January 11, 2019

Swain Wood, Esq.
General Counsel
North Carolina Department of Justice
9001 Mail Service Center
Raleigh, North Carolina 27699-9001

Re: ***Potential Acquisition of Mission Health System, Inc. by HCA Healthcare***

Dear Mr. Wood:

In connection with its review of the proposed transaction (the "Transaction") between Mission Health System ("Mission") and an affiliate of HCA Healthcare, Inc. ("HCA"), Mission confirms to the Office of the Attorney General of the State of North Carolina ("OAG"), with respect to its outside advisors on the Transaction (each an "Advisor") after receiving written confirmation of the same from each with respect to itself, the following:

1. As previously disclosed to the OAG, Mission's financial advisor (Cain Brothers) will receive a transaction fee upon the consummation of the closing of the transaction between HCA and Mission, which is standard for investment banking services. None of the other Advisors will receive any compensation as a result of the closing of the transaction between HCA and Mission, and any such compensation to which the Advisors are entitled from Mission is not dependent on the closing.

2. None of the Advisors will receive any discretionary "bonus" or "success fee" from Mission as a result of the closing of the transaction between HCA and Mission.

3. Each statement (if any) made to the OAG concerning any of the Advisors, of which the Advisor is aware, is true and correct to the best of the knowledge of that Advisor.

4. Moreover, neither Mission's strategic advisor (PDG Consulting), its principals, nor any company with which they are affiliated will benefit directly or indirectly as a result of the transaction between HCA and Mission.

Best regards,

Donald R. Esposito, Jr., JD
Senior Vice President & General Counsel