder.

Section 2. Lost Certificates.

In case of the loss or destruction of any certificate of stock, the holder or owner of same shall give notice thereof to the Chief Executive Officer, the President, any Senior Executive Vice President, or the Secretary of the Bank and, if such holder or owner shall desire the issue of a new certificate in the place of the one lost or destroyed, he or she shall make affidavit of such loss or destruction and deliver the same to any one of said officers and accompany the same with a bond with surety satisfactory to the Bank to indemnify the Bank and save it harmless against any loss, cost or damage in case such certificate should thereafter be presented to the Bank, which affidavit and bond shall be, at the discretion of the deciding party listed in this Section 2, unless so ordered by a court having jurisdiction over the matter, approved or rejected by the Board of Directors or by the Chief Executive Officer or by the President or a Senior Executive Vice President before the issue of any new certificate.

Section 3. Transfer of Shares.

Title to a certificate and to the shares represented thereby can be transferred only by delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby, or by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 4. Fractional Shares.

No fractional part of a share of stock shall be issued by the Bank.

Section 5. Stockholders Record Date.

In order that the Bank may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Dividends.

Subject to the provisions of the Articles of Incorporation, the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Bank as and when they deem expedient. Before declaring any dividend there may be set apart out of any fund of the Bank available for dividends, such sum or sums as the Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Directors shall deem conducive to the interests of the Bank. No dividends shall be declared which exceed the amounts authorized by applicable laws and regulations or are otherwise contrary to law.

Section 7. Seal.

The Bank may have a corporate seal, which shall have the name of the Bank inscribed thereon and shall be in such form as proscribed by the Board of Directors from time to time. The seal may also include appropriate descriptors, such as the words: "An Alabama Banking Corporation". The Secretary of the Bank shall have custody of the seal and is authorized to affix the same to instruments, documents, and papers as required by law or as customary or appropriate in the Secretary's judgment and discretion. Without limiting the general authority of the Board of Directors of the Bank to name, appoint, remove, and define the duties of officers of the Bank, the Secretary is further authorized to cause reproductions of the seal to be made, distributed to, and used by officers and employees of the Bank whose duties and responsibilities involve the execution and delivery of instruments, documents, and papers bearing the seal of the Bank. In this regard, the Secretary is further authorized to establish, implement, interpret, and enforce policies and procedures governing the use of the seal and the authorization by the Secretary of officers and employees of the Bank to have custody of and to use the seal. Such policies and procedures may include (i) the right of the Secretary to appoint any Bank employee as an Assistant Secretary of the Bank, if such appointment would, in the Secretary's judgment, be convenient with respect to such employee's custody and use of a seal and/or (ii) the right of the Secretary to authorize Bank employees to have and use seals as delegates of the Secretary without appointing such employees as Assistant Secretaries of the Bank.

Section 8. Fiscal Year.

The fiscal year of the Bank shall be the calendar year.

Section 9. Checks, Drafts, Transfers, etc.

The Chief Executive Officer, the President, any Regional or Local President, any vice president or director, any Assistant Vice President, any Branch Manager or any other employee designated by the Board of Directors, is authorized and empowered on behalf of the Bank and in its name to sign and endorse checks and warrants, to draw drafts, to issue and sign cashier's checks, to guarantee signatures, to give receipts for money due and payable to the Bank, to sell, assign and transfer shares of capital stock, bonds, or other

personal property or securities standing in the name of or held by the Bank, whether in its own right or in any fiduciary capacity, and to make or join in such consents, requests or commitments with respect to the same as may be appropriate or authorized as to the holder thereof, and to sign such other papers and do such other acts as are necessary in the performance of his or her duties. The authority conveyed to any employee designated by the Board of Directors may be limited by general or specific resolution of the Board of Directors.

Section 10. Notice and Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of any law or under the provisions of the Articles of Incorporation of the Bank or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 11. Right of Indemnity.

To the full extent provided for and in accordance with the Alabama Business Corporation Law, and specifically Section 10A-2-8.50 et seq. of the Code of Alabama (1975), or any statute amendatory or supplemental thereof (the "Corporation Law"), the Bank shall indemnify and hold harmless each Director or officer now or hereafter serving the Bank against any loss and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any claim, or any action, suit or proceeding against him or her or in which he or she is made a party, by reason of his or her being or having been a Director or officer of the Bank, or who, while a Director or officer of the Bank, is or was serving as at the Bank's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. Such right of indemnity shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, article of incorporation, rule of law, other bylaw, agreement, vote of stockholders or directors, or otherwise. Nor shall anything herein contained restrict the right of the Bank to indemnify or reimburse any officer or Director in any proper case even though not specifically provided for herein.

Notwithstanding anything to the contrary, the Bank shall not make or agree to make any indemnification payment to a Director or officer or any other institution affiliated party (as such term is defined in 12 CFR §359.1) with respect to (i) any civil money penalty or judgment resulting from any administrative or civil action instituted by any federal banking agency, except in full compliance with 12 CFR Part 359, (ii) any assessment, order of restitution, penalty, or similar liability imposed under authority of the Alabama Banking Code, or (iii) any liability for violation of Section 10A-2-8.33 of the Corporation Law.

In advance of final disposition, the Bank may, but is not required to, pay for or reimburse the reasonable expenses incurred by a person who may become eligible for indemnification under this Article V, provided the conditions set forth in Section 10A-2-8.53 of the Corporation Law (and, if applicable, 12 CFR § 359.5) shall have been satisfied.

The Bank may purchase and maintain insurance on behalf of said Directors or officers against liability asserted against or incurred by a Director or officer acting in such capacity as described in these By-Laws. Such insurance coverage shall not be used to pay or reimburse a person for the cost of (i) any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency or (ii) any assessment or penalty imposed under authority of

the Alabama Banking Code. Such insurance coverage may be used to pay any legal or professional expenses incurred in connection with such proceeding or action or the amount of any restitution to the Bank. Any insurance coverage of legal or professional expenses will be coordinated with the Bank's determination whether to advance expenses in advance of final disposition, taking into account the terms and conditions of the coverage and the requirements of Section 10A-2-8.53 of the Corporation Law.

Section 12. Execution of Instruments and Documents.

The Chief Executive Officer; the President; any Regional or Local President; any Senior Executive Vice President, Executive Vice President, Senior Vice President, or Vice President; or any officer holding the title of Executive Managing Director, Managing Director, or Director is authorized, in his or her discretion, to do and perform any and all corporate and official acts in carrying on the business of the Bank, including, but not limited to, the authority to make, execute, acknowledge, accept and deliver any and all deeds, mortgages, releases, bills of sale, assignments, transfers, leases (as lessor or lessee), powers of attorney or of substitution, servicing or sub-servicing agreements, vendor agreements, proxies to vote stock or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, discount, management or handling in any way of any property of any description held, controlled or used by Bank or to be held, controlled or used by Bank, either in its own or in its fiduciary capacity and including the authority from time to time to open bank accounts with the Bank or any other institution, to borrow money in such amounts for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper and to evidence the indebtedness thereby created by executing and delivering in the name of the Bank promissory notes or other appropriate evidences of indebtedness, and to guarantee the obligations of any subsidiary or affiliate of the Bank. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers.

By way of example and not limitation, such officers of the Bank are authorized to execute, accept, deliver and issue, on behalf of the Bank and as binding obligations of the Bank, such agreements and instruments as may be within the officer's area of responsibility, including, as applicable, agreements and related documents (such as schedules, confirmations, transfers, assignments, acknowledgments, and other documents) relating to derivative transactions, loan or letter of credit transactions, syndications, participations, trades, purchase and sale or discount transactions, transfers and assignments, servicing and sub-servicing agreements, vendor agreements, securitizations, and transactions of whatever kind or description arising in the conduct of the Bank's business.

The authority to execute and deliver documents, instruments and agreements may be limited by resolution of the Board of Directors, by a committee of the Board of Directors, by the Chief Executive Officer, or by the President, by reference to subject matter, category, amount, geographical location, or any other criteria, and may be made subject to such policies, procedures and levels of approval as may be adopted or amended from time to time.

Section 13. Voting Bank's Securities.

Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President, any Executive Vice President or Executive Managing Director or above, the Controller, the Bank's General Counsel, and any other officer as may be designated by the Board of Directors shall have full power and authority on behalf of the Bank to attend, and to act and to vote, and to execute a proxy or proxies empowering others to attend, and to act and to vote, at any meetings of security holders of any of the corporations in which the Bank may hold securities and, at such meetings, such officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Bank might have possessed and exercised, if present.

Section 14. Bonds of Officers and Employees.

The Board of Directors shall from time to time designate the officers and employees who shall be required to give bond and fix the amounts thereof.

Section 15. Satisfaction of Loans.

On payment of sums lent, for which security shall have been taken either by way of mortgage or other lien on real or personal property or by the pledge of collateral, whether said loans have been made from funds of the Bank or from funds held in fiduciary capacity, any officer of the Bank shall have the power and authority to enter the fact of payment or satisfaction on the margin of the record of any such security or in any other legal manner to cancel such indebtedness and to release said security, and the Chief Executive Officer or the President or any Regional or Local President or any vice president or director of the Bank shall have power and authority to execute a power of attorney authorizing the cancellation, release or satisfaction of any mortgage or other security given to the Bank in its corporate or fiduciary capacity, by such person as he or she may in his or her discretion appoint.

Section 16. Emergencies.

In the event of an emergency declared by the President of the United States or the person performing his or her functions, the officers and employees of this Bank will continue to conduct the affairs of the Bank under such guidance from the Directors as may be available except as to matters which by statute require specific approval of the Board of Directors and subject to conformance with any governmental directives or directives of the Federal Deposit Insurance Corporation during the emergency.

ARTICLE VI. AMENDMENTS

Except as otherwise provided herein or in the Articles of Incorporation of the Bank, these By-Laws may be amended or repealed by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, and the stockholders may make, alter or repeal any By-Laws, whether or not adopted by them.

Exhibit 6 to Form T-1

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, Regions Bank hereby consents that reports of examination of Regions Bank by Federal, State, Territorial or District regulatory authorities may be furnished by such regulatory authorities to the Securities and Exchange Commission upon request therefor.

Dated: March 12, 2019

REGIONS BANK

By: /s/ Sean Julien

Sean Julien

Title: Vice President

Exhibit 7 to Form T-1

[REPORT OF CONDITION FOR PERIOD ENDING December 31, 2018]

Regions Bank
 Legal Title of Bank
Birmingham
 City
AL **35203**
 State Zip Code
 FDIC Certificate Number: 12368
 Printed on 2/20/2019 at 8:52 AM - Submitted to CDR on 1/30/2019 at 3:30 PM

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2018

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Amount	
Assets						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin (1) _____				0081	2,073,009	1.a
b. Interest-bearing balances (2) _____				0071	1,394,017	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A) _____				1754	1,481,533	2.a
b. Available-for-sale securities (from Schedule RC-B, column D) _____				1773	22,709,077	2.b
c. Equity securities with readily determinable fair values not held for trading (3) _____				JA22	428,469	2.c
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices _____				RCON		
				B987	0	3.a
				RCFD		
b. Securities purchased under agreements to resell (4) _____				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale _____				5369	304,155	4.a
b. Loans and leases held for investment _____		B528	83,151,781			4.b
c. LESS: Allowance for loan and lease losses _____		3123	839,594			4.c
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c) _____				B529	82,312,187	4.d
5. Trading assets (from Schedule RC-D) _____				3545	53,840	5
6. Premises and fixed assets (including capitalized leases) _____				2145	1,996,656	6
7. Other real estate owned (from Schedule RC-M) _____				2150	62,748	7
8. Investments in unconsolidated subsidiaries and associated companies _____				2130	58,789	8
9. Direct and indirect investments in real estate ventures _____				3656	0	9
10. Intangible assets (from Schedule RC-M) _____				2143	4,849,497	10
11. Other assets (from Schedule RC-F) _____				2160	6,992,611	11
12. Total assets (sum of items 1 through 11) _____				2170	124,716,588	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(4) Includes all securities resale agreements, regardless of maturity.

Schedule RC—Continued

		Dollar Amounts in Thousands		RCON	Amount	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)				2200	96,461,044	13.a
(1) Noninterest-bearing (5)		6631	36,998,538			13.a.1
(2) Interest-bearing		6636	59,462,506			13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN		
(1) Noninterest-bearing		6631	0	2200	0	13.b
(2) Interest-bearing		6636	0			13.b.1 13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (6)				RCON		
				B993	0	14.a
b. Securities sold under agreements to repurchase (7)				RCFD		
				B995	0	14.b
15. Trading liabilities (from Schedule RC-D)				3548	151,434	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				3190	10,472,765	16
17. and 18. Not applicable						

(5) Includes noninterest-bearing demand, time, and savings deposits.

(6) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(7) Includes all securities repurchase agreements, regardless of maturity.

Schedule RC—Continued

Dollar Amounts in Thousands		RCFD	Amount	
Liabilities—Continued				
19. Subordinated notes and debentures (1)		3200	495,140	19
20. Other liabilities (from Schedule RC-G)		2930	1,701,329	20
21. Total liabilities (sum of items 13 through 20)		2948	109,281,712	21
22. Not applicable				
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus		3838	0	23
24. Common stock		3230	103	24
25. Surplus (excludes all surplus related to preferred stock)		3839	16,398,901	25
26. a. Retained earnings		3632	0	26.a
b. Accumulated other comprehensive income (2)		8530	-964,128	26.b
c. Other equity capital components (3)		A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)		3210	15,434,876	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)		G105	15,434,876	28
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	124,716,588	29

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2017

RCFD	Number
6724	N/A

M.1

- | | |
|--|---|
| <p>1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution</p> <p>1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution.</p> <p>2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).</p> | <p>2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)</p> <p>3 = This number is not to be used.</p> <p>4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|--|---|

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date(report the date in MMDD format)

RCON	MMDD
8678	N/A

M.2

- (1) Includes limited-life preferred stock and related surplus.
 (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
 (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)**

REGIONS BANK

(Exact name of trustee as specified in its charter)

An Alabama Banking Corporation
(Jurisdiction of
incorporation)

63-0371391
(I.R.S. Employer
Identification No.)

**Regions Bank
Corporate Trust Department
1901 6th Avenue North, 28th Floor
Birmingham, Alabama 35203**
(Address of principal executive offices)

**Kristine Prall
Vice President
Regions Bank, Corporate Trust Services
1180 West Peachtree Street, Suite 1200
Atlanta, Georgia 30309
(404) 581-3742**
(Name, address and telephone number of agent for service)

CHS/Community Health Systems, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(Jurisdiction of
incorporation)

76-0137985
(I.R.S. Employer
Identification No.)

**4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000**
(Address of principal executive offices)

Senior Debt Securities
(Title of the indenture securities)

Additional Obligor

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Community Health Systems, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	13-3893191
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Affinity Health Systems, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391769
Affinity Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391873
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Biloxi H.M.A., LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	59-2754033
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Brandon HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0885458
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Campbell County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528273
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Carolinas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227855
Carolinas JV Holdings General, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227746
Carolinas JV Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1744784
Carolinas JV Holdings, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227809
Central Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964329
Central States HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964397
Chester HMA, LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1231400
Chestnut Hill Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295575
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHHS Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295645
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Receivables Funding, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	80-0777467
CHS Tennessee Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	32-0465057
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
Citrus HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0195256
Clarksville Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-5498575
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Clinton HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1659366
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
Cocke County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528314
College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Healthcare, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1647983
Crestwood Hospital LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964255
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413
Fort Smith HMA, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1013889
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Gaffney H.M.A., LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-0859724
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Health Management Associates, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-0963645
Health Management Associates, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1601497
Health Management General Partner I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1721316
Health Management General Partner, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1690736
HMA Fentress County General Hospital, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-3974754
HMA Hospitals Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964154
HMA Santa Rosa Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	68-0045270
HMA Services GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1707507
HMA-TRI Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-5203380

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital Management Associates, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1410796
Hospital Management Services of Florida, LP	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5917647
Hospital of Morristown, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0907122
Jackson Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jefferson County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528414
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kennett HMA, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248087
Key West HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0905661
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Knox Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0733895
Knoxville HMA Holdings, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528116
La Porte Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0713794
La Porte Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0722737
Lakeway Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Laredo Texas Hospital Company, L.P.	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0175530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lebanon HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248060
Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252
Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Madison HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	03-0400182
Marshall County HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	38-3862800
Martin Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Mary Black Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1047528
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Metro Knoxville HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2535623
Mississippi HMA Holdings I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964464
Mississippi HMA Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964541
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
Naples HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4401957
Natchez Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1756496

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790
Northwest Arkansas Hospitals, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5896848
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Pasco Regional Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2832978
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Poplar Bluff Regional Medical Center, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1238701
Port Charlotte HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852902
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
Punta Gorda HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0526360
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
QHG Georgia Holdings, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023
QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Oaks Hospital, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0626874
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
ROH, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0780035
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991
Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Seminole HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4164241
Shelbyville Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southeast HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964613
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Southwest Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964696
Statesville HMA, LLC	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	56-2206788
Tennessee HMA Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1750499
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Triad Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926
Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
Triad-Navarro Regional Hospital Subsidiary, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1681610
Tullahoma HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248018
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
Van Buren H.M.A., LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1725652
Venice HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852812
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762418

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of Atlanta, 1000 Peachtree Street NE, Atlanta, Georgia 30309-4470 Alabama State Banking Department, P.O. Box 4600, Montgomery, Alabama 36103-4600

(b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

No responses are included for Items 3-15 of this Form T-1 because to the best of the Trustee's knowledge, the obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

- Exhibit 1.** Articles of Incorporation of the Trustee, attached as Exhibit 1.
- Exhibit 2.** Not applicable.
- Exhibit 3.** Authorization of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
- Exhibit 4.** Bylaws of the Trustee, attached as Exhibit 4
- Exhibit 5.** Not applicable.
- Exhibit 6.** The consent of the Trustee required by Section 321(b) of the Act, attached as Exhibit 6.

-
- Exhibit 7.** A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
- Exhibit 8.** Not applicable.
- Exhibit 9.** Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Regions Bank, an Alabama banking corporation, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and State of Georgia on the 12th day of March, 2019.

REGIONS BANK

By: /s/ Sean Julien

Name: Sean Julien

Title: Vice President

Exhibit 1 to Form T-1

ARTICLES OF INCORPORATION OF THE TRUSTEE

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Related Articles filed on behalf of Regions Bank, as received and filed in the Office of the Secretary of State on 11/03/2014.



20141117000007330

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

11/17/2014

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

This instrument prepared by:

Legal Department
Regions Bank
1900 Fifth Avenue North, 22nd Floor
Birmingham, Alabama 35203



20141028000987210 1/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
I certify this instrument filed on:
10/28/2014 02:58:14 PM PREST
Judge of Probate- Alan L. King

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
REGIONS BANK**

REGIONS BANK, a corporation organized and existing under the laws of the State of Alabama, hereby certifies as follows:

- 1.) The name of the corporation is Regions Bank.
- 2.) This restatement of the Articles of Incorporation restates and integrates the amendments to the Articles of Incorporation as previously filed and further amends the Articles of Incorporation by amending Article 9 of the Articles of Incorporation as previously filed.
- 3.) The text of the Restated Articles of Incorporation reads as herein set forth in full:

Alabama	
Sec. Of State	
Entity Change	D/C
006-854	
Date	11/03/2014
Time	17:00
141107	7 Pg
File	\$100.00
Ackn	\$.00
Exp	\$.00
Total	\$100.00
02/053	

RESTATED ARTICLES OF INCORPORATION

OF
REGIONS BANK

Alabama
Sec. Of State
Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg
File \$100.00
Achv \$.00
Exp \$.00
Total \$100.00
02/053

1. The name of this corporation shall be Regions Bank.
2. The principal place of business shall be 1900 Fifth Avenue North, Birmingham, Alabama. The general business of Regions Bank (the "Bank") shall be conducted at its main office and its branches and other facilities.
3. The Bank shall have the following objects, purposes and powers:
 - a. To sue and be sued, complain and defend, in its corporate name.
 - b. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - c. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
 - d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, subject to the limitations hereinafter prescribed.
 - e. To lend money and use its credit to assist its employees.
 - f. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof as may be permitted by law or appropriate regulations.
 - g. To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
 - h. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- i. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Article, within or without the State of Alabama.
- j. To elect or appoint and remove officers and agents of the Bank, and define their duties and fix their compensation.
- k. To make and alter by its board of directors bylaws not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the affairs of the Bank.
- l. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- m. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- n. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- o. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- p. To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations engaged in the business of banking or trust companies doing a banking business subject to the limitations hereinafter prescribed.
- q. To have and exercise all powers permitted by the laws of Alabama necessary or convenient to effect its purposes.
- r. To discount bills, notes or other evidences of debt.
- s. To receive and pay out deposits, with or without interest, pay checks, and impose charges for any services.
- t. To receive on special deposit money, bullion or foreign coins or bonds or other securities.
- u. To buy and sell foreign and domestic exchanges, gold and silver bullion or foreign coins, bonds, bills of exchange, notes and other negotiable paper.
- v. To lend money on personal security or upon pledges of bonds, stocks or other negotiable securities.

- w. To take and receive security by mortgage, security or otherwise on property, real and personal.
 - x. To become trustee for any purpose and be appointed and act as executor, administrator, guardian, receiver, or fiduciary.
 - y. To lease real and personal property upon specific request of a customer, provided it complies with any applicable Alabama laws regulating leasing real property or improvements thereon to others.
 - z. To perform computer, management and travel agency services for others.
 - aa. To subscribe to the capital stock and become a member of the federal reserve system and comply with rules and regulations thereof.
 - bb. To do business and exercise directly or through operating subsidiaries any powers incident to the business of banks.
4. The duration of the corporation shall be perpetual.
5. The Board of Directors is expressly authorized from time to time to fix the number of Directors which shall constitute the entire Board, subject to the following:
- a. The number of Directors constituting the entire Board shall be fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of Directors shall not be reduced so as to shorten the term of any Director at the time in office, and provided further, shall not be less than three nor more than twenty-five (25). Each Director shall be the record owner of the requisite number of shares of common stock of the Bank's parent bank holding company fixed by the appropriate regulatory authorities.
 - b. Notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Bank (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the bylaws of the Bank), any Director or the entire Board of Directors of the Bank may be removed at any time, with or without cause by the affirmative vote of the holders of ninety percent (90%) or more of the outstanding shares of capital stock of the Bank entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.
6. The aggregate number of shares of capital stock which the Bank shall have authority to issue is thirty thousand five hundred forty six (30,546) shares, which shall be common stock, par value five dollars (\$5.00) per share (the "Common Stock"). The Bank shall not issue fractional shares of stock, but shall pay in cash the fair value of fractions of a share as of the time when those otherwise entitled to receive such fractions are determined.

- a. Shareholders shall not have pre-emptive rights to purchase shares of any class of capital stock of the Bank. The Bank, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.
 - b. Authority is hereby expressly granted to the Board of Directors from time to time to issue any authorized but unissued shares of Common Stock for such consideration and on such terms as it may determine. Every share of Common Stock of the Bank shall have one vote at any meeting of the shareholders and may be voted by the shareholders of record either in person or by proxy.
 - c. In the event of any liquidation, dissolution, or winding up of the Bank or upon the distribution of the assets of the Bank, the assets of the Bank remaining after satisfaction of all obligations and liabilities shall be divided and distributed among the holders of the Common Stock ratably. Neither the merger or consolidation of the Bank with another corporation nor the sale or lease of all or substantially all of the assets of the Bank shall be deemed to be a liquidation, dissolution, or winding up of the Bank or a distribution of its assets.
 - d. The holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held by them.
7. The Chief Executive Officer, Secretary, Board of Directors, or holder(s) of at least 90% of the issued and outstanding voting stock of the Bank may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of Alabama, notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the stock transfer book of this Bank.
 8. The Bank reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter provided by law, at any regular or special meeting of the shareholders, and all rights conferred upon officers, directors and shareholders of the Bank hereby are granted subject to this reservation.
 9. The Bank shall indemnify its officers, directors, employees, and agents in accordance with the indemnification provisions set forth in the By-Laws, as may be amended from time to time, and in all cases in accordance with applicable laws and regulations.

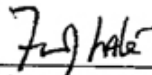
Alabama
Sec. Of State

Entity Change	D/C
005-854	
Date	11/03/2014
Time	17:00
141107	7 Pg
File	\$100.00
Rckn	\$.00
Exp	\$.00
Total	\$100.00
02/053	

4.) This amendment to and restatement of the Articles of Incorporation was duly adopted by vote of the directors of the Bank pursuant to Section 10A-2-10.03 of the Alabama Business Corporation Law and was approved by the sole shareholder in accordance with Section 10A-2-10.03, by unanimous consent of the holder of 21,546 shares of common stock, constituting all of the shares of capital stock of the Bank outstanding, indisputably represented, and entitled to vote on the amendment. The date of adoption of the Restated Articles of Incorporation was October 16, 2014.

IN WITNESS WHEREOF, said Regions Bank has caused this certificate to be signed by Fournier J. Gale, III, its Senior Executive Vice President, General Counsel and Corporate Secretary, this 16th day of October, 2014.

REGIONS BANK

By: 
Fournier J. Gale, III
Senior Executive Vice President, General
Counsel and Corporate Secretary

STATE OF ALABAMA

MONTGOMERY COUNTY

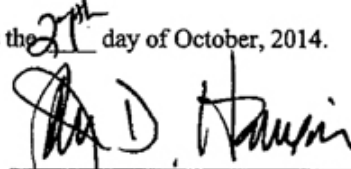
I, John D. Harrison, as Superintendent of Banks for the State of Alabama, do hereby certify that I have fully and duly examined the foregoing Articles of Amendment whereby the shareholders of Regions Bank, a banking corporation located at Birmingham, Alabama, proposes to Amend and Restate the Articles of Incorporation and also the Amendment to Article 9 of Regions Bank.

See attached Articles of Amendment to the Articles of Incorporation of Regions Bank.

Also see attached Amendment to Article 9 of Regions Bank.

I do hereby certify that said Amendment of the Articles of Incorporation appears to be in substantial conformity with the requirements of law and they are hereby approved. Upon the filing of the same, together with this Certificate of Approval, with the proper agency as required by law, the Restated Articles of Incorporation of said bank shall be effective.

Given under my hand and seal of office this the 21st day of October, 2014.



John D. Harrison
Superintendent of Banks

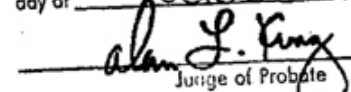


2014102800987210 7/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
10/28/2014 02:58:14 PM PREST
Fee - \$63.00

Total of Fees and Taxes-\$63.00
LYNN

Jefferson County
I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. 20417 page 22836

Given under my hand and official seal, this the 28 day of October, 2014.



Alan L. King
Judge of Probate

Exhibit 3 to Form T-1

CERTIFICATE OF TRUST POWERS



Bob Riley
Governor

STATE OF ALABAMA
STATE BANKING DEPARTMENT



John D. Harrison
Superintendent of Banks

TO WHOM IT MAY CONCERN:

I hereby certify, as Superintendent of Banks of the State of Alabama, that Regions Bank, Birmingham, Alabama is a bank chartered by the State of Alabama and is duly authorized to exercise full trust powers. Regions Bank was authorized to exercise full service trust powers by the Alabama State Banking Department on September 1, 1958. At the time, Regions Bank was named Exchange-Security Bank. They have held full service trust powers ever since.

Witness my hand this the 25th day of March, 2008.

John D. Harrison
Superintendent of Banks

Exhibit 4 to Form T-1

BY-LAWS OF THE TRUSTEE

**BY-LAWS OF
REGIONS BANK**

(As amended July 16, 2015)

ARTICLE I. OFFICES

Section 1. Registered Office.

The registered office of Regions Bank (the "Bank") shall be maintained at the office of the CSC Lawyers Incorporating Service, Inc., in the City of Montgomery, in the County of Montgomery, in the State of Alabama, or such other location as may be designated by the Board of Directors. CSC Lawyers Incorporating Service, Inc. shall be the registered agent of the Bank unless and until a successor registered agent is appointed by the Board of Directors.

Section 2. Other Offices.

The Bank may have other offices at such places as the Board of Directors may from time to time appoint or the business of the Bank may require.

Section 3. Principal Place of Business.

The principal place of business of the Bank shall be in Birmingham, Alabama.

ARTICLE II. MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting.

Annual meetings of stockholders for the election of members of the Board of Directors ("Directors") and for such other business as may be stated in the notice of the meeting, shall be held at such place, time and date as the Board of Directors, by resolution, shall determine.

Section 2. Special Meetings.

Special meetings of the stockholders for any purpose, other than the election of Directors, may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Secretary or by resolution of the Directors. Special meetings of stockholders may be held at such time and place as shall be stated in the notice of the meeting.

Section 3. Voting.

The vote of a majority of the votes cast by the shares entitled to vote on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, except as otherwise required by law or by the Articles of Incorporation of the Bank.

Section 4. Quorum.

At each meeting of stockholders, except where otherwise provided by applicable law, the Articles of Incorporation or these By-Laws, the holders of a majority of the outstanding shares of the Bank entitled to vote on a matter at the meeting, represented in person or by proxy, shall constitute a quorum. If less than

a majority of the outstanding shares are represented, a majority of the shares so represented may adjourn the meeting from time to time without further notice, but until a quorum is secured no other business may be transacted. The stockholders present at a duly organized meeting may continue to transact business until an adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

ARTICLE III. DIRECTORS

Section 1. Number and Term.

The number of Directors which shall constitute the whole Board of Directors shall be fixed, from time to time, by resolutions adopted by the Board of Directors, but shall not be less than three persons. The number of Directors shall not be reduced so as to shorten the term of any Director in office at the time.

Directors elected at each annual or special meeting shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier retirement, death, resignation or removal. Directors need not be residents of Alabama.

Section 2. Chairman of the Board and Lead Independent Director.

The Board of Directors shall by majority vote designate from time to time from among its members a Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors. He or she shall have and perform such duties as prescribed by the By-Laws and by the Board of Directors. The position of Chairman of the Board of Directors is a Board position, provided however, the position of Chairman of the Board of Directors may be held by a person who is also an officer of the Bank.

In the absence of the Chairman of the Board of Directors or in the case he or she is unable to preside, the Lead Independent Director, if at the time a Director of the Bank has been designated by the Board of Directors as such, shall have and exercise all powers and duties of the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. If at any Board of Directors meeting none of such persons is present or able to act, the Board of Directors shall select one of its members as acting chair of the meeting or any portion thereof.

Section 3. Resignations.

Any Director may resign at any time. All resignations shall be made in writing, and shall take effect at the time of receipt by the Chairman of the Board of Directors, Chief Executive Officer, the President or the Secretary or at such other time as may be specified therein. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Vacancies.

If the office of any Director becomes vacant, including by reason of resignation or removal, or the size of the Board of Directors is increased, the remaining Directors in office, even if less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy or new position, and such person shall hold office for the unexpired term and until his successor shall be duly chosen.

Section 5. Removal.

Any Director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Bank entitled to vote generally in the

election of Directors considered as one class for this purpose, at any meeting of the stockholders called for that purpose.

Section 6. Powers.

The business and affairs of the Bank shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by applicable law, the Articles of Incorporation of the Bank or pursuant to these By-Laws.

Section 7. Meetings.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time to time by the Board of Directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Lead Independent Director, the Chief Executive Officer, the President or the Secretary on the written request of a majority of the Board of Directors on at least two days' notice to each Director and shall be held at such place or places as may be determined by the Board of Directors, or as shall be stated in the notice of such meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Notice of any special meeting of the Board of Directors need not be given personally, and may be given by United States mail, postage prepaid or by any form of electronic communication, and shall be deemed to have been given on the date such notice is transmitted by the Bank (which, if notice is mailed, shall be the date when such notice is deposited in the United States mail, postage prepaid, directed to the applicable Director at such Director's address as it appears on the records of the Bank).

Section 8. Quorum; Vote Required for Action.

A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these By-Laws shall require a vote of a greater number.

Section 9. Compensation.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, the Board of Directors shall have the authority to fix the compensation of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Bank in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 10. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is

signed by all members of the Board of Directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Committees.

A majority of the Board of Directors shall have the authority to designate one or more committees, each committee to consist of one or more of the Directors of the Bank. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee of the Board of Directors, to the extent provided in the resolutions of the Board of Directors or in these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Bank and may authorize the seal of the Bank to be affixed to all papers which may require it, in each case to the fullest extent permitted by applicable law. In the absence or disqualification of any member of a committee from voting at any meeting of such committee, the remaining member or members thereof present at such meeting and not disqualified from voting, whether or not the remaining member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting in the place of any such absent or disqualified member.

Section 12. Eligibility.

No person shall be eligible to serve as Director of the Bank unless such person shall be the owner of shares of stock of the parent holding company of the number and held in the manner sufficient to meet the requirements of any applicable law or regulation in effect requiring the ownership of Directors' qualifying shares.

Section 13. Directors Protected.

Each Director shall in the performance of his or her duties be fully protected in relying in good faith upon reports made to the Directors by the officers of the Bank or by state or federal bank examiners or by any independent accountant or by any appraiser selected with reasonable care, or by counsel, or by a committee of the Board of Directors, or in relying in good faith upon other records or books of account of the Bank.

ARTICLE IV. OFFICERS

Section 1. Officers, Elections, Terms.

The officers of the Bank shall be a Chief Executive Officer; a President; one or more Regional or Local Presidents if the Board so determines; one or more vice presidents or directors, who may be designated Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents; a Secretary; one or more Assistant Secretaries; a Chief Financial Officer; a Controller; an Auditor; and such other officers as may be deemed appropriate. All of such officers shall be appointed annually by the Board of Directors to serve for a term of one year and until their respective successors are appointed and qualified or until such officer's earlier death, resignation, retirement, or removal, except that the Board of Directors may delegate the authority to appoint officers holding the position of Senior Executive Vice President and below in accordance with procedures established or modified by the Board from time to time. Those Officers who serve in the Trust Department shall be so designated by the word "Trust" in their title. None of the officers of the Bank need be Directors. More than one office may be held by the same person.

Section 2. Chief Executive Officer.

The Board of Directors shall appoint a Chief Executive Officer of the Bank. The Chief Executive Officer is the most senior executive officer of the Bank, and shall be vested with authority to act for the Bank in all matters and shall have general supervision of the Bank and of its business affairs, including authority over the detailed operations of the Bank and over its personnel, with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law. The Chief Executive Officer may, but need not, also hold the office of President.

Section 3. President.

The President shall, subject to the control of the Board of Directors and of any committee of the Board of Directors having authority in the premises, have, and may exercise the authority to act for the Bank in all ordinary matters and perform other such duties as directed by the By-Laws, the Board of Directors, or the Chief Executive Officer. Among the officers of the Bank, the President is subordinate to only the Chief Executive Officer and is senior to the other officers of the Bank. The authority of the President shall include authority over the detailed operations of the Bank and over its personnel with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law.

Section 4. Vice Presidents.

The vice presidents or directors, who may be designated as Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents, shall, subject to the control of the Board of Directors, the Chief Executive Officer or the President, have and may exercise the authority vested in them in all proper matters, including authority over the detailed operations of the Bank and over its personnel.

Section 5. Chief Financial Officer.

The Chief Financial Officer or his or her designee shall have and perform such duties as are incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

Section 6. Secretary and Assistant Secretary.

The Secretary shall keep minutes of all meetings of the stockholders and the Board of Directors unless otherwise directed by either of those bodies. The Secretary, or in his absence, any Assistant Secretary, shall attend to the giving and serving of all notices of the Bank. The Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may from time to time be assigned by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, or the President.

Section 7. Controller.

The Controller shall, under the direction of the Chief Executive Officer, the President, the Chief Financial Officer, or a more senior officer, have general supervision and authority over all reports required of the Bank by law or by any public body or officer or regulatory authority pertaining to the condition of the Bank and its assets and liabilities. The Controller shall have general supervision of the books and accounts of the Bank and its methods and systems of recording and keeping accounts of its business transactions and of its assets and liabilities. The Controller shall be responsible for preparing statements showing the financial condition of the Bank and shall furnish such reports and financial records as may be required of him or her by the Board of Directors or by the Chief Executive Officer, the President, the Chief Financial Officer, or other more senior officer.

Section 8. Auditor.

The Auditor's office may be filled by an employee of the Bank or his or her duties may be performed by an employee or committee of the parent company of the Bank. The Auditor shall have general supervision of the auditing of the books and accounts of the Bank, and shall continuously and from time to time check and verify the Bank's transactions, its assets and liabilities, and the accounts and doings of the officers, agents and employees of the Bank with respect thereto. The Auditor whether an employee of the Bank or of its parent shall be directly accountable to and under the jurisdiction of the Board of Directors and, if applicable, its designated committee, acting independently of all officers, agents and employees of the bank. The Auditor shall render reports covering matters in his or her charge regularly and upon request to the Board and, if applicable, its designated committee.

Section 9. Other Officers and Agents.

The Board of Directors may appoint such other officers and agents as it may deem advisable, such as General Counsel, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The functions of a cashier of the Bank may be performed by the Controller or any other officer of the Bank whose area of responsibility includes the function to be performed.

Section 10. Officer in Charge of Wealth Management.

The officer in charge of Wealth Management shall be designated as such by the Board of Directors and shall exercise general supervision and management over the affairs of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support, which groups are responsible for exercise of the Bank's trust powers. That officer is hereby empowered to appoint all necessary agents or attorneys; also to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, mortgage, lease, assignment, transfer, management or handling, in any way of any property of any description held or controlled by the Bank in any fiduciary capacity. Said officer shall have such other duties and powers as shall be designated by the Board of Directors.

Section 11. Other Officers in Private Wealth Management, Institutional Services, and Wealth Management Operations and Support.

The officer in charge of Wealth Management shall appoint officers responsible for the activities of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support. Various other officers as designated by the officers responsible for the activities of Private Wealth

Management, Institutional Services, and Wealth Management Operations and Support are empowered and authorized to make, execute, and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or substitution, proxies to vote stock or any other instrument in writing that may be necessary to the purchase, sale, mortgage, lease, assignments, transfer, management or handling in any way, of any property of any description held or controlled by the Bank in any fiduciary capacity.

Section 12. Removal and Retirement of Officers.

At its pleasure, the Board of Directors may remove any officer from office at any time by a majority vote of the Board of Directors, provided however that the terms of any employment or compensation contract shall be honored according to its terms. An individual's status as an officer will terminate without the necessity of any other action or ratification immediately upon termination for any reason of the individual's employment by the Bank.

ARTICLE V. MISCELLANEOUS

Section 1. Certificates of Stock.

Certificates of stock of the Bank shall be signed by the President and the Secretary of the Bank, which signatures may be represented by a facsimile signature. The certificate may be sealed with the seal of the Bank or an engraved or printed facsimile thereof. The certificate represents the number of shares of stock registered in certificate form owned by such holder.

Section 2. Lost Certificates.

In case of the loss or destruction of any certificate of stock, the holder or owner of same shall give notice thereof to the Chief Executive Officer, the President, any Senior Executive Vice President, or the Secretary of the Bank and, if such holder or owner shall desire the issue of a new certificate in the place of the one lost or destroyed, he or she shall make affidavit of such loss or destruction and deliver the same to any one of said officers and accompany the same with a bond with surety satisfactory to the Bank to indemnify the Bank and save it harmless against any loss, cost or damage in case such certificate should thereafter be presented to the Bank, which affidavit and bond shall be, at the discretion of the deciding party listed in this Section 2, unless so ordered by a court having jurisdiction over the matter, approved or rejected by the Board of Directors or by the Chief Executive Officer or by the President or a Senior Executive Vice President before the issue of any new certificate.

Section 3. Transfer of Shares.

Title to a certificate and to the shares represented thereby can be transferred only by delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby, or by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 4. Fractional Shares.

No fractional part of a share of stock shall be issued by the Bank.

Section 5. Stockholders Record Date.

In order that the Bank may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Dividends.

Subject to the provisions of the Articles of Incorporation, the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Bank as and when they deem expedient. Before declaring any dividend there may be set apart out of any fund of the Bank available for dividends, such sum or sums as the Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Directors shall deem conducive to the interests of the Bank. No dividends shall be declared which exceed the amounts authorized by applicable laws and regulations or are otherwise contrary to law.

Section 7. Seal.

The Bank may have a corporate seal, which shall have the name of the Bank inscribed thereon and shall be in such form as proscribed by the Board of Directors from time to time. The seal may also include appropriate descriptors, such as the words: "An Alabama Banking Corporation". The Secretary of the Bank shall have custody of the seal and is authorized to affix the same to instruments, documents, and papers as required by law or as customary or appropriate in the Secretary's judgment and discretion. Without limiting the general authority of the Board of Directors of the Bank to name, appoint, remove, and define the duties of officers of the Bank, the Secretary is further authorized to cause reproductions of the seal to be made, distributed to, and used by officers and employees of the Bank whose duties and responsibilities involve the execution and delivery of instruments, documents, and papers bearing the seal of the Bank. In this regard, the Secretary is further authorized to establish, implement, interpret, and enforce policies and procedures governing the use of the seal and the authorization by the Secretary of officers and employees of the Bank to have custody of and to use the seal. Such policies and procedures may include (i) the right of the Secretary to appoint any Bank employee as an Assistant Secretary of the Bank, if such appointment would, in the Secretary's judgment, be convenient with respect to such employee's custody and use of a seal and/or (ii) the right of the Secretary to authorize Bank employees to have and use seals as delegates of the Secretary without appointing such employees as Assistant Secretaries of the Bank.

Section 8. Fiscal Year.

The fiscal year of the Bank shall be the calendar year.

Section 9. Checks, Drafts, Transfers, etc.

The Chief Executive Officer, the President, any Regional or Local President, any vice president or director, any Assistant Vice President, any Branch Manager or any other employee designated by the Board of Directors, is authorized and empowered on behalf of the Bank and in its name to sign and endorse checks and warrants, to draw drafts, to issue and sign cashier's checks, to guarantee signatures, to give receipts for money due and payable to the Bank, to sell, assign and transfer shares of capital stock, bonds, or other

personal property or securities standing in the name of or held by the Bank, whether in its own right or in any fiduciary capacity, and to make or join in such consents, requests or commitments with respect to the same as may be appropriate or authorized as to the holder thereof, and to sign such other papers and do such other acts as are necessary in the performance of his or her duties. The authority conveyed to any employee designated by the Board of Directors may be limited by general or specific resolution of the Board of Directors.

Section 10. Notice and Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of any law or under the provisions of the Articles of Incorporation of the Bank or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 11. Right of Indemnity.

To the full extent provided for and in accordance with the Alabama Business Corporation Law, and specifically Section 10A-2-8.50 et seq. of the Code of Alabama (1975), or any statute amendatory or supplemental thereof (the "Corporation Law"), the Bank shall indemnify and hold harmless each Director or officer now or hereafter serving the Bank against any loss and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any claim, or any action, suit or proceeding against him or her or in which he or she is made a party, by reason of his or her being or having been a Director or officer of the Bank, or who, while a Director or officer of the Bank, is or was serving as at the Bank's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. Such right of indemnity shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, article of incorporation, rule of law, other bylaw, agreement, vote of stockholders or directors, or otherwise. Nor shall anything herein contained restrict the right of the Bank to indemnify or reimburse any officer or Director in any proper case even though not specifically provided for herein.

Notwithstanding anything to the contrary, the Bank shall not make or agree to make any indemnification payment to a Director or officer or any other institution affiliated party (as such term is defined in 12 CFR §359.1) with respect to (i) any civil money penalty or judgment resulting from any administrative or civil action instituted by any federal banking agency, except in full compliance with 12 CFR Part 359, (ii) any assessment, order of restitution, penalty, or similar liability imposed under authority of the Alabama Banking Code, or (iii) any liability for violation of Section 10A-2-8.33 of the Corporation Law.

In advance of final disposition, the Bank may, but is not required to, pay for or reimburse the reasonable expenses incurred by a person who may become eligible for indemnification under this Article V, provided the conditions set forth in Section 10A-2-8.53 of the Corporation Law (and, if applicable, 12 CFR § 359.5) shall have been satisfied.

The Bank may purchase and maintain insurance on behalf of said Directors or officers against liability asserted against or incurred by a Director or officer acting in such capacity as described in these By-Laws. Such insurance coverage shall not be used to pay or reimburse a person for the cost of (i) any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency or (ii) any assessment or penalty imposed under authority of

the Alabama Banking Code. Such insurance coverage may be used to pay any legal or professional expenses incurred in connection with such proceeding or action or the amount of any restitution to the Bank. Any insurance coverage of legal or professional expenses will be coordinated with the Bank's determination whether to advance expenses in advance of final disposition, taking into account the terms and conditions of the coverage and the requirements of Section 10A-2-8.53 of the Corporation Law.

Section 12. Execution of Instruments and Documents.

The Chief Executive Officer; the President; any Regional or Local President; any Senior Executive Vice President, Executive Vice President, Senior Vice President, or Vice President; or any officer holding the title of Executive Managing Director, Managing Director, or Director is authorized, in his or her discretion, to do and perform any and all corporate and official acts in carrying on the business of the Bank, including, but not limited to, the authority to make, execute, acknowledge, accept and deliver any and all deeds, mortgages, releases, bills of sale, assignments, transfers, leases (as lessor or lessee), powers of attorney or of substitution, servicing or sub-servicing agreements, vendor agreements, proxies to vote stock or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, discount, management or handling in any way of any property of any description held, controlled or used by Bank or to be held, controlled or used by Bank, either in its own or in its fiduciary capacity and including the authority from time to time to open bank accounts with the Bank or any other institution, to borrow money in such amounts for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper and to evidence the indebtedness thereby created by executing and delivering in the name of the Bank promissory notes or other appropriate evidences of indebtedness, and to guarantee the obligations of any subsidiary or affiliate of the Bank. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers.

By way of example and not limitation, such officers of the Bank are authorized to execute, accept, deliver and issue, on behalf of the Bank and as binding obligations of the Bank, such agreements and instruments as may be within the officer's area of responsibility, including, as applicable, agreements and related documents (such as schedules, confirmations, transfers, assignments, acknowledgments, and other documents) relating to derivative transactions, loan or letter of credit transactions, syndications, participations, trades, purchase and sale or discount transactions, transfers and assignments, servicing and sub-servicing agreements, vendor agreements, securitizations, and transactions of whatever kind or description arising in the conduct of the Bank's business.

The authority to execute and deliver documents, instruments and agreements may be limited by resolution of the Board of Directors, by a committee of the Board of Directors, by the Chief Executive Officer, or by the President, by reference to subject matter, category, amount, geographical location, or any other criteria, and may be made subject to such policies, procedures and levels of approval as may be adopted or amended from time to time.

Section 13. Voting Bank's Securities.

Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President, any Executive Vice President or Executive Managing Director or above, the Controller, the Bank's General Counsel, and any other officer as may be designated by the Board of Directors shall have full power and authority on behalf of the Bank to attend, and to act and to vote, and to execute a proxy or proxies empowering others to attend, and to act and to vote, at any meetings of security holders of any of the corporations in which the Bank may hold securities and, at such meetings, such officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Bank might have possessed and exercised, if present.

Section 14. Bonds of Officers and Employees.

The Board of Directors shall from time to time designate the officers and employees who shall be required to give bond and fix the amounts thereof.

Section 15. Satisfaction of Loans.

On payment of sums lent, for which security shall have been taken either by way of mortgage or other lien on real or personal property or by the pledge of collateral, whether said loans have been made from funds of the Bank or from funds held in fiduciary capacity, any officer of the Bank shall have the power and authority to enter the fact of payment or satisfaction on the margin of the record of any such security or in any other legal manner to cancel such indebtedness and to release said security, and the Chief Executive Officer or the President or any Regional or Local President or any vice president or director of the Bank shall have power and authority to execute a power of attorney authorizing the cancellation, release or satisfaction of any mortgage or other security given to the Bank in its corporate or fiduciary capacity, by such person as he or she may in his or her discretion appoint.

Section 16. Emergencies.

In the event of an emergency declared by the President of the United States or the person performing his or her functions, the officers and employees of this Bank will continue to conduct the affairs of the Bank under such guidance from the Directors as may be available except as to matters which by statute require specific approval of the Board of Directors and subject to conformance with any governmental directives or directives of the Federal Deposit Insurance Corporation during the emergency.

ARTICLE VI. AMENDMENTS

Except as otherwise provided herein or in the Articles of Incorporation of the Bank, these By-Laws may be amended or repealed by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, and the stockholders may make, alter or repeal any By-Laws, whether or not adopted by them.

Exhibit 6 to Form T-1

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, Regions Bank hereby consents that reports of examination of Regions Bank by Federal, State, Territorial or District regulatory authorities may be furnished by such regulatory authorities to the Securities and Exchange Commission upon request therefor.

Dated: March 12, 2019.

REGIONS BANK

By: /s/ Sean Julien

Sean Julien

Title: Vice President

Exhibit 7 to Form T-1

[REPORT OF CONDITION FOR PERIOD ENDING December 31, 2018]

Regions Bank
 Legal Title of Bank
Birmingham
 City
AL **35203**
 State Zip Code
 FDIC Certificate Number: 12368
 Printed on 2/20/2019 at 8:52 AM - Submitted to CDR on 1/30/2019 at 3:30 PM

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2018

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands			RCFD	Amount	
Assets					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1) _____			0081	2,073,009	1.a
b. Interest-bearing balances (2) _____			0071	1,394,017	1.b
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A) _____			1754	1,481,533	2.a
b. Available-for-sale securities (from Schedule RC-B, column D) _____			1773	22,709,077	2.b
c. Equity securities with readily determinable fair values not held for trading (3) _____			JA22	428,469	2.c
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices _____			RCON		
			B987	0	3.a
			RCFD		
b. Securities purchased under agreements to resell (4) _____			B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale _____			5369	304,155	4.a
b. Loans and leases held for investment _____			B528	83,151,781	4.b
c. LESS: Allowance for loan and lease losses _____			3123	839,594	4.c
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c) _____			B529	82,312,187	4.d
5. Trading assets (from Schedule RC-D) _____			3545	53,840	5
6. Premises and fixed assets (including capitalized leases) _____			2145	1,996,656	6
7. Other real estate owned (from Schedule RC-M) _____			2150	62,748	7
8. Investments in unconsolidated subsidiaries and associated companies _____			2130	58,789	8
9. Direct and indirect investments in real estate ventures _____			3656	0	9
10. Intangible assets (from Schedule RC-M) _____			2143	4,849,497	10
11. Other assets (from Schedule RC-F) _____			2160	6,992,611	11
12. Total assets (sum of items 1 through 11) _____			2170	124,716,588	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(4) Includes all securities resale agreements, regardless of maturity.

Schedule RC—Continued

		Dollar Amounts in Thousands		RCON	Amount	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)				2200	96,461,044	13.a
(1) Noninterest-bearing (5)		6631	36,998,538			13.a.1
(2) Interest-bearing		6636	59,462,506			13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN		
(1) Noninterest-bearing		6631	0	2200	0	13.b
(2) Interest-bearing		6636	0			13.b.1 13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (6)				RCON		
				B993	0	14.a
b. Securities sold under agreements to repurchase (7)				RCFD		
				B995	0	14.b
15. Trading liabilities (from Schedule RC-D)				3548	151,434	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				3190	10,472,765	16
17. and 18. Not applicable						

(5) Includes noninterest-bearing demand, time, and savings deposits.

(6) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(7) Includes all securities repurchase agreements, regardless of maturity.

Schedule RC—Continued

	Dollar Amounts in Thousands		
	RCFD	Amount	
Liabilities—Continued			
19. Subordinated notes and debentures (1)	3200	495,140	19
20. Other liabilities (from Schedule RC-G)	2930	1,701,329	20
21. Total liabilities (sum of items 13 through 20)	2948	109,281,712	21
22. Not applicable			
Equity Capital			
Bank Equity Capital			
23. Perpetual preferred stock and related surplus	3838	0	23
24. Common stock	3230	103	24
25. Surplus (excludes all surplus related to preferred stock)	3839	16,398,901	25
26. a. Retained earnings	3632	0	26.a
b. Accumulated other comprehensive income (2)	8530	-964,128	26.b
c. Other equity capital components (3)	A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)	3210	15,434,876	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)	G105	15,434,876	28
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	124,716,588	29

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2017		RCFD	Number	
		6724	N/A	M.1
1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution	2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)			
1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution.	3 = This number is not to be used.			
2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).	4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)			
	5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)			
	6 = Review of the bank's financial statements by external auditors			
	7 = Compilation of the bank's financial statements by external auditors			
	8 = Other audit procedures (excluding tax preparation work)			
	9 = No external audit work			

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date (report the date in MMDD format)	RCON	MMDD	
	8678	N/A	M.2

- (1) Includes limited-life preferred stock and related surplus.
- (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
- (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)**
-

REGIONS BANK

(Exact name of trustee as specified in its charter)

An Alabama Banking Corporation
(Jurisdiction of
incorporation)

63-0371391
(I.R.S. Employer
Identification No.)

Regions Bank
Corporate Trust Department
1901 6th Avenue North, 28th Floor
Birmingham, Alabama 35203
(Address of principal executive offices)

Kristine Prall
Vice President
Regions Bank, Corporate Trust Services
1180 West Peachtree Street, Suite 1200
Atlanta, Georgia 30309
(404) 581-3742
(Name, address and telephone number of agent for service)

CHS/Community Health Systems, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(Jurisdiction of
incorporation)

76-0137985
(I.R.S. Employer
Identification No.)

4000 Meridian Boulevard
Franklin, Tennessee 37067
(615) 465-7000
(Address of principal executive offices)

Subordinated Debt Securities
(Title of the indenture securities)

Additional Obligor

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Community Health Systems, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	13-3893191
Abilene Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496920
Abilene Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496918
Affinity Health Systems, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391769
Affinity Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3391873
Berwick Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-2975836
Biloxi H.M.A., LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	59-2754033
Birmingham Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2784086
Birmingham Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320362
Bluefield Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372042
Bluefield Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-2372291
Bluffton Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792272
Brandon HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0885458
Brownwood Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762521
Brownwood Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762523
Bullhead City Hospital Corporation	AZ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	86-0982071
Bullhead City Hospital Investment Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1577204
Campbell County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528273
Carlsbad Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762526

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Carolinas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227855
Carolinas JV Holdings General, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227746
Carolinas JV Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-1744784
Carolinas JV Holdings, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2227809
Central Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964329
Central States HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964397
Chester HMA, LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1231400
Chestnut Hill Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295575
CHHS Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2189938
CHHS Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2295645
CHS Pennsylvania Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639170
CHS Receivables Funding, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	80-0777467
CHS Tennessee Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	32-0465057
CHS Virginia Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639119
Citrus HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0195256
Clarksville Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-5498575
Clarksville Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3320418
Cleveland Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587878
Cleveland Tennessee Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1281627

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Clinton HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1659366
Coatesville Hospital Corporation	PA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	23-3069798
Cocke County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528314
College Station Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762360
College Station Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762359
College Station Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1771861
Community Health Investment Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	76-0152801
CP Hospital GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904557
CPLP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3904614
Crestwood Healthcare, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1647983
Crestwood Hospital LP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762369
Crestwood Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769644
CSMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762362
Deaconess Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-0890490
Deaconess Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2401268
Desert Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8111921
Detar Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754943
DHFW Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-2817294
Dukes Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379885
Dyersburg Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557536

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Emporia Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	54-1924866
Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964255
Foley Hospital Corporation	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1811413
Fort Smith HMA, LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1013889
Frankfort Health Partner, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2009540
Franklin Hospital Corporation	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2200240
Gadsden Regional Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1102774
Gaffney H.M.A., LLC	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-0859724
Granbury Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2682017
GRMC Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112090
Hallmark Healthcare Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-0817574
Health Management Associates, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	61-0963645
Health Management Associates, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1601497
Health Management General Partner I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1721316
Health Management General Partner, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1690736
HMA Fentress County General Hospital, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-3974754
HMA Hospitals Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964154
HMA Santa Rosa Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	68-0045270
HMA Services GP, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1707507
HMA-TRI Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	47-5203380

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Hobbs Medco, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769641
Hospital Management Associates, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1410796
Hospital Management Services of Florida, LP	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5917647
Hospital of Morristown, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1528689
Jackson HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0907122
Jackson Hospital Corporation	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557525
Jefferson County HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528414
Kay County Hospital Corporation	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052833
Kay County Oklahoma Hospital Company, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4052936
Kennett HMA, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248087
Key West HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0905661
Kirksville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	36-4373298
Knox Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0733895
Knoxville HMA Holdings, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2528116
La Porte Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0713794
La Porte Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	81-0722737
Lakeway Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1564360
Lancaster Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1010381
Laredo Texas Hospital Company, L.P.	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0175530

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Las Cruces Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2905434
Lea Regional Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760149
Lebanon HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248060
Longview Clinic Operations Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-1470252
Longview Medical Center, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762420
Longview Merger, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769639
LRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762421
Lutheran Health Network of Indiana, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762363
Madison HMA, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	03-0400182
Marshall County HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	38-3862800
Martin Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	42-1557527
Mary Black Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1047528
MCSA, L.L.C.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	71-0785071
Medical Center of Brownwood, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762425
Metro Knoxville HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2535623
Mississippi HMA Holdings I, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964464
Mississippi HMA Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964541
Moberly Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1651906
Naples HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-4401957
Natchez Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	37-1756496

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
National Healthcare of Leesville, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	95-4066162
Navarro Hospital, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762428
Navarro Regional, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762429
NC-DSH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	88-0305790
Northwest Arkansas Hospitals, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5896848
Northwest Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762430
NOV Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8112009
NRH, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762431
Oak Hill Hospital Corporation	WV	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-0003893
Oro Valley Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2379881
Palmer-Wasilla Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762371
Pasco Regional Medical Center, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2832978
Pennsylvania Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694707
Phoenixville Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1055060
Poplar Bluff Regional Medical Center, LLC	MO	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	43-1238701
Port Charlotte HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852902
Pottstown Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	06-1694708
Punta Gorda HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	65-0526360
QHG Georgia Holdings II, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-1344786

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
QHG Georgia Holdings, Inc.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2386459
QHG Georgia, LP	GA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-2387537
QHG of Bluffton Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1792274
QHG of Clinton County, Inc.	IN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-2006952
QHG of Enterprise, Inc.	AL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	63-1159023
QHG of Forrest County, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704095
QHG of Fort Wayne Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	35-1946949
QHG of Hattiesburg, Inc.	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1704097
QHG of South Carolina, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1587267
QHG of Spartanburg, Inc.	SC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	57-1040117
QHG of Springdale, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1755664
Regional Hospital of Longview, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762464
River Oaks Hospital, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0626874
River Region Medical Corporation	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1576702
ROH, LLC	MS	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	64-0780035
Roswell Hospital Corporation	NM	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	74-2870118
Ruston Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066937
Ruston Louisiana Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-8066999
SACMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762472
Salem Hospital Corporation	NJ	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	22-3838322

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
San Angelo Community Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762473
San Angelo Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769697
Scranton Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4577223
Scranton Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4564798
Scranton Quincy Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2671991
Scranton Quincy Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2672023
Seminole HMA, LLC	OK	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-4164241
Shelbyville Hospital Company, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-2909388
Siloam Springs Arkansas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635210
Siloam Springs Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3635188
Southeast HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964613
Southern Texas Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769737
Southwest Florida HMA Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3964696
Statesville HMA, LLC	NC	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	56-2206788
Tennessee HMA Holdings, LP	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-1750499
Tennyson Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-3943816
Tomball Texas Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2784214
Tomball Texas Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	45-2856063
Triad Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2816101
Triad Holdings III, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	75-2821745

<u>Exact Name of Additional Obligor</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Triad Holdings IV, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1766957
Triad Holdings V, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	51-0327978
Triad Nevada Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-1639289
Triad of Alabama, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762412
Triad-ARMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	46-0496926
Triad-El Dorado, Inc.	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1628508
Triad-Navarro Regional Hospital Subsidiary, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1681610
Tullahoma HMA, LLC	TN	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0248018
Tunkhannock Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	27-4566015
Van Buren H.M.A., LLC	AR	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	58-1725652
Venice HMA, LLC	FL	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-1852812
VHC Medical, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1769671
Vicksburg Healthcare, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1752111
Victoria Hospital, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1760818
Victoria of Texas, L.P.	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1754940
Virginia Hospital Company, LLC	VA	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	02-0691406
Weatherford Hospital Corporation	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694260
Weatherford Texas Hospital Company, LLC	TX	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-5694301
Webb Hospital Corporation	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167530

<u>Exact Name of Additional Obligors</u>	<u>Jurisdiction of Incorporation or Formation</u>	<u>Principal Executive Offices</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification No.</u>
Webb Hospital Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	20-0167590
Wesley Health System LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	52-2050792
WHMC, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762551
Wilkes-Barre Behavioral Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632720
Wilkes-Barre Holdings, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632542
Wilkes-Barre Hospital Company, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	26-3632648
Woodland Heights Medical Center, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762558
Woodward Health System, LLC	DE	4000 Meridian Boulevard Franklin, Tennessee 37067	8062	62-1762418

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of Atlanta, 1000 Peachtree Street NE, Atlanta, Georgia 30309-4470 Alabama State Banking Department, P.O. Box 4600, Montgomery, Alabama 36103-4600

(b) Whether it is authorized to exercise corporate trust powers.

The Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

No responses are included for Items 3-15 of this Form T-1 because to the best of the Trustee's knowledge, the obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

- Exhibit 1. Articles of Incorporation of the Trustee, attached as Exhibit 1.
- Exhibit 2. Not applicable.
- Exhibit 3. Authorization of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
- Exhibit 4. Bylaws of the Trustee, attached as Exhibit 4
- Exhibit 5. Not applicable.
- Exhibit 6. The consent of the Trustee required by Section 321(b) of the Act, attached as Exhibit 6.
- Exhibit 7. A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Regions Bank, an Alabama banking corporation, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and State of Georgia on the day of March, 2019.

REGIONS BANK

By: /s/ Sean Julien

Name: Sean Julien

Title: Vice President

Exhibit 1 to Form T-1

ARTICLES OF INCORPORATION OF THE TRUSTEE

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Related Articles filed on behalf of Regions Bank, as received and filed in the Office of the Secretary of State on 11/03/2014.



20141117000007330

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

11/17/2014

Date

Jim Bennett

Secretary of State

This instrument prepared by:

Legal Department
Regions Bank
1900 Fifth Avenue North, 22nd Floor
Birmingham, Alabama 35203



20141028000967210 1/7
Bk: LR201417 Pg: 22836
Jefferson County, Alabama
I certify this instrument filed on:
10/28/2014 02:58:14 PM PREST
Judge of Probate- Alan L. King

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
REGIONS BANK**

REGIONS BANK, a corporation organized and existing under the laws of the State of Alabama, hereby certifies as follows:

- 1.) The name of the corporation is Regions Bank.
- 2.) This restatement of the Articles of Incorporation restates and integrates the amendments to the Articles of Incorporation as previously filed and further amends the Articles of Incorporation by amending Article 9 of the Articles of Incorporation as previously filed.
- 3.) The text of the Restated Articles of Incorporation reads as herein set forth in full:

Alabama	
Sec. Of State	
Entity Change	D/C
006-854	
Date	11/03/2014
Time	17:00
141107	7 Pg
File	\$100.00
Ackn	\$.00
Exp	\$.00
Total	\$100.00
02/053	

RESTATED ARTICLES OF INCORPORATION
OF
REGIONS BANK

Alabama
Sec. Of State
Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg
File \$100.00
Ackn \$.00
Exp \$.00
Total \$100.00
02/053

1. The name of this corporation shall be Regions Bank.
2. The principal place of business shall be 1900 Fifth Avenue North, Birmingham, Alabama. The general business of Regions Bank (the "Bank") shall be conducted at its main office and its branches and other facilities.
3. The Bank shall have the following objects, purposes and powers:
 - a. To sue and be sued, complain and defend, in its corporate name.
 - b. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - c. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
 - d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, subject to the limitations hereinafter prescribed.
 - e. To lend money and use its credit to assist its employees.
 - f. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof as may be permitted by law or appropriate regulations.
 - g. To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
 - h. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- i. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Article, within or without the State of Alabama.
- j. To elect or appoint and remove officers and agents of the Bank, and define their duties and fix their compensation.
- k. To make and alter by its board of directors bylaws not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the affairs of the Bank.
- l. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- m. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- n. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- o. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- p. To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations engaged in the business of banking or trust companies doing a banking business subject to the limitations hereinafter prescribed.
- q. To have and exercise all powers permitted by the laws of Alabama necessary or convenient to effect its purposes.
- r. To discount bills, notes or other evidences of debt.
- s. To receive and pay out deposits, with or without interest, pay checks, and impose charges for any services.
- t. To receive on special deposit money, bullion or foreign coins or bonds or other securities.
- u. To buy and sell foreign and domestic exchanges, gold and silver bullion or foreign coins, bonds, bills of exchange, notes and other negotiable paper.
- v. To lend money on personal security or upon pledges of bonds, stocks or other negotiable securities.

- w. To take and receive security by mortgage, security or otherwise on property, real and personal.
 - x. To become trustee for any purpose and be appointed and act as executor, administrator, guardian, receiver, or fiduciary.
 - y. To lease real and personal property upon specific request of a customer, provided it complies with any applicable Alabama laws regulating leasing real property or improvements thereon to others.
 - z. To perform computer, management and travel agency services for others.
 - aa. To subscribe to the capital stock and become a member of the federal reserve system and comply with rules and regulations thereof.
 - bb. To do business and exercise directly or through operating subsidiaries any powers incident to the business of banks.
4. The duration of the corporation shall be perpetual.
5. The Board of Directors is expressly authorized from time to time to fix the number of Directors which shall constitute the entire Board, subject to the following:
- a. The number of Directors constituting the entire Board shall be fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of Directors shall not be reduced so as to shorten the term of any Director at the time in office, and provided further, shall not be less than three nor more than twenty-five (25). Each Director shall be the record owner of the requisite number of shares of common stock of the Bank's parent bank holding company fixed by the appropriate regulatory authorities.
 - b. Notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Bank (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the bylaws of the Bank), any Director or the entire Board of Directors of the Bank may be removed at any time, with or without cause by the affirmative vote of the holders of ninety percent (90%) or more of the outstanding shares of capital stock of the Bank entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.
6. The aggregate number of shares of capital stock which the Bank shall have authority to issue is thirty thousand five hundred forty six (30,546) shares, which shall be common stock, par value five dollars (\$5.00) per share (the "Common Stock"). The Bank shall not issue fractional shares of stock, but shall pay in cash the fair value of fractions of a share as of the time when those otherwise entitled to receive such fractions are determined.

- a. Shareholders shall not have pre-emptive rights to purchase shares of any class of capital stock of the Bank. The Bank, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.
 - b. Authority is hereby expressly granted to the Board of Directors from time to time to issue any authorized but unissued shares of Common Stock for such consideration and on such terms as it may determine. Every share of Common Stock of the Bank shall have one vote at any meeting of the shareholders and may be voted by the shareholders of record either in person or by proxy.
 - c. In the event of any liquidation, dissolution, or winding up of the Bank or upon the distribution of the assets of the Bank, the assets of the Bank remaining after satisfaction of all obligations and liabilities shall be divided and distributed among the holders of the Common Stock ratably. Neither the merger or consolidation of the Bank with another corporation nor the sale or lease of all or substantially all of the assets of the Bank shall be deemed to be a liquidation, dissolution, or winding up of the Bank or a distribution of its assets.
 - d. The holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held by them.
7. The Chief Executive Officer, Secretary, Board of Directors, or holder(s) of at least 90% of the issued and outstanding voting stock of the Bank may call a special meeting of shareholders at any time. Unless otherwise provided by the laws of Alabama, notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the stock transfer book of this Bank.
 8. The Bank reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter provided by law, at any regular or special meeting of the shareholders, and all rights conferred upon officers, directors and shareholders of the Bank hereby are granted subject to this reservation.
 9. The Bank shall indemnify its officers, directors, employees, and agents in accordance with the indemnification provisions set forth in the By-Laws, as may be amended from time to time, and in all cases in accordance with applicable laws and regulations.

Alabama
Sec. Of State

Entity Change D/C
006-854
Date 11/03/2014
Time 17:00
141107 7 Pg

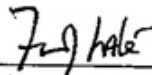
File \$100.00
Ackn \$1.00
Exp \$.00

Total \$100.00
02/053

4.) This amendment to and restatement of the Articles of Incorporation was duly adopted by vote of the directors of the Bank pursuant to Section 10A-2-10.03 of the Alabama Business Corporation Law and was approved by the sole shareholder in accordance with Section 10A-2-10.03, by unanimous consent of the holder of 21,546 shares of common stock, constituting all of the shares of capital stock of the Bank outstanding, indisputably represented, and entitled to vote on the amendment. The date of adoption of the Restated Articles of Incorporation was October 16, 2014.

IN WITNESS WHEREOF, said Regions Bank has caused this certificate to be signed by Fournier J. Gale, III, its Senior Executive Vice President, General Counsel and Corporate Secretary, this 16th day of October, 2014.

REGIONS BANK

By: 
Fournier J. Gale, III
Senior Executive Vice President, General
Counsel and Corporate Secretary

STATE OF ALABAMA

MONTGOMERY COUNTY

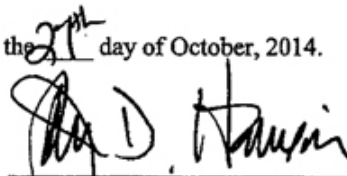
I, John D. Harrison, as Superintendent of Banks for the State of Alabama, do hereby certify that I have fully and duly examined the foregoing Articles of Amendment whereby the shareholders of Regions Bank, a banking corporation located at Birmingham, Alabama, proposes to Amend and Restate the Articles of Incorporation and also the Amendment to Article 9 of Regions Bank.

See attached Articles of Amendment to the Articles of Incorporation of Regions Bank.

Also see attached Amendment to Article 9 of Regions Bank.

I do hereby certify that said Amendment of the Articles of Incorporation appears to be in substantial conformity with the requirements of law and they are hereby approved. Upon the filing of the same, together with this Certificate of Approval, with the proper agency as required by law, the Restated Articles of Incorporation of said bank shall be effective.

Given under my hand and seal of office this the 21st day of October, 2014.



John D. Harrison
Superintendent of Banks



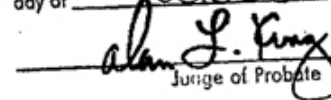
20141028000987210 7/7
Bk: LR201417 Pg:22836
Jefferson County, Alabama
10/28/2014 02:58:14 PM PREST
Fee - \$63.00

Total of Fees and Taxes-\$63.00
LYNN

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol 20417 page 22836

Given under my hand and official seal, this the 28 day of October, 2014.



Alan L. King
Judge of Probate

CERTIFICATE OF TRUST POWERS



Bob Riley
Governor

STATE OF ALABAMA
STATE BANKING DEPARTMENT



John D. Harrison
Superintendent of Banks

TO WHOM IT MAY CONCERN:

I hereby certify, as Superintendent of Banks of the State of Alabama, that Regions Bank, Birmingham, Alabama is a bank chartered by the State of Alabama and is duly authorized to exercise full trust powers. Regions Bank was authorized to exercise full service trust powers by the Alabama State Banking Department on September 1, 1958. At the time, Regions Bank was named Exchange-Security Bank. They have held full service trust powers ever since.

Witness my hand this the 25th day of March, 2008.

John D. Harrison
Superintendent of Banks

Exhibit 4 to Form T-1

BY-LAWS OF THE TRUSTEE

**BY-LAWS OF
REGIONS BANK**

(As amended July 16, 2015)

ARTICLE I. OFFICES

Section 1. Registered Office.

The registered office of Regions Bank (the "Bank") shall be maintained at the office of the CSC Lawyers Incorporating Service, Inc., in the City of Montgomery, in the County of Montgomery, in the State of Alabama, or such other location as may be designated by the Board of Directors. CSC Lawyers Incorporating Service, Inc. shall be the registered agent of the Bank unless and until a successor registered agent is appointed by the Board of Directors.

Section 2. Other Offices.

The Bank may have other offices at such places as the Board of Directors may from time to time appoint or the business of the Bank may require.

Section 3. Principal Place of Business.

The principal place of business of the Bank shall be in Birmingham, Alabama.

ARTICLE II. MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting.

Annual meetings of stockholders for the election of members of the Board of Directors ("Directors") and for such other business as may be stated in the notice of the meeting, shall be held at such place, time and date as the Board of Directors, by resolution, shall determine.

Section 2. Special Meetings.

Special meetings of the stockholders for any purpose, other than the election of Directors, may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Secretary or by resolution of the Directors. Special meetings of stockholders may be held at such time and place as shall be stated in the notice of the meeting.

Section 3. Voting.

The vote of a majority of the votes cast by the shares entitled to vote on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, except as otherwise required by law or by the Articles of Incorporation of the Bank.

Section 4. Quorum.

At each meeting of stockholders, except where otherwise provided by applicable law, the Articles of Incorporation or these By-Laws, the holders of a majority of the outstanding shares of the Bank entitled to vote on a matter at the meeting, represented in person or by proxy, shall constitute a quorum. If less than

a majority of the outstanding shares are represented, a majority of the shares so represented may adjourn the meeting from time to time without further notice, but until a quorum is secured no other business may be transacted. The stockholders present at a duly organized meeting may continue to transact business until an adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

ARTICLE III. DIRECTORS

Section 1. Number and Term.

The number of Directors which shall constitute the whole Board of Directors shall be fixed, from time to time, by resolutions adopted by the Board of Directors, but shall not be less than three persons. The number of Directors shall not be reduced so as to shorten the term of any Director in office at the time.

Directors elected at each annual or special meeting shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier retirement, death, resignation or removal. Directors need not be residents of Alabama.

Section 2. Chairman of the Board and Lead Independent Director.

The Board of Directors shall by majority vote designate from time to time from among its members a Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors. He or she shall have and perform such duties as prescribed by the By-Laws and by the Board of Directors. The position of Chairman of the Board of Directors is a Board position, provided however, the position of Chairman of the Board of Directors may be held by a person who is also an officer of the Bank.

In the absence of the Chairman of the Board of Directors or in the case he or she is unable to preside, the Lead Independent Director, if at the time a Director of the Bank has been designated by the Board of Directors as such, shall have and exercise all powers and duties of the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. If at any Board of Directors meeting none of such persons is present or able to act, the Board of Directors shall select one of its members as acting chair of the meeting or any portion thereof.

Section 3. Resignations.

Any Director may resign at any time. All resignations shall be made in writing, and shall take effect at the time of receipt by the Chairman of the Board of Directors, Chief Executive Officer, the President or the Secretary or at such other time as may be specified therein. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Vacancies.

If the office of any Director becomes vacant, including by reason of resignation or removal, or the size of the Board of Directors is increased, the remaining Directors in office, even if less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy or new position, and such person shall hold office for the unexpired term and until his successor shall be duly chosen.

Section 5. Removal.

Any Director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Bank entitled to vote generally in the

election of Directors considered as one class for this purpose, at any meeting of the stockholders called for that purpose.

Section 6. Powers.

The business and affairs of the Bank shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by applicable law, the Articles of Incorporation of the Bank or pursuant to these By-Laws.

Section 7. Meetings.

Regular meetings of the Board of Directors may be held without notice at such places and times as shall be determined from time to time by the Board of Directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Lead Independent Director, the Chief Executive Officer, the President or the Secretary on the written request of a majority of the Board of Directors on at least two days' notice to each Director and shall be held at such place or places as may be determined by the Board of Directors, or as shall be stated in the notice of such meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Notice of any special meeting of the Board of Directors need not be given personally, and may be given by United States mail, postage prepaid or by any form of electronic communication, and shall be deemed to have been given on the date such notice is transmitted by the Bank (which, if notice is mailed, shall be the date when such notice is deposited in the United States mail, postage prepaid, directed to the applicable Director at such Director's address as it appears on the records of the Bank).

Section 8. Quorum; Vote Required for Action.

A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these By-Laws shall require a vote of a greater number.

Section 9. Compensation.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, the Board of Directors shall have the authority to fix the compensation of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Bank in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

Section 10. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is

signed by all members of the Board of Directors, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Committees.

A majority of the Board of Directors shall have the authority to designate one or more committees, each committee to consist of one or more of the Directors of the Bank. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee of the Board of Directors, to the extent provided in the resolutions of the Board of Directors or in these By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Bank and may authorize the seal of the Bank to be affixed to all papers which may require it, in each case to the fullest extent permitted by applicable law. In the absence or disqualification of any member of a committee from voting at any meeting of such committee, the remaining member or members thereof present at such meeting and not disqualified from voting, whether or not the remaining member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting in the place of any such absent or disqualified member.

Section 12. Eligibility.

No person shall be eligible to serve as Director of the Bank unless such person shall be the owner of shares of stock of the parent holding company of the number and held in the manner sufficient to meet the requirements of any applicable law or regulation in effect requiring the ownership of Directors' qualifying shares.

Section 13. Directors Protected.

Each Director shall in the performance of his or her duties be fully protected in relying in good faith upon reports made to the Directors by the officers of the Bank or by state or federal bank examiners or by any independent accountant or by any appraiser selected with reasonable care, or by counsel, or by a committee of the Board of Directors, or in relying in good faith upon other records or books of account of the Bank.

ARTICLE IV. OFFICERS

Section 1. Officers, Elections, Terms.

The officers of the Bank shall be a Chief Executive Officer; a President; one or more Regional or Local Presidents if the Board so determines; one or more vice presidents or directors, who may be designated Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents; a Secretary; one or more Assistant Secretaries; a Chief Financial Officer; a Controller; an Auditor; and such other officers as may be deemed appropriate. All of such officers shall be appointed annually by the Board of Directors to serve for a term of one year and until their respective successors are appointed and qualified or until such officer's earlier death, resignation, retirement, or removal, except that the Board of Directors may delegate the authority to appoint officers holding the position of Senior Executive Vice President and below in accordance with procedures established or modified by the Board from time to time. Those Officers who serve in the Trust Department shall be so designated by the word "Trust" in their title. None of the officers of the Bank need be Directors. More than one office may be held by the same person.

Section 2. Chief Executive Officer.

The Board of Directors shall appoint a Chief Executive Officer of the Bank. The Chief Executive Officer is the most senior executive officer of the Bank, and shall be vested with authority to act for the Bank in all matters and shall have general supervision of the Bank and of its business affairs, including authority over the detailed operations of the Bank and over its personnel, with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law. The Chief Executive Officer may, but need not, also hold the office of President.

Section 3. President.

The President shall, subject to the control of the Board of Directors and of any committee of the Board of Directors having authority in the premises, have, and may exercise the authority to act for the Bank in all ordinary matters and perform other such duties as directed by the By-Laws, the Board of Directors, or the Chief Executive Officer. Among the officers of the Bank, the President is subordinate to only the Chief Executive Officer and is senior to the other officers of the Bank. The authority of the President shall include authority over the detailed operations of the Bank and over its personnel with full power and authority during intervals between sessions of the Board of Directors to do and perform in the name of the Bank all acts and deeds necessary or proper, in his or her opinion, to be done and performed and to execute for and in the name of the Bank all instruments, agreements, and deeds which may be authorized to be executed in behalf of the Bank or which may be required by law.

Section 4. Vice Presidents.

The vice presidents or directors, who may be designated as Senior Executive Vice Presidents, Executive Vice Presidents, Executive Managing Directors, Senior Vice Presidents, Managing Directors, Vice Presidents, Directors, and Assistant Vice Presidents, shall, subject to the control of the Board of Directors, the Chief Executive Officer or the President, have and may exercise the authority vested in them in all proper matters, including authority over the detailed operations of the Bank and over its personnel.

Section 5. Chief Financial Officer.

The Chief Financial Officer or his or her designee shall have and perform such duties as are incident to the office of Chief Financial Officer and such other duties as may from time to time be assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

Section 6. Secretary and Assistant Secretary.

The Secretary shall keep minutes of all meetings of the stockholders and the Board of Directors unless otherwise directed by either of those bodies. The Secretary, or in his absence, any Assistant Secretary, shall attend to the giving and serving of all notices of the Bank. The Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may from time to time be assigned by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, or the President.

Section 7. Controller.

The Controller shall, under the direction of the Chief Executive Officer, the President, the Chief Financial Officer, or a more senior officer, have general supervision and authority over all reports required of the Bank by law or by any public body or officer or regulatory authority pertaining to the condition of the Bank and its assets and liabilities. The Controller shall have general supervision of the books and accounts of the Bank and its methods and systems of recording and keeping accounts of its business transactions and of its assets and liabilities. The Controller shall be responsible for preparing statements showing the financial condition of the Bank and shall furnish such reports and financial records as may be required of him or her by the Board of Directors or by the Chief Executive Officer, the President, the Chief Financial Officer, or other more senior officer.

Section 8. Auditor.

The Auditor's office may be filled by an employee of the Bank or his or her duties may be performed by an employee or committee of the parent company of the Bank. The Auditor shall have general supervision of the auditing of the books and accounts of the Bank, and shall continuously and from time to time check and verify the Bank's transactions, its assets and liabilities, and the accounts and doings of the officers, agents and employees of the Bank with respect thereto. The Auditor whether an employee of the Bank or of its parent shall be directly accountable to and under the jurisdiction of the Board of Directors and, if applicable, its designated committee, acting independently of all officers, agents and employees of the bank. The Auditor shall render reports covering matters in his or her charge regularly and upon request to the Board and, if applicable, its designated committee.

Section 9. Other Officers and Agents.

The Board of Directors may appoint such other officers and agents as it may deem advisable, such as General Counsel, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The functions of a cashier of the Bank may be performed by the Controller or any other officer of the Bank whose area of responsibility includes the function to be performed.

Section 10. Officer in Charge of Wealth Management.

The officer in charge of Wealth Management shall be designated as such by the Board of Directors and shall exercise general supervision and management over the affairs of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support, which groups are responsible for exercise of the Bank's trust powers. That officer is hereby empowered to appoint all necessary agents or attorneys; also to make, execute and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, mortgage, lease, assignment, transfer, management or handling, in any way of any property of any description held or controlled by the Bank in any fiduciary capacity. Said officer shall have such other duties and powers as shall be designated by the Board of Directors.

Section 11. Other Officers in Private Wealth Management, Institutional Services, and Wealth Management Operations and Support.

The officer in charge of Wealth Management shall appoint officers responsible for the activities of Private Wealth Management, Institutional Services, and Wealth Management Operations and Support. Various other officers as designated by the officers responsible for the activities of Private Wealth

Management, Institutional Services, and Wealth Management Operations and Support are empowered and authorized to make, execute, and acknowledge all checks, bonds, certificates, deeds, mortgages, notes, releases, leases, agreements, contracts, bills of sale, assignments, transfers, powers of attorney or substitution, proxies to vote stock or any other instrument in writing that may be necessary to the purchase, sale, mortgage, lease, assignments, transfer, management or handling in any way, of any property of any description held or controlled by the Bank in any fiduciary capacity.

Section 12. Removal and Retirement of Officers.

At its pleasure, the Board of Directors may remove any officer from office at any time by a majority vote of the Board of Directors, provided however that the terms of any employment or compensation contract shall be honored according to its terms. An individual's status as an officer will terminate without the necessity of any other action or ratification immediately upon termination for any reason of the individual's employment by the Bank.

ARTICLE V. MISCELLANEOUS

Section 1. Certificates of Stock.

Certificates of stock of the Bank shall be signed by the President and the Secretary of the Bank, which signatures may be represented by a facsimile signature. The certificate may be sealed with the seal of the Bank or an engraved or printed facsimile thereof. The certificate represents the number of shares of stock registered in certificate form owned by such holder.

Section 2. Lost Certificates.

In case of the loss or destruction of any certificate of stock, the holder or owner of same shall give notice thereof to the Chief Executive Officer, the President, any Senior Executive Vice President, or the Secretary of the Bank and, if such holder or owner shall desire the issue of a new certificate in the place of the one lost or destroyed, he or she shall make affidavit of such loss or destruction and deliver the same to any one of said officers and accompany the same with a bond with surety satisfactory to the Bank to indemnify the Bank and save it harmless against any loss, cost or damage in case such certificate should thereafter be presented to the Bank, which affidavit and bond shall be, at the discretion of the deciding party listed in this Section 2, unless so ordered by a court having jurisdiction over the matter, approved or rejected by the Board of Directors or by the Chief Executive Officer or by the President or a Senior Executive Vice President before the issue of any new certificate.

Section 3. Transfer of Shares.

Title to a certificate and to the shares represented thereby can be transferred only by delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby, or by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 4. Fractional Shares.

No fractional part of a share of stock shall be issued by the Bank.

Section 5. Stockholders Record Date.

In order that the Bank may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Dividends.

Subject to the provisions of the Articles of Incorporation, the Board of Directors may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Bank as and when they deem expedient. Before declaring any dividend there may be set apart out of any fund of the Bank available for dividends, such sum or sums as the Directors from time to time in their discretion deem proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purposes as the Directors shall deem conducive to the interests of the Bank. No dividends shall be declared which exceed the amounts authorized by applicable laws and regulations or are otherwise contrary to law.

Section 7. Seal.

The Bank may have a corporate seal, which shall have the name of the Bank inscribed thereon and shall be in such form as proscribed by the Board of Directors from time to time. The seal may also include appropriate descriptors, such as the words: "An Alabama Banking Corporation". The Secretary of the Bank shall have custody of the seal and is authorized to affix the same to instruments, documents, and papers as required by law or as customary or appropriate in the Secretary's judgment and discretion. Without limiting the general authority of the Board of Directors of the Bank to name, appoint, remove, and define the duties of officers of the Bank, the Secretary is further authorized to cause reproductions of the seal to be made, distributed to, and used by officers and employees of the Bank whose duties and responsibilities involve the execution and delivery of instruments, documents, and papers bearing the seal of the Bank. In this regard, the Secretary is further authorized to establish, implement, interpret, and enforce policies and procedures governing the use of the seal and the authorization by the Secretary of officers and employees of the Bank to have custody of and to use the seal. Such policies and procedures may include (i) the right of the Secretary to appoint any Bank employee as an Assistant Secretary of the Bank, if such appointment would, in the Secretary's judgment, be convenient with respect to such employee's custody and use of a seal and/or (ii) the right of the Secretary to authorize Bank employees to have and use seals as delegates of the Secretary without appointing such employees as Assistant Secretaries of the Bank.

Section 8. Fiscal Year.

The fiscal year of the Bank shall be the calendar year.

Section 9. Checks, Drafts, Transfers, etc.

The Chief Executive Officer, the President, any Regional or Local President, any vice president or director, any Assistant Vice President, any Branch Manager or any other employee designated by the Board of Directors, is authorized and empowered on behalf of the Bank and in its name to sign and endorse checks and warrants, to draw drafts, to issue and sign cashier's checks, to guarantee signatures, to give receipts for money due and payable to the Bank, to sell, assign and transfer shares of capital stock, bonds, or other

personal property or securities standing in the name of or held by the Bank, whether in its own right or in any fiduciary capacity, and to make or join in such consents, requests or commitments with respect to the same as may be appropriate or authorized as to the holder thereof, and to sign such other papers and do such other acts as are necessary in the performance of his or her duties. The authority conveyed to any employee designated by the Board of Directors may be limited by general or specific resolution of the Board of Directors.

Section 10. Notice and Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of any law or under the provisions of the Articles of Incorporation of the Bank or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 11. Right of Indemnity.

To the full extent provided for and in accordance with the Alabama Business Corporation Law, and specifically Section 10A-2-8.50 et seq. of the Code of Alabama (1975), or any statute amendatory or supplemental thereof (the "Corporation Law"), the Bank shall indemnify and hold harmless each Director or officer now or hereafter serving the Bank against any loss and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any claim, or any action, suit or proceeding against him or her or in which he or she is made a party, by reason of his or her being or having been a Director or officer of the Bank, or who, while a Director or officer of the Bank, is or was serving as at the Bank's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. Such right of indemnity shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, article of incorporation, rule of law, other bylaw, agreement, vote of stockholders or directors, or otherwise. Nor shall anything herein contained restrict the right of the Bank to indemnify or reimburse any officer or Director in any proper case even though not specifically provided for herein.

Notwithstanding anything to the contrary, the Bank shall not make or agree to make any indemnification payment to a Director or officer or any other institution affiliated party (as such term is defined in 12 CFR §359.1) with respect to (i) any civil money penalty or judgment resulting from any administrative or civil action instituted by any federal banking agency, except in full compliance with 12 CFR Part 359, (ii) any assessment, order of restitution, penalty, or similar liability imposed under authority of the Alabama Banking Code, or (iii) any liability for violation of Section 10A-2-8.33 of the Corporation Law.

In advance of final disposition, the Bank may, but is not required to, pay for or reimburse the reasonable expenses incurred by a person who may become eligible for indemnification under this Article V, provided the conditions set forth in Section 10A-2-8.53 of the Corporation Law (and, if applicable, 12 CFR § 359.5) shall have been satisfied.

The Bank may purchase and maintain insurance on behalf of said Directors or officers against liability asserted against or incurred by a Director or officer acting in such capacity as described in these By-Laws. Such insurance coverage shall not be used to pay or reimburse a person for the cost of (i) any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency or (ii) any assessment or penalty imposed under authority of

the Alabama Banking Code. Such insurance coverage may be used to pay any legal or professional expenses incurred in connection with such proceeding or action or the amount of any restitution to the Bank. Any insurance coverage of legal or professional expenses will be coordinated with the Bank's determination whether to advance expenses in advance of final disposition, taking into account the terms and conditions of the coverage and the requirements of Section 10A-2-8.53 of the Corporation Law.

Section 12. Execution of Instruments and Documents.

The Chief Executive Officer; the President; any Regional or Local President; any Senior Executive Vice President, Executive Vice President, Senior Vice President, or Vice President; or any officer holding the title of Executive Managing Director, Managing Director, or Director is authorized, in his or her discretion, to do and perform any and all corporate and official acts in carrying on the business of the Bank, including, but not limited to, the authority to make, execute, acknowledge, accept and deliver any and all deeds, mortgages, releases, bills of sale, assignments, transfers, leases (as lessor or lessee), powers of attorney or of substitution, servicing or sub-servicing agreements, vendor agreements, proxies to vote stock or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, discount, management or handling in any way of any property of any description held, controlled or used by Bank or to be held, controlled or used by Bank, either in its own or in its fiduciary capacity and including the authority from time to time to open bank accounts with the Bank or any other institution, to borrow money in such amounts for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper and to evidence the indebtedness thereby created by executing and delivering in the name of the Bank promissory notes or other appropriate evidences of indebtedness, and to guarantee the obligations of any subsidiary or affiliate of the Bank. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers.

By way of example and not limitation, such officers of the Bank are authorized to execute, accept, deliver and issue, on behalf of the Bank and as binding obligations of the Bank, such agreements and instruments as may be within the officer's area of responsibility, including, as applicable, agreements and related documents (such as schedules, confirmations, transfers, assignments, acknowledgments, and other documents) relating to derivative transactions, loan or letter of credit transactions, syndications, participations, trades, purchase and sale or discount transactions, transfers and assignments, servicing and sub-servicing agreements, vendor agreements, securitizations, and transactions of whatever kind or description arising in the conduct of the Bank's business.

The authority to execute and deliver documents, instruments and agreements may be limited by resolution of the Board of Directors, by a committee of the Board of Directors, by the Chief Executive Officer, or by the President, by reference to subject matter, category, amount, geographical location, or any other criteria, and may be made subject to such policies, procedures and levels of approval as may be adopted or amended from time to time.

Section 13. Voting Bank's Securities.

Unless otherwise ordered by the Board of Directors, the Chief Executive Officer, the President, any Executive Vice President or Executive Managing Director or above, the Controller, the Bank's General Counsel, and any other officer as may be designated by the Board of Directors shall have full power and authority on behalf of the Bank to attend, and to act and to vote, and to execute a proxy or proxies empowering others to attend, and to act and to vote, at any meetings of security holders of any of the corporations in which the Bank may hold securities and, at such meetings, such officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Bank might have possessed and exercised, if present.

Section 14. Bonds of Officers and Employees.

The Board of Directors shall from time to time designate the officers and employees who shall be required to give bond and fix the amounts thereof.

Section 15. Satisfaction of Loans.

On payment of sums lent, for which security shall have been taken either by way of mortgage or other lien on real or personal property or by the pledge of collateral, whether said loans have been made from funds of the Bank or from funds held in fiduciary capacity, any officer of the Bank shall have the power and authority to enter the fact of payment or satisfaction on the margin of the record of any such security or in any other legal manner to cancel such indebtedness and to release said security, and the Chief Executive Officer or the President or any Regional or Local President or any vice president or director of the Bank shall have power and authority to execute a power of attorney authorizing the cancellation, release or satisfaction of any mortgage or other security given to the Bank in its corporate or fiduciary capacity, by such person as he or she may in his or her discretion appoint.

Section 16. Emergencies.

In the event of an emergency declared by the President of the United States or the person performing his or her functions, the officers and employees of this Bank will continue to conduct the affairs of the Bank under such guidance from the Directors as may be available except as to matters which by statute require specific approval of the Board of Directors and subject to conformance with any governmental directives or directives of the Federal Deposit Insurance Corporation during the emergency.

ARTICLE VI. AMENDMENTS

Except as otherwise provided herein or in the Articles of Incorporation of the Bank, these By-Laws may be amended or repealed by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, and the stockholders may make, alter or repeal any By-Laws, whether or not adopted by them.

Exhibit 6 to Form T-1

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, Regions Bank hereby consents that reports of examination of Regions Bank by Federal, State, Territorial or District regulatory authorities may be furnished by such regulatory authorities to the Securities and Exchange Commission upon request therefor.

Dated: March 12, 2019.

REGIONS BANK

By: /s/ Sean Julien

Sean Julien

Title: Vice President

Exhibit 7 to Form T-1

[REPORT OF CONDITION FOR PERIOD ENDING December 31, 2018]

Regions Bank
 Legal Title of Bank
Birmingham
 City
AL **35203**
 State Zip Code
 FDIC Certificate Number: 12368
 Printed on 2/20/2019 at 8:52 AM - Submitted to CDR on 1/30/2019 at 3:30 PM

Consolidated Report of Condition for Insured Banks and Savings Associations for December 31, 2018

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

Dollar Amounts in Thousands			RCFD	Amount	
Assets					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1) _____			0081	2,073,009	1.a
b. Interest-bearing balances (2) _____			0071	1,394,017	1.b
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A) _____			1754	1,481,533	2.a
b. Available-for-sale securities (from Schedule RC-B, column D) _____			1773	22,709,077	2.b
c. Equity securities with readily determinable fair values not held for trading (3) _____			JA22	428,469	2.c
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices _____			RCON		
			B987	0	3.a
			RCFD		
b. Securities purchased under agreements to resell (4) _____			B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale _____			5369	304,155	4.a
b. Loans and leases held for investment _____			B528	83,151,781	4.b
c. LESS: Allowance for loan and lease losses _____			3123	839,594	4.c
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c) _____			B529	82,312,187	4.d
5. Trading assets (from Schedule RC-D) _____			3545	53,840	5
6. Premises and fixed assets (including capitalized leases) _____			2145	1,996,656	6
7. Other real estate owned (from Schedule RC-M) _____			2150	62,748	7
8. Investments in unconsolidated subsidiaries and associated companies _____			2130	58,789	8
9. Direct and indirect investments in real estate ventures _____			3656	0	9
10. Intangible assets (from Schedule RC-M) _____			2143	4,849,497	10
11. Other assets (from Schedule RC-F) _____			2160	6,992,611	11
12. Total assets (sum of items 1 through 11) _____			2170	124,716,588	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Item 2.c is to be completed only by institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(4) Includes all securities resale agreements, regardless of maturity.

Schedule RC—Continued

		Dollar Amounts in Thousands		RCON	Amount	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)				2200	96,461,044	13.a
(1) Noninterest-bearing (5)		6631	36,998,538			13.a.1
(2) Interest-bearing		6636	59,462,506			13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)				RCFN		
(1) Noninterest-bearing		6631	0	2200	0	13.b
(2) Interest-bearing		6636	0			13.b.1 13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (6)				RCON		
				B993	0	14.a
b. Securities sold under agreements to repurchase (7)				RCFD		
				B995	0	14.b
15. Trading liabilities (from Schedule RC-D)				3548	151,434	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)				3190	10,472,765	16
17. and 18. Not applicable						

(5) Includes noninterest-bearing demand, time, and savings deposits.

(6) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."

(7) Includes all securities repurchase agreements, regardless of maturity.

Schedule RC—Continued

Dollar Amounts in Thousands		RCFD	Amount	
Liabilities—Continued				
19. Subordinated notes and debentures (1)		3200	495,140	19
20. Other liabilities (from Schedule RC-G)		2930	1,701,329	20
21. Total liabilities (sum of items 13 through 20)		2948	109,281,712	21
22. Not applicable				
Equity Capital				
Bank Equity Capital				
23. Perpetual preferred stock and related surplus		3838	0	23
24. Common stock		3230	103	24
25. Surplus (excludes all surplus related to preferred stock)		3839	16,398,901	25
26. a. Retained earnings		3632	0	26.a
b. Accumulated other comprehensive income (2)		8530	-964,128	26.b
c. Other equity capital components (3)		A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)		3210	15,434,876	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries		3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)		G105	15,434,876	28
29. Total liabilities and equity capital (sum of items 21 and 28)		3300	124,716,588	29

Memoranda

To be reported with the March Report of Condition.

		RCFD	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2017		6724	N/A	M.1
1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution 1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution. 2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately).	2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately) 3 = This number is not to be used. 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority) 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority) 6 = Review of the bank's financial statements by external auditors 7 = Compilation of the bank's financial statements by external auditors 8 = Other audit procedures (excluding tax preparation work) 9 = No external audit work			

To be reported with the March Report of Condition.

		RCFN	MMDD	
2. Bank's fiscal year-end date(report the date in MMDD format)		8678	N/A	M.2

- (1) Includes limited-life preferred stock and related surplus.
- (2) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
- (3) Includes treasury stock and unearned Employee Stock Ownership Plan shares.