EXHIBIT V-A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW HAMPSHIRE

In re:	:	**Chapter 11**
LRGHEALTHCARE,	:	**Case No. 20-10892 (MAF)**
Debtor.[1]	:	

DECLARATION OF TODD M. PATNODE IN SUPPORT OF DEBTOR'S SALE MOTION

I, Todd M. Patnode, declare, pursuant to section 1746 of title 28 of the United States Code, that:

1. I am a Managing Director of Deloitte Transactions and Business Analytics LLP ("DTBA"), which was retained by the Debtor as its financial advisor. My office is located at 2200 Ross Avenue, Suite 1600, Dallas, TX 75201.

2. I submit this declaration in support of the *Debtor's Motion for Sale of Property Under Section 363(B) and for Order (B)(I) approving the sale of substantially all of the debtor's estate free and clear of all interests, (II) approving the assumption and assignment of certain executory contracts and unexpired leases, and (III) granting related relief* [Dkt. No. 45] (the "Sale Motion").[2]

3. Except at otherwise indicated, all the facts set forth in this Declaration are based upon my personal knowledge, upon information supplied to me or other personnel of DTBA by

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[1] The last four digits of the Debtor's federal taxpayer identification number are 2150. The address of the Debtor's headquarters is 80 Highland Street, Laconia, NH 03246.

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Sale Motion.

members of the Debtor's management or professionals, upon information learned from my review of the relevant documents, or based upon my experience and knowledge of the Debtor's financial operations and my experience in the healthcare industry generally. If called as a witness, I could and would testify to the facts set forth in this Declaration.

4. I have reviewed the Declarations of Kevin Donovan, Steven Miller, and Courtney Midanek (the "Sale Hearing Declarations") and have considered the statements contained therein in connection with the views expressed herein.

RETENTION AND ROLE OF DTBA

5. DTBA was retained by the Debtor to provide financial advisory services to the Debtor as set forth in, and pursuant to, an engagement letter dated May 27, 2020. [Dkt. No. 31, Ex. 4].

BUSINESS REASONS SUPPORTING THE SALE

6. Since DTBA began its engagement as the Debtor's financial advisor, I have become familiar with the operations of the Debtor. Specifically, I have become familiar with the Debtor's:

i. financial performance;

ii. operations and procedures;

iii. software and IT systems;

iv. staffing levels and complements; and

v. current operating cash availability and requirements.

7. I have been supervising DTBA's engagement team which has assisted the Debtor with the preparation and updating of operating budgets and cash projections for the Debtor for the past six months. Based upon management's most recent cash flow projections, which includes restructuring costs, the Debtor's current portfolio of assets cannot generate receipts that

will exceed its disbursements. Assuming no extraordinary events (e.g., another temporary cessation of elective procedures due to pandemic) the Debtor will likely exhaust all of its available cash on or about the end of the first quarter of calendar year 2021.

8. The Debtor has been experiencing a loss of revenue in recent years due in part from increased outmigration of certain medical services to competing health systems. In addition, the Debtor has not been able to negotiate higher reimbursement rates from insurance carriers. Net patient revenues have decreased over 23% percent since 2017. Average inpatient admissions and emergency department ("ED") visits for 2020 are down approximately 16.5% compared to 2019, even after the effects of the pandemic are considered. The ED is a main source of admissions to LRGH. The reduced ED visits and resulting reduction in admissions have and will impact the Debtor's cash collections in the January through March of 2021 timeframe.

9. In addition to lost revenues, the Debtor's operations have experienced years of significant financial operating losses. The Debtor is losing approximately $ 2,500,000 per month from operations and has no near-term prospects of returning to profitability. Due to the Debtor's unprofitability and anticipated cash usage, the Debtor would need to borrow or otherwise have access to millions of dollars to continue to fund its business. However, the Debtor has not been able to raise and/or borrow the requisite amount of funding to meet its capital needs.

10. During my career, I have provided services in connection with the closing of certain health systems. I have considered the effect of closing the healthcare operations of LRGH on the likely recovery to creditors. Based upon this experience and my familiarity with the Debtor's financial circumstances, a sale of substantially all assets of the Debtor will likely generate a greater recovery to its creditors than a liquidation of the Debtor's assets after the

termination of healthcare services and subsequent closure of the Debtor's operations. Additionally, based on information presently available and our analysis to date, it does not appear likely that a stand-alone chapter 11 plan of reorganization is feasible for the Debtor.

11. Accordingly, based upon the foregoing and the Sale Hearing Declarations, there is a sound business reason to support the sale because the completion of a going concern sale to the Stalking Horse pursuant to the Asset Purchase Agreement is likely to result in a significantly higher recovery by the Debtor, its estate, and its creditors, as opposed to any other available or viable alternative. Furthermore, the consummation of a transaction with a strategic partner may result in future cost savings and efficiencies, as well as provide capital support that would allow the Debtor the ability to continue to serve its markets and fulfill its charitable mission.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 18, 2020

By: */s/ Todd M. Patnode*
Todd M. Patnode, Managing Director
Deloitte Transactions and Business Analytics LLP