

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>05/11/1999</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>05/11/1999</u>
1b Three-digit plan number (PN) ►	<u>001</u>				
1c Effective date of plan	<u>05/11/1999</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>LIFEPOINT HOSPITALS, INC.</u> <u>103 POWELL COURT</u> <u>BRENTWOOD, TN 37027</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>20-1538254</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>615-372-8500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-1538254</u>	2c Sponsor's telephone number <u>615-372-8500</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>20-1538254</u>					
2c Sponsor's telephone number <u>615-372-8500</u>					
2d Business code (see instructions) <u>622000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/30/2012</u>	<u>JOHN BUMPUS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") LIFEPOINT HOSPITALS, INC. 103 POWELL COURT BRENTWOOD, TN 37027	3b Administrator's EIN 20-1538254 3c Administrator's telephone number 615-372-8500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	25642
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	24408
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	3872
d Subtotal. Add lines 6a , 6b , and 6c	6d	28280
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	28280
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	23098
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	464

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2O 2R 2S 2T 3I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 LIFEPOINT HOSPITALS, INC.	D Employer Identification Number (EIN) 20-1538254	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SCHWAB RETIREMENT PLAN SERVICES CO

74-2279754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 50 64	NONE	655049	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

RELIANCE TRUST COMPANY

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 24 50	NONE	87500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS, PERRIN, FORSTER & CROSBY

25-1169360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	13358	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AVONDALE

62-1854335

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	15000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO. INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	11056	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 50 59	NONE	5060	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED LIST 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB BANK	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED LIST 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN	B Three-digit plan number (PN)	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 LIFEPOINT HOSPITALS, INC.	D Employer Identification Number (EIN) 20-1538254	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET S & P 500 INDEX F

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 04-0025081-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128945870
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a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET PASSIVE BOND MARKET

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 04-0025081-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76166985
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LIFEPOINT HOSPITALS, INC.	D Employer Identification Number (EIN) 20-1538254	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	2350835	2439243
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3678146	131921
(2) Participant contributions	1b(2)	846060	921867
(3) Other.....	1b(3)	681800	444921
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	61360526	62435131
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	9562955	11627653
(9) Value of interest in common/collective trusts.....	1c(9)	187414548	205112855
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	91793262	89342010
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	7124349	7131590

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	74724951	68234297
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	439537432	447821488

Liabilities

g Benefit claims payable	1g	180060	
h Operating payables	1h	1062359	426087
i Acquisition indebtedness	1i		
j Other liabilities	1j	200680	156671
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1443099	582758

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	438094333	447238730
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	316839	
(B) Participants	2a(1)(B)	40608420	
(C) Others (including rollovers)	2a(1)(C)	7566962	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		48492221

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	91128	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	456312	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		547440
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1281177	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1281177
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	8960949	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6720017	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2240932

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-1349119	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		-1349119
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7721774
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-9013980
c Other income.....	2c		-1420712
d Total income. Add all income amounts in column (b) and enter total.....	2d		48499733

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38346669	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		38346669
f Corrective distributions (see instructions)	2f		221644
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	115860	
(2) Contract administrator fees	2i(2)	655049	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	16114	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		787023
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		39355336

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9144397
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: LATTIMORE BLACK MORGAN & CAIN PC

(2) EIN: 62-1199757

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒	☐	10
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIFEPOINT HOSPITALS, INC.</u>	D Employer Identification Number (EIN) <u>20-1538254</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



To the Administration Committee of the
LifePoint Hospitals, Inc. Retirement Plan:

We have audited the financial statements of the LifePoint Hospitals, Inc. Retirement Plan (the "Plan") as of and for the year ended December 31, 2011 and have issued our report thereon dated June 21, 2012. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated January 9, 2012. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2011. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements relates to management's estimate of the fair value of the Plan's investments. The fair value of the Plan's investments are valued as follows:

LifePoint Hospitals, Inc. Common Stock: Valued at the last reported sales price on the last business day of the Plan year reported by the active market in which the securities are traded.

Mutual Funds: Valued at the last reported sales prices on the last business day of the Plan year reported by the active markets in which the individual funds are traded.

Self-directed Brokerage Accounts: Valued at the last reported sales prices of the underlying investments on the last business day of the Plan year reported by the active markets in which the individual underlying investments are traded.

Money Market Funds: Valued at quoted prices in markets that are not active by a combination of inputs, including but not limited to dealer quotes who are market makers in the underlying funds and other directly and indirectly observable inputs.

Collective Trusts: Valued at the net asset value, inclusive of net investment gains or losses, based on information provided by the trustee and using the audited financial statements of the collective trusts at year-end.

We evaluated the key factors and assumptions used to develop the estimate of the fair value of the Plan's investments in determining that they are reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We are pleased to report that there were no such misstatements noted during the course of performing our procedures.

Auditor's Judgments about the Quality of the Entity's Accounting Principles

The collective application of accounting principles did not indicate a bias that may create a material misstatement of the financial statements.

Other Information in Documents Containing Audited Financial Statements

The auditor's responsibility for other information in documents containing the Plan's financial statements and report does not extend beyond the financial information identified in the report. Furthermore, the auditor does not have an obligation to perform any procedures to corroborate other information contained in these documents.

We read the information in the Plan's Form 11-K and nothing came to our attention that caused us to believe that such information, or its manner of presentation, is materially inconsistent with the information, or manner of its presentation, appearing in the financial statements.

Supplementary Information

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated June 21, 2012.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Independence

We are not aware of any relationships between our firm and the Plan that, in our professional judgment, may reasonably be thought to bear on our independence which have occurred during the period from January 1, 2011 through the date of this letter.

* * * * *

This information is intended solely for the information and use of the Administration Committee and management of the Plan and is not intended to be and should not be used by anyone other than these specified parties.

Lattimore Black Morgan & Cain, PC

Brentwood, Tennessee
June 21, 2012

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

LifePoint Hospitals, Inc. Retirement Plan
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors Thereon



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

Audited Financial Statements and Supplemental Schedules

Years Ended December 31, 2011 and 2010

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Report of Independent Auditors

The Plan Sponsor and Administration Committee
LifePoint Hospitals, Inc. Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of the LifePoint Hospitals, Inc. Retirement Plan (the "Plan") as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor have we been engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010 and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent participant contributions for the year ended December 31, 2011 and assets (held at end of year) as of December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Lattimore Black Morgan & Cain, PC

Brentwood, Tennessee
June 21, 2012

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

ASSETS	2011	2010
Cash	\$ 2,439,243	\$ 2,350,835
Investments, at fair value	432,255,883	422,417,636
Notes receivable from participants	11,978,255	10,118,181
Participants' contributions receivable	921,867	846,060
Employer matching contribution receivable	131,921	3,678,146
Income receivable	444,921	681,800
Total assets	<u>448,172,090</u>	<u>440,092,658</u>
 LIABILITIES		
Benefits and expenses payables	426,087	1,242,419
Excess contributions payable	156,671	200,680
Total liabilities	<u>582,758</u>	<u>1,443,099</u>
 Net assets available for benefits	 <u>\$ 447,589,332</u>	 <u>\$ 438,649,559</u>

See accompanying notes.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions:		
Interest and dividend income.....	\$ 1,372,305	\$ 994,204
Interest income on notes receivable from participants	456,312	406,722
Employer contributions	316,839	12,071,881
Participants' contributions.....	<u>48,175,382</u>	<u>47,190,703</u>
Total additions	50,320,838	60,663,510
Deductions:		
Benefits paid.....	38,772,937	33,317,211
Administrative expenses.....	<u>787,023</u>	<u>734,138</u>
Total deductions.....	39,559,960	34,051,349
Net (depreciation) appreciation in fair value of investments	<u>(1,821,105)</u>	<u>40,031,141</u>
Net increase in net assets available for benefits.....	8,939,773	66,643,302
Net assets available for benefits at beginning of year	<u>438,649,559</u>	<u>372,006,257</u>
Net assets available for benefits at end of year	<u>\$447,589,332</u>	<u>\$438,649,559</u>

See accompanying notes.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 1. Description of the Plan

General

The following description of the LifePoint Hospitals, Inc. (the "Company") Retirement Plan (the "Plan") reflects the general conditions of participation as of December 31, 2011. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering all employees of the Company who have completed 30 days of service, or 60 days of service in certain limited and union specific arrangements, as of December 31, 2011 and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan includes an employee stock ownership plan ("ESOP") component within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (the "Code"). Prior to January 1, 2009, all shares available for allocation in accordance with the ESOP component had been allocated to participant accounts.

Contributions

Each participant may elect to contribute up to 50% of his or her eligible pre-tax compensation to the Plan ("Salary Deferral Contribution"). An automatic 2% Salary Deferral Contribution is applied to all participants who do not make a contrary election. Participants who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions. Participant contributions are further limited by certain provisions of the Code.

The Plan provides for discretionary matching contributions from the Company in an amount determined by the Company's management, in its sole discretion, as a percentage of the participants' Salary Deferral Contributions in the form of matching contributions ("Matching Contributions") or in an amount, if any, determined in the sole and absolute discretion of the Company's management in the form of profit sharing contributions ("Profit Sharing Contributions"). For the years ended December 31, 2011 and 2010, the Company made Matching Contributions of \$316,839 and \$12,071,881, respectively. There were no Profit Sharing Contributions made for the years ended December 31, 2011 or 2010.

An additional contribution by the Company in an amount determined by the Company's management to ensure that the Plan satisfies certain nondiscrimination requirements of the Code may be allocated solely to the accounts of participants who are considered non-highly compensated employees and have elected to make Salary Deferral Contributions for the Plan year ("Non-elective Employer Contributions"). Alternatively, certain highly compensated employees may be refunded a portion of their Salary Deferral Contributions in order to comply with the same nondiscrimination requirements of the Code.

Participant Accounts

Each participant's account is credited (charged) with his or her Salary Deferral Contribution, the Company's contributions, Plan fees and Plan earnings (losses). Allocations are based on a number of factors, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Contributions and allocations are subject to certain limitations under the Code. The Plan allows participants who have three or more years of credited service to diversify up to 100% of their allocated contributions of the Company's stock made in accordance with the ESOP component of the Plan by investing in other securities available under the Plan. The Plan generally limits the percentage of an individual's aggregate account that can be invested in the Company's stock at 25%.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 1. Description of the Plan – (continued)

Payment of Benefits

Upon retirement, disability, death, or termination of employment, the total vested value of a participant's account that exceeds \$5,000 is distributed to the participant or his or her beneficiary, as applicable, in a lump sum of cash unless the participant or the beneficiary elects certain other forms of distribution available under the Plan. If the vested value of a participant's account is less than \$1,000, the total vested balance is distributed as an automatic lump sum payment in cash. For participant accounts greater than \$1,000 but not more than \$5,000, the vested value of the participant's account may be rolled into an individual retirement account on behalf of the participant or distributed to the participant or his or her beneficiary, as applicable, in cash. Additionally, a participant may request certain in-service withdrawals, including hardship withdrawals, of all or a portion of his or her vested account balance at any time, subject to certain restrictions and limitations, as defined by the Plan Agreement.

Notes Receivable from Participants

Each participant may borrow from his or her account a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or one-half of the respective participant's vested account balance. Loan terms range from six months to five years or up to ten years if the loan is used for the purchase of a primary residence. The loans are secured by the vested balance in the respective participant's account and bear interest at a rate commensurate with local prevailing rates, ranging from 4.25% to 9.25 % as of December 31, 2011, as determined by the Plan's administrator. Principal and interest are paid by the participant ratably through payroll deductions.

Vesting and Forfeitures

Participants are immediately and fully vested in their Salary Deferral Contributions, Non-elective Employer Contributions, rollover contributions and investment earnings (losses) arising from these contributions. Participants are fully vested in Matching Contributions and Profit Sharing Contributions after two years of service.

Participants' interests in their accounts become fully vested and nonforfeitable without regard to their credited years of service if they retire on or after age 65, incur a total and permanent disability or die while employed by the Company.

If a participant who is not fully vested terminates employment with the Company, the participant is entitled to the vested portion of his or her account. The non-vested portion is forfeited and is used to reduce future Company contributions, pay administrative expenses of the Plan or is reallocated to participants in the Plan, as defined in the Plan document. During the years ended December 31, 2011 and 2010, the Company utilized forfeitures of \$138,392 and \$1,578,200, respectively, to reduce the Company's Matching Contributions. Unused forfeitures available for use at December 31, 2011 were \$400,068.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan document to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will receive the vested and non-vested portions of their accounts.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amount of net assets available for benefits, changes therein and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value in accordance with Accounting Standards Codification ("ASC") 820-10, "Fair Value Measurements and Disclosures" ("ASC 820-10"). The Plan's investments are further discussed in Note 3.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses, including legal and participant accounting expenses and all expenses directly relating to the investments, are charged to and paid by the Plan.

Note 3. Investments at Fair Value

The Plan's investments are held, and transactions are executed, by The Charles Schwab Trust Company (the "Trustee"). The Plan accounts for its investments in accordance with ASC 820-10. ASC 820-10 establishes a framework for measuring fair value and establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value.

The tiers are as follows:

Level 1 – defined as observable inputs such as quoted prices in active markets;

Level 2 – defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 – defined as observable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 3. Investments at Fair Value - (continued)

The following provides a description of the valuation methodologies used to value the Plan's assets measured at fair value in accordance with ASC 820-10 and certain additional information:

LifePoint Hospitals, Inc. Common Stock: Valued at the last reported sales price on the last business day of the Plan year reported by the active market in which the securities are traded.

Mutual Funds: Valued at the last reported sales prices on the last business day of the Plan year reported by the active markets in which the individual funds are traded.

Self-directed Brokerage Accounts: Valued at the last reported sales prices of the underlying investments on the last business day of the Plan year reported by the active markets in which the individual underlying investments are traded.

Money Market Funds: Valued at quoted prices in markets that are not active by a combination of inputs, including but not limited to dealer quotes who are market makers in the underlying funds and other directly and indirectly observable inputs.

Collective Trusts: Valued at the net asset value ("NAV"), inclusive of net investment gains or losses, based on information provided by the Trustee and using the audited financial statements of the collective trusts at year-end. The investment objectives of the funds included in this class of investments are to approximate as closely as practicable, before expenses, the performance of certain widely observed indices over the long term, while providing participants the ability to purchase and redeem units at will. Generally, neither of the individual investment funds that comprise this class of investment contain redemption restrictions that would prevent or considerably delay a participant from redeeming his or her investment at any point of participation in the fund. As of December 31, 2011 and 2010, there were no unfunded obligations with respect to any of the funds in this investment category.

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2011 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
LifePoint Hospitals, Inc. Common Stock	\$ 68,234,297	\$ —	\$ —	\$ 68,234,297
Mutual Funds (Growth Funds)	89,342,010	—	—	89,342,010
Self-directed Brokerage Accounts	7,131,590	—	—	7,131,590
Money Market Funds (Fixed Income Funds)	—	62,435,131	—	62,435,131
Collective Trusts (Index Funds)	—	205,112,855	—	205,112,855
	<u>\$ 164,707,897</u>	<u>\$ 267,547,986</u>	<u>\$ —</u>	<u>\$ 432,255,883</u>

The fair values, within the fair value hierarchy in accordance with ASC 820-10, of the Plan's investments at December 31, 2010 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
LifePoint Hospitals, Inc. Common Stock	\$ 74,724,951	\$ —	\$ —	\$ 74,724,951
Mutual Funds (Growth Funds)	91,793,262	—	—	91,793,262
Self-directed Brokerage Accounts	7,124,349	—	—	7,124,349
Money Market Funds (Fixed Income Funds)	—	61,360,526	—	61,360,526
Collective Trusts (Index Funds)	—	187,414,548	—	187,414,548
	<u>\$173,642,562</u>	<u>\$248,775,074</u>	<u>\$ —</u>	<u>\$422,417,636</u>

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 3. Investments at Fair Value - (continued)

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010 are as follows:

	2011	2010
State Street S&P 500 Index Fund	\$ 128,945,870	\$ 121,767,345
State Street Passive Bond Market Index Fund.....	76,166,985	65,647,203
LifePoint Hospitals, Inc. Common Stock	68,234,297	74,724,951*
Federated Prime Cash Obligations.....	62,045,688	61,064,481
American Funds EuroPacific Growth Fund.....	52,470,434	53,748,255
Oppenheimer Main Street Small Cap A Fund	36,871,576	38,045,007

* Includes non-participant directed investments. As of December 31, 2011, all investments in LifePoint Hospitals, Inc. Common Stock were participant directed.

For the years ended December 31, 2011 and 2010, the Plan's investments, including investments purchased, sold and held during the year, appreciated (depreciated) as follows:

	2011	2010
LifePoint Hospitals, Inc. Common Stock	\$ 891,813	\$ 9,067,874
Mutual Funds.....	(9,656,189)	11,004,794
Self-directed Brokerage Accounts	(778,503)	794,450
Collective Trusts.....	7,721,774	19,164,023
	<u>\$ (1,821,105)</u>	<u>\$ 40,031,141</u>

Note 4. Non-participant Directed Investments

As of December 31, 2011, all of the Plan's investments were participant directed. The fair value of non-participant directed investments at December 31, 2010 were as follows:

LifePoint Hospitals, Inc. Common Stock:

Number of shares.....	<u>22,484</u>
Cost	<u>\$ 637,797</u>
Fair Value	<u>\$ 826,287</u>
Total fair value of non-participant directed investments	<u>\$ 826,287</u>

Changes in the net assets related to the non-participant directed investments for the years end December 31, 2011 and 2010 are as follows:

	2011	2010
Non-participant directed investments at beginning of year	\$ 826,287	\$ 2,497,458
Change in net assets:		
Release of restriction and transfer to participant directed investments	(830,784)	(1,880,605)
Net appreciation in fair value	4,497	209,434
Non-participant directed investment at end of year	<u>\$ —</u>	<u>\$ 826,287</u>

Each participant is entitled to exercise voting rights attributable to the Company's common stock allocated to his or her account. Participants are notified by the Company's transfer agent of this ability prior to the time that such rights are to be exercised. Prior to January 1, 2012, the Company's discretionary trustee voted any unallocated shares on behalf of the collective best interest of the Plan's participants and its beneficiaries.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2011

Note 5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service ("IRS"), dated March 20, 2012, stating that the Plan is qualified under Section 401(a) of the Code and that the related trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification.

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained by the applicable taxing authorities upon examination. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress. The Plan's administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

Note 7. Party-In-Interest Transactions

The Plan holds investments in the form of notes receivable from participants and in shares of LifePoint Hospitals, Inc. Common Stock as well as pays administrative expenses to the Plan's trustee and recordkeeper. All of these transactions qualify as party-in-interest transactions that are permissible under specific exemptions included in ERISA and the Code.

The Plan paid \$787,023 and \$734,138 in administrative expenses to the Plan's trustee and recordkeeper during the years ended December 31, 2011 and 2010, respectively. Additionally, the Company provided the Plan with certain management and administrative services for which no fees were charged.

Note 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 447,589,332	\$ 438,649,559
Less deemed distributions of notes receivable from participants	(350,602)	(555,226)
Net assets available for benefits per the Form 5500	<u>\$ 447,238,730</u>	<u>\$ 438,094,333</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Net increase in net assets available for benefits per the financial statements	\$ 8,939,773	\$ 66,643,302
Add deemed distributions of notes receivable from participants at beginning of year	555,226	216,113
Less deemed distributions of notes receivable from participants at end of year	(350,602)	(555,226)
Net increase in net assets available for benefits per the Form 5500	<u>\$ 9,144,397</u>	<u>\$ 66,304,189</u>

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011

Note 9. Subsequent Events

In accordance with the provisions of ASC 855-10, "*Subsequent Events*," the Plan evaluated all material events occurring subsequent to the balance sheet date for events requiring disclosure or recognition in the Plan's financial statements.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001

Schedule H, Line 4a

Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2011

Check here if late participant loan repayments are included: ☐

<u>Participant contributions transferred late to Plan</u>		<u>Total that constitutes nonexempt prohibited transactions</u>			<u>Total fully corrected under VFCP and PTE 2002-51</u>
<u>Amount</u>	<u>Original payroll withholding date</u>	<u>Contributions not corrected</u>	<u>Contributions corrected outside VFCP</u>	<u>Contributions corrected in VFCP</u>	
\$ 10	12/16/2011	\$ —	\$ 10*	\$ —	\$ —

-
- * As a result of the conversion of payroll systems for an acquisition the Company made in November 2011, participant contributions for one participant were reported incorrectly for the payroll period ending December 16, 2011 and were not remitted to the Plan until February 10, 2012. The Company corrected the lost investment earnings to the applicable participant Plan account in 2012. The correction did not have a material effect on the financial statements.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001

Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	State Street S&P 500 Index Fund	Collective Trust	\$ **	\$ 128,945,870
	State Street Passive Bond Market Index	Collective Trust	**	76,166,985
*	LifePoint Hospitals, Inc. Common Stock	Common Stock	**	68,234,297
	Federated Prime Cash	Money Market Fund	**	62,045,688
	American Funds EuroPacific Growth Fund	Mutual Fund	**	52,470,434
	Oppenheimer Main Street Small Cap A Fund	Mutual Fund	**	36,871,576
*	Notes Receivable from Participants	Interest rates range from 4.25% to 9.25%	**	11,978,255
	Self-directed Brokerage Accounts	Various Investments	**	7,131,590
	Government Obligations	Money Market Fund	**	389,135
	Federated Capital Reserves	Money Market Fund	**	<u>308</u>
				<u>\$ 444,234,138</u>

* Indicates a party-in-interest to the Plan.

** Not required for participant-direct investments.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001

Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	State Street S&P 500 Index Fund	Collective Trust	\$ **	\$ 128,945,870
	State Street Passive Bond Market Index	Collective Trust	**	76,166,985
*	LifePoint Hospitals, Inc. Common Stock	Common Stock	**	68,234,297
	Federated Prime Cash	Money Market Fund	**	62,045,688
	American Funds EuroPacific Growth Fund	Mutual Fund	**	52,470,434
	Oppenheimer Main Street Small Cap A Fund	Mutual Fund	**	36,871,576
*	Participant Loans	Interest rates range from 4.25% to 9.25%	**	11,978,255
	Self-directed Brokerage Accounts	Various Investments	**	7,131,590
	Government Obligations	Money Market Fund	**	389,135
	Federated Capital Reserves	Money Market Fund	**	<u>308</u>
				<u><u>\$ 444,234,138</u></u>

* Indicates a party-in-interest to the Plan.

** Not required for participant-direct investments.

LIFEPOINT HOSPITALS, INC. RETIREMENT PLAN

EIN: 20-1538254 Plan No.: 001

Schedule H, Line 4a

Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2011

Check here if late participant loan repayments are included: ☐

Participant contributions transferred late to Plan		Total that constitutes nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
Amount	Original payroll withholding date	Contributions not corrected	Contributions corrected outside VFCP	Contributions corrected in VFCP	
\$ 10	12/16/2011	\$ —	\$ 10*	\$ —	\$ —

* As a result of the conversion of payroll systems for an acquisition the Company made in November 2011, participant contributions for one participant were reported incorrectly for the payroll period ending December 16, 2011 and were not remitted to the Plan until February 10, 2012. The Company corrected the lost investment earnings to the applicable participant Plan account in 2012. The correction did not have a material effect on the financial statements.

LifePoint Hospitals Retirement Plan
Schedule C, Part 1, Line 3 -- Service Provider Indirect Compensation Information
EIN: 20-1538254 Plan Number: 001 December 31, 2011

Received by Charles Schwab & Co., Inc.		94-1737782	
(d) Name of Source of Indirect Compensation	EIN		(e) Formula of Indirect Compensation
Federated	25-1111467		Rate of 0.05% of average daily balance of asset(s)
Oppenheimer Funds	13-2527171		Rate of 0.25% of average daily balance of asset(s)
Received by Charles Schwab Bank		42-1558009	
(d) Name of Source of Indirect Compensation	EIN		(e) Formula of Indirect Compensation
American Funds	95-1411037		Rate of 0.35% of average daily balance of asset(s)
Received by Charles Schwab & Co., Inc.		94-1737782	
(d) Name of Source of Indirect Compensation	EIN		(e) Formula of Indirect Compensation
Aberdeen Funds	51-0368279		Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728		Range of 0.38 - 0.40% of average daily balance of assets
American Century Investments	43-0821857		Rate of 0.35% of average daily balance of asset(s)
American Funds	95-1411037		Rate of 0.35% of average daily balance of asset(s)
Ariel	31-0721681		Rate of 0.40% of average daily balance of asset(s)
Ave Maria Mutual Funds	38-2325495		Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938		Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663		Range of 0.40 - 0.50% of average daily balance of assets
Bridgeway	76-0409332		Rate of 0.10% of average daily balance of asset(s)
Brown Funds	52-1304372		Rate of 0.40% of average daily balance of asset(s)
Buffalo	48-1069845		Rate of 0.40% of average daily balance of asset(s)
Calvert	52-1233223		Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450		Rate of 0.40% of average daily balance of asset(s)
Croft	52-1603329		Rate of 0.40% of average daily balance of asset(s)
Davis Funds	52-1346931		Rate of 0.40% of average daily balance of asset(s)
Delaware Investments	23-2693133		Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904		Rate of 0.40% of average daily balance of asset(s)
Dreyfus	13-2614959		Range of 0.35 - 0.48% of average daily balance of assets
Driehaus	20-3634295		Rate of 0.40% of average daily balance of asset(s)
FAM	14-1564237		Rate of 0.40% of average daily balance of asset(s)
FBR Mutual Funds	54-1837746		Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467		Range of 0.25 - 0.75% of average daily balance of assets
Fidelity Investments	06-1194217		Rate of 0.15% of average daily balance of asset(s)
FMI Funds	39-1861095		Rate of 0.45% of average daily balance of asset(s)
Franklin Templeton Investment Funds	13-2670991		Range of 0.40 - 0.65% of average daily balance of assets
Fund X	94-3271777		Rate of 0.35% of average daily balance of asset(s)
Harbor	04-2679462		Range of 0.09 - 0.43% of average daily balance of assets Range of 0.40 - 1.00% of average daily balance of assets
Hartford Mutual Funds	13-3317783		
Heartland	39-1572323		Rate of 0.50% of average daily balance of asset(s)
Henderson Global	06-1217855		Rate of 0.40% of average daily balance of asset(s)
Hillman Capital Management	52-2082740		Rate of 0.40% of average daily balance of asset(s)
ICON Funds	75-2676133		Rate of 0.40% of average daily balance of asset(s)
ING Funds	95-4516049		Rate of 0.45% of average daily balance of asset(s)
Invesco Aim	76-0528004		Rate of 0.40% of average daily balance of asset(s)
Ivy Funds	04-6006759		Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048		Rate of 0.35% of average daily balance of asset(s)
John Hancock	04-3483032		Rate of 0.50% of average daily balance of asset(s)
JPMorgan	13-2624428		Range of 0.40 - 0.50% of average daily balance of assets
Jubak	Not Available		Rate of 0.40% of average daily balance of asset(s)
Laudus Funds	94-3106735		Rate of 0.10% of average daily balance of asset(s)
Lazard	20-4571006		Rate of 0.40% of average daily balance of asset(s)
Managers Funds	06-1298481		Range of 0.05 - 0.40% of average daily balance of assets
Manning & Napier	16-0995736		Rate of 0.40% of average daily balance of asset(s)
Marsico Investment Fund	84-1434992		Rate of 0.50% of average daily balance of asset(s)

Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Merk Funds	01-0516963	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Range of 0.35 - 0.40% of average daily balance of assets
Midas	13-3823733	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.35% of average daily balance of asset(s)
Needham	22-3408336	Rate of 0.40% of average daily balance of asset(s)
Northern Funds	39-1777365	Rate of 0.40% of average daily balance of asset(s)
Nuveen	36-3817266	Range of 0.40 - 0.50% of average daily balance of assets
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.50% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Pax World	02-0280580	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
Rainier	91-1457076	Rate of 0.40% of average daily balance of asset(s)
Reynolds	Not Available	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Range of 0.14 - 0.35% of average daily balance of assets
Robeco Investment Management, Inc.	98-0202744	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Range of 0.40 - 0.45% of average daily balance of assets
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Rydex/SGI	48-0409770	Range of 0.40 - 0.45% of average daily balance of assets
Saturna	91-1454817	Rate of 0.40% of average daily balance of asset(s)
Schroders	13-6877903	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.27% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.02% of average daily balance of asset(s)
TCW	95-2749628	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.60% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
Van Eck	13-3210061	Rate of 0.40% of average daily balance of asset(s)
Walhausen Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)
Westcore	84-1284659	Rate of 0.30% of average daily balance of asset(s)
Yacktman	36-3831621	Range of 0.40 - 0.50% of average daily balance of assets