

May 28, 2015

VIA OVERNIGHT DELIVERY

Materials Licensing Branch
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd., Suite 210
Lisle, Illinois 60532-4352

Re: Clark Memorial Hospital - Transfer of Control of NRC License No. 13-12367-01 (the
"License")

Dear Sir or Madam:

This firm represents The Regional Healthcare Network of Kentucky and Southern Indiana, LLC, a Delaware limited liability company and joint venture between LifePoint Health, Inc. and Norton Healthcare, Inc. ("RHN"). On February 23, 2015, RHN and Clark Memorial Hospital, an Indiana County Hospital existing under the laws of the State of Indiana ("Seller"), entered into a Memorandum of Understanding pursuant to which, and as will be set forth in more detail in an Asset Purchase Agreement being negotiated between the parties, RHN Clark Memorial Hospital, LLC, a Delaware limited liability company and wholly-owned subsidiary of RHN ("Buyer"), will acquire from Seller substantially all of the assets that are used in the operation of Clark Memorial Hospital, a 241-bed acute care hospital located at 1220 Missouri Avenue, Jeffersonville, Indiana 47130, including the assets and activities conducted pursuant to the above-referenced License. The parties anticipate that the proposed transaction will be effective as of 12:01 AM Eastern Daylight Time on August 1, 2015.

In accordance with NUREG-1556, Vol. 15, App. F, we enclose letters from the Buyer and Seller which provide additional information regarding the proposed transaction and respectfully request your consent to the transfer of the License to Buyer. Should you have any questions or require additional information about the proposed transaction, please contact me at (615) 850-8892 or by e-mail at Kevin.Page@wallerlaw.com.

Very truly yours,



Kevin A. Page

Enc.

RECEIVED JUN 01 2015



Clark
Memorial
Hospital

No One Cares Like Clark.

Martin A. Padgett
President And CEO

May 26, 2015

MATERIALS LICENSING BRANCH
U.S. NUCLEAR REGULATORY COMMISSION, REGION III
2443 WARRENVILLE RD., SUITE 210
LISLE, ILLINOIS 60532-4352

Re: Clark Memorial Hospital - Transfer of Control of NRC License No. 13-12367-01

Dear Sir or Madam:

In accordance with 10 C.F.R. §30.34(b) and Volume 15 of NUREG-1556, please accept this letter as an official notice to the Nuclear Regulatory Commission ("NRC") that RHN Clark Memorial Hospital, LLC ("Buyer") intends to acquire substantially all of the assets that are used in the operation of Clark Memorial Hospital, a 241-bed acute care hospital located at 1220 Missouri Avenue, Jeffersonville, Indiana 47130 (the "Hospital"), from Clark Memorial Hospital, an Indiana County Hospital existing under the laws of the State of Indiana ("Seller"). The parties anticipate that this transaction will be effective as of 12:01 AM Eastern Daylight Time on August 1, 2015 (the "Proposed Effective Date"). In connection with the transaction, the parties request the NRC's written consent to transfer the Hospital's Nuclear Materials License Number 13-12367-01 (the "Nuclear Materials License") from Seller to Buyer. For your convenience, we have attached a copy of the Hospital's Nuclear Materials License.

In addition, below please find the following information related to this transaction:

1. Provide a complete description of the transaction (transfer of stocks or assets, or merger). Indicate whether the name has changed and include the new name. Include the name and telephone number of a licensee contact who NRC may contact if more information is needed.

On February 23, 2015, The Regional Healthcare Network of Kentucky and Southern Indiana, LLC, a Delaware limited liability company and joint venture between LifePoint Health, Inc. and Norton Healthcare, Inc. ("RHN"),¹ and Seller entered into a Memorandum of Understanding pursuant to which, and as will be set forth in more detail in an Asset Purchase Agreement being negotiated between the parties, the Buyer (EIN 47-4000401), a Delaware limited liability company and wholly-owned subsidiary of RHN, will acquire from Seller substantially all of the assets that are used in the operations the Hospital, together with the businesses and facilities ancillary thereto (the "Transaction"). It is anticipated that the Transaction will close, effective as of the Proposed Effective Date.

¹ The sole members of RHN are Norton Enterprises, Inc., a Kentucky corporation and an indirect, wholly-owned affiliate of Norton Healthcare, Inc., a Kentucky non-profit corporation, and Norton Partner, LLC, a Delaware limited liability company and an indirect, wholly-owned subsidiary of LifePoint Health, Inc., a Delaware corporation.

1220 Missouri Avenue

P.O. Box 69

Jeffersonville, Indiana

47131-0069

812 283-2147

f a x 812 283-2688

Following closing, Buyer intends to operate the Hospital under its current licensed name, Clark Memorial Hospital. It is not expected that the Transaction will affect the policies, operations, facilities or equipment of the Hospital with respect to its radioactive materials licensed activities.

The individual to contact with questions regarding radioactive materials licensed activities at the Hospital is Damion Hazlett, M.D., the Radiation Safety Officer, who can be reached at (812) 283-2115.

2. Describe any changes in personnel or duties that relate to the licensed program. Include training and experience for new personnel.

No changes in personnel responsible for the Hospital's radiation safety program, the radiation safety officer, the authorized users, or any other persons identified on the license or in the license application as having responsibility for radiation safety or authorized to use licensed materials are expected to occur as a result of the Transaction.

3. Describe any changes in the organization, location, facilities, equipment or procedures that relate to the licensed program.

Other than the change of corporate ownership described in item #1, it is not anticipated that the Transaction will result in any changes in organization, locations, facilities, equipment or procedures that relate to the activities conducted under the Hospital's Nuclear Materials License.

4. Describe the status of the surveillance program (surveys, wipe tests, quality control) at the present time and the expected status at the time that control is to be transferred.

All records are accurate and up to date according to NRC requirements. The last completed survey occurred December 30, 2014 by Daves & Kelly, Inc., which concluded that the Hospital was in compliance with presently accepted standards of radiation safety. Radiation physicists conduct semi-annual surveys. It is expected that the current status of the surveillance program and schedule of surveys will continue unchanged after the Transaction.

5. Confirm that all records concerning the safe and effective decommissioning of the facility will be transferred to the transferee or to NRC, as appropriate. These records include documentation of surveys of ambient radiation levels and fixed and/or removable contamination, including methods and sensitivity.

In accordance with condition 14 of the Hospital's Nuclear Materials License, the Hospital maintains possession below limits such that decommissioning is not necessary. Buyer provides assurances that possession will continue below possession limits following the Transaction. All records will be transferred to Buyer on the Proposed Effective Date and will remain on the Hospital's premises. All surveys and wipe tests indicate that there is no contamination of the facility or equipment. Should any contamination occur prior to the

Page 3

Proposed Effective Date, it will be the responsibility of Seller to decontaminate. Should any contamination occur on or after the Proposed Effective Date, it will be the responsibility of Buyer to decontaminate.

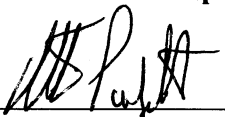
6. **Confirm that the transferee will abide by all constraints, conditions, requirements and commitments of the transferor or that the transferee will submit a complete description of the proposed licensed program.**

By signature on the enclosed letter, Buyer commits, as of the Proposed Effective Date, to abide by all constraints, conditions, requirements, representations, and commitments identified in and attributed to the existing Nuclear Materials License as issued to the Hospital. There are no open violations. Should any violations be identified prior to the Transaction, Seller will take full responsibility for such items and/or any resulting enforcement actions.

If you have questions or require additional information about this notice, please contact Kevin A. Page, Esquire of Waller Lansden Dortch & Davis, LLP, Nashville City Center, 511 Union Street, Suite 2700, Nashville, Tennessee 37219, who can be reached by phone at (615) 850-8892 or e-mail at Kevin.Page@wallerlaw.com.

By signature below, Seller evidences its intent to transfer control of the Hospital's Nuclear Materials License to Buyer as of the Proposed Effective Date. The parties will confirm the conditions of transfer when the Transaction becomes effective.

Clark Memorial Hospital

By: 
Name: Martin Padgett
Its: President and CEO

MATERIALS LICENSE

Pursuant to the Atomic Energy Act of 1954, as amended, the Energy Reorganization Act of 1974 (Public Law 93-438), and Title 10, Code of Federal Regulations, Chapter I, Parts 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, and 70, and in reliance on statements and representations heretofore made by the licensee, a license is hereby issued authorizing the licensee to receive, acquire, possess, and transfer byproduct, source, and special nuclear material designated below; to use such material for the purpose(s) and at the place(s) designated below; to deliver or transfer such material to persons authorized to receive it in accordance with the regulations of the applicable Part(s). This license shall be deemed to contain the conditions specified in Section 183 of the Atomic Energy Act of 1954, as amended, and is subject to all applicable rules, regulations, and orders of the Nuclear Regulatory Commission now or hereafter in effect and to any conditions specified below.

<p style="text-align: center;">Licensee</p> <p>1. Clark Memorial Hospital</p> <p>2. 1220 Missouri Avenue Jeffersonville, IN 47130</p>	<p>In accordance with application dated September 19, 2014,</p> <p>3. License number 13-12367-01 is renewed in its entirety to read as follows:</p> <hr/> <p>4. Expiration date March 31, 2025</p> <hr/> <p>5. Docket No. 030-01658 Reference No.</p>
---	---

- | | | |
|--|---|--|
| <p>6. Byproduct, source, and/or special nuclear material</p> <p>A. Any byproduct material permitted by 10 CFR 35.100</p> <p>B. Any byproduct material permitted by 10 CFR 35.200</p> <p>C. Any byproduct material permitted by 10 CFR 35.300</p> <p>D. Any byproduct material permitted by 10 CFR 31.11</p> <p>E. Strontium-90</p> | <p>7. Chemical and/or physical form</p> <p>A. Any</p> <p>B. Any</p> <p>C. Any</p> <p>D. Prepackaged Kits</p> <p>E. Sealed Sources</p> | <p>8. Maximum amount that licensee may possess at any one time under this license</p> <p>A. As needed</p> <p>B. As needed</p> <p>C. 1000 millicuries</p> <p>D. 2 millicurie</p> <p>E. One source not to exceed 100 millcuries.</p> |
|--|---|--|

9. Authorized use:
- A. Any uptake, dilution and excretion study permitted by 10 CFR 35.100.
- B. Any imaging and localization study permitted by 10 CFR 35.200.
- C. Any diagnostic study or therapy procedure permitted by 10 CFR 35.300.
- D. In vitro studies.
- E. For possession only, incident to disposal.

**MATERIALS LICENSE
SUPPLEMENTARY SHEET**

License Number

13-12367-01

Docket or Reference Number

030-01658

Amendment No. 38CONDITIONS

10. Licensed material may be used or stored only at the licensee's facilities located at 1220 Missouri Avenue, Jeffersonville, Indiana.
11. The Radiation Safety Officer for this license is Damion Hazlett, M.D.
12. Licensed material is only authorized for use by, or under the supervision of:
 - A. Individuals permitted to work as an authorized user, authorized nuclear pharmacist, and/or authorized medical physicist in accordance with 10 CFR 35.13 and 35.14.
 - B. The following individuals are authorized users for medical use as indicated:

Authorized UsersMaterial and Use

Mohammed Hussain, M.D.	10 CFR 35.100 and 35.200.
Dolph Martel Denny, M.D.	10 CFR 35.100 and 35.200.
William R. Fortner, M.D.	10 CFR 35.100, 35.200, 35.300 and 31.11.
Edsel S. Reed, M.D.	10 CFR 35.100, 35.200, 35.300 and 31.11.
Anthony Duncan, M.D.	10 CFR 35.100, 35.200, 35.300 and 31.11.
Kelly J. Colomb, M.D.	10 CFR 35.100, 35.200, 35.300 and 31.11.
Bapineedu Gondi, M.D.	10 CFR 35.100 and 35.200.
Gary Yurow, M.D.	10 CFR 35.100 and 35.200.
Koduvathara James, M.D.	10 CFR 35.100 and 35.200.
Carl E. Dillman, M.D.	10 CFR 35.100 and 35.200.
D. Mark Bickers, M.D.	10 CFR 35.100 and 35.200.
Wayne Shugoll, M.D.	10 CFR 35.100 and 35.200.
Armand Rothschild, M.D.	10 CFR 35.100 and 35.200.
Gurbachan Sohi, M.D.	10 CFR 35.100 and 35.200.
Sohail Ikram, M.D.	10 CFR 35.100 and 35.200.
Thomas Matthew Sweat, M.D.	10 CFR 35.100 and 35.200.
William J. Schoen, M.D.	10 CFR 35.100 and 35.200.
John Terrence Kenny, M.D.	10 CFR 35.100 and 35.200.
Frederick Albrink, M.D.	10 CFR 35.300.

**MATERIALS LICENSE
SUPPLEMENTARY SHEET**License Number
13-12367-01Docket or Reference Number
030-01658**Amendment No. 38**Authorized UsersMaterial and Use

Zaka Ur Rahman, M.D.

10 CFR 35.100 and 35.200.

Craig S. Kamen, M.D.

10 CFR 35.100, 35.200 and 35.300.

Zulfiquar Bhatti, M.D.

10 CFR 35.100 and 35.200.

Brian Worm, M.D.

10 CFR 35.100, 35.200 and 35.300.

Ali Nawab Risvi, M.D.

10 CFR 35.100 and 35.200.

Geoffrey Peters, M.D.

10 CFR 35.100 and 35.200.

Srinivasarao Manchikalapudi, M.D.

10 CFR 35.100 and 35.200.

Kendall Goldschmidt, M.D.

10 CFR 35.100, 35.200 and 35.300.

Christopher J. Day, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131 in quantities less than or equal to 33 millicuries).

Thomas C. Passo, M.D.

10 CFR 35.100 and 35.200.

Naresh Solankhi, M.D.

10 CFR 35.100 and 35.200.

Naveen Devabhaktuni, M.D.

10 CFR 35.100 and 35.200.

Mitchell Jay Kline, M.D.

10 CFR 35.100 and 35.200.

Jerome Schrodtt, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131 in quantities less than or equal to 33 millicuries).

Richard Eickler, M.D.

10 CFR 35.100 and 35.200.

Kevin P. Serey, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131).

David Musich, M.D.

10 CFR 35.300 and 31.11.

Larry M. Leslie, M.D.

10 CFR 35.100 and 35.200.

Paul J. Rogers, M.D.

10 CFR 35.100 and 35.200.

Andrea Walker, D.O.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131).

Barbara Pawley, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131 in quantities less than or equal to 33 millicuries).

Emily Folz, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131).

**MATERIALS LICENSE
SUPPLEMENTARY SHEET**

License Number

13-12367-01

Docket or Reference Number

030-01658

Amendment No. 38Authorized UsersMaterial and Use

Wayne St. Michael Gibson, M.D.

10 CFR 35.200.

Syed Raza, M.D.

10 CFR 35.200.

Anil K. Sharma, M.D.

10 CFR 35.200.

Mio Michael Stikovac, M.D.

10 CFR 35. 200.

Steve Filardo, M.D.

10 CFR 35.100 and 35.200.

Bart Dawson, M.D.

10 CFR 35.100 and 35.200.

Ibrahim Fahsah, M.D.

10 CFR 35.100 and 35.200.

Igor Singer, M.D.

10 CFR 35.100 and 35.200.

Rodney A. Samaan, M.D.

10 CFR 35. 200.

David Damion Hazlett, M.D.

10 CFR 35.100, 35.200 and 35.300 (limited to oral administration of sodium iodide-131).

Don Stacey, M.D.

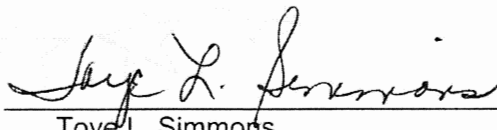
10 CFR 35.300.

13. The licensee is authorized to transport licensed material in accordance with the provisions of 10 CFR Part 71, "Packaging and Transportation of Radioactive Material."
14. Except as specifically provided otherwise in this license, the licensee shall conduct its program in accordance with the statements, representations, and procedures contained in the documents, including any enclosures, listed below. This license condition applies only to those procedures that are required to be submitted in accordance with the regulations. Additionally, this license condition does not limit the licensee's ability to make changes to the radiation protection program as provided for in 10 CFR 35.26. The U.S. Nuclear Regulatory Commission's regulations shall govern unless the statements, representations, and procedures in the licensee's application and correspondence are more restrictive than the regulations.
- A. Application dated September 19, 2014.
- B. Letter dated February 25, 2015.

FOR THE U.S. NUCLEAR REGULATORY COMMISSION

Date MAR 17 2015

By

Toy L. Simmons
Materials Licensing Branch
Region III

LIFEPOINT HEALTH

May 27, 2015

Materials Licensing Branch
U.S. Nuclear Regulatory Commission, Region III
2443 Warrenville Rd., Suite 210
Lisle, Illinois 60532-4352

Re: Clark Memorial Hospital - Transfer of Control of NRC License No. 13-12367-01

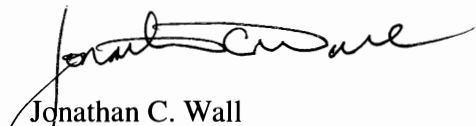
Dear Sir or Madam:

In connection with the anticipated transaction as described in the foregoing letter by Clark Memorial Hospital ("Seller"), by signature on this letter RHN Clark Memorial Hospital, LLC ("Buyer"), commits to abide by all constraints, conditions, requirements, representations, and commitments identified in and attributed to the existing NRC Nuclear Materials License Number 13-12367-01 (the "Nuclear Materials License") issued to Clark Memorial Hospital, an acute care hospital located at 1220 Missouri Avenue, Jeffersonville, Indiana 47130 (the "Hospital"), following the acquisition of substantially all of the assets of Hospital by Buyer, which is anticipated to be effective as of 12:01 AM Eastern Daylight Time on August 1, 2015 (the "Proposed Effective Date"). Additionally, Seller has informed Buyer that there are no open inspection or enforcement issues with the U.S. Nuclear Regulatory Commission. Should any violations be identified prior to the change of ownership, Seller will take full responsibility for such items and/or any resulting enforcement actions.

By signature below, Buyer evidences its intent to acquire the Hospital's Nuclear Materials License from Seller as of the Proposed Effective Date. The parties will confirm the conditions of transfer when this transaction becomes effective.

If you have questions or require additional information about this notice, please contact Kevin A. Page, Esquire of Waller Lansden Dortch & Davis, LLP, Nashville City Center, 511 Union Street, Suite 2700, Nashville, Tennessee 37219, who can be reached by phone at (615) 850-8892 or e-mail at Kevin.Page@wallerlaw.com.

Sincerely,



Jonathan C. Wall
Chief Financial Officer
RHN Clark Memorial Hospital, LLC

400 Seven Springs Way, Brentwood, Tennessee 37027

Phone: 615-370-7000

LIFEPOINTHEALTH.NET

UPS CampusShip: View/Print Label

1. **Ensure there are no other shipping or tracking labels attached to your package.** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. **Fold the printed label at the solid line below.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
UPS locations include the UPS Store[®], UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
Hand the package to any UPS driver in your area.
Take your package to any location of The UPS Store[®], UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot[®] or Staples[®]) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

Customers with a Daily Pickup

Your driver will pickup your shipment(s) as usual.

FOLD HERE

KEVIN PAGE, ESQ. 6158508147 WALLER LANSDEN DORTCH & DAVIS, 511 UNION STREET, SUITE 2700 NASHVILLE TN 37219		0.0 LBS LTR	1 OF 1
SHIP TO: MATERIALS LICENSING BRANCH U.S. NUCLEAR REGULATORY COMMISSION SUITE 210 2443 WARRENVILLE ROAD REGION III LISLE IL 60532-4352			
	IL 603 9-03 		
UPS NEXT DAY AIR		1	
TRACKING #: 1Z 3X7 355 01 9576 6290			
			
BILLING: P/P			
Reference #1: 001082 Client-Matter #: 010359-14664			
<small>CS 17.2.07. WNTINV50 63.0A 04/2015</small>			

RECEIVED JUN 01 2015