July 17, 2019

Gary M. Elden

111 South Wacker Drive
Chicago, Illinois 60606
t 312.704.7700
dd 312.704.7740
f 312.558.1195
gelden@shb.com

VIA ELECTRONIC MAIL

Brant Kelch
Executive Director
Highlands Physicians, Inc.
2004 American Way, Suite 201
Kingsport, TN 37660
BKelch@HighlandsPhysicians.com

Re: **Fourth Addendum to June 24, 2015 Engagement Letter –
         Highlands Physicians, Inc. ("HPI")**

Dear Brant:

This letter agreement represents a Fourth Addendum to the Shook, Hardy &
Bacon ("Shook") June 24, 2015 engagement letter ("Engagement Letter"),
September 3, 2015 addendum ("Addendum"), November 13, 2018 addendum
("Second Addendum"), and February 6, 2019 addendum ("Third Addendum")
thereto for this matter. Shook and HPI agree to and will continue to abide by
all terms and conditions in the Engagement Letter and Addendum. By
signing this Fourth Addendum, HPI and Shook agree to the following
__additional__ terms:

This engagement letter modifies the Second Addendum and the Third
Addendum.

The new terms of the engagement for the work done by Shook pursuant to the
Second Addendum and Third Addendum are as follows: Shook will represent
HPI as stated in the Second Addendum and Third Addendum. As payment for
that work, HPI will pay Shook 4% of the total, final, post-appeal amounts due to
HPI and the Class. Until December 31, 2019, HPI shall have the option to
terminate the foregoing contingency arrangement by paying Shook the hourly
rates shown on the Second Addendum and Third Addendum, plus a 0.5% per
month premium for all bills more than 30 days past due.

ATLANTA | CHICAGO | DENVER | HOUSTON | KANSAS CITY | LONDON | LOS ANGELES | MIAMI | ORANGE COUNTY | PHILADELPHIA | SAN FRANCISCO | SEATTLE | TAMPA | WASHINGTON, D.C.

4813-9388-1495

For avoidance of doubt, the original contingency agreement between Shook and HPI documented in Shook's letters of June 24, 2015 and September 3, 2015 (which excluded work on Counterclaims and Post-Verdict Work) remains unchanged.

Very truly yours,

Gary M. Elden

Gary M. Elden

The undersigned hereby accepts this Fourth Addendum to the Engagement Letter and Addenda as of the date hereof.

HIGHLANDS PHYSICIANS, INC.

_____   Dated: _____
Brant Kelch, Executive Director

GME:nf

ATLANTA | CHICAGO | DENVER | HOUSTON | KANSAS CITY | LONDON | LOS ANGELES | MIAMI | ORANGE COUNTY | PHILADELPHIA | SAN FRANCISCO | SEATTLE | TAMPA | WASHINGTON, D.C.

4813-9388-1495