

**CLOSING CHECKLIST
ACQUISITION OF HOSPITAL
CLOSING APRIL 10, 2015 EFFECTIVE 12:01 AM APRIL 11, 2015**

Item	Closing Deliverable?	Executions Required	Responsible Parties	Completion Date	Status
APA Exhibits					
Exhibit C – Indemnity Escrow Agreement				Finalize by April 8, 2015 and Execute on April 10, 2015	Buyer law firm to prepare execution version
Exhibit D– Estoppel Letters				April 8, 2015	Seller delivering to vendors by April 3, 2015
Exhibit E – Bill of Sale				Finalize by April 8, 2015 and Execute on April 10, 2015	Buyer law firm to prepare execution version
Exhibit F – Assignments & Assumption Agreement				Finalize by April 8, 2015 and Execute on April 10, 2015	Buyer law firm to prepare execution version
Exhibit G – Restrictive Covenant Agreement				Finalize by April 8, 2015 and Execute on April 10, 2015	Buyer law firm to prepare execution version
Exhibit H – Owner Agreements				All agreements signed by owners by April 8, 2015	<ul style="list-style-type: none"> • 18 signed as of April 2nd • Seller scanning to Buyer

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				and delivered to Buyer by April 9, 2015	<ul style="list-style-type: none"> 8 agreements remaining to be signed
Exhibit I – DEA Power of Attorney				April 6, 2015	Execution copy sent to Seller on April 2 nd for execution
Exhibit J – Transition Services Agreement				April 8, 2015	Buyer to finalize internally and deliver to Seller by April 3, 2015
<u>Other Closing Deliverables</u>					
Payment Agent (Bank)					
<ul style="list-style-type: none"> Disbursement Agreement 				April 6, 2015	Redline with Buyer and Seller revisions sent to Bank on 4/1
<ul style="list-style-type: none"> Other information needed for account set-up 				April 3, 2015	All information provided to Bank by both parties on 4/1 – 4/2
<ul style="list-style-type: none"> Vendor information (Name, address, W-9s, amounts owed) 				April 8, 2015	Seller is gathering vendor information

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3/31/15 Trailing Twelve Months					Note: Buyer ok with 2/28 TTM
Executive Consulting Agreements				Delivered April 6, 2015 Signed April 8, 2015	
Certificate of Satisfaction (Seller) Certificate of Satisfaction (Buyer)				April 8, 2015	Buyer law firm to prepare
Secretary's Certificate (Seller) Secretary's Certificate (Buyer)				Finalize by April 8, 2015 and Execute on April 10, 2015	Buyer law firm to prepare
Certificate of Existence				April 8, 2015	
Bank Pay-off Letters				April 8, 2015	
Certificate of No Tax Due				April 8, 2015	
List of Accounts Payable				April 6, 2015	Buyer would like updated list of A/P on April 6 th to be updated immediately prior to closing

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Evidence of Purchased Tail Coverage				April 7, 2015	Seller obtaining to provide to Buyer
Certificate of Non-Foreign Tax Status				April 8, 2015	
2014 Audit				April 6, 2015	Chief Accounting Officer - "I would like to see their communication to the board (SAS 114) along with the drafts. It might also be helpful to hear from the partner directly that the drafts are only being held up by immaterial matters, etc."
2015 2 month interim financials				April 6, 2015	
<u>Other Agreements</u>					
Vendor Assignment/Amendment				April 8, 2015	Delivered to Vendor on April 2, 2015
Vendor #2 Assignment/Amendment				April 8, 2015	Delivered to Vendor #2 on April 2, 2015
Equipment Purchase Agreement				April 8, 2015	Delivered by Seller to Equipment Owner on April 1, 2015

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Medical Director Agreement				April 9, 2015	Buyer counsel working with on draft
Other To Do's					
Revisit Schedule 1.2					
Confirmation of Amounts Owed to Top 10 Vendors				April 7, 2015	Seller indicated on April 2 nd that they had 4 confirmations