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 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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/11/1999

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
LEGACY LIFEPOINT HEALTH, INC.

330 SEVEN SPRINGS WAY
BRENTWOOD, TN 37027

2b Employer Identification Number (EIN)
20-1538254

2c Plan Sponsor's telephone number
615-920-7000

2d Business code (see instructions)
622000

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	Filed with authorized/valid electronic signature.	10/15/2019	SONNY TERRILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	SONNY TERRILL
	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

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

a Sponsor's name LIFEPOINT HEALTH, INC.

c Plan Name LIFEPOINT HEALTH, INC. RETIREMENT PLAN

4b EIN 20-1538254

4d PN 001

5 Total number of participants at the beginning of the plan year	**5**	51405
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	44059
a(2) Total number of active participants at the end of the plan year	**6a(2)**	40644
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	6590
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	47234
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	50
f Total. Add lines **6d** and **6e**.	**6f**	47284
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	41501
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	627
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2R 2S 2T 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

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)	[X]	**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)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ] ___	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEGACY LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I Service Provider Information (see instructions)

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). . . . . [X] 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

VANGUARD

23-1945930

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

AMERICAN FUNDS

95-1411037

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

ALLIANZ FUNDS

33-0457728

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

BLACKROCK

94-3112180

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

JOHN HANCOCK

04-3483032

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

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

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

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

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

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 21 37 50 62 64	SERVICE PROVIDER	2275714	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ARGENT TRUST COMPANY

62-1437218

(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 25 52 59	SERVICE PROVIDER	75000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FINDLEY

34-1213174

(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?
16 49 50	SERVICE PROVIDER	66759	Yes [ ] No [X]	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	SERVICE PROVIDER	60000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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 51	SERVICE PROVIDER	23102	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(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?
			Yes [ ] No [ ]	Yes [ ] No [ ]		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
(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.	

(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.	

(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

(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

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
LIFEPOINT HEALTH, 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
LEGACY LIFEPOINT HEALTH, 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)

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK INST U.S. DEBT NL M

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-4395662-001	C	56931982

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK EQUITY INDEX FD M

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-4368878-001	C	192191589

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX RETIREMENT FUND NL G

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-2837784-001	C	36165143

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2025 FUND NL G

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-2829112-001	C	108110538

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2020 FUND NL G

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-2829040-001	C	83842916

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2030 FUND NL G

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-2829163-001	C	103686157

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2040 FUND NL G

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.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)
45-2837597-001	C	73941111

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2035 FUND NL G		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 45-2829211-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89605685
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2050 FUND NL G		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 45-2837704-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43639363
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2045 FUND NL G		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 45-2837638-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63959314
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2055 FUND NL G		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 45-2837751-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24652140
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFEPATH INDEX 2060 FUND NL G		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 47-2034946-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3843614
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MID CAP EQUITY INDEX NL M		
b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.		
c EIN-PN 45-4379242-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15615500
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 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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEGACY LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

Part I Asset and Liability Statement

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	6983343	7406496
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1359347	1221376
(2) Participant contributions	1b(2)	1791818	1696976
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	66685666	67818884
(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)	24872743	24644392
(9) Value of interest in common/collective trusts	1c(9)	881629483	896185052
(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)	174977136	152657870
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	19033031	16623941

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	51837696	
	(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**	1229170263	1168254987
	Liabilities			
g	Benefit claims payable	**1g**	499695	8871
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**	1257110	1014552
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	1756805	1023423
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	1227413458	1167231564

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	27142609	
	(B) Participants	**2a(1)(B)**	109274337	
	(C) Others (including rollovers)	**2a(1)(C)**	7714886	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		144131832
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**		
	(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)**	1190481	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		1190481
	(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)**	2959258	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		2959258
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	68014597	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	53107315	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		14907282
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-48595721
(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)		-23075451
c Other income	2c		-1628986
d Total income. Add all **income** amounts in column (b) and enter total	2d		89888695
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	146456822	
(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)		146456822
f Corrective distributions (see instructions)	2f		1014552
g Certain deemed distributions of participant loans (see instructions)	2g		89735
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2509480	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2509480
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		150070589
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-60181894
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: HANCOCK ASKEW & CO., LLP **(2)** EIN: 58-0662558

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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.)	4a		X	
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.)	4b		X	

			Yes	No	Amount
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.)	4c		X	
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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		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?	4f		X	
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?	4g		X	
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?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
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.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
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.	4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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 sections 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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
LIFEPOINT HEALTH, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LEGACY LIFEPOINT HEALTH, INC.

D Employer Identification Number (EIN)
20-1538254

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** 0

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): 41-6257133

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

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.

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

LIFEPOINT HEALTH, INC.
RETIREMENT PLAN

Financial Statements and
Independent Auditor's Report
As of December 31, 2018 and 2017
And for the Year Ended December 31, 2018

LifePoint Health, Inc. Retirement Plan

Contents

Independent Auditor's Report 2 - 3

Financial Statements

Statements of net assets available for benefits 4

Statement of changes in net assets available for benefits 5

Notes to financial statements 6 - 13

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (held at end of year) 15

Independent Auditor's Report

The Administrative Committee
LifePoint Health, Inc. Retirement Plan
Brentwood, Tennessee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the LifePoint Health, Inc. Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 2018 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2018 financial statements.

Basis for Disclaimer of Opinion on the 2018 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A. (Wells Fargo) and Charles Schwab Bank (Charles Schwab), the certifying entities, except for comparing such information with the related information included in the 2018 financial statements and supplemental schedule. We have been informed by the Plan administrator that Wells Fargo and Charles Schwab hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from Wells Fargo and Charles Schwab as of December 31, 2018 and for the year ended December 31, 2018, that the information provided to the Plan administrator by Wells Fargo and Charles Schwab is complete and accurate.

Disclaimer of Opinion on the 2018 Financial Statements

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion on the 2018 Financial Statements* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2018 financial statements. Accordingly, we do not express an opinion on these 2018 financial statements.

Other Matters - Report on Supplemental Schedule and Report on 2018 Financial Statements

The supplemental schedule; Schedule H, Line 4i - schedule of assets (held at the end of year) as of December 31, 2018 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

We have audited the accompanying financial statement of the LifePoint Health, Inc. Retirement Plan, which comprise of the statement of the net assets available for benefits as of December 31, 2017, and in our report dated June 22, 2018, we expressed our opinion that such financial statement presents fairly, in all material respects, net assets available for benefits of the plan as of December 31, 2017 and the changes in net assets available for benefits as of December 31, 2017, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL's Rules and Regulations for 2018 Financial Statements

The form and content of the information included in the 2018 financial statements and supplemental schedule, other than that derived from the information certified by Wells Fargo and Charles Schwab, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Hancock Askew & Co., LLP

Norcross, Georgia
October 14, 2019

LifePoint Health, Inc. Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	**2018**	2017
ASSETS		
Cash, non-interest bearing	**$ 7,406,496**	$ 6,983,343
Investments		
Investments, at fair value	**1,133,285,747**	1,194,163,012
Receivables		
Notes receivable from participants	**25,479,188**	25,617,804
Participant contributions	**1,696,976**	1,791,818
Employer contributions	**1,221,376**	1,359,347
Total receivables	**28,397,540**	28,768,969
Total assets	**1,169,089,783**	1,229,915,324
LIABILITIES		
Due to broker and expense payable	**8,871**	499,695
Excess contributions payable	**1,014,552**	1,257,110
Total liabilities	**1,023,423**	1,756,805
Net assets available for benefits	**$ 1,168,066,360**	$ 1,228,158,519

See accompanying notes to the financial statements.

LifePoint Health, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2018**
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS		
Contributions		
Participant	**$**	**109,274,337**
Employer		**27,142,609**
Rollovers		**7,714,886**
Total contributions		**144,131,832**
Investment income (loss)		
Interest and dividends		**2,959,258**
Net depreciation in fair value of investments		**(58,467,169)**
Other income		**75,674**
Total investment loss		**(55,432,237)**
Interest income on notes receivable from participants		**1,190,481**
Total additions		**89,890,076**
OTHER DEDUCTIONS FROM NET ASSETS		
Benefits paid directly to participants		**(147,972,450)**
Administrative expenses		**(2,009,785)**
Total other deductions		**(149,982,235)**
Net decrease in net assets available for benefits		**(60,092,159)**
Net assets available for benefits, beginning of year		**1,228,158,519**
Net assets available for benefits, end of year	**$**	**1,168,066,360**

See accompanying notes to the financial statements.

1. Description of the Plan

General

The following description of the LifePoint Health, Inc. Retirement Plan (the Plan) reflects the general conditions of participation as of December 31, 2018 and 2017. 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 substantially all employees of the subsidiaries of Legacy LifePoint Health, Inc. (the Company), who have completed 30 days of service, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). In 2017, the Plan included an employee stock ownership plan (ESOP) component within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (IRC). In 2018, all investments in Company unitized stock were liquidated and funds were allocated to other investments. No unitized stock was held by the Plan as of December 31, 2018.

Contributions

Each participant may elect to contribute up to 85% of his or her eligible compensation to the Plan on a pre-tax (traditional) basis or on an after-tax (Roth) basis (both a salary deferral contribution). An automatic 2% pre-tax salary deferral contribution (4% for employees who provide services primarily for UP Health System - Marquette (Marquette employees)) is applied to all participants who do not make a contrary election, except for participants who are classified as pro re nata or per diem. 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 IRC.

The Plan provides for discretionary 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 contribution in the form of 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 (both Company contributions).

The following exceptions apply:

- For Marquette employees, the Company made matching contributions of 100% up to 4% of their salary deferral contributions prior to July 1, 2018 and 100% up to 3% of their salary deferral contributions after July 1, 2018;

- For employees who provide services primarily at Portage Health System (Portage employees), the Company made matching contributions of 100% up to 3% of their salary deferral contributions;

- For employees who provide services primarily at Memorial Medical Center, Meyersdale Hospital, or Miners Hospital (Conemaugh employees), the Company made matching contributions of 25% up to 4% of their salary deferral contributions prior to March 1, 2018 and 25% up to 6% of their salary deferral contributions after March 1, 2018;

- For employees who provide services primarily at Watertown Regional Medical Center (Watertown employees) the Company made matching contributions of 100% up to 2% of their salary deferral contributions plus 50% of their salary deferral contributions between 2% and 10% prior to July 1, 2018 and 50% up to 8% of their salary deferral contribution after July 1, 2018.

1. Description of the Plan (cont.)

Contributions (cont.)

- For Conemaugh employees who completed a year of service in the prior year, the Company made profit-sharing contributions equal to a percentage of each such employee's compensation, based on the employee's age and years of service.

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 IRC 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 Company 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 IRC.

Participant Accounts

Each participant's account is credited (charged) with his or her salary deferral contribution, the Company's contributions, Plan fees and investment 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 IRC. The Plan allows participants to diversify up to 100% of their contributions and allocations. In 2017, the Plan limited the percentage of an individual's aggregate account that could be invested in the Company's unitized stock fund at 10%. The Plan no longer holds Company's unitized stock as of December 31, 2018.

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 document.

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 one year 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, as determined by the Plan's administrator. Principal and interest are paid by the participant ratably through payroll deductions.

1. Description of the Plan (cont.)

Vesting

Participants are immediately and fully vested in their salary deferral contributions, non-elective Company 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, although the following exception applies: Marquette employees and Portage employees are fully vested in their matching contributions at all times.

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.

Forfeitures

Forfeited non-vested accounts totaled $53,912 and $5,952 as of December 31, 2018 and 2017, respectively. Forfeitures resulting from the non-vested portions of Company contributions for a terminated participant's account can be used to reduce future Company contributions or administrative fees of the Plan. Forfeitures of $640,306 were used to offset Company contributions for the year ended December 31, 2018.

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 become 100% vested.

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 United States 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.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Purchases and sales are recorded on a trade-date-basis. Dividends are recorded on the ex-dividend date. Investment income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. Summary of Significant Accounting Policies (cont.)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

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 generally charged to and paid by the Plan. Certain other expenses may be paid by the Company at the discretion of the Company.

Subsequent Events

Management has evaluated subsequent events through October 14, 2019, which is the date the financial statements were available to be issued.

3. Certified information

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan administrator has obtained certifications from Wells Fargo Bank, N.A. (Wells Fargo) and Charles Schwab Bank (Charles Schwab) as of December 31, 2018, and for the year then ended that the information provided to the Plan administrator by Wells Fargo and Charles Schwab is complete and accurate. The information as to investment assets and transactions therein, and investment income (loss) included in the accompanying financial statements and supplemental schedule as of December 31, 2018, and for the year ended December 31, 2018, is covered by the certifications.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

4. Investments at Fair Value

GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs in which little or no market data exists (Level 3 measurements). The three levels of the fair value hierarchy under GAAP are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

4. Investments at Fair Value (cont.)

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018.

LifePoint Health, Inc. Common Stock Fund: Valued at the net asset value (NAV) of units of common stock and cash equivalents held in the Company's unitized common stock fund at year-end. The Company no longer holds Company unitized common stock as of December 31, 2018.

Mutual Funds: Valued at the NAV of shares held by the Plan at year-end in an active market.

Money Market Fund: 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.

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, excluding investments in money market funds which are described above.

Collective Trusts: Valued at the NAV as the practical expedient, 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

4. Investments at Fair Value (cont.)

December 31, 2018	**Level 1**	**Level 2**	**Level 3**	**Total**
Mutual funds	**$ 152,657,870**	**$ -**	**$ -**	**$ 152,657,870**
Money market fund	**-**	**67,818,884**	**-**	**67,818,884**
Self-directed brokerage accounts	**16,623,941**	**-**	**-**	**16,623,941**
	$ 169,281,811	**$ 67,818,884**	**$ -**	**237,100,695**
Collective trusts*				**896,185,052**
Total investments at fair value				**$ 1,133,285,747**

December 31, 2017	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. common	$ 51,837,696	$ -	$ -	$ 51,837,696
Mutual funds	174,977,136	-	-	174,977,136
Money market fund	-	66,685,666	-	66,685,666
Self-directed Brokerage accounts	19,033,031	-	-	19,033,031
	$ 245,847,863	$ 66,685,666	$ -	312,533,529
Collective trusts*				881,629,483
Total investments at fair value				$ 1,194,163,012

* In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

There were no significant transfers between Level 1 and Level 2 investments or into or out of Level 3 investments during the years ended December 31, 2018 and 2017.

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2018 and 2017.

December 31, 2018	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency**	**Redemption Notice Period**
Collective trusts	**$ 896,185,052**	**None**	**Daily**	**Daily**

December 31, 2017	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective trusts	$ 881,629,483	None	Daily	Daily

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 statement of net assets available for benefits.

6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service (IRS), dated June 17, 2015, stating that the Plan is qualified under Section 401(a) of the IRC and that the related trust is exempt from taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan 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 upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, 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.

On February 13, 2019, the Plan administrator was notified by the DOL that the Plan had been randomly selected for examinations. These examinations are currently in progress. Written and official documentation related to the outcome of the examinations have not yet been received by the Plan administrator.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress except as noted above.

7. Party-In-Interest Transactions

The Plan holds investments in the form of notes receivable from participants and pays administrative expenses to the Plan's trustee and recordkeeper. In 2017, the Plan held investments in units of the LifePoint Health, Inc. Common Stock Fund. All of these transactions qualify as party-in-interest transactions that are permissible under specific exemptions included in ERISA and the IRC.

The Plan paid $2,509,480 in administrative expenses to the Plan's trustee and recordkeeper during the year ended December 31, 2018. Additionally, the Company provided the Plan with certain management and administrative services for which no fees were charged.

8. Excess Contribution Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding increase in distributions. The Plan distributed the 2018 and 2017 excess contributions to the applicable participants on March 13, 2019 and March 13, 2018, respectively.

9. 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, 2018 and 2017:

		2018		2017
Net assets available for benefits per the financial statements	**$**	**1,168,066,360**	$	1,228,158,519
Less: Deemed distributions of notes receivable from participants		**(834,796)**		(745,061)
Net assets available for benefits per the Form 5500	**$**	**1,167,231,564**	$	1,227,413,458

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, 2018:

		2018
Net decrease in net assets available for benefits per the financial statements	**$**	**(60,092,159)**
Add: Deemed distributions of notes receivable from participants at beginning of year		**745,061**
Less: Deemed distributions of notes receivable from participants at end of year		**(834,796)**
Net increase in net assets available for benefits per the Form 5500	**$**	**(60,181,894)**

SUPPLEMENTAL SCHEDULE

LifePoint Health, Inc. Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 20-1538254
Plan # 001

December 31, 2018

(a)	(b) Identity of Issuer	(c) Description of Investment: Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Self directed brokerage account				
*	Charles Schwab	Self directed brokerage accounts	**	$ 16,623,941
Money market fund				
*	Money Market	LifePoint Health Stable Value Fund	**	67,818,884
Collective trusts				
	BlackRock	BlackRock Equity Index Non-Lendable Fd M	**	192,191,590
	BlackRock	BlackRock U.S. Debt Index NL M	**	56,931,981
	BlackRock	BlackRock LifePath Index Retirement NL G	**	36,165,143
	BlackRock	BlackRock LifePath Index 2020 NL G	**	83,842,916
	BlackRock	BlackRock LifePath Index 2025 NL G	**	108,110,538
	BlackRock	BlackRock LifePath Index 2030 NL G	**	103,686,157
	BlackRock	BlackRock LifePath Index 2035 NL G	**	89,605,685
	BlackRock	BlackRock LifePath Index 2040 NL G	**	73,941,111
	BlackRock	BlackRock LifePath Index 2045 NL G	**	63,959,314
	BlackRock	BlackRock LifePath Index 2050 NL G	**	43,639,364
	BlackRock	BlackRock LifePath Index 2055 NL G	**	24,652,140
	BlackRock	BlackRock LifePath Index 2060 NL G	**	3,843,613
	BlackRock	BlackRock Mid Capitalization Eq Index	**	15,615,500
				896,185,052
Mutual funds				
	American Funds	American Funds EuroPacific Growth R6	**	61,159,606
	Vanguard	Vanguard Small Cap Index Inst	**	73,841,953
	John Hancock	JHancock Strategic Income Opps R6	**	8,860,628
	Vanguard	Vanguard Real Estate Index Instl Shares	**	5,333,194
	Allianz	AllianzGI Emerging Markets Opps Instl	**	3,462,489
				152,657,870
Notes receivable				
*	Participants	Notes receivable with variable maturities and interest rates ranging from 3.25% - 9.25% on all outstanding notes.	-	25,479,188
Total				$1,158,764,935

** Party-in-interest transactions.*

***The cost of participant-directed accounts is not required to be disclosed.*

LIFEPOINT HEALTH, INC.
RETIREMENT PLAN

Financial Statements and
Independent Auditor's Report
As of December 31, 2018 and 2017
And for the Year Ended December 31, 2018

LifePoint Health, Inc. Retirement Plan

Contents

Independent Auditor's Report 2 - 3

Financial Statements

Statements of net assets available for benefits 4

Statement of changes in net assets available for benefits 5

Notes to financial statements 6 - 13

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (held at end of year) 15

Independent Auditor's Report

The Administrative Committee
LifePoint Health, Inc. Retirement Plan
Brentwood, Tennessee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the LifePoint Health, Inc. Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 2018 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2018 financial statements.

Basis for Disclaimer of Opinion on the 2018 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A. (Wells Fargo) and Charles Schwab Bank (Charles Schwab), the certifying entities, except for comparing such information with the related information included in the 2018 financial statements and supplemental schedule. We have been informed by the Plan administrator that Wells Fargo and Charles Schwab hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from Wells Fargo and Charles Schwab as of December 31, 2018 and for the year ended December 31, 2018, that the information provided to the Plan administrator by Wells Fargo and Charles Schwab is complete and accurate.

Disclaimer of Opinion on the 2018 Financial Statements

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion on the 2018 Financial Statements* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2018 financial statements. Accordingly, we do not express an opinion on these 2018 financial statements.

Other Matters - Report on Supplemental Schedule and Report on 2018 Financial Statements

The supplemental schedule; Schedule H, Line 4i - schedule of assets (held at the end of year) as of December 31, 2018 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

We have audited the accompanying financial statement of the LifePoint Health, Inc. Retirement Plan, which comprise of the statement of the net assets available for benefits as of December 31, 2017, and in our report dated June 22, 2018, we expressed our opinion that such financial statement presents fairly, in all material respects, net assets available for benefits of the plan as of December 31, 2017 and the changes in net assets available for benefits as of December 31, 2017, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL's Rules and Regulations for 2018 Financial Statements

The form and content of the information included in the 2018 financial statements and supplemental schedule, other than that derived from the information certified by Wells Fargo and Charles Schwab, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Hancock Askew & Co., LLP

Norcross, Georgia
October 14, 2019

LifePoint Health, Inc. Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	**2018**	2017
ASSETS		
Cash, non-interest bearing	**$ 7,406,496**	$ 6,983,343
Investments		
Investments, at fair value	**1,133,285,747**	1,194,163,012
Receivables		
Notes receivable from participants	**25,479,188**	25,617,804
Participant contributions	**1,696,976**	1,791,818
Employer contributions	**1,221,376**	1,359,347
Total receivables	**28,397,540**	28,768,969
Total assets	**1,169,089,783**	1,229,915,324
LIABILITIES		
Due to broker and expense payable	**8,871**	499,695
Excess contributions payable	**1,014,552**	1,257,110
Total liabilities	**1,023,423**	1,756,805
Net assets available for benefits	**$ 1,168,066,360**	$ 1,228,158,519

See accompanying notes to the financial statements.

LifePoint Health, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,		**2018**
ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS		
Contributions		
Participant	**$**	**109,274,337**
Employer		**27,142,609**
Rollovers		**7,714,886**
Total contributions		**144,131,832**
Investment income (loss)		
Interest and dividends		**2,959,258**
Net depreciation in fair value of investments		**(58,467,169)**
Other income		**75,674**
Total investment loss		**(55,432,237)**
Interest income on notes receivable from participants		**1,190,481**
Total additions		**89,890,076**
OTHER DEDUCTIONS FROM NET ASSETS		
Benefits paid directly to participants		**(147,972,450)**
Administrative expenses		**(2,009,785)**
Total other deductions		**(149,982,235)**
Net decrease in net assets available for benefits		**(60,092,159)**
Net assets available for benefits, beginning of year		**1,228,158,519**
Net assets available for benefits, end of year	**$**	**1,168,066,360**

See accompanying notes to the financial statements.

1. Description of the Plan

General

The following description of the LifePoint Health, Inc. Retirement Plan (the Plan) reflects the general conditions of participation as of December 31, 2018 and 2017. 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 substantially all employees of the subsidiaries of Legacy LifePoint Health, Inc. (the Company), who have completed 30 days of service, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). In 2017, the Plan included an employee stock ownership plan (ESOP) component within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended (IRC). In 2018, all investments in Company unitized stock were liquidated and funds were allocated to other investments. No unitized stock was held by the Plan as of December 31, 2018.

Contributions

Each participant may elect to contribute up to 85% of his or her eligible compensation to the Plan on a pre-tax (traditional) basis or on an after-tax (Roth) basis (both a salary deferral contribution). An automatic 2% pre-tax salary deferral contribution (4% for employees who provide services primarily for UP Health System - Marquette (Marquette employees)) is applied to all participants who do not make a contrary election, except for participants who are classified as pro re nata or per diem. 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 IRC.

The Plan provides for discretionary 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 contribution in the form of 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 (both Company contributions).

The following exceptions apply:

- For Marquette employees, the Company made matching contributions of 100% up to 4% of their salary deferral contributions prior to July 1, 2018 and 100% up to 3% of their salary deferral contributions after July 1, 2018;

- For employees who provide services primarily at Portage Health System (Portage employees), the Company made matching contributions of 100% up to 3% of their salary deferral contributions;

- For employees who provide services primarily at Memorial Medical Center, Meyersdale Hospital, or Miners Hospital (Conemaugh employees), the Company made matching contributions of 25% up to 4% of their salary deferral contributions prior to March 1, 2018 and 25% up to 6% of their salary deferral contributions after March 1, 2018;

- For employees who provide services primarily at Watertown Regional Medical Center (Watertown employees) the Company made matching contributions of 100% up to 2% of their salary deferral contributions plus 50% of their salary deferral contributions between 2% and 10% prior to July 1, 2018 and 50% up to 8% of their salary deferral contribution after July 1, 2018.

1. Description of the Plan (cont.)

Contributions (cont.)

- For Conemaugh employees who completed a year of service in the prior year, the Company made profit-sharing contributions equal to a percentage of each such employee's compensation, based on the employee's age and years of service.

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 IRC 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 Company 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 IRC.

Participant Accounts

Each participant's account is credited (charged) with his or her salary deferral contribution, the Company's contributions, Plan fees and investment 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 IRC. The Plan allows participants to diversify up to 100% of their contributions and allocations. In 2017, the Plan limited the percentage of an individual's aggregate account that could be invested in the Company's unitized stock fund at 10%. The Plan no longer holds Company's unitized stock as of December 31, 2018.

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 document.

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 one year 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, as determined by the Plan's administrator. Principal and interest are paid by the participant ratably through payroll deductions.

1. Description of the Plan (cont.)

Vesting

Participants are immediately and fully vested in their salary deferral contributions, non-elective Company 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, although the following exception applies: Marquette employees and Portage employees are fully vested in their matching contributions at all times.

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.

Forfeitures

Forfeited non-vested accounts totaled $53,912 and $5,952 as of December 31, 2018 and 2017, respectively. Forfeitures resulting from the non-vested portions of Company contributions for a terminated participant's account can be used to reduce future Company contributions or administrative fees of the Plan. Forfeitures of $640,306 were used to offset Company contributions for the year ended December 31, 2018.

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 become 100% vested.

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 United States 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.

Investment Valuation and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Purchases and sales are recorded on a trade-date-basis. Dividends are recorded on the ex-dividend date. Investment income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. Summary of Significant Accounting Policies (cont.)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

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 generally charged to and paid by the Plan. Certain other expenses may be paid by the Company at the discretion of the Company.

Subsequent Events

Management has evaluated subsequent events through October 14, 2019, which is the date the financial statements were available to be issued.

3. Certified information

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan administrator has obtained certifications from Wells Fargo Bank, N.A. (Wells Fargo) and Charles Schwab Bank (Charles Schwab) as of December 31, 2018, and for the year then ended that the information provided to the Plan administrator by Wells Fargo and Charles Schwab is complete and accurate. The information as to investment assets and transactions therein, and investment income (loss) included in the accompanying financial statements and supplemental schedule as of December 31, 2018, and for the year ended December 31, 2018, is covered by the certifications.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

4. Investments at Fair Value

GAAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs in which little or no market data exists (Level 3 measurements). The three levels of the fair value hierarchy under GAAP are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

4. Investments at Fair Value (cont.)

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018.

LifePoint Health, Inc. Common Stock Fund: Valued at the net asset value (NAV) of units of common stock and cash equivalents held in the Company's unitized common stock fund at year-end. The Company no longer holds Company unitized common stock as of December 31, 2018.

Mutual Funds: Valued at the NAV of shares held by the Plan at year-end in an active market.

Money Market Fund: 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.

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, excluding investments in money market funds which are described above.

Collective Trusts: Valued at the NAV as the practical expedient, 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

4. Investments at Fair Value (cont.)

December 31, 2018	**Level 1**	**Level 2**	**Level 3**	**Total**
Mutual funds	**$ 152,657,870**	**$ -**	**$ -**	**$ 152,657,870**
Money market fund	**-**	**67,818,884**	**-**	**67,818,884**
Self-directed brokerage accounts	**16,623,941**	**-**	**-**	**16,623,941**
	$ 169,281,811	**$ 67,818,884**	**$ -**	**237,100,695**
Collective trusts*				**896,185,052**
Total investments at fair value				**$ 1,133,285,747**

December 31, 2017	Level 1	Level 2	Level 3	Total
LifePoint Health, Inc. common	$ 51,837,696	$ -	$ -	$ 51,837,696
Mutual funds	174,977,136	-	-	174,977,136
Money market fund	-	66,685,666	-	66,685,666
Self-directed Brokerage accounts	19,033,031	-	-	19,033,031
	$ 245,847,863	$ 66,685,666	$ -	312,533,529
Collective trusts*				881,629,483
Total investments at fair value				$ 1,194,163,012

* In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

There were no significant transfers between Level 1 and Level 2 investments or into or out of Level 3 investments during the years ended December 31, 2018 and 2017.

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2018 and 2017.

December 31, 2018	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency**	**Redemption Notice Period**
Collective trusts	**$ 896,185,052**	**None**	**Daily**	**Daily**

December 31, 2017	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective trusts	$ 881,629,483	None	Daily	Daily

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 statement of net assets available for benefits.

6. Income Taxes

The Plan has received a favorable determination letter from the Internal Revenue Service (IRS), dated June 17, 2015, stating that the Plan is qualified under Section 401(a) of the IRC and that the related trust is exempt from taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan 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 upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, 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.

On February 13, 2019, the Plan administrator was notified by the DOL that the Plan had been randomly selected for examinations. These examinations are currently in progress. Written and official documentation related to the outcome of the examinations have not yet been received by the Plan administrator.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress except as noted above.

7. Party-In-Interest Transactions

The Plan holds investments in the form of notes receivable from participants and pays administrative expenses to the Plan's trustee and recordkeeper. In 2017, the Plan held investments in units of the LifePoint Health, Inc. Common Stock Fund. All of these transactions qualify as party-in-interest transactions that are permissible under specific exemptions included in ERISA and the IRC.

The Plan paid $2,509,480 in administrative expenses to the Plan's trustee and recordkeeper during the year ended December 31, 2018. Additionally, the Company provided the Plan with certain management and administrative services for which no fees were charged.

8. Excess Contribution Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding increase in distributions. The Plan distributed the 2018 and 2017 excess contributions to the applicable participants on March 13, 2019 and March 13, 2018, respectively.

9. 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, 2018 and 2017:

		2018		2017
Net assets available for benefits per the financial statements	**$**	**1,168,066,360**	$	1,228,158,519
Less: Deemed distributions of notes receivable from participants		**(834,796)**		(745,061)
Net assets available for benefits per the Form 5500	**$**	**1,167,231,564**	$	1,227,413,458

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, 2018:

		2018
Net decrease in net assets available for benefits per the financial statements	**$**	**(60,092,159)**
Add: Deemed distributions of notes receivable from participants at beginning of year		**745,061**
Less: Deemed distributions of notes receivable from participants at end of year		**(834,796)**
Net increase in net assets available for benefits per the Form 5500	**$**	**(60,181,894)**

SUPPLEMENTAL SCHEDULE

LifePoint Health, Inc. Retirement Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 20-1538254
Plan # 001

December 31, 2018

(a)	(b) Identity of Issuer	(c) Description of Investment: Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Self directed brokerage account				
*	Charles Schwab	Self directed brokerage accounts	**	$ 16,623,941
Money market fund				
*	Money Market	LifePoint Health Stable Value Fund	**	67,818,884
Collective trusts				
	BlackRock	BlackRock Equity Index Non-Lendable Fd M	**	192,191,590
	BlackRock	BlackRock U.S. Debt Index NL M	**	56,931,981
	BlackRock	BlackRock LifePath Index Retirement NL G	**	36,165,143
	BlackRock	BlackRock LifePath Index 2020 NL G	**	83,842,916
	BlackRock	BlackRock LifePath Index 2025 NL G	**	108,110,538
	BlackRock	BlackRock LifePath Index 2030 NL G	**	103,686,157
	BlackRock	BlackRock LifePath Index 2035 NL G	**	89,605,685
	BlackRock	BlackRock LifePath Index 2040 NL G	**	73,941,111
	BlackRock	BlackRock LifePath Index 2045 NL G	**	63,959,314
	BlackRock	BlackRock LifePath Index 2050 NL G	**	43,639,364
	BlackRock	BlackRock LifePath Index 2055 NL G	**	24,652,140
	BlackRock	BlackRock LifePath Index 2060 NL G	**	3,843,613
	BlackRock	BlackRock Mid Capitalization Eq Index	**	15,615,500
				896,185,052
Mutual funds				
	American Funds	American Funds EuroPacific Growth R6	**	61,159,606
	Vanguard	Vanguard Small Cap Index Inst	**	73,841,953
	John Hancock	JHancock Strategic Income Opps R6	**	8,860,628
	Vanguard	Vanguard Real Estate Index Instl Shares	**	5,333,194
	Allianz	AllianzGI Emerging Markets Opps Instl	**	3,462,489
				152,657,870
Notes receivable				
*	Participants	Notes receivable with variable maturities and interest rates ranging from 3.25% - 9.25% on all outstanding notes.	-	25,479,188
Total				$1,158,764,935

** Party-in-interest transactions.*

***The cost of participant-directed accounts is not required to be disclosed.*