CONSOLIDATED FINANCIAL STATEMENTS

OF

LIFEPOINT HEALTH, INC.

FOR THE

FISCAL YEAR ENDED DECEMBER 31, 2021

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Ernst & Young LLP
222 2nd Avenue South
Suite 2100
Nashville, TN 37201

Tel: (615) 252 2000
Fax: (615) 242 9128
ey.com

Report of Independent Auditors

Board of Directors and Shareholders of
LifePoint Health, Inc.

Opinion

We have audited the consolidated financial statements of LifePoint Health, Inc., which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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. In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements. In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Information

Management is responsible for the other information. The other information comprises the financial and nonfinancial information included in the annual report but does not include the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Ernst + Young LLP

April 5, 2022

LifePoint Health, Inc.

Consolidated Statements of Operations
For the Years Ended December 31, 2021, 2020 and 2019
(In millions)

	2021	2020	2019
Revenues	$ 8,937	$ 8,122	$ 8,753
Salaries and benefits	4,176	3,877	4,044
Supplies	1,505	1,418	1,472
Other operating expenses, net	2,245	2,190	2,150
Government stimulus income	(17)	(646)	-
Depreciation and amortization	345	378	376
Interest expense, net	466	528	569
Transaction-related costs	86	132	77
Other non-operating losses, net	19	4	9
	8,825	7,881	8,697
Income before income taxes	112	241	56
(Benefit from) provision for income taxes	(27)	(64)	78
Net income (loss)	139	305	(22)
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interests	(9)	(22)	(19)
Net income (loss) attributable to LifePoint Health, Inc.	$ 130	$ 283	$ (41)

LifePoint Health, Inc.

Consolidated Statements of Comprehensive Income (Loss)
For the Years Ended December 31, 2021, 2020 and 2019
(In millions)

	2021	2020	2019
Net income (loss)	$ 139	$ 305	$ (22)
Other comprehensive gain (loss):			
Unrealized gains (losses) on changes in funded status of pension benefit obligations	6	(1)	(5)
Other comprehensive gain (loss)	6	(1)	(5)
Comprehensive income (loss)	145	304	(27)
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interests	(9)	(22)	(19)
Comprehensive income (loss) attributable to LifePoint Health, Inc.	$ 136	$ 282	$ (46)

LifePoint Health, Inc.
Consolidated Balance Sheets
As of December 31, 2021 and 2020
(In millions)

	2021	2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 853	$ 2,653
Accounts receivable	1,035	1,042
Inventories	195	238
Prepaid expenses	121	103
Other current assets	250	332
	2,454	4,368
Property and equipment, at cost	4,315	4,476
Accumulated depreciation	(1,051)	(953)
Property and equipment, net	3,264	3,523
Intangible assets, net	85	58
Investments	655	256
Other long-term assets	742	475
Goodwill	3,914	2,919
Total assets	$ 11,114	$ 11,599
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 371	$ 358
Accrued salaries	284	295
Current portion of Medicare advance payments	-	370
Other current liabilities	521	591
Current maturities of long-term debt	106	30
	1,282	1,644
Long-term debt, net	7,017	7,206
Long-term portion of Medicare advance payments	-	621
Other long-term liabilities	954	760
Total liabilities	9,253	10,231
Redeemable noncontrolling interests	139	181
Equity:		
LifePoint Health, Inc. stockholders' equity	1,371	1,155
Noncontrolling interests	351	32
Total equity	1,722	1,187
Total liabilities and equity	$ 11,114	$ 11,599

LifePoint Health, Inc.

Consolidated Statements of Cash Flows
For the Years Ended December 31, 2021, 2020 and 2019
(In millions)

	2021	2020	2019
Cash flows from operating activities:			
Net income (loss)	$ 139	$ 305	$ (22)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:			
Depreciation and amortization	345	378	376
Other non-cash amortization	33	35	40
Non-cash interest (income) expense, net	(24)	15	19
Debt transaction costs	-	115	-
Stock-based compensation	117	2	5
Other non-operating losses, net	19	4	9
Reserve for self-insurance claims, net of payments	6	30	(5)
Changes in cash from operating assets and liabilities, net of effects of acquisitions and divestitures:			
Accounts receivable	(112)	110	(57)
Inventories, prepaid expenses and other current assets	(83)	(20)	(37)
Accounts payable, accrued salaries and other current liabilities	131	(36)	(54)
Medicare advance payments and deferred payroll taxes	(1,075)	1,075	-
Income taxes payable/receivable and deferred income taxes	(71)	(102)	136
Other	(15)	9	3
Net cash (used in) provided by operating activities	(590)	1,920	413
Cash flows from investing activities:			
Purchases of property and equipment	(274)	(170)	(337)
Net cash impact related to common control transactions	(875)	-	-
Proceeds from sales of hospitals and equity method investment	119	24	6
Other	(4)	26	21
Net cash used in investing activities	(1,034)	(120)	(310)
Cash flows from financing activities:			
Proceeds from borrowings	-	2,382	-
Payments of borrowings	-	(2,141)	(28)
Net change in ABL Facility and Prior ABL Facility	-	-	(20)
Proceeds from lease financing	-	-	700
Payments of debt financing costs	-	(103)	(18)
Cash distributed to parent	(93)	-	(11)
Distributions and other cash transactions associated with noncontrolling interests and redeemable noncontrolling interests	(26)	(13)	(18)
Termination of finance lease obligation in connection with sale of hospital	(28)	-	-
Finance lease payments and other	(29)	(20)	(19)
Net cash (used in) provided by financing activities	(176)	105	586
Change in cash and cash equivalents	(1,800)	1,905	689
Cash and cash equivalents at beginning of period	2,653	748	59
Cash and cash equivalents at end of period	$ 853	$ 2,653	$ 748
Supplemental disclosure of cash flow information:			
Interest payments	$ 379	$ 424	$ 516
Capitalized interest	$ 3	$ 2	$ 11
Property and equipment acquired under finance leases	$ 50	$ 43	$ 22
Income tax payments (refunds), net	$ 44	$ 38	$ (58)

LifePoint Health, Inc.

Consolidated Statements of Equity
For the Years Ended December 31, 2021, 2020 and 2019
(Dollars in millions)

	Common Stock		Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Accumulated (Deficit)/ Income	Noncontrolling Interests	Total
	Shares	Amount					
Balance at December 31, 2018	100	$ -	$ 1,308	$ (3)	$ (382)	$ 30	$ 953
Adoption of ASU 2016-2	-	-	-	-	37	-	37
Comprehensive (loss) income	-	-	-	(5)	(41)	4	(42)
Stock-based compensation	-	-	5	-	-	-	5
Reclassification of vested stock-based compensation units to a liability	-	-	(3)	-	-	-	(3)
Distributions to parent	-	-	(3)	-	-	-	(3)
Fair value adjustments related to noncontrolling interests and redeemable noncontrolling interests	-	-	(11)	-	-	-	(11)
Distributions to noncontrolling interests	-	-	-	-	-	(8)	(8)
Balance at December 31, 2019	100	-	1,296	(8)	(386)	26	928
Comprehensive (loss) income	-	-	-	(1)	283	8	290
Stock-based compensation	-	-	2	-	-	-	2
Reclassification of equity to redeemable noncontrolling interests related to Emory joint venture	-	-	(26)	-	-	-	(26)
Fair value adjustments related to redeemable noncontrolling interests	-	-	(5)	-	-	-	(5)
Distributions to noncontrolling interests	-	-	-	-	-	(2)	(2)
Balance at December 31, 2020	100	-	1,267	(9)	(103)	32	1,187
Comprehensive income	-	-	-	6	130	5	141
Stock-based compensation	-	-	117	-	-	-	117
Net equity adjustments related to common control transactions	-	-	48	-	-	-	48
Distributions to parent	-	-	(85)	-	-	-	(85)
Noncontrolling interests recognized in common control transactions	-	-	-	-	-	317	317
Distributions to noncontrolling interests	-	-	-	-	-	(3)	(3)
Balance at December 31, 2021	100	$ -	$ 1,347	$ (3)	$ 27	$ 351	$ 1,722

Note 1. Organization and Summary of Significant Accounting Policies

Organization

LifePoint Health, Inc. ("LifePoint" or the "Company"), a Delaware corporation, acting through its subsidiaries, is a leading provider of healthcare serving patients, clinicians, communities and partner organizations across the healthcare continuum. The Company generates revenues by providing a broad range of general and specialized healthcare services to patients through a growing diversified healthcare delivery network comprised of 65 community hospital campuses, 28 inpatient rehabilitation facilities ("IRFs"), three behavioral health facilities and additional sites of care that include acute rehabilitation units, outpatient centers and post-acute care facilities. At December 31, 2021, on a consolidated basis, the Company operated 96 healthcare facilities in 29 states throughout the United States ("U.S.") with approximately 10,000 licensed beds and approximately 50,000 dedicated employees.

Unless otherwise indicated or the context otherwise requires, references throughout these notes to the consolidated financial statements to the "Company" or "LifePoint" refer to LifePoint Health, Inc., and each of its consolidated subsidiaries after giving effect to the LifePoint/RCCH Merger (defined below) and (ii) "RCCH" refer to RegionalCare Hospital Partners Holdings, Inc. and each of its consolidated subsidiaries before giving effect to the LifePoint/RCCH Merger. References in this Report to the "Sponsor" refer to certain funds that are affiliates of the Company (the "Apollo Funds") that are ultimately controlled and/or managed by certain affiliates of Apollo Management Holdings, L.P. ("Apollo Management" and, when acting on behalf of the Apollo Funds, "Apollo"), which is an affiliate of Apollo Global Management, Inc.

Additionally, references throughout these notes to the consolidated financial statements to the "LifePoint/RCCH Merger" refer to the merger, which was effective on November 16, 2018, of Legend Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of RCCH ("Legend Merger Sub"), with and into LifePoint Health, Inc., a Delaware corporation ("Legacy LifePoint"), with Legacy LifePoint surviving the LifePoint/RCCH Merger as a subsidiary of RCCH. At the effective time of the LifePoint/RCCH Merger, Legacy LifePoint changed its name from "LifePoint Health, Inc." to "Legacy LifePoint Health, Inc." and, immediately following the effective time of the LifePoint/RCCH Merger, RCCH changed its name from "RegionalCare Hospital Partners, Inc." to "LifePoint Health, Inc."

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and all subsidiaries and entities controlled by the Company through majority voting control and variable interest entities which the Company controls. All significant intercompany accounts and transactions within the Company have been eliminated in consolidation. Noncontrolling interests in non-wholly-owned consolidated subsidiaries of the Company are presented as noncontrolling interests and redeemable noncontrolling interests and distinguish between the interests of the Company and the interests of the noncontrolling owners. Net income attributable to noncontrolling interests and redeemable noncontrolling interests represents the amounts attributable to the noncontrolling interests for each of the applicable periods presented. Investments in entities the Company does not control but does have a substantial ownership interest and can exercise significant influence are accounted for using the equity method.

The Company's financial statements have been presented on the basis of push down accounting in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 805-50-S99. Under the push down basis of accounting, certain transactions incurred by the parent company which would otherwise be accounted for in the accounts of the parent are "pushed down" and recorded on the financial statements of the subsidiary. Accordingly, certain items resulting from the acquisition by Apollo have been recorded on the financial statements of the Company.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the Company's accompanying consolidated financial statements and notes to the consolidated financial statements. Actual results could differ from those estimates.

Revenue Recognition and Accounts Receivable

Overview

The Company recognizes revenues in the period in which performance obligations are satisfied. Generally, the Company bills patients and third-party payers several days after the services are performed or the patient is discharged. Accounts receivable primarily consist of amounts due from third-party payers and patients. The Company's ability to collect outstanding receivables is critical to its results of operations and cash flows. Amounts the Company receives for treatment of patients covered by governmental programs and third-party payers such as Medicare, Medicaid, health maintenance organizations ("HMOs"), preferred provider organizations ("PPOs") and private insurers as well as directly from patients are subject to contractual adjustments, discounts and implicit price concessions. Accordingly, the revenue and accounts receivable reported in the Company's financial statements are recorded at the net consideration to which the Company expects to be entitled to receive in exchange for providing patient care.

The majority of the Company's performance obligations are satisfied over time for the delivery of patient care in both outpatient and inpatient settings. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected charges for services anticipated to be provided. The Company believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the remaining services needed to satisfy the obligation. Generally, unsatisfied or partially unsatisfied performance obligations at the end of the reporting period are related to patients admitted to the Company's hospitals that have not yet been discharged. The performance obligations for these patients are typically satisfied when the patients are discharged, which generally occurs within a matter of days of admission. Patients are generally billed when discharged, though they may be billed on an interim basis for longer stays. Accordingly, because all of the Company's performance obligations are part of a contract that is expected to have a duration of one year or less, the Company has elected to apply the exemption provided by ASC 606, "Revenue from Contracts with Customers" ("ASC 606") to not disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied as of period end.

Subsequent adjustments that are determined to be the result of an adverse change in the patient's or the payer's ability to pay are recognized as bad debt expense. With the adoption of ASC 606, bad debt expense is included under the caption "Other operating expenses, net" in the accompanying consolidated statements of operations, instead of separately as a deduction to arrive at revenue. Bad debt expense for the years ended December 31, 2021, 2020 and 2019 was not material for the Company.

Contractual Discounts

The Company derives a significant portion of its revenues from Medicare, Medicaid and other payers that receive discounts from the Company's established billing rates. The Company must estimate the total amount of these discounts to prepare its financial statements. The Medicare and Medicaid regulations and various managed care contracts under which these discounts must be calculated are complex and are subject to interpretation and adjustment. The Company estimates contractual discounts on a payer-specific basis given its interpretation of the applicable regulations or contract terms. These interpretations sometimes result in payments that differ from the Company's estimates. Additionally, updated regulations and contract renegotiations occur frequently, necessitating regular review and assessment of the estimation process by management. Subsequent changes in estimates for contractual discounts are reflected as an adjustment to revenues in the period of the change. Medicare, Medicaid and other discounted payer accounts receivables are written off after they have been final settled with the payer.

Kentucky Hospital Rate Improvement Program

The Commonwealth of Kentucky has implemented a Medicaid Hospital Rate Improvement Program ("KY HRIP"), which provides supplemental Medicaid payments to all Kentucky hospitals, other than university hospitals and state mental hospitals, and is intended to reduce the gap between the Kentucky Medicaid program's regular inpatient Medicaid payments and each hospital's Medicare allowable costs. During the first quarter of 2021, CMS and the Commonwealth of Kentucky approved a modification to the KY HRIP, which increased the inpatient hospital reimbursement rate from a contracted managed care rate up to a percentage of the average commercial rate. This modification was applied retrospectively to the beginning of the KY HRIP fiscal year, which commenced on July 1, 2020. As a result of this modification, the Company recognized additional revenues of $113 million in its consolidated statement of operations for the year ended December 31, 2021, of which $33 million is related to the period from July 1, 2020 to December 31, 2020. Additionally, the Company recognized additional provider taxes of $15 million for the year ended December 31, 2021, included under the caption "Other operating expenses, net" in the accompanying consolidated statement of operations, of which $5 million is related to the period from July 1, 2020 to December 31, 2020.

Cost Report Settlements

Cost report settlements under reimbursement agreements with Medicare, Medicaid and certain other payers for retroactive adjustments due to audits, reviews or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the payment terms of the reimbursement agreement with the payer, correspondence from the payer, and the Company's historical experience. Estimated settlements are adjusted in future periods as final settlements are determined. There is a reasonable possibility that recorded estimates will change by a material amount in the near term. For the years ended December 31, 2021, 2020 and 2019, the net adjustments to estimated cost report settlements and other reimbursement adjustments resulted in an increase to revenues of $62 million, $34 million and $17 million, respectively.

The net cost report settlements due from the Company were nominal at December 31, 2021 and $2 million at December 31, 2020 and are included under the caption "Other current liabilities" on the accompanying consolidated balance sheets. The Company's management believes that adequate provisions have been made for adjustments that may result from final determination of amounts earned under these programs consistent with the constraints that are required by ASC 606.

Self-Pay Revenues

Self-pay revenues are derived from patients who do not have any form of healthcare coverage as well as from patients with third-party healthcare coverage related to the patient responsibility portion, including deductibles and co-payments. The Company evaluates these patients, after the patient's medical condition is determined to be stable, for their ability to pay based upon federal and state poverty guidelines, qualifications for Medicaid or other governmental assistance programs. The Company estimates the transaction price for self-pay patients and the patient responsibility portion using a number of analytical tools, benchmarks and market conditions. No single statistic or measurement determines the transaction price for these patients. Some of the analytical tools that the Company utilizes include, but are not limited to, historical cash collection experience, revenue trends by payer classification and revenue days in accounts receivable.

The revenues associated with self-pay patients are reported at the net amount that the Company expects to collect. Because the Company provides care to patients regardless of their ability to pay, the Company has determined that the differences between the amounts it bills based on gross or discounted charges and the amounts the Company expects to collect represent implicit price concessions. The final amount that will be received from the patient is not known at the date of service, and the Company accounts for this variable consideration in accordance with the provisions of ASC 606. Self-pay accounts receivable are written off after collection efforts have been followed in accordance with the Company's policies.

Charity Care

The Company provides care without charge to certain patients that qualify under the local charity care policy of each of its hospitals. For the years ended December 31, 2021, 2020 and 2019, the Company estimates that its costs of care provided under its charity care programs approximated $23 million, $27 million and $34 million, respectively. The Company does not report a charity care patient's charges in revenues or in the provision for doubtful accounts as it is the Company's policy not to pursue collection of amounts related to these patients, and therefore contracts with these patients do not exist.

The Company's management estimates its costs of care provided under its charity care programs utilizing a calculated ratio of costs to gross charges multiplied by the Company's gross charity care charges provided. The Company's gross charity care charges include only services provided to patients who are unable to pay and qualify under the Company's local charity care policies. To the extent the Company receives reimbursement through the various governmental assistance programs in which it participates to subsidize its care of indigent patients, the Company does not include these patients' charges in its cost of care provided under its charity care program.

Financing Component

The Company has elected to apply the practical expedient permitted under ASC 606 and does not adjust the estimated amount of consideration from patients and third-party payers for the effects of a significant financing component due to the Company's expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payer pays for that service will be one year or less.

Rental Income

The Company leases certain real estate assets it owns to unrelated third parties, primarily medical office buildings to non-employed physicians. The Company recognizes rental income for these operating lease arrangements in which the Company is the lessor on a straight-line basis over the lease term in accordance with ASC 842, "Leases" ("ASC 842").

Concentration of Revenues

The Company's revenues by payer and approximate percentages of revenues were as follows for the years ended December 31, 2021, 2020 and 2019 (dollars in millions):

	2021		2020		2019	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Medicare	$ 3,368	37.7 %	$ 3,134	38.6 %	$ 3,338	38.1 %
Medicaid	1,645	18.4	1,392	17.1	1,495	17.1
HMOs, PPOs and other private insurers	3,691	41.3	3,382	41.6	3,699	42.3
Self-pay	55	0.6	55	0.7	59	0.7
Other	156	1.8	137	1.7	144	1.6
Revenue from contracts with customers	8,915	99.8	8,100	99.7	8,735	99.8
Rental income	22	0.2	22	0.3	18	0.2
Revenues	$ 8,937	100.0 %	$ 8,122	100.0 %	$ 8,753	100.0 %

During the years ended December 31, 2021, 2020 and 2019, approximately 56.1%, 55.7% and 55.2%, respectively, of the Company's revenues related to patients participating in the Medicare and Medicaid programs, collectively. The Company's management recognizes that revenues and receivables from government agencies are significant to the Company's operations, but it does not believe that there are significant credit risks associated with these government agencies.

Any changes in the current demographic, economic, competitive or regulatory conditions, or to Medicaid programs could have an adverse effect on the Company's revenues or results of operations. The Company's management does not believe that there are any other significant concentrations of revenues from any particular payer or geographic area that would subject the Company to any significant credit risks in the collection of its accounts receivable.

The Company's revenues by primary service type and approximate percentages of revenues were as follows for the years ended December 31, 2021, 2020 and 2019 (dollars in millions):

	2021		2020		2019	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Inpatient services	$ 3,525	39.4 %	$ 3,379	41.6 %	$ 3,524	40.3 %
Outpatient services	5,234	58.6	4,584	56.4	5,067	57.9
Non-patient (a)	178	2.0	159	2.0	162	1.8
Revenues	$ 8,937	100.0 %	$ 8,122	100.0 %	$ 8,753	100.0 %

(a) Primarily represents revenues from ancillary goods, services and rental income.

General and Administrative Costs

The majority of the Company's operating expenses are "cost of revenue" items. Operating costs that could be classified as "general and administrative" by the Company would include its corporate overhead costs, which were $156 million, $158 million and $159 million for the years ended December 31, 2021, 2020 and 2019, respectively, excluding depreciation and amortization, debt transaction costs, merger and integration costs, certain transaction and advisory costs recognized in connection with the Company's business development activities, and accelerated stock-based compensation expense recognized in connection with a transaction involving the Company's indirect parent, DSB Parent, L.P., a Delaware limited partnership (the "Parent").

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and short-term investments with original maturities of three months or less. The Company places its cash in financial institutions that are federally insured in limited amounts.

Inventories

Inventories of supplies are stated at the lower of cost (first-in, first-out) or market and consist of purchased items. Inventories acquired in connection with business combinations are recorded at fair value which approximates replacement cost. Inventory items are primarily operating supplies used in the direct or indirect treatment of patients.

Investments

The Company accounts for its investments in entities in which the Company does not control under the equity method of accounting in accordance with ASC 321 "Investments – Equity Securities" ("ASC 321") and/or ASC 323, "Investments – Equity Method and Joint Ventures" ("ASC 323"). The Company does not consolidate its equity method investments, but rather measures them at their initial costs and then subsequently adjusts their carrying values through income for their respective shares of the earnings or losses or evaluates them for impairment and observable price changes. Refer to Note 9 for further discussion of the Company's investments.

Property and Equipment

Purchases of property and equipment are recorded at cost. Property and equipment acquired in connection with business combinations are recorded at estimated fair value in accordance with the acquisition method of accounting as prescribed in ASC 805, "Business Combinations" ("ASC 805"). Routine maintenance and repairs are charged to expense as incurred. Expenditures that increase capacities or extend useful lives are capitalized. Fully depreciated assets are retained in property and equipment accounts until they are disposed. The Company capitalizes interest on funds used to pay for the construction of major capital additions and such interest is included in the cost of each capital addition.

The following table provides information regarding the Company's property and equipment included in the accompanying consolidated balance sheets as of December 31, 2021 and 2020 (in millions):

	2021	2020
Land	$ 179	$ 227
Buildings and improvements	2,357	2,612
Equipment	1,617	1,552
Construction in progress	162	85
Property and equipment, at cost	4,315	4,476
Accumulated depreciation	(1,051)	(953)
Property and equipment, net of accumulated depreciation	$ 3,264	$ 3,523

Depreciation is computed by applying the straight-line method over the estimated useful lives of buildings, improvements and equipment. Assets under capital and finance leases are generally amortized using the straight-line method over the shorter of the estimated useful life of the assets or life of the lease term, excluding any lease renewals, unless the lease renewals are reasonably assured. Capitalized internal-use software costs are amortized over their expected useful life, which is generally four years. Useful lives are as follows:

	Years
Buildings and improvements (including those under finance leases)	3 - 40
Equipment	2 - 15
Equipment under finance leases	3 - 6

Depreciation expense (including amortization of finance lease obligations) totaled $344 million, $376 million and $375 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Whenever events or changes in circumstances indicate that the carrying values of certain long-lived assets may be impaired, the Company projects the undiscounted cash flows expected to be generated by these assets. If the projections indicate that the reported amounts are not expected to be recovered, such amounts are reduced to their estimated fair value based on a quoted market price, if available, or an estimate based on valuation techniques available in the circumstances. There were no long-lived asset impairments recorded for the years ended December 31, 2021, 2020 and 2019.

Goodwill and Intangible Assets

The Company accounts for its acquisitions in accordance with ASC 805 using the acquisition method of accounting. Goodwill represents the excess of the cost of an acquired entity over the net amounts assigned to assets acquired and liabilities assumed. In accordance with ASC 350, Intangibles – Goodwill and Other ("ASC 350"), goodwill and intangible assets with indefinite lives are reviewed by the Company annually for impairment on October 1. Prior to the LifePoint/RCCH Merger, the Company historically determined that each of its hospitals represented a reporting unit in accordance with ASC 280, "Segment Reporting" ("ASC 280") and ASC 350. Due to the significance of the LifePoint/RCCH Merger and its impact on the Company's management team and business operations, the Company re-evaluated its reporting units in accordance with ASC 280 and ASC 350 during 2019 and determined that the consolidated business comprises a single reporting unit for goodwill impairment testing purposes. There were no changes in the Company's determination of reporting units for the years ended December 31, 2021 and 2020. For the annual impairment evaluation, the Company determines fair value using a discounted cash flow ("DCF") analysis and consideration of certain market inputs including those of guideline public companies. Determining fair value requires the exercise of significant judgment, including judgments about appropriate discount rates, perpetual growth rates, profitability and the amount and timing of expected future cash flows. The significant judgments are typically based upon Level 3 inputs, generally defined as unobservable inputs representing the Company's assumptions. The cash flows employed in the DCF analysis are based on the Company's most recent financial budgets and business plans and, when applicable, various growth rates and profitability for years beyond the current business plan period. Discount rate assumptions are based on an assessment of the risks inherent in the future cash flows of the reporting unit.

The Company's intangible assets primarily relate to contract-based physician minimum revenue guarantees; certificates of need and certificates of need exemptions; and licenses, provider numbers, accreditations and other. Contract-based physician minimum revenue guarantees are amortized over the terms of the agreements. The certificates of need, certificates of need exemptions, licenses, provider numbers, accreditations and other have been determined to have indefinite lives and, accordingly, are not amortized. Refer to Note 5 for further discussion of the Company's goodwill and intangible assets.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the income tax provision in the period that includes the enactment date. The Company assesses the likelihood that deferred tax assets will be recovered from future taxable income. To the extent the Company believes that recovery is not likely, a valuation allowance is established. The establishment or increase in a valuation allowance is included as an expense within the provision for income taxes in the consolidated statements of operations. The Company classifies interest and penalties related to its tax positions as a component of income tax expense. Refer to Note 6 for further discussion of the Company's accounting for income taxes.

Reserves for Self-Insurance Claims

Given the nature of the Company's operating environment, the Company is subject to potential professional liability claims, employee workers' compensation claims and other claims. To mitigate a portion of this risk, the Company maintains insurance for individual professional liability claims and employee workers' compensation claims exceeding self-insured retention ("SIR") and deductible levels. At December 31, 2021, the Company's SIR for professional liability claims is $15 million per claim at the majority of its acute care hospitals. Additionally, the Company participates in state-specific professional liability programs in Colorado, Indiana, Kansas, New Mexico and Pennsylvania. The Company has a $25,000 deductible for professional liability at each of its IRFs. At December 31, 2021, the Company's deductible for workers' compensation claims at each of its acute care hospitals was $1 million per claim in all states in which it operates except for Montana and Washington. The Company participates in state-specific programs for its workers' compensation claims arising in these states. There is no deductible for workers' compensation claims at IRFs. The Company's SIR and deductible levels are evaluated annually as a part of the Company's insurance program's renewal process.

The Company's reserves for self-insurance and deductible claims reflect the current estimate of all outstanding losses, including incurred but not reported losses, based upon actuarial calculations as of the balance sheet date. The loss estimates included in the actuarial calculations may change in the future based upon updated facts and circumstances. The Company's expense for self-insurance and deductible claims coverage each year includes: the actuarially determined estimate of losses for the current year, including claims incurred but not reported; the change in the estimate of losses for prior years based upon actual claims development experience as compared to prior actuarial projections; the insurance premiums for losses in excess of the Company's self-insured retention and deductible levels; and interest expense related to the discounted portion of the liability. The Company's expense for self-insurance and deductible claims was approximately $86 million, $85 million and $76 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The Company’s reserves for professional liability claims are based upon quarterly and/or semi-annual actuarial calculations. These reserve calculations consider historical claims data, demographic considerations, severity factors and other actuarial assumptions, which are discounted to present value. The Company’s reserves for self-insured claims have been discounted to their present value using a discount rate of 1.6% at December 31, 2021, 1.7% at December 31, 2020, and 1.9% at December 31, 2019. The Company’s management selects a discount rate by considering a risk-free interest rate that corresponds to the period when the self-insured claims are incurred and projected to be paid.

Professional and general liability claims are typically resolved over an extended period of time, often as long as five years or more, while workers’ compensation claims are typically resolved in one to two years. Accordingly, the Company’s reserves for self-insured claims, comprised of estimated indemnity and expense payments related to reported events and incurred but not reported events as of the end of the period, include both a current and long-term component. The current portion of the Company’s reserves for self-insured claims is included under the caption “Other current liabilities” and the long-term portion is included under the caption “Other long-term liabilities” in the accompanying consolidated balance sheets.

The following table provides information regarding the classification of the Company’s reserves for self-insured claims at December 31, 2021 and 2020 (in millions):

	2021	2020
Current portion	$ 79	$ 82
Long-term portion	216	205
	$ 295	$ 287

The following table presents the changes in our reserves for self-insured claims for the years ended December 31, 2021 and 2020 (in millions):

	2021	2020
Reserve at the beginning of the period	$ 287	$ 261
Increase for the provision of current year claims	72	88
Increase (decrease) for the provision of prior year claims	13	(4)
Payments related to current year claims	(5)	(6)
Payments related to prior year claims	(72)	(49)
Provision for the change in discount rate	1	1
Non-cash change in reserve for claims in excess of SIR levels	(5)	(4)
Liabilities received in connection with the Kindred Transaction	4	-
Reserve at the end of the period	$ 295	$ 287

The combination of changing conditions and the extended time required for claim resolution results in a loss estimation process that requires actuarial skill and the application of judgment, and such estimates require periodic revision. As a result of the variety of factors that must be considered, there is a risk that actual incurred losses may develop differently from estimates. The results of the Company’s quarterly and semi-annual actuarial calculations resulted in changes to its reserves for self-insured claims for prior years. As a result, the Company’s related self-insured claims expense increased by $13 million and $7 million for the years ended December 31, 2021 and 2019, respectively, and decreased by $4 million for the year ended December 31, 2020.

Point of Life Indemnity, Ltd.

The Company operates, with approval from the Cayman Islands Monetary Authority, a captive insurance company under the name Point of Life Indemnity, Ltd. Through this wholly-owned subsidiary of the Company, the captive insurance company issues malpractice indemnity policies to certain subsidiaries employing physicians and advanced practice providers and contracting with physicians. Fees charged to these subsidiaries are eliminated in consolidation. Reserves for the Company’s estimate of the related outstanding claims, including incurred but not reported losses, are actuarially determined and are included as a component of the Company’s reserves for professional liability self-insurance claims.

Self-Insured Medical Benefits

The Company is self-insured for substantially all of the medical expenses and benefits of its employees. The reserve for medical benefits primarily reflects the current estimate of incurred but not reported losses based upon an annual actuarial calculation as of the balance sheet date. The undiscounted reserve for self-insured medical benefits was $46 million and $38 million at December 31, 2021 and 2020, respectively, and is included in the Company's accompanying consolidated balance sheets under the caption "Other current liabilities".

Noncontrolling Interests and Redeemable Noncontrolling Interests

Noncontrolling interests represent the portion of equity in a subsidiary not attributable, directly or indirectly, to the Company. The Company's accompanying consolidated financial statements include all assets, liabilities, revenues, and expenses at their consolidated amounts, which include the amounts attributable to the Company and the noncontrolling interest. The Company recognizes as a separate component of earnings that portion of income or loss attributable to noncontrolling interests based on the portion of the entity not owned by the Company. Refer to Note 10 for further discussion of the Company's noncontrolling interests and redeemable noncontrolling interests.

Variable Interest Entities

The Company follows the provisions of ASC 810, "Consolidation" for determining whether an entity is a variable interest entity ("VIE"). In order to determine if the Company is a primary beneficiary of a VIE for financial reporting purposes, it must consider whether it has the power to direct activities of the VIE that most significantly impact the performance of the VIE and whether the Company has the obligation to absorb losses or the right to receive returns that are significant to the VIE. The Company consolidates a VIE when it is the primary beneficiary.

As of December 31, 2021, the Company consolidated 23 acute care hospitals and 28 IRFs which were partnerships subject to joint venture agreements. Under GAAP, the Company determined that six of its acute care hospital partnerships and 26 of its IRF partnerships qualify as VIEs, and furthermore, the Company concluded that it is the primary beneficiary in all of the VIE partnerships. The Company holds an ownership interest and acts as manager in each of the partnerships. Through the management services agreement, the Company is delegated necessary responsibilities to provide management services, administrative services and direction of the day-to-day operations. Based upon the Company's assessment of the most significant activities of the hospitals and IRFs, the Company, as manager, has the ability to direct the majority of those activities in all 32 partnerships which qualify as VIEs.

The analysis upon which the consolidation determination rests can be complex, can involve uncertainties, and requires judgment on various matters, some of which could be subject to different interpretations.

The Company's consolidated VIEs comprised approximately $1,268 million, or 11.4%, of the Company's total assets and $525 million, or 5.7%, of the Company's total liabilities as of December 31, 2021.

Stock-Based Compensation

The Company's Parent has issued profits units (the "Units") to certain employees, directors and consultants under the terms and conditions of the Second Amended and Restated Limited Partnership Agreement of the Parent dated June 25, 2021 (as amended, the "Parent Partnership Agreement") and forms of award agreements. The Company accounted for these stock-based awards in accordance with the provisions of ASC 718, "Compensation – Stock Compensation" ("ASC 718"). In accordance with ASC 718, the Company recognized compensation expense based on the estimated grant date fair value of each stock-based award. The Company recognizes forfeitures of Units as they occur. Refer to Note 13 for further discussion of the Company's accounting for the Units.

Defined Benefit Pension Plans

In connection with the LifePoint/RCCH Merger, the Company acquired certain assets and assumed certain liabilities associated with two separate defined benefit pension plans covering certain employees at two of Legacy LifePoint's facilities. The Company accounts for its defined benefit pension plans in accordance with ASC 715, "Compensation – Defined Benefit Plans", ("ASC 715"). In accordance with ASC 715, the Company recognizes the unfunded liability of its defined benefit pension plans in the Company's consolidated balance sheets and unrecognized gains (losses) and prior service credits (costs) as changes in other comprehensive income (loss). The measurement date of the defined benefit pension plans' assets and liabilities coincides with the Company's year-end. The Company's pension benefit obligations are measured using actuarial calculations that incorporate discount rates, rate of compensation increases, when applicable, expected long-term returns on plan assets and consider expected age of retirement and mortality. Refer to Note 12 for further discussion of the Company's defined benefit pension plans.

Defined Contribution Plans

During 2021, the Company maintained a defined contribution retirement plan covering a majority of its employees and a separate defined contribution retirement plan covering the employees at Community Medical Center. These defined contribution retirement plans contain discretionary matching contribution formulas, as well as definite contribution formulas for employees at certain facilities. Refer to Note 12 for further discussion of the Company's defined contribution plans. Effective as of the end of the day on December 31, 2021, the plan covering Community Medical Center employees was merged into the plan covering LifePoint employees.

Reclassifications

Certain reclassifications have been made to the prior years to conform to current year presentation. These reclassifications had no effect on results of operations, financial position or cash flows as previously reported.

Note 2. Business Development Update

Kindred Transaction

On June 18, 2021, the Company entered into a Securities Purchase Agreement (the "SPA") with TPG Kentucky Co-Invest, LP ("TPG Co-Invest Seller"), TPG VII Kentucky Holdings I, LP ("TPG VII Seller"), Kentucky Hospital Management, LLC ("Management Seller"), Kentucky Hospital GP, Inc. ("Partnership GP Seller" and each of TPG Co-Invest Seller, TPG VII Seller, Management Seller and Partnership GP Seller, a "Direct Seller"), TPG VII Kentucky AIV I, LP ("TPG Blocker Seller"), Welsh, Carson, Anderson & Stowe XII, L.P. ("WCAS XII"), Welsh, Carson, Anderson & Stowe XII Delaware, L.P. ("WCAS XII Delaware"), Welsh, Carson, Anderson & Stowe XII Delaware II, L.P. ("WCAS XII Delaware II"), Welsh, Carson, Anderson & Stowe XII Cayman, L.P. ("WCAS XII Cayman"), WCAS Management Corporation ("WCAS Management"), WCAS XII Co-Investors LLC ("WCAS XII Co-Investors," and collectively with WCAS XII, WCAS XII Delaware, WCAS XII Delaware II, WCAS XII Cayman and WCAS Management, the "WCAS Blocker Sellers"), Port-aux-Choix Private Investments Inc. ("PSP Blocker Seller" and each of TPG Blocker Seller, WCAS Blocker Sellers and PSP Blocker Seller, a "Blocker Seller" and, each of the Direct Sellers and each of the Blocker Sellers, a "Seller" and collectively, the "Sellers"), Kentucky Hospital Holdings JV, LP (the "Knight"), the indirect parent of Kindred Healthcare, LLC ("Kindred"), and solely in its capacity as the initial seller representative hereunder, Partnership GP Seller ("Seller Representative"), pursuant to which, upon the terms and subject to the conditions set forth therein and in accordance with applicable law, the Sellers, which directly and indirectly owned all of the issued and outstanding equity interests in the Knight and the Blockers (as defined in the SPA), agreed to sell such equity interests to LifePoint and/or affiliates of LifePoint. Upon the closing of the Kindred Transaction, as described below, the Company and Kindred established a new healthcare company operating under the name ScionHealth.

On November 30, 2021, Knight Health LLC, a Delaware limited liability company formed at the direction of certain affiliates of the Company ("Knight Health"), assumed from the Company and the Company assigned to Knight Health the rights and obligations of the Company under the SPA in respect of the purchase of all of the issued and outstanding equity interests of the Knight and the Blockers and the payment of the purchase price for such equity interests.

On December 23, 2021, the Company, Knight, Knight Health Holdings LLC (d/b/a ScionHealth), a Delaware limited liability company and direct parent of Knight ("ScionHealth"), and certain of their respective affiliates entered into reorganization agreements (the "Reorganization Agreements") that, among other things, provided for (i) the separation of the inpatient rehabilitation facility, behavioral health, contract rehabilitation service and certain support center businesses (collectively, the "Knight Transferred Business") from the businesses of Knight and its subsidiaries, (ii) the separation of the equity and assets comprising 18 select acute care hospitals of the Company (the "Artemis Business") from the business of the Company and its subsidiaries, (iii) the transfer of the Knight Transferred Business to the Company, (iv) the transfer of the Artemis Business to Knight (v) the acquisition by the Company of Class B Units of ScionHealth, with an aggregate value of $350 million, and (vi) reciprocal indemnification obligations with respect to the businesses transferred, in each case of clauses (i) through (vi), pursuant to the reorganization, separation and distribution steps described therein, including the assignment by Knight Health of certain rights and obligations under the SPA, including any post-closing purchase price adjustments (the "Reorganization"). The Class B Units of ScionHealth acquired by the Company are perpetual non-convertible non-voting units that accrue cumulative dividends at the rate of 10.00% per annum and, upon liquidation, are entitled to a return of their nominal value issue price plus accrued, unpaid dividends.

On December 23, 2021, concurrently with the consummation of the Reorganization, the Sellers, the Seller Representative, Knight and the assignees of the rights and obligations of the Company as initial buyer under the SPA, including Knight Health, consummated the Kindred Transaction. Pursuant to the consummation of the Kindred Transaction and the Reorganization, (i) ScionHealth indirectly holds all of the transferred interests in the Artemis Business, (ii) ScionHealth directly holds all of the issued and outstanding limited partnership interests in Knight, (iii) Kentucky Hospital Holdings JV GP LLC, a Delaware limited liability company and direct subsidiary of ScionHealth ("Knight GP"), holds all of the issued and outstanding general partnership interests in Knight, and (iv) the Company holds all of the transferred interests in the Knight Transferred Business and the Class B Units of ScionHealth described above. The Company refers to the foregoing transactions as the "Kindred Transaction".

In connection with the Kindred Transaction, the Company entered into a number of transition services agreements and other ancillary agreements with ScionHealth and its subsidiaries with estimated proceeds of $61 million per year to the Company and an estimated cost of $3 million per year to the Company. In addition, the Company and ScionHealth are party to a number of commercial services agreements, pursuant to which the Knight Transferred Business provides ScionHealth with therapy services and rehabilitation unit management and development services, among other commercial services.

The Company accounted for the Kindred Transaction in accordance with ASC Subtopic 805-50 "Related Issues" ("ASC 805-50") as a transaction between entities under common control. In accordance with ASC 805-50, the Company recognized the assets and liabilities transferred in connection with the Kindred Transaction at the common parent's historical cost basis as of December 23, 2021. In accordance with ASC 805-50, combinations of entities under common control requires retrospective adjustment of comparative period financial information for the periods in which the entities were under common control. The Company and the Knight Transferred Business were under common control beginning December 23, 2021, and therefore, the Company has not retrospectively adjusted its previously issued financial statements. The Kindred Transaction did not have a material impact to the Company's consolidated revenues or income before income taxes for the year ended December 31, 2021.

The following tables summarize the impact of the net asset transfers in connection with the Kindred Transaction (in millions):

Net assets transferred from ScionHealth to LifePoint	$	1,048
Net assets transferred from LifePoint to ScionHealth		(404)
Cash transferred to ScionHealth from LifePoint		(946)
Class B Units of ScionHealth transferred to LifePoint		350
Net equity adjustments related to common control transactions	$	48

		From ScionHealth To LifePoint		From LifePoint To ScionHealth
Current assets	$	200	$	(271)
Property and equipment, net		172		(501)
Other long-term assets		473		(30)
Goodwill and intangible assets		1,169		(121)
Current liabilities		(119)		118
Long-term liabilities		(530)		378
Noncontrolling interests and redeemable noncontrolling interests		(317)		23
Net assets transferred to (from) LifePoint	$	1,048	$	(404)

Additionally, for the year ended December 31, 2021, the Company recognized transaction-related costs of $86 million, primarily in connection with the Kindred Transaction and other business development activities.

Divestitures

Providence Health and KershawHealth

Effective August 1, 2021, the Company sold Providence Health, comprised of two hospital campuses located in Columbia, South Carolina, and KershawHealth, located in Camden, South Carolina, to an unrelated third-party. The Company received cash proceeds from the transaction of $86 million, including net working capital, a portion of which was utilized to settle a $28 million finance lease obligation related to KershawHealth. Refer to Note 8 for additional information regarding the Company's accounting for leases.

In connection with the divestiture of Providence Health and KershawHealth, the Company recognized a net impairment loss of $42 million during the year ended December 31, 2021, which is included under the caption "Other non-operating losses, net" in the accompanying consolidated statement of operations for the year ended December 31, 2021. The net impairment loss is primarily attributable to the write-down of property and equipment and allocated goodwill to their estimated fair values, as well as the termination of a finance lease obligation related to KershawHealth.

Capital Medical Center

On December 23, 2020, the Company entered into a definitive agreement with an unrelated third-party to sell its majority ownership interest in Capital Medical Center, located in Olympia, Washington. Upon entry into the definitive agreement, the Company received a deposit of $5 million from the purchaser, which is included under the caption "Other current liabilities" in the Company's accompanying consolidated balance sheet at December 31, 2020. Effective April 1, 2021, the Company sold its ownership interest in Capital Medical Center for additional cash proceeds of $33 million, including net working capital, in addition to the purchaser's assumption of certain finance lease obligations.

In connection with the Company's divestiture of Capital Medical Center, the Company recognized a net gain on sale of $24 million during the year ended December 31, 2021, which is included under the caption "Other non-operating losses, net" in the accompanying consolidated statement of operations for the year ended December 31, 2021. The net gain on sale is primarily attributable to the purchaser's assumption of certain finance lease obligations and liabilities, partially offset by the write-off of property and equipment, allocated goodwill, and certain other assets.

Teche Regional Medical Center

Effective October 1, 2019, the Company terminated its lease of Teche Regional Medical Center, located in Morgan City, Louisiana, and transferred the owned assets and operations of Teche Regional Medical Center to a new operator.

Joint Ventures

Emory Healthcare

Effective January 1, 2020, the Company formed a new joint venture with Emory Healthcare, Inc. ("Emory") to operate St. Francis Hospital ("St. Francis") located in Columbus, Georgia. Upon formation of the joint venture, the Company reclassified $26 million of its equity in St. Francis to redeemable noncontrolling interests representing the estimated fair value of Emory's ownership interest in St. Francis. The Company maintained a controlling interest in St. Francis such that it continued to be included in the Company's consolidated financial statements through December 23, 2021, at which time St. Francis was transferred to ScionHealth.

In-Home Healthcare Partnership

The Company maintains a joint venture with a wholly-owned subsidiary of LHC Group, Inc. ("LHC"), In-Home Healthcare Partnership ("IHHP"), the purpose of which is to own and operate the Company's home health agencies and hospices and certain of LHC's home health agencies and hospices. The Company accounts for its ownership interest in IHHP as an equity method investment in accordance with ASC 323, "Investments." Effective January 1, 2020, the Company sold a portion of its ownership interest in IHHP to LHC for cash proceeds of $24 million.

LifePoint/RCCH Merger

On July 22, 2018, RCCH, Legend Merger Sub and Legacy LifePoint entered into an agreement and plan of merger, pursuant to which, effective November 16, 2018, Legend Merger Sub merged with and into Legacy LifePoint, with Legacy LifePoint surviving the merger as a wholly-owned subsidiary of RCCH. At the effective time of the LifePoint/RCCH Merger, Legacy LifePoint changed its name from “LifePoint Health, Inc.” to “Legacy LifePoint Health, Inc.” and, immediately following the effective time of the LifePoint/RCCH Merger, RCCH changed its name from “RegionalCare Hospital Partners Holdings, Inc.” to “LifePoint Health, Inc.”

For the year ended December 31, 2019, the Company recognized merger and integration-related costs of $47 million, primarily related to legal and transaction advisory services as well as employee severance and retention and other integration-related expenses in connection with the LifePoint/RCCH Merger, which are included under the caption “Transaction-related costs” in the accompanying consolidated statement of operations for the year ended December 31, 2019.

Note 3. Impact of COVID-19 and the CARES Act

Impact of COVID-19

During March 2020, the global COVID-19 pandemic began to significantly affect the Company’s facilities, employees, patients, communities, business operations and financial performance, as well as the U.S. economy and financial markets, as a whole. More than two years into the pandemic, the Company continues to be deeply committed to protecting the health of its communities and continues to respond to the evolving COVID-19 situation across the country. Importantly, the Company is taking every precaution to ensure it can continue providing quality care and safeguard the health and well-being of patients, employees, providers, volunteers and visitors in each community it serves. The national footprint of the Company’s health system, along with its Health Support Center, has enabled the Company to support its communities during this challenging time.

CARES Act Overview

The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) was signed into law on March 27, 2020. Among other things, the CARES Act contains a number of provisions that are intended to assist healthcare providers as they combat the effects of the COVID-19 pandemic. Those provisions include, among others:

- the temporary suspension of Medicare sequestration from March 1, 2020, to December 31, 2020;
- the delay of the planned reductions to the Medicaid disproportionate share hospital (“DSH”) payments program until October 1, 2023;
- an appropriation of $180 million to Health Resources and Services Administration’s Federal Office of Rural Health Policy that will be awarded to small rural hospitals by the states through the Small Rural Hospital Improvement Program;
- an appropriation of $250 million to the Hospital Preparedness Program; and
- an appropriation of $100 billion to the Public Health and Social Services Emergency Fund (the “Emergency Fund”) for a new program to reimburse, through grants or other mechanisms, hospitals, healthcare providers and other approved entities for COVID-19-related expenses or lost revenues.

The Paycheck Protection Program and Health Care Enhancement Act was enacted on April 24, 2020, which, among other things, provides an additional allocation of $75 billion to the Emergency Fund and an allocation of $25 billion for COVID-19 testing.

On December 21, 2020, Congress adopted the Consolidated Appropriations Act, 2021 (the “CAA”), which provides an additional $900 billion in COVID-19 relief, including an additional allocation of $3 billion to the Emergency Fund. In addition, the CAA, among other things, delays the planned reductions to the Medicaid DSH payments program through federal fiscal year (“FFY”) 2023, adds additional reductions to the Medicaid DSH payments program in FFYs 2026 and 2027, provided for a 3.75% increase in the Medicare Physician Fee Schedule (“PFS”) rates in calendar year (“CY”) 2021 and allocates $30 billion for the purchase and administration of COVID-19 vaccines and related therapeutics. In addition, the CAA extended the temporary suspension of Medicare sequestration through March 31, 2021. The temporary suspension was subsequently extended through December 31, 2021, by HR 1868, which, to offset the cost of the suspension, extended Medicare sequestration through 2030. The Protecting Medicare and American Farmers from Sequester Cuts Act (the “Sequester Cuts Act”) further extends the temporary suspension of Medicare sequestration through March 31, 2022, and reduces the sequestration cuts for the period of April 1, 2022, through June 30, 2022, to 1%. The Sequester Cuts Act also delays application of 4% cuts to Medicare and other federal programs resulting from the requirements of the Statutory Pay-As-You-Go-Act of 2010 that were scheduled to go into effect in CY 2022 until CY 2023.

Stimulus Payments

The Emergency Fund distributed $50 billion to hospitals based on their 2018 net patient revenue. Additionally, since that time, the Emergency Fund has distributed more than $80 billion to a number of different types of healthcare providers, including participants in state Medicaid/CHIP programs, providers in areas particularly impacted by the COVID-19 outbreak, rural providers (including hospitals and rural health clinics), skilled nursing facilities, dentists, providers of services with lower shares of Medicare reimbursement or who predominantly serve Medicaid beneficiaries, and providers requesting reimbursement for the treatment of uninsured patients.

Payments made by the Emergency Fund to healthcare providers are not loans, and, as a result, they do not need to be repaid. However, healthcare providers must agree to and meet the terms and conditions that are associated with the payments, which include, among other things, filing attestations acknowledging receipt of payments, accepting in-network amounts for presumptive or actual out-of-network COVID-19 patients, not using the payments received from the Emergency Fund to reimburse expenses or losses that other sources are obligated to reimburse, and submitting such reports as may be required by HHS regarding the provider's compliance with the terms and conditions of the Emergency Fund. Healthcare providers that received more than $10,000 from the Emergency Fund between April 10, 2020 through June 30, 2020 (the "First Payment Received Period") were required to submit a report on their use of those funds no later than September 30, 2021. The Company successfully submitted the required reports for all of its providers that received and retained payments from the Emergency Fund during First Payment Received Period prior to the deadline. However, the Company will be required to submit additional reports in the future for payments that were received and retained by the Company's providers from the Emergency Fund after the end of the First Payment Received Period. The reporting requirements and guidance from HHS related to the Emergency Fund have been subject to frequent clarifications and revision, and there can be no assurance that the Company will not be required to submit additional reports or provide additional information related to the payments it has received from the Emergency Fund in the future. In addition, HHS has indicated that it will be closely monitoring the payments that are made to providers through the Emergency Fund, and that HHS, along with the Office of Inspector General of HHS (the "OIG"), will be auditing providers to ensure that recipients comply with the terms and conditions that are associated with the Emergency Fund and other COVID-19 relief programs.

The Company has accounted for the stimulus payments received as a government grant related to income in a manner consistent with International Accounting Standards 20, "Accounting for Government Grants and Disclosure of Government Assistance" ("IAS 20"). In accordance with IAS 20, government grants are recognized either as other income or a reduction to a related expense when there is reasonable assurance that the grant will be received, and the entity will comply with any conditions attached to the grant.

For the years ended December 31, 2021 and 2020, the Company recognized $17 million and $646 million, respectively, of stimulus payments as other income under the caption "Government stimulus income" in the accompanying consolidated statements of operations.

Medicare Accelerated and Advance Payment Program

Using existing authority and certain expanded authority under the CARES Act, HHS temporarily expanded the Centers for Medicare and Medicaid Services ("CMS") Accelerated and Advance Payment Program to a broad group of Medicare Part A and Part B providers. Under the expanded CMS Accelerated and Advance Payment Program, inpatient acute care hospitals could request up to 100% of their Medicare payment amount for a six-month period (critical access hospitals could request up to 125% of their payment amount for such period), and other providers and suppliers could request up to 100% of their Medicare payment amount for a three-month period. The repayment of these accelerated/advance payments did not begin until one year after the date of the provider's or supplier's receipt of the payment, which means repayment of these amounts did not commence until the second quarter of 2021. Under the applicable repayment terms, the amounts previously advanced to the provider or supplier are automatically recouped from the provider's or supplier's new Medicare claims at a rate of 25% for a period of 11 months. After the end of that 11-month period, the amounts previously advanced to the provider or supplier will be automatically recouped from the provider's or supplier's new Medicare claims at a rate of 50% for a period of six months. At the end of the 17-month recoupment period, a letter requesting repayment of any remaining balance will be issued, and the provider or supplier will have 30 days from the date of the letter to repay the balance in full. If the remaining balance is not repaid after 30 days, the unpaid balance will accrue interest at a rate of 4% from the date of the demand letter until the balance has been repaid in full.

The Company received a total of $991 million of Medicare advance payments under the CMS Accelerated and Advance Payment Program during the year ended December 31, 2020, of which $370 million and $621 million are included under the captions "Current portion of Medicare advance payments" and "Long-term portion of Medicare advance payments", respectively, in the accompanying consolidated balance sheet at December 31, 2020. During the year ended December 31, 2021, the Company fully repaid all Medicare advance payments and the Company does not anticipate receiving any additional funds from the CMS Accelerated and Advance Payment Program.

CARES Act Tax Provisions

The CARES Act also provided for certain federal income tax changes, including an increase in the interest expense tax deduction limitation, the deferral of the employer portion of Social Security payroll taxes, refundable payroll tax credits, employee retention tax credits, net operating loss carryback periods, alternative minimum tax credit refunds and bonus depreciation of qualified improvement property. During the year ended December 31, 2020, the Company deferred cash payments of approximately $84 million related to Social Security payroll tax payments. During the year ended December 31, 2021, the Company fully repaid all previously deferred Social Security payroll taxes.

The federal income tax changes brought about by the CARES Act are complex and further guidance is expected. The Company may change its provision for income taxes and its deferred income taxes as its understanding of the CARES Act tax provisions evolves due to additional U.S. Department of Treasury guidance. Any such adjustments could materially impact the Company's provision for income taxes and, as a result, its financial results in the relevant periods.

Note 4. Long-Term Debt

The Company's long-term debt, including current portions and finance lease obligations, consisted of the following at December 31, 2021 and 2020 (in millions):

	2021	2020
ABL Facility	$ -	$ -
Term Loan Facility	3,215	3,215
6.75% Secured Notes	600	600
4.375% Secured Notes	600	600
9.75% Unsecured Notes	1,425	1,425
5.375% Unsecured Notes	500	500
Unamortized debt issuance costs and premium	(128)	(152)
Finance lease obligations	911	1,048
Total debt	$ 7,123	$ 7,236

Maturities of the Company's long-term debt outstanding at December 31, 2021, excluding finance lease obligations and unamortized debt issuance costs and premium, are as follows for the years indicated (in millions):

2022	$ -
2023	-
2024	-
2025	3,815
2026	1,425
Thereafter	1,100
	$ 6,340

ABL Facility

General

Effective November 16, 2018, concurrently with the closing of the LifePoint/RCCH Merger, the Company and Legend Merger Sub (together, prior to the effective time of the LifePoint/RCCH Merger, the "Co-Borrowers") entered into a new senior secured asset-based revolving credit facility (the "ABL Facility") in an aggregate principal amount of $800 million with a maturity of five years. At the effective time of the LifePoint/RCCH Merger, Legacy LifePoint assumed all of the rights and obligations of Legend Merger Sub under the ABL Facility. The ABL Facility also includes both a letter of credit sub-facility and a swingline loan sub-facility (including in its capacity as co-borrower under a senior secured term loan credit facility; the "Term Loan Facility") entered into between the Co-Borrowers on November 16, 2018. In addition, the Company may request one or more incremental revolving commitments in an aggregate principal amount up to the greater of (x) the greater of (i) $255 million and (ii) 0.23 times pro forma Adjusted EBITDA for the most recently available four fiscal quarter periods, and (y) the amount by which the borrowing base exceeds the aggregate commitments under the ABL Facility, subject to certain conditions and receipt of commitments by existing or additional lenders.

As of December 31, 2021, the Company had no borrowings outstanding under the ABL Facility and approximately $50 million in letters of credit outstanding primarily related to the self-insured retention level of its general and professional liability insurance and workers' compensation programs as security for payment of claims and as security for certain lease agreements. Amounts available for borrowing under the ABL Facility were approximately $598 million as of December 31, 2021.

Collateral and Guarantors

All obligations under the ABL Facility are unconditionally guaranteed by DSB Acquisition, LLC, a Delaware limited liability company ("Holdings"), on a limited recourse basis and each of the existing and future direct and indirect material, wholly-owned domestic subsidiaries of the Co-Borrowers, subject to certain exceptions.

The obligations under the ABL Facility are secured by a pledge of the capital stock of the Co-Borrowers and substantially all of their assets and those of each subsidiary guarantor, including a pledge of the capital stock of all entities directly held by the Company (including Legacy LifePoint) and each subsidiary guarantor (which pledge is limited to 65% of the voting capital stock of first-tier foreign subsidiaries), in each case subject to certain exceptions. Such security interests consist of a first-priority lien with respect to the "ABL Priority Collateral" (which generally includes most accounts receivable and certain related assets of the Co-Borrowers and the subsidiary guarantors) and a second-priority lien with respect to the "Non-ABL Priority Collateral" (which generally includes most inventory and fixed assets, equity interests and intellectual property of the Co-Borrowers and the subsidiary guarantors). Additionally, certain of the Company's restricted subsidiaries that are not guarantors will pledge certain of their assets (the "Credit Support Party Collateral") on a first-priority basis, as further security of the obligations under the ABL Facility. The Credit Support Party Collateral will secure only the obligations under the ABL Facility.

All borrowings under the ABL Facility are subject to the satisfaction of customary conditions, including the absence of a default and the accuracy of representations and warranties.

Interest Rates and Fees

Borrowings under the ABL Facility bear interest at a rate equal to, at the Company's option, either (a) a London Interbank Offered Rate ("LIBOR") rate determined by reference to the costs of funds for Eurodollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs or (b) a base rate determined by reference to the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate of Citibank, N.A. and (iii) the one-month adjusted LIBOR plus 1.00%, in each case plus an initial applicable margin of 1.75% for LIBOR loans and 0.75% for base rate loans. The applicable margin for borrowings is subject to step-downs based on average availability thresholds.

In addition to paying interest on outstanding principal under the ABL Facility, the Co-Borrowers are required to pay a commitment fee under the ABL Facility in respect of the unutilized commitments under the ABL Facility at an initial rate equal to 0.375% per annum. The commitment fee may be subject to one step-down based on the average daily utilization under the ABL Facility. The Co-Borrowers will also be required to pay customary agency fees as well as letter of credit participation fees.

Restrictive Covenants and Other Matters

The ABL Facility contains certain customary affirmative covenants and events of default. The negative covenants in the ABL Facility include, among other things, limitations (none of which are absolute) on the Co-Borrowers and their subsidiaries' ability to incur additional debt or issue certain preferred shares, create liens on certain assets, make certain loans or investments (including acquisitions), pay dividends on or make distributions in respect of their capital stock or make other restricted payments, consolidate, merge, sell or otherwise dispose of all or substantially all of theirs and their restricted subsidiaries' assets, sell certain assets, enter into certain transactions with their affiliates, enter into sale-leaseback transactions, change their lines of business, restrict dividends from their subsidiaries or restrict liens, change their fiscal year, and modify the terms of certain debt.

The ABL Facility requires that the Co-Borrowers and its restricted subsidiaries maintain a minimum fixed charge coverage ratio of not less than 1.00 to 1.00 at any time when availability is less than an agreed amount.

The ABL Facility contains certain customary events of default, including relating to a change of control. If an event of default occurs, the lenders under the ABL Facility are entitled to take various actions, including the acceleration of amounts due under the ABL Facility and all actions permitted to be taken by a secured creditor in respect of the collateral securing the ABL Facility.

ABL FILO Term Loan

On April 13, 2020, the Company executed the ABL Facility Amendment that provided for an $80 million last-out term loan (the "ABL FILO Term Loan") with a maturity of 364 days, which was incremental to the existing $800 million of revolving commitments under the ABL Facility. The ABL FILO Term Loan was fully drawn at closing of the ABL Facility Amendment and then subsequently repaid in full on December 14, 2020, which effectively terminated the ABL FILO Term Loan.

Term Loan Facility

General

Effective November 16, 2018, concurrently with the closing of the LifePoint/RCCH Merger, the Co-Borrowers entered into the Term Loan Facility, which is a senior secured term loan credit facility in an aggregate principal amount of $3,550 million with a maturity of seven years. At the effective time of the LifePoint/RCCH Merger, Legacy LifePoint assumed all of the rights and obligations of Legend Merger Sub under the Term Loan Facility (including in its capacity as a Co-Borrower under the Term Loan Facility). In addition, the Company may request one or more incremental commitments in an aggregate principal amount up to the sum of (x) the greater of (i) $800 million and (ii) 0.75 times pro forma Adjusted EBITDA for the most recently available four fiscal quarter periods, plus additional amounts subject to certain agreed leverage requirements, certain other conditions and receipt of commitments by existing or additional lenders.

On January 21, 2020, the Company amended its Term Loan Facility to, among other things, reduce the applicable interest rate margin for the term loans by 0.75% to 3.75% with respect to LIBOR-based loans and 2.75% with respect to base rate loans.

On January 23, 2020, the Company made a prepayment of $400 million of term loans outstanding under the Term Loan Facility with a portion of the net proceeds from the sale-leaseback transaction with Medical Properties Trust completed effective December 17, 2019 (the "2019 Sale Leaseback Transaction"), which is discussed further in Note 8. After giving effect to the prepayment, the Company had prepaid all remaining quarterly amortization payments in respect of the Term Loan Facility.

On February 24, 2020, the Company closed the issuance of $600 million of incremental term loans (the "Incremental Term Loan") under the Term Loan Facility. The Incremental Term Loan bears interest at a rate equal to, at its option, (a) a LIBOR rate plus an applicable margin of 3.75% or (b) a base rate plus an applicable margin of 2.75%. There are no scheduled amortization payments required on the Incremental Term Loan prior to maturity. The net proceeds from the Incremental Term Loan, together with the net proceeds from the 4.375% Secured Notes and cash on hand, was used to fund the settlement of the tender offer, the redemption of the Company's 8.25% Senior Secured Notes due 2023 (the "8.25% Secured Notes") and the redemption of the Company's 11.5% Senior Notes due 2024 (the "11.5% Unsecured Notes") and to pay certain fees in connection with the refinancing transactions described herein.

On December 4, 2020, the Company made an optional prepayment of $500 million of term loans outstanding under the Term Loan Facility with the net proceeds from the offering of $500 million in aggregate principal amount of 5.375% Senior Notes due 2029 (the "5.375% Unsecured Notes"), together with cash on hand.

Collateral and Guarantors

All obligations under the Term Loan Facility are unconditionally guaranteed by Holdings on a limited recourse basis and each of the existing and future direct and indirect material, wholly-owned domestic subsidiaries of the Co-Borrowers, subject to certain exceptions. The obligations under the Term Loan Facility are secured by a pledge of the capital stock of the Company and substantially all of its assets and those of each subsidiary guarantor, including a pledge of the capital stock of all entities directly held by the Company (including Legacy LifePoint) and each subsidiary guarantor (which pledge is limited to 65% of the voting capital stock of first-tier foreign subsidiaries), in each case subject to certain exceptions. Such security interests consist of a first-priority lien with respect to the Non-ABL Priority Collateral and a second-priority lien with respect to the ABL Priority Collateral.

Interest Rates

Borrowings under the Term Loan Facility bear interest at a rate equal to, at the Company's option, either (a) a LIBOR rate determined by reference to the costs of funds for Eurodollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs or (b) a base rate determined by reference to the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate of Citibank, N.A. and (iii) the one-month adjusted LIBOR plus 1.00%, in each case plus an applicable margin of 3.75% for LIBOR loans and 2.75% for base rate loans.

Restrictive Covenants and Other Matters

The Term Loan Facility contains certain customary affirmative covenants and events of default. The negative covenants in the Term Loan Facility include, among other things, limitations (none of which are absolute) on the Co-Borrowers and their subsidiaries' ability to incur additional debt or issue certain preferred shares, create liens on certain assets, make certain loans or investments (including acquisitions), pay dividends on or make distributions in respect of their capital stock or make other restricted payments, consolidate, merge, sell or otherwise dispose of all or substantially all of theirs and their restricted subsidiaries' assets, sell certain assets, enter into certain transactions with their affiliates enter into sale-leaseback transactions, change their lines of business, restrict dividends from subsidiaries or restrict liens, change their fiscal year and modify the terms of certain debt or organizational agreements.

The Term Loan Facility contains certain customary events of default, including relating to a change of control. If an event of default occurs, the lenders under the Term Loan Facility are entitled to take various actions, including the acceleration of amounts due under the Term Loan Facility and all actions permitted to be taken by a secured creditor in respect of the collateral securing the Term Loan Facility.

6.75% Secured Notes

On April 13, 2020, the Company completed the offering of $600 million in aggregate principal amount 6.750% Senior Secured Notes due 2025 (the "6.75% Secured Notes"). The 6.75% Secured Notes will mature on April 15, 2025. Interest on the 6.75% Secured Notes will accrue at 6.75% per annum and will be paid semi-annually, in arrears, on April 15 and October 15 of each year, beginning October 15, 2020. The net proceeds from the offering were used for general corporate purposes.

The Company's obligations under the 6.75% Secured Notes are fully and unconditionally guaranteed by each of the Company's wholly-owned domestic restricted subsidiaries that guarantee the Term Loan Facility and the 4.375% Senior Secured Notes due 2027 (the "4.375% Secured Notes"). The 6.75% Secured Notes and the related guarantees are secured obligations of the Company and each subsidiary guarantor. The 6.75% Secured Notes and related guarantees are secured by, subject to permitted liens, (i) first-priority security interests in the Company's Non-ABL Priority Collateral and (ii) second-priority security interests in the Company's ABL Priority Collateral.

Prior to April 15, 2022, the Company may redeem the 6.75% Secured Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the 6.75% Secured Notes redeemed, plus a "make-whole" premium and accrued and unpaid interest, if any. In addition, prior to April 15, 2022, the Company may also redeem up to 40% of the original aggregate principal amount of the 6.75% Secured Notes (calculated after giving effect to any issuance of additional notes) in an aggregate amount not to exceed the amount of net cash proceeds of one or more equity offerings at a redemption price equal to 106.750%, plus accrued and unpaid interest, if any, so long as at least 50% of the original aggregate principal amount of the 6.75% Secured Notes (calculated after giving effect to any issuance of additional notes) must remain outstanding after each such redemption. On or after April 15, 2022, the Company may redeem the 6.75% Secured Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture, dated as of April 13, 2020 (as amended or supplemented from time to time, the "6.75% Secured Notes Indenture").

The 6.75% Secured Notes Indenture, among other things, limits the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) incur or guarantee additional indebtedness; (ii) pay dividends or distributions on, or redeem or repurchase, capital stock and make other restricted payments; (iii) make certain investments; (iv) consummate certain asset sales; (v) engage in certain transactions with affiliates; (vi) grant or assume certain liens; and (vii) consolidate, merge or transfer all or substantially all of their assets. These covenants are subject to a number of important qualifications and exceptions as described in the 6.75% Secured Notes Indenture. Additionally, upon the occurrence of specified change of control events, the Company must offer to repurchase the 6.75% Secured Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date. The 6.75% Secured Notes Indenture also provides for customary events of default.

4.375% Secured Notes

On February 13, 2020, the Company completed the offering of $600 million in aggregate principal amount of its 4.375% Secured Notes. The 4.375% Secured Notes will mature on February 15, 2027. Interest on the 4.375% Secured Notes will accrue at 4.375% per annum and will be paid semi-annually, in arrears, on February 15 and August 15 of each year, beginning August 15, 2020. The net proceeds from the offering, together with the net proceeds from the Incremental Term Loan and cash on hand, were used to fund the settlement of the tender offer, the 8.25% Notes Redemption (as defined herein) and the 11.5% Notes Redemption (as defined herein) and to pay certain fees in connection with the refinancing transactions described herein.

The Company's obligations under the 4.375% Secured Notes are fully and unconditionally guaranteed by each of the Company's wholly-owned domestic restricted subsidiaries that guarantee the Term Loan Facility. The 4.375% Secured Notes and the related guarantees are secured obligations of the Company and each subsidiary guarantor. The 4.375% Secured Notes and related guarantees are secured by, subject to permitted liens, (i) first-priority security interests in the Company's Non-ABL Priority Collateral and (ii) second-priority security interests in the Company's ABL Priority Collateral.

Prior to February 15, 2022, the Company may redeem the 4.375% Secured Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the 4.375% Secured Notes redeemed, plus a "make-whole" premium and accrued and unpaid interest, if any. In addition, prior to February 15, 2022, the Company may also redeem up to 40% of the original aggregate principal amount of the 4.375% Secured Notes (calculated after giving effect to any issuance of additional notes) in an aggregate amount not to exceed the amount of net cash proceeds of one or more equity offerings at a redemption price equal to 104.375%, plus accrued and unpaid interest, if any, so long as at least 50% of the original aggregate principal amount of the 4.375% Secured Notes (calculated after giving effect to any issuance of additional notes) must remain outstanding after each such redemption. On or after February 15, 2022, the Company may redeem the 4.375% Secured Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture, dated as of February 13, 2020 (as amended or supplemented from time to time, the "4.375% Secured Notes Indenture").

The 4.375% Secured Notes Indenture, among other things, limits the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) incur or guarantee additional indebtedness; (ii) pay dividends or distributions on, or redeem or repurchase, capital stock and make other restricted payments; (iii) make certain investments; (iv) consummate certain asset sales; (v) engage in certain transactions with affiliates; (vi) grant or assume certain liens; and (vii) consolidate, merge or transfer all or substantially all of their assets. These covenants are subject to a number of important qualifications and exceptions as described in the 4.375% Secured Notes Indenture. Additionally, upon the occurrence of specified change of control events, the Company must offer to repurchase the 4.375% Secured Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date. The 4.375% Secured Notes Indenture also provides for customary events of default.

9.75% Unsecured Notes

On November 16, 2018, concurrently with the closing of the LifePoint/RCCH Merger, the Company issued $1,425 million aggregate principal amount of 9.75% Unsecured Notes. The 9.75% Unsecured Notes will mature on December 1, 2026. Interest on the 9.75% Unsecured Notes accrues at 9.750% per annum and will be paid semi-annually, in arrears, on June 1 and December 1 of each year, beginning June 1, 2019.

The Company's obligations under the 9.75% Unsecured Notes are fully and unconditionally guaranteed by each of the Company's wholly-owned domestic restricted subsidiaries that guarantees the Term Loan Facility. The 9.75% Unsecured Notes and the related guarantees are unsecured obligations of the Company and the subsidiary guarantors.

After December 1, 2021, the Company may redeem the 9.75% Unsecured Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture, dated as of November 16, 2018 (as amended or supplemented from time to time, the "9.75% Unsecured Notes Indenture").

The 9.75% Unsecured Notes Indenture, among other things, limits the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) incur or guarantee additional indebtedness; (ii) pay dividends or distributions on, or redeem or repurchase, capital stock and make other restricted payments; (iii) make certain investments; (iv) consummate certain asset sales; (v) engage in certain transactions with affiliates; (vi) grant or assume certain liens; and (vii) consolidate, merge or transfer all or substantially all of their assets. These covenants are subject to a number of important qualifications and exceptions. Additionally, upon the occurrence of specified change of control events, the Company must offer to repurchase the 9.75% Unsecured Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date. The 9.75% Unsecured Notes Indenture also provides for customary events of default.

5.375% Unsecured Notes

On December 4, 2020, the Company completed the offering of $500 million in aggregate principal amount of its 5.375% Unsecured Notes. The 5.375% Unsecured Notes will mature on January 15, 2029. Interest on the 5.375% Unsecured Notes will accrue at 5.375% per annum and will be paid semi-annually, in arrears, on January 15 and July 15 of each year, beginning July 15, 2021. The net proceeds of the offering, together with cash on hand, were used to prepay $500 million of the total aggregate principal amount outstanding under the Term Loan Facility and to pay related fees and expenses in connection with the offering.

The Company's obligations under the 5.375% Unsecured Notes are fully and unconditionally guaranteed by each of the Company's wholly-owned domestic restricted subsidiaries that guarantees the Term Loan Facility. The 5.375% Unsecured Notes and the related guarantees are unsecured obligations of the Company and the subsidiary guarantors.

Prior to January 15, 2024, the Company may redeem the 5.375% Unsecured Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the 5.375% Unsecured Notes redeemed, plus a "make-whole" premium and accrued and unpaid interest, if any. In addition, prior to December 4, 2023, the Company may also redeem up to 40% of the original aggregate principal amount of the 5.375% Unsecured Notes (calculated after giving effect to any issuance of additional notes) in an aggregate amount not to exceed the amount of net cash proceeds of one or more equity offerings at a redemption price equal to 105.375%, plus accrued and unpaid interest, if any, so long as at least 50% of the original aggregate principal amount of the 5.375% Unsecured Notes (calculated after giving effect to any issuance of additional notes) must remain outstanding after each such redemption. On or after January 15, 2024, the Company may redeem the 5.375% Unsecured Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture, dated as of December 4, 2020 (the "5.375% Unsecured Notes Indenture").

The 5.375% Unsecured Notes Indenture, among other things, limits the Company's ability and the ability of its restricted subsidiaries to, among other things: (i) incur or guarantee additional indebtedness; (ii) pay dividends or distributions on, or redeem or repurchase, capital stock and make other restricted payments; (iii) make certain investments; (iv) consummate certain asset sales; (v) engage in certain transactions with affiliates; (vi) grant or assume certain liens; and (vii) consolidate, merge or transfer all or substantially all of their assets. Additionally, upon the occurrence of specified change of control events, the Company must offer to repurchase the 5.375% Unsecured Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but not including, the purchase date. The 5.375% Unsecured Notes Indenture also provides for customary events of default.

Tender Offer, Redemption and Discharge of 8.25% Secured Notes and 11.5% Unsecured Notes

On February 7, 2020, the Company commenced a tender offer and consent solicitation (the "tender offer") to purchase any and all of its outstanding (i) 8.25% Secured Notes issued pursuant to the indenture, dated as of April 29, 2016, among the Company, the guarantors party thereto and Wilmington Trust, National Association, as trustee (as amended, supplemented or otherwise modified, the "8.25% Secured Notes Indenture") and (ii) 11.5% Unsecured Notes issued pursuant to the indenture, dated as of April 29, 2016, among the Company, the guarantors party thereto and Wilmington Trust, National Association, as trustee (as amended, supplemented or otherwise modified, the "11.5% Unsecured Notes Indenture"). The early tender deadline for the tender offer was February 21, 2020, and the expiration date for the tender offer was March 6, 2020.

Upon expiration of the early tender deadline, on February 24, 2020, the Company accepted and purchased (i) $623 million of the aggregate principal amount of the 8.25% Secured Notes that were validly tendered for total consideration of $1,052.50 per $1,000 principal amount, plus accrued and unpaid interest thereon, and (ii) $84 million of the aggregate principal amount of the 11.5% Unsecured Notes that were validly tendered for a total consideration of $1,072.50 per $1,000 principal amount, plus accrued and unpaid interest thereon. Following the expiration of the tender offer, on March 9, 2020, the Company accepted and purchased an additional $0.2 million of the aggregate principal amount of the 8.25% Secured Notes that were validly tendered after the early tender deadline for a tender consideration of $1,022.50 per $1,000 principal amount, plus accrued and unpaid interest thereon. No additional 11.5% Unsecured Notes were tendered after the early tender deadline.

On March 9, 2020, (i) pursuant to the 8.25% Secured Notes Indenture, the Company provided notice to the holders that it had elected to redeem any and all of the 8.25% Secured Notes that remain outstanding after giving effect to the tender offer at a redemption price of 104.125%, plus accrued and unpaid interest thereon, on May 1, 2020 (the "8.25% Notes Redemption") and (ii) pursuant to the 11.5% Unsecured Notes Indenture, the Company provided notice to the holders that it had elected to redeem any and all of the 11.5% Unsecured Notes that remain outstanding after giving effect to the tender offer at a redemption price of 105.750%, plus accrued and unpaid interest thereon, on May 1, 2020 (the "11.5% Notes Redemption"). Concurrently with the delivery of the notices of redemption, on March 9, 2020, the Company (i) irrevocably deposited with the trustee for the 8.25% Secured Notes approximately $192 million, which was the amount sufficient to fund the 8.25% Notes Redemption and to satisfy and discharge the Company's obligations under the 8.25% Secured Notes and the 8.25% Secured Notes Indenture, and (ii) irrevocably deposited with the trustee for the 11.5% Unsecured Notes approximately $297 million, which was the amount sufficient to fund the 11.5% Notes Redemption and to satisfy and discharge the Company's obligations under the 11.5% Unsecured Notes and the 11.5% Unsecured Notes Indenture.

Debt Transaction Costs

The Company recognized $115 million of debt transaction costs associated with the various debt financing activities completed during 2020, which are included under the caption "Transaction-related costs" in the Company's accompanying consolidated statement of operations for the year ended December 31, 2020. These debt transaction costs were comprised of $61 million of early termination premiums associated with the tender offer, 8.25% Notes Redemption and 11.5% Notes Redemption, the write-off of $47 million of previously capitalized debt issuance costs associated with the Term Loan Facility, the 8.25% Secured Notes and the 11.5% Unsecured Notes and $7 million of other miscellaneous legal and financing costs.

Additionally, in connection with the offering of the 5.375% Unsecured Notes, the 6.75% Secured Notes, the 4.375% Secured Notes, the issuance of the Incremental Term Loan and the ABL FILO Term Loan, the Company capitalized $35 million of new debt issuance costs during the year ended December 31, 2020, which are included as a reduction to "Long-term debt, net" on the Company's accompanying consolidated balance sheet.

Finance Lease Obligations

Refer to Note 8 for discussion of the Company's finance lease obligations.

Interest Rate Swap Agreement

On December 21, 2018, the Company entered into an interest rate swap agreement with Citibank, N.A. as counterparty (the "Interest Rate Swap") whereby the Company paid a fixed rate of 2.63% on a notional amount of $1,100 million and received one-month LIBOR. The Interest Rate Swap became effective on February 19, 2019 and terminated on February 19, 2022. Refer to Note 11 for additional information regarding the Company's accounting for its Interest Rate Swap.

Note 5. Goodwill and Intangible Assets

Goodwill

The following table presents the changes in the carrying amount of goodwill for the years ended December 31, 2021 and 2020 (in millions):

Balance at January 1, 2020	$	2,961
Write-off allocation related to 2020 divestiture		(41)
Other		(1)
Balance at December 31, 2020		2,919
Net goodwill impact related to the Kindred Transaction		1,013
Write-off allocation related to 2021 divestitures		(18)
Balance at December 31, 2021	$	3,914

Prior to the LifePoint/RCCH Merger, the Company historically determined that each of its hospitals represented a reporting unit in accordance with ASC 280 and ASC 350. Due to the significance of the LifePoint/RCCH Merger and its impact on the Company's management team and business operations, the Company re-evaluated its reporting units in accordance with ASC 280 and ASC 350 during 2019 and determined that the consolidated business comprises a single reporting unit for goodwill impairment testing purposes. There were no changes in the Company's determination of reporting units for the years ended December 31, 2021 and 2020.

Under the current methodology, for which the consolidated Company comprises a single reporting unit, the Company performed goodwill impairment tests as of October 1, 2021 and 2020 and did not incur any impairment charges. Under the prior reporting unit methodology, for which each of the Company's hospitals represented a reporting unit, the Company performed a goodwill impairment test as of October 1, 2019 and recorded a non-cash impairment charge of $3 million related to one of its facilities, which is included under the caption "Other non-operating losses, net" in the Company's accompanying consolidated statement of operations for the year ended December 31, 2019.

Intangible Assets

The following table provides information regarding the Company's intangible assets included in the accompanying consolidated balance sheets as of December 31, 2021 and 2020 (in millions):

	2021	2020
Amortizable intangible assets:		
Physician minimum revenue guarantees and other		
Gross carrying amount	$ 24	$ 32
Accumulated amortization	(13)	(15)
Net total	11	17
Indefinite-lived intangible assets:		
Certificates of need and certificates of need exemptions	28	29
Licenses, provider numbers, accreditations and other	46	12
Net total	74	41
Total intangible assets:		
Gross carrying amount	98	73
Accumulated amortization	(13)	(15)
Net total	$ 85	$ 58

Physician Minimum Revenue Guarantees

The Company has committed to provide certain financial assistance pursuant to recruiting agreements, or "physician minimum revenue guarantees," with various physicians practicing in the communities it serves. In consideration for a physician relocating to one of its communities and agreeing to engage in private practice for the benefit of the respective community, the Company may advance certain amounts of money to a physician to assist in establishing his or her practice.

The Company accounts for its physician minimum revenue guarantees in accordance with the provisions of ASC 460, "Guarantees" ("ASC 460"). In accordance with ASC 460, the Company records a contract-based intangible asset and a related guarantee liability for new physician minimum revenue guarantees. The contract-based intangible asset is amortized as a component of other operating expenses, in the accompanying consolidated statements of operations, over the period of the physician contract, which typically ranges from four to five years.

Certificates of Need and Certificates of Need Exemptions

The construction of new facilities, the acquisition or expansion of existing facilities and the addition of new services and certain equipment at the Company's facilities may be subject to state laws that require prior approval by state regulatory agencies. These certificate of need laws generally require that a state agency determine the public need and give approval prior to the construction or acquisition of facilities or the addition of new services. The Company has acquired facilities in certain states that have adopted certificate of need laws. The Company has determined that these intangible assets have an indefinite useful life.

Licenses, Provider Numbers, Accreditations and Other

To operate hospitals, the Company must obtain certain licenses, provider numbers and accreditations from federal, state and other accrediting agencies. The Company has acquired facilities in certain jurisdictions that require licenses, provider numbers and accreditations.

Kindred Transaction

In connection with the Kindred Transaction, indefinite-lived intangible assets comprised of certificates of need and licenses totaling $41 million were transferred from ScionHealth to the Company, and indefinite-lived intangible assets comprised of certificates of need and provider numbers totaling $6 million were transferred from the Company to ScionHealth.

Amortization Expense

Amortization expense for the Company's intangible assets during the years ended December 31, 2021, 2020 and 2019 was $8 million, $9 million and $14 million, respectively.

Total estimated amortization expense for the Company's intangible assets during the next five years are as follows (in millions):

2022	$	5
2023		3
2024		2
2025		1
	$	11

Note 6. Income Taxes

For the years ended December 31, 2021 and 2020, the Company recognized a benefit from income taxes of $27 million and $64 million, respectively, compared to a provision for income taxes of $78 million for the year ended December 31, 2019. The benefit from income taxes recognized for the year ended December 31, 2021 is primarily a result of a reduction in the valuation allowance for certain deferred tax assets, partially offset by limitations on the tax deductibility of interest expense (back to its previous limitation of 30% of adjusted taxable income), stock-based compensation expense, write-offs of goodwill associated with divestitures and certain transaction and advisory costs recognized during the year ended December 31, 2021.

The (benefit from) provision for income taxes for the years ended December 31, 2021, 2020 and 2019 consisted of the following (in millions):

	2021	2020	2019
Current:			
Federal	$ 46	$ (73)	$ 68
State	5	8	8
	51	(65)	76
Deferred:			
Federal	23	99	(81)
State	(7)	38	(20)
	16	137	(101)
Change in valuation allowance	(94)	(136)	103
Total	$ (27)	$ (64)	$ 78

The following table reconciles the differences between the statutory federal income tax rate to the Company's effective tax rate on net income before income taxes and including net income attributable to noncontrolling interests and redeemable noncontrolling interests for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Federal statutory rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal income tax benefits	(2.6)	3.8	(26.3)
Change in valuation allowance	(83.3)	(56.5)	171.0
Tax effect of goodwill write-offs and impairments	9.9	0.2	1.8
Noncontrolling interests and redeemable noncontrolling interests	-	(1.9)	(7.4)
State net operating loss carryforward expirations, refunds and rate change	-	10.4	-
Rate benefit from federal net operating loss carryback to 35% year	-	(3.8)	-
Nondeductible acquisition and merger-related costs	30.2	-	(24.2)
Other nondeductible expenses and other items	1.1	0.4	7.1
Effective income tax rate	(23.7) %	(26.4) %	143.0 %

Deferred income taxes result from temporary differences in the recognition of assets, liabilities, revenues and expenses for financial accounting and tax purposes. Sources of these differences and the related tax effects were as follows as of December 31, 2021 and 2020 (in millions):

	2021	2020
Deferred income tax liabilities:		
Depreciation and amortization	$ (130)	$ (61)
Right-of-use operating lease assets	(61)	(99)
Tax deductible goodwill	(26)	(29)
Investments in partnerships	(123)	-
Other	(6)	(6)
Total deferred income tax liabilities	(346)	(195)
Deferred income tax assets:		
Provision for doubtful accounts	34	64
Employee compensation	51	64
Net operating loss carryforwards	109	99
Insurance reserves	76	72
Section 163(j) interest expense carryforward	47	14
Investments in partnerships	36	60
Right-of-use operating lease obligations	62	100
Deferred loss on sale of facilities	37	-
Other	52	64
Total deferred income tax assets	504	537
Valuation allowance	(197)	(360)
Net deferred income tax assets	307	177
Deferred income taxes	$ (39)	$ (18)

Noncurrent deferred income tax liabilities totaled $39 million and $18 million at December 31, 2021 and 2020, respectively, and are included under the caption “Other long-term liabilities” on the accompanying consolidated balance sheets. As of December 31, 2021, the Company had federal net operating loss carryforwards (“NOLs”) of approximately $31 million and state and local NOLs of approximately $3.2 billion that expire at various dates between 2022 and 2039 or have an indefinite carryforward period. The Company has established a valuation allowance for deferred tax assets at December 31, 2021 and 2020, due to the uncertainty of realizing these assets in the future. During the year ended December 31, 2021, we reduced our valuation allowance by $163 million as a result of the transfers and utilization of certain net deferred tax assets and liabilities between us and ScionHealth.

The Company made federal income tax payments of $50 million and $33 million for the years ended December 31, 2021 and 2020, respectively. No federal income tax payments were made during the year ended December 31, 2019. A net refund of federal income taxes previously paid by Legacy LifePoint for the tax year ended December 31, 2013, in the amount of $23 million was received during the year ended December 31, 2021 related to the carryback of the final Legacy LifePoint federal NOL generated for the year ended November 16, 2018, to the tax year ended December 31, 2013. In addition, the Company received a net refund of federal income taxes previously paid by Legacy LifePoint for the tax year ended December 31, 2017, in the amount of $59 million during the year ended December 31, 2019. The 2017 tax year refund resulted from an automatic accounting method change, for tax purposes, related to income recognition made by Legacy LifePoint. The Company made net state and local income tax payments in the amount of $17 million, $5 million, and $1 million for the years ended December 31, 2021, 2020 and 2019, respectively.

The Company’s policy is to accrue interest and penalties related to potential underpayment of income taxes within the provision for income taxes. Interest is computed on the difference between the Company’s uncertain tax benefit positions and the amount deducted or expected to be deducted in our income tax returns.

The Company files a consolidated U.S. federal income tax return, as well as income tax returns in various state jurisdictions. All of the Company’s tax years are subject to examination by the Internal Revenue Service and various state taxing authorities.

Note 7. Other Current Liabilities

The following table provides information regarding the Company's other current liabilities, which are included in the accompanying consolidated balance sheets at December 31, 2021 and 2020 (in millions):

	2021	2020
Accrued interest	$ 44	$ 33
Current portion of self-insurance reserves	79	82
Self-insured medical benefits liabilities	46	38
Current portion of right-of-use operating lease obligations	61	44
Accrued property taxes	23	20
Medicaid supplemental payment program provider taxes	23	24
Liabilities held for sale	-	129
Accrued expenses and other	245	221
	$ 521	$ 591

Note 8. Leases

Summary

The Company leases real property and equipment under finance and operating leases. The leases expire at various times and have various renewal options. For leases with terms greater than 12 months, the Company records the related assets and obligations at the present value of lease payments over the term. Interest rates used in computing the present value of the lease payments are based on the Company's incremental borrowing rate at the inception of the lease. The Company's lease agreements generally require the Company to pay maintenance, repairs, taxes and insurance costs.

The following table presents certain information related to the Company's lease assets and liabilities at December 31, 2021 and 2020 (dollars in millions):

	Balance Sheet Classification	2021	2020
Assets:			
Finance leases	Property and equipment, net	$ 635	$ 678
Operating leases	Other long-term assets	609	368
Total lease assets		$ 1,244	$ 1,046
Liabilities:			
Current:			
Finance leases	Current maturities of long-term debt	$ 106	$ 30
Operating leases	Other current liabilities	61	44
Long-term:			
Finance leases	Long-term debt, net	805	1,018
Operating leases	Other long-term liabilities	546	335
Total lease liabilities		$ 1,518	$ 1,427
Weighted-average remaining term (in years):			
Finance leases		13.2	22.6
Operating leases		10.1	12.9
Weighted-average discount rate:			
Finance leases		6.4 %	7.9 %
Operating leases		7.3 %	8.9 %

The following table presents certain information related to finance and operating lease expense for the years ended December 31, 2021, 2020 and 2019 (in millions):

	Statement of Operations Classification	2021	2020	2019
Finance lease expense:				
Amortization related to lease assets	Depreciation and amortization	$ 44	$ 47	$ 28
Interest related to lease liabilities	Interest expense, net	82	91	36
Operating lease expense	Other operating expenses, net	76	86	80
Short-term, variable and other lease expense	Other operating expenses, net	45	47	48
Total lease expense		$ 247	$ 271	$ 192

The following table presents supplemental cash flow information related to finance and operating leases for the years ended December 31, 2021, 2020 and 2019 (in millions):

	2021	2020	2019
Operating cash flows related to operating leases	$ 118	$ 128	$ 123
Operating cash flows related to finance leases	$ 79	$ 82	$ 33
Financing cash flows related to finance leases	$ 29	$ 20	$ 19

The following table reconciles the undiscounted cash flows to the finance and operating lease obligations included in the consolidated balance sheet at December 31, 2021 (in millions):

	Finance Leases	Operating Leases
2022	$ 147	$ 105
2023	75	101
2024	75	88
2025	83	83
2026	76	76
Thereafter	707	406
Total minimum lease payments	1,163	859
Less: Amounts attributable to interest	(575)	(252)
Present value of minimum lease payments	588	607
Non-cash portions of finance lease obligations	323	-
Less: Current portions of lease obligations	(106)	(61)
Long-term portion of lease obligations	$ 805	$ 546

Kindred Transaction

In connection with the Kindred Transaction, right-of-use operating lease assets and liabilities of $439 million and $435 million, respectively, were transferred from ScionHealth to the Company, and right-of-use operating lease assets and liabilities of $21 million and $22 million, respectively, were transferred from the Company to ScionHealth. Additionally, the Company transferred finance lease obligations with a carrying value of $332 million to ScionHealth.

2021 Lease Modifications

On August 1, 2021, the Company sold KershawHealth, which was subject to the Amended and Restated Master Lease Agreement with certain affiliates of Medical Properties Trust, Inc. ("MPT"), dated March 21, 2016 (the "A&R Capella Master Lease") and paid $28 million to MPT to terminate its lease obligation associated with KershawHealth. The removal of KershawHealth from the A&R Capella Master Lease triggered a lease modification for accounting purposes in accordance with ASC 842, which resulted in the reclassification of right-of-use operating lease assets and obligations of $98 million and $106 million, respectively, related to certain other properties subject to the A&R Capella Master Lease, to property and equipment and finance lease obligations of $129 million and $137 million, respectively.

Effective December 23, 2021, the Company terminated the A&R Capella Master Lease, the Amended and Restated Hot Springs Master Lease Agreement with certain affiliates of MPT, dated March 21, 2016 (the "Hot Springs Lease") and the 2019 Master Lease (defined below), and certain subsidiaries of the Company entered into a new master lease agreement with certain affiliates of MPT, dated December 23, 2021, with respect to ten of the Company's facilities (the "2021 Master Lease"). The 2021 Master Lease has a term of 15 years. The entry into the 2021 Master Lease triggered a lease modification for accounting purposes in accordance with ASC 842, which resulted in the reclassification of right-of-use operating lease assets and obligations of $61 million and $66 million, respectively, related to the Hot Springs Lease, to property and equipment and finance lease obligations of $41 million and $46 million, respectively. All of the facilities subject to the 2021 Master Lease are accounted for as finance leases as of December 31, 2021. Additionally, as a result of decreases in the lease term and discount rates associated with the 2021 Master Lease, the Company's finance lease obligations include a non-cash end-of-term deferred gain of $316 million.

2019 Sale Leaseback Transaction

Effective December 17, 2019, certain subsidiaries of the Company (collectively, the "2019 LifePoint Entities") entered into a Real Property Asset Purchase Agreement (the "Real Property APA") with certain affiliates of MPT (the "2019 Sale Leaseback Transaction"). Pursuant to the Real Property APA, the 2019 LifePoint Entities sold the real estate of eleven facilities to certain affiliates of MPT, and immediately thereafter the 2019 LifePoint Entities and certain affiliates of MPT entered into an agreed upon master lease agreement dated December 17, 2019 (the "2019 Master Lease").

In connection with the 2019 Sale Leaseback Transaction, the Company received an aggregate amount of sale proceeds of $700 million and incurred $18 million of transaction-related expenses, which is included under the caption "Transaction-related costs" in the accompanying consolidated statement of operations for the year ended December 31, 2019.

Lease Covenants

Certain of the Company's lease agreements contain financial covenants based on certain fixed charges. The failure to meet or obtain a waiver of such covenants or otherwise cure such non-compliance could result in an event of default under the applicable lease.

Note 9. Investments

Investments

The Company accounts for its investments in entities in which the Company does not control under either the cost method or the equity method of accounting in accordance with ASC 321 or ASC 323, respectively. The Company does not consolidate its cost and equity method investments, but rather measures them at their initial costs and then subsequently adjusts their carrying values through income for their respective shares of the earnings or losses during the period or evaluates them for impairment and observable price changes. Investment income is included under the caption "Other operating expenses, net" in the accompanying consolidated statements of operations.

The following table presents the changes in the Company's investments during the years ended December 31, 2021 and 2020 (in millions):

Balance at January 1, 2020	$ 274
Income	44
Contributions	4
Distributions and other	(42)
Sale of equity method investment	(24)
Balance at December 31, 2020	256
Income	83
Contributions	7
Distributions and other	(61)
ScionHealth Class B Units	350
Other investments recognized in connection with the Kindred Transaction	20
Balance at December 31, 2021	$ 655

ScionHealth Class B Units

In connection with the Kindred Transaction, LifePoint acquired Class B Units in ScionHealth (the "Class B Units") with an aggregate value of $350 million. The Class B Units in ScionHealth, a privately held company, do not have a readily determinable fair value, and therefore, the Company has accounted for the Class B Units using the measurement alternative in accordance with ASC 321. The Company's investment in the Class B Units was recorded at $350 million and there were no observable price changes or transactions between the date of acquisition and December 31, 2021. The Class B Units are perpetual non-convertible non-voting units that accrue cumulative dividends at the rate of 10.00% per annum and, upon liquidation, are entitled to a return of their nominal value issue price plus accrued, unpaid dividends.

Note 10. Noncontrolling Interests and Redeemable Noncontrolling Interests

Noncontrolling Interests

Noncontrolling interests represent the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. The Company's accompanying consolidated financial statements include all assets, liabilities, revenues and expenses at their consolidated amounts, which include the amounts attributable to the Company and the noncontrolling interest. The Company recognizes as a separate component of equity and earnings on the portion of income or loss attributable to noncontrolling interests based on the portion of the entity not owned by the Company.

The following table presents the changes in the Company's noncontrolling interests during the years ended December 31, 2021 and 2020 (in millions):

Balance at January 1, 2020	$	26
Net income attributable to noncontrolling interests		8
Distributions		(2)
Balance at December 31, 2020		32
Net income attributable to noncontrolling interests		5
Distributions		(3)
Noncontrolling interests recognized in connection with the Kindred Transaction		317
Balance at December 31, 2021	$	351

Redeemable Noncontrolling Interests

Certain of the Company's noncontrolling interests include redemption features that cause these interests not to meet the requirements for classification as equity in accordance with ASC 480-10-S99-3, "Distinguishing Liabilities from Equity." Redemption features related to these interests could require the Company to deliver cash, if exercised. Accordingly, these redeemable noncontrolling interests are classified in the mezzanine section of the Company's accompanying consolidated balance sheets under the caption "Redeemable noncontrolling interests." Changes in the fair value of the Company's redeemable noncontrolling interests are recognized as adjustments to consolidated stockholders' equity.

The following table presents the changes in the Company's redeemable noncontrolling interests during the years ended December 31, 2021 and 2020 (in millions):

Balance at January 1, 2020	$	148
Reclassification of equity to redeemable noncontrolling interests related to Emory joint venture		26
Net income attributable to redeemable noncontrolling interests		14
Fair value adjustments		5
Distributions and repurchases		(12)
Balance at December 31, 2020		181
Net income attributable to redeemable noncontrolling interests		4
Distributions and repurchases		(23)
Redeemable noncontrolling interests transferred in connection with the Kindred Transaction		(23)
Balance at December 31, 2021	$	139

Note 11. Fair Value of Financial Instruments

Fair Value Hierarchy

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the Company utilizes the fair value hierarchy pursuant to ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820") that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumption about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The inputs used to measure fair value are classified into the following fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.
Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
Level 3: Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Level 3 includes values determined using pricing models, discounted cash flow methodologies, or similar techniques reflecting the Company's own assumptions.

In instances where the determination of the fair value hierarchy measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment of factors specific to the asset or liability.

Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities

The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and other current liabilities approximate fair value because of the short-term nature of these instruments.

Long-Term Debt

The carrying amounts and fair values of the Company's ABL Facility, Term Loan Facility, 6.75% Secured Notes, 4.375% Secured Notes, 9.75% Unsecured Notes and 5.375% Unsecured Notes, excluding unamortized debt issuance costs and premium, as of December 31, 2021 and December 31, 2020 were as follows (in millions):

	Carrying Amount		Fair Value	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
ABL Facility	$ -	$ -	$ -	$ -
Term Loan Facility	$ 3,215	$ 3,215	$ 3,211	$ 3,211
6.75% Secured Notes	$ 600	$ 600	$ 626	$ 641
4.375% Secured Notes	$ 600	$ 600	$ 603	$ 600
9.75% Unsecured Notes	$ 1,425	$ 1,425	$ 1,500	$ 1,557
5.375% Unsecured Notes	$ 500	$ 500	$ 493	$ 496

The fair values of the Company's long-term debt instruments were estimated based on the average bid and ask price as determined using published rates and categorized as Level 2 within the fair value hierarchy in accordance with ASC 820.

Interest Rate Swap

The Company measures its Interest Rate Swap at fair value on a recurring basis. The fair value of the Company's Interest Rate Swap is based on quotes from its counterparty. The Company considers those inputs to be Level 2 in the fair value hierarchy. At December 31, 2021 and 2020, the fair value of the Company's Interest Rate Swap was a total liability of $4 million and $31 million, respectively. At December 31, 2021, the total liability is included under the caption "Other current liabilities" in the Company's accompanying consolidated balance sheet. Of the total liability at December 31, 2020, $26 million is included under the caption "Other current liabilities" and $5 million is included under the caption "Other long-term liabilities" in the Company's accompanying consolidated balance sheet.

The Company has not designated its Interest Rate Swap as a cash flow hedge in accordance with ASC 815, "Derivatives and Hedging." Accordingly, all changes in the fair value of the Company's Interest Rate Swap are recognized through interest expense in its statements of operations. The Company recognized non-cash interest income of $27 million during the year ended December 31, 2021, compared to non-cash interest expense of $7 million and $19 million during the years ended December 31, 2020 and 2019, respectively, related to changes in the fair value of its Interest Rate Swap. The Interest Rate Swap terminated on February 19, 2022.

Financial Liabilities

The Company has a contingent consideration liability payable to the former owners of Canyon Vista Medical Center ("Canyon Vista") that represents the Level 3 estimated fair value of the contingent consideration using unobservable inputs and assumptions available to the Company. The key assumptions used in estimating the fair value of the Canyon Vista contingent consideration liability are the range of probabilities that the payments will be earned by the seller and a discount rate adjusted for the Company's credit risk.

At December 31, 2021 and 2020, the Canyon Vista contingent consideration liability was recorded at an estimated fair value of $19 million, of which $2 million is included under the caption "Other current liabilities" at December 31, 2021 and 2020, and $17 million is included under the caption "Other long-term liabilities" in the Company's accompanying consolidated balance sheets. For the year ended December 31, 2020, the Company recognized a non-cash charge of $5 million related to the change in the estimated fair value of the Canyon Vista contingent consideration liability, which is included under the caption "Other non-operating losses, net" on the accompanying consolidated statement of operations.

Note 12. Employee Benefit Plans

Defined Benefit Pension Plans

In connection with the LifePoint/RCCH Merger, the Company acquired certain assets and assumed certain liabilities associated with two separate defined benefit pension plans (i) associated with certain employees of Marquette General Hospital covered by a collective bargaining agreement (the "Marquette Pension Plan") and (ii) associated with certain non-union employees of Bell Hospital (the "Bell Pension Plan" and, collectively with the Marquette Pension Plan, the "Pension Plans"). Both Pension Plans are closed to new participants. Participants in the Marquette Pension Plan are required to make annual contributions totaling 6% of annual compensation to the Marquette Pension Plan to continue accruing benefits. Participants in the Bell Pension Plan no longer accrue benefits. The Company makes contributions to the Pension Plans sufficient to meet its minimum funding requirements as prescribed by the Employee Retirement Income Security Act of 1974, as amended.

Status and Expense

The following table presents the changes in the benefit obligations and plan assets of the Pension Plans during the years ended December 31, 2021 and 2020 and the unfunded liability of the Pension Plans at December 31, 2021 and 2020 (in millions):

	2021	2020
Change in benefit obligations:		
Benefit obligations at beginning of year	$ 77	$ 70
Service costs	1	1
Interest costs	2	2
Actuarial (gain) loss	(4)	6
Benefits paid	(3)	(2)
Benefit obligations at end of year	73	77
Change in plan assets:		
Fair value of plan assets at beginning of year	54	47
Actual return on plan assets	5	7
Employer contributions	2	2
Benefits and expenses paid	(2)	(2)
Fair value of plan assets at end of year	59	54
Unfunded pension benefit obligations	$ 14	$ 23

The Company recognizes changes in the funded status of the Pension Plans as a direct increase or decrease to stockholders' equity through accumulated other comprehensive income (loss). For the year ended December 31, 2021, the Company recognized a comprehensive gain of $6 million as an increase in equity. For the years ended December 31, 2020 and 2019, the Company recognized a comprehensive loss of $1 million and $5 million, respectively, as a decrease in equity. These adjustments were primarily related to changes in the Company's unfunded pension liability due to changes in the discount rates and mortality assumptions used to measure the projected benefit obligation.

The following table summarizes the projected benefit obligation, accumulated benefit obligation and fair value of plan assets related to the Pension Plans as of December 31, 2021 and 2020 (in millions):

	2021	2020
Projected benefit obligation	$ 74	$ 77
Accumulated benefit obligation	$ 70	$ 72
Fair value of plan assets	$ 59	$ 54

The following table summarizes the weighted-average assumptions used by the Company to determine its benefit obligation as of December 31, 2021 and 2020 (in millions):

	2021	2020
Discount rate	2.8 %	2.5 %
Rate of compensation increases, when applicable	3.0 %	3.0 %

Plan Assets

The investment policy for the Pension Plans has been formulated to achieve a risk adjusted return that balances the need for asset growth against the risk of significant fluctuations in asset prices and the need for significant contributions from the Company. On a quarterly basis, or more frequently as necessary, the current risk levels, asset performance and expected return on assets are reviewed and evaluated against goals and targets by a committee appointed to oversee investment of the Pension Plans' assets (the "Investment Committee"). The Investment Committee strives to maintain a balance between risk and return through the use of modern portfolio theory methods, in conjunction with Monte Carlo modeling to evaluate the behavior of the portfolio under different scenarios. At December 31, 2021, the Pension Plans' investments include a balance of mutual funds and money market funds in order to achieve an overall rate of return that minimizes the need for additional employer contributions. The Company measures the fair value of its Pension Plans' assets in accordance with ASC 820.

The Pension Plans' investments in mutual funds are valued at the net asset value ("NAV") of shares reported in the active market in which the funds are traded. Because quoted prices are available for mutual funds and the markets in which they are traded are generally considered active, the Company has classified each of them as a Level 1 investment. The Pension Plans' investments in money market funds are 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. Because the inputs used to value money market funds are either directly or indirectly observable, but are not quoted prices in active markets, the Company has classified these assets as Level 2 investments. The Pension Plans' investments in pooled, common and collective funds are valued at the NAV of shares owned based on the readily determinable quoted market price that each fund publishes at the end of each day. While the underlying assets are actively traded on an exchange, the pooled, common and collective funds are not and, therefore, the Company has classified these assets as Level 2 investments.

The following table summarizes the assets of the Pension Plans, measured at fair value as of December 31, 2021 and 2020, by major asset category and aggregated by level within the fair value hierarchy (in millions):

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2021:				
Mutual funds	$ 2	$ -	2	-
Money market funds	39	39	-	-
Pooled, Common and Collective Funds	18	-	18	-
Total	$ 59	$ 39	$ 20	$ -
December 31, 2020:				
Mutual funds	$ 52	$ 52	$ -	$ -
Money market funds	2	-	2	-
Total	$ 54	$ 52	$ 2	$ -

The Company expects to contribute approximately $2 million to the Pension Plans during the year ended December 31, 2022. Additionally, the Company expects to make future benefit payments from the Pension Plans as follows for the years indicated (in millions):

2022	$ 3
2023	3
2024	3
2025	3
2026	4
Five years thereafter	18
	$ 34

Multiemployer Pension Plan

In connection with the LifePoint/RCCH Merger, the Company assumed the obligation to contribute to a multiemployer pension plan on behalf of certain employees covered by collective bargaining agreements, in accordance with the terms of such collective bargaining agreements. The Company's contributions to the multiemployer pension plan are determined based on the terms of the applicable collective bargaining agreements. Multiemployer plans are different from single-employer plans because assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. Also, if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. If the Company stops participating in the multiemployer plan, the Company may be required to pay a withdrawal liability based on its portion of the unfunded status of the plan. Currently, the Company does not anticipate ending its participation in this plan.

Defined Contribution Plans

During 2021, the Company maintained a defined contribution retirement plan covering a majority of its employees and a separate defined contribution retirement plan covering the employees at Community Medical Center. These defined contribution plans contain discretionary matching contribution formulas and definite non-elective contribution formulas for employees at certain facilities. The Company's expense related to its defined contribution plans was $30 million for the year ended December 31, 2021 and $31 million for each of the years ended December 31, 2020 and 2019, respectively. Effective as of the end of the day on December 31, 2021, the plan covering Community Medical Center employees was merged into the plan covering LifePoint Employees.

Deferred Compensation Plans

The Company maintains supplemental deferred compensation plans with respect to certain of its employees and affiliated physicians. As of December 31, 2021 and 2020, the assets associated with these deferred compensation plans were $64 million and $56 million, respectively, and the liabilities were $68 million and $60 million, respectively. These amounts are included under the captions “Other long-term assets” and “Other long-term liabilities”, respectively, on the accompanying consolidated balance sheets at December 31, 2021 and 2020.

Note 13. Stock-Based Compensation

The Parent is authorized to issue profits units (the “Units”) to employees, executives, and directors of the Company, under the terms and conditions of the Parent Partnership Agreement. The Company has determined that the Units are a substantive class of members’ equity for accounting purposes because the Units are legal equity of the Parent, they have participation features, including distribution and liquidation rights, which allow them to participate in the residual returns of the Parent and vested interests are retained upon termination. As a result, these awards are accounted for under ASC 718, “Compensation – Stock Compensation” (“ASC 718”).

In June 2021, certain affiliates of the Parent completed the sale of the Parent, including the Company and its subsidiaries, to other affiliates of the Parent (the “Parent Transaction”). Following the Parent Transaction, the Company continues to be owned by affiliates of the Parent and the transaction had no business or operational impact on the Company. However, in connection with the Parent Transaction, all unvested and outstanding Units held by certain current employees, executives, and directors of the Company became vested. The Company has accounted for this event as a modification in accordance with ASC 718 and recognized additional stock-based compensation expense of $112 million during the nine months ended September 30, 2021 related to the modification and accelerated vesting of such Units. Additionally, for the nine months ended September 30, 2021, the Company made cash distributions to the Parent of $93 million to partially fund the Parent’s repurchase of certain previously issued Units and capital units, primarily held by certain former employees, as well as certain current employees, executives, and directors of the Company.

Following the Parent Transaction, on June 25, 2021, an aggregate of 20,775,000 Units were granted to certain executives and employees of the Company under the Parent Partnership Agreement and a newly adopted equity incentive plan and an additional 1,000,000 Units were granted on September 28, 2021.

Service Units

Service Units have been granted to certain members of the board of directors, but there are none currently outstanding, and Tranche A Units to certain of our and our affiliates’ employees, executives and consultants. Units that have been granted to members of the board of directors vest on a time-basis only, on the date that is the earliest of (i) six months and one day following grant date or (ii) the date of the applicable director’s termination of service due to death, disability or as a result of the director’s removal from the board of directors other than for cause. Tranche A Units granted to certain employees, executives and consultants vest in equal installments on the last day of each of the first twenty calendar quarters that commence on or after the grant date. Service Units will automatically vest upon the sale of the Company. In the event of an initial public offering, all unvested Service Units will remain outstanding and continue to vest based on the stated vesting pattern. Unvested Service Units are forfeited upon a holder’s termination of service.

Service Units are accounted for as equity awards and related compensation expense is recognized ratably over the vesting period. As of December 31, 2021, Service Units had unrecognized compensation expense of $23 million. The expense is expected to be recognized over a weighted-average period of 2.4 years from December 31, 2021.

Performance Units

Performance Units, which have been granted as Tranche B Units and Tranche C Units, will vest based upon equity holders of the Parent realizing certain targeted multiples of invested capital (“MOIC thresholds”). Performance Units are accounted for as equity awards with expense recognition occurring upon the realization of the stated MOIC thresholds due to a liquidity event. Unvested Units that do not vest on termination are forfeited upon such termination, subject to certain conditions.

The following table summarizes the Company's total stock-based compensation expense for the years ended December 31, 2021, 2020 and 2019 (in millions):

	2021	2020	2019
Service Units	$ 30	$ 2	$ 4
Performance Units	87	-	1
	117	2	5
Modification expense for awards classified as a liability	-	3	3
Total stock-based compensation expense	$ 117	$ 5	$ 8

Valuation Assumptions

The fair value of all Units was determined using a Monte Carlo simulation framework. The following table shows the weighted average assumptions used by the Company to develop the fair value estimates and the resulting estimates of weighted-average fair value per Unit granted during the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Common equity value of the Company (in millions)	$ 3,600	$ 1,999	$ 1,672
Expected volatility	63.1 %	48.0 %	38.0 %
Risk-free interest rate	0.92 %	0.60 %	2.90 %
Expected dividends	-	-	-
Average expected term (years)	5.0	3.7	5.0

Units Activity

The following represents the activity of the Units for the years ended December 31, 2021, 2020 and 2019:

	Service Units		Performance Units			
	Tranche A and Units to the Board	Weighted Average Grant Date Fair Value per Unit	Tranche B	Weighted Average Grant Date Fair Value per Unit	Tranche C	Weighted Average Grant Date Fair Value per Unit
Unvested at January 1, 2019	2,709,758	$ 0.97	4,475,010	$ 0.47	2,237,505	$ 0.31
Granted	6,996,576	1.23	6,868,920	0.80	3,884,460	0.63
Vested	(2,893,910)	1.07	(891,400)	0.54	-	-
Forfeited	(85,044)	1.18	(136,640)	0.60	(514,020)	0.38
Unvested at December 31, 2019	6,727,380	1.19	10,315,890	0.68	5,607,945	0.53
Granted	2,197,487	1.08	2,103,320	1.08	1,051,660	1.08
Vested	(2,217,947)	1.10	-	-	-	-
Forfeited	(75,100)	1.19	(110,000)	0.74	(55,000)	0.60
Unvested at December 31, 2020	6,631,820	1.19	12,309,210	0.75	6,604,605	0.61
Granted	7,329,723	3.51	7,258,331	2.39	7,258,316	2.04
Vested	(7,381,809)	1.41	(12,221,590)	0.75	(6,560,795)	0.61
Forfeited	(30,529)	1.18	(87,620)	0.58	(43,810)	0.38
Unvested at December 31, 2021	6,549,205	$ 3.53	7,258,331	$ 2.39	7,258,316	$ 2.04

Note 14. Commitments and Contingencies

Capital Expenditure Commitments

The Company is reconfiguring some of its facilities to more effectively accommodate patient services and to provide for a greater variety of services. The Company has incurred approximately $162 million in costs related to uncompleted projects as of December 31, 2021, which is included under the caption "Property and equipment, at cost" in the Company's accompanying consolidated balance sheet. At December 31, 2021, these uncompleted projects had an estimated cost to complete of approximately $179 million. The estimated timeframe for completion of these projects generally ranges from less than one year up to two years. Additionally, the Company is subject to annual capital expenditure commitments in connection with several of its facilities. At December 31, 2021, the Company estimated its total remaining capital expenditure commitments to be approximately $738 million. The majority of this amount represents long-term commitments that are computed as a percentage of revenues.

Legal Proceedings and General Liability Claims

Healthcare facilities, including the Company and its facilities, are, from time to time, subject to claims and suits arising in the ordinary course of business, including claims for damages for personal injuries, medical malpractice, breach of contracts, wrongful restriction of or interference with physicians' staff privileges and employment related claims. In certain of these actions, plaintiffs request payment for damages, including punitive damages that may not be covered by insurance.

In addition, the Company is subject to the regulation and oversight of various state and federal governmental agencies. Further, under the False Claims Act, private parties have the right to bring qui tam, or "whistleblower," suits against healthcare facilities that submit false claims for payments to, or improperly retain identified overpayments from, governmental payers. Some states have adopted similar state whistleblower and false claims provisions. These qui tam or "whistleblower" actions initiated under the civil False Claims Act may be pending but placed under seal by the court to comply with the False Claims Act's requirements for filing such suits. As a result, they could be proceeding without the Company's knowledge. If a provider is found to be liable under the False Claims Act, the provider may be required to pay up to three times the actual damages sustained by the government plus substantial civil monetary penalties that are subject to annual adjustment for inflation for each separate false claim.

Although the healthcare industry has seen numerous ongoing investigations related to compliance and billing practices, hospitals, in particular, continue to be a primary enforcement target for the OIG, the Department of Justice ("DOJ") and other governmental agencies and fraud and abuse programs. Certain of the Company's individual facilities have received, and from time to time, other facilities may receive, inquiries or subpoenas from Medicare Administrative Contractors, and federal and state agencies. Any proceedings against the Company may involve potentially substantial amounts as well as the possibility of civil, criminal, or administrative fines, penalties, or other sanctions, which could be material. Settlements of suits involving Medicare and Medicaid issues routinely require both monetary payments as well as corporate integrity agreements. Depending on whether the underlying conduct in these or future inquiries or investigations could be considered systemic, their resolution could have a material adverse effect on the Company's financial position, results of operations and liquidity.

The Company does not control and cannot predict with certainty the progress or final outcome of discussions with government agencies, investigations and legal proceedings against the Company. Therefore, the final amounts paid to resolve such matters, claims and obligations could be material and could materially differ from amounts currently recorded, if any. Any such changes in the Company's estimates or any adverse judgments could materially adversely impact the Company's future results of operations and cash flows.

The Company accrues an estimate for a contingent liability when losses are both probable and reasonably estimable. The Company reviews its accruals each quarter and adjusts them to reflect the impact of developments, advice of legal counsel and other information pertaining to a particular matter.

Note 15. Subsequent Events

In accordance with the provisions of ASC 855, "Subsequent Events," the Company evaluated all material events subsequent to the balance sheet date through April 5, 2022, the date of issuance, for events requiring disclosure or recognition in the Company's consolidated financial statements. There were no subsequent events requiring disclosure or recognition in the Company's consolidated financial statements other than those noted below or included elsewhere in this Report.

Entry into Agreement to Sell Colorado Plains Medical Center and Western Plains Medical Complex

On January 31, 2022, the Company entered into a definitive agreement with an unrelated third-party to sell Colorado Plains Medical Center, located in Fort Morgan, Colorado, and Western Plains Medical Complex, located in Dodge City, Kansas. The Company expects the transaction to close in the second quarter of 2022.

Investment in ScionHealth Term Loan Facility

On March 10, 2022, certain of the Company's subsidiaries invested approximately $47 million for an aggregate $50 million face amount of ScionHealth's senior secured term loan principal.

SIGNATURES

LifePoint Health, Inc. has caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

LIFEPOINT HEALTH, INC.

Date: April 5, 2022

By: /s/ Michael S. Coggin
Michael S. Coggin
Executive Vice President and Chief Financial Officer