

**CHARTER
OF THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF
LIFEPOINT HOSPITALS, INC.**

Purpose

The purpose of the Committee shall be (1) to identify persons qualified to become members of the Board and to recommend to the Board proposed nominees for Board membership; (2) to recommend to the Board the directors to serve on each standing committee of the Board; (3) to ensure that succession planning takes place for the position of Chief Executive Officer and other senior management positions; (4) to lead the Board in its annual review of the Board's performance; (5) to develop, recommend to the Board, and implement, a set of corporate governance standards, which standards shall set forth the key practices of the Committee and of the Board; and (6) to identify a person qualified to be the Company's Corporate Governance Officer and to recommend to the Board the election of such person as an officer of the Company.

Composition

The Committee shall consist of no fewer than three members, with the exact number to be determined by the Board. The members of the Committee shall be elected by the Board to serve until the Company's next annual meeting or until their successors are duly elected and qualified. Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"). A majority of the members of the Committee shall constitute a quorum.

Authority, Responsibilities and Duties

1. The Committee shall recommend to the Board for its approval proposed nominees for Board membership, review any candidates recommended by stockholders in accordance with the Company's Bylaws and provide a process for receipt and consideration of any such recommendations. The Committee shall seek individuals qualified to become board members and shall conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company.
2. The Committee shall evaluate the performance of each existing director before recommending to the Board his or her nomination for an additional term as a director.
3. The Committee shall review periodically the structure and respective functions of the committees of the Board and shall propose any change to such structure to the Board for its approval. The Committee shall recommend to the Board for its approval directors to serve on each standing committee of the Board. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. The Committee shall work with the Chief Executive Officer to ensure that a succession plan is in place for the position of Chief Executive Officer and other senior management positions. The

Committee shall review the Company's succession plan as frequently as it deems necessary or appropriate.

5. The Committee shall develop and recommend to the Board for its approval an annual evaluation process, which should include self evaluations completed by each member and committee of the Board. The Committee shall, on an annual basis before the selection of nominees to be considered for election to the board, solicit and receive comments from all directors and report annually to the Board with an assessment of the performance of the Board, its members and its standing committees.
6. The Committee shall establish and periodically review and reassess the adequacy of the Corporate Governance Standards of the Company and this Charter, and shall recommend any proposed changes to the Board for approval. The Committee shall establish policies to ensure compliance with applicable Nasdaq requirements with respect to continuing education for directors.
7. The Committee shall identify a person qualified to be the Company's Corporate Governance Officer and shall recommend to the Board the election of such person as an officer of the Company. The Committee shall periodically develop and recommend to the Board for its approval the authority, responsibilities and duties of the Corporate Governance Officer. The Corporate Governance Officer may serve in one or more other offices of the Company.
9. The Committee shall annually review the composition of the Board to ensure that a majority of the members are "independent" in accordance with the Marketplace Rules of Nasdaq.
10. The Committee shall ensure that the Company certifies to Nasdaq that it has adopted a formal, written Corporate Governance and Nominating Committee Charter addressing the nominations process and such related matters as may be required under the federal securities laws.
11. The Committee shall annually review the Committee's own performance. The Committee, however, shall not be required to review its own performance for any year in which the entire Board or an appropriate Board committee has conducted a review of the Committee's performance for that year.

Additional Authority, Responsibilities and Duties

The Committee shall also have the authority (1) to retain one or more search firms to assist in identifying persons that may be director candidates; (2) to retain outside legal counsel and any other advisors as it may deem in connection with the performance of its duties; (3) to determine and direct the Company to pay appropriate compensation to any such search firm, outside legal counsel or other advisor; and (4) to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate. The Committee shall make periodic reports to the Board.

Adopted: February 24, 2003
Amended: May 22, 2003
Amended: April 23, 2004