



North Carolina Department of Health and Human Services
Division of Health Service Regulation

Pat McCrory
Governor

Aldona Z. Vos, M.D.
Ambassador (Ret.)
Secretary DHHS

Drexdal Pratt
Division Director

July 12, 2013

Hannah M. Metzger
Baker, Donelson, Bearman, Caldwell
& Berkowitz, P.C.
Baker Donelson Center
211 Commerce Street, Suite 800
Nashville, Tennessee 37201

No Review

Facility or Business: Emerald Care, Inc.

Project Description: Conversion of Emerald Care, Inc. from corporation to limited liability company, Emerald Care, L.L.C.

County: Gaston

FID #: 923830

Dear Ms. Metzger:

The Certificate of Need Section (CON Section) received your letter of July 1, 2013 regarding the above referenced proposal. Based on the CON law **in effect on the date of this response to your request**, the proposal described in your correspondence is not governed by, and therefore, does not currently require a certificate of need. However, please note that if the CON law is subsequently amended such that the above referenced proposal would require a certificate of need, this determination does not authorize you to proceed to develop the above referenced proposal when the new law becomes effective.

It should be noted that this determination is binding only for the facts represented by you. Consequently, if changes are made in the project or in the facts provided in your correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by the Certificate of Need Section. Changes in a project include, but are not limited to: (1) increases in the capital cost; (2) acquisition of medical equipment not included in the original cost estimate; (3) modifications in the design of the project; (4) change in location; and (5) any increase in the number of square feet to be constructed.

Certificate of Need Section

www.ncdhhs.gov

Telephone: 919-855-3873 • Fax: 919-733-8139

Location: Edgerton Building • 809 Ruggles Drive • Raleigh, NC 27603

Mailing Address: 2704 Mail Service Center • Raleigh, NC 27699-2704

An Equal Opportunity/ Affirmative Action Employer



Hannah M. Metzger
July 12, 2013
Page 2

Please contact the CON Section if you have any questions. Also, in all future correspondence you should reference the Facility I.D. # (FID) if the facility is licensed.

Sincerely,



Gloria C. Hale, Project Analyst



Craig R. Smith, Chief
Certificate of Need Section

cc: Medical Facilities Planning Branch, DHSR
Acute and Home Care Licensure and Certification Section, DHSR

Howe

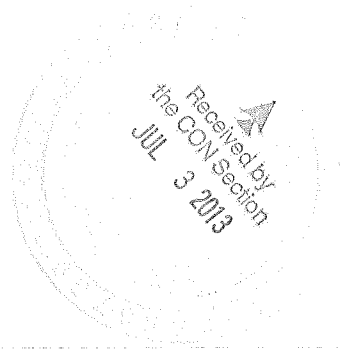
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July 1, 2013

Ms. Nancy Joyce
North Carolina Department of Health & Human Services
Division of Health Services Regulation
Raleigh Office
2712 Mail Service Center
Raleigh, North Carolina 27699-2712



Re: Amedisys 2013 Corporate Restructuring - Emerald Care, Inc.
License Number HC0353

Dear Ms. Joyce:

As you are aware, Amedisys, Inc. owns and operates certain home health agencies licensed by the North Carolina Department of Health & Human Services, Division of Health Services Regulation. Amedisys, Inc. ("Amedisys"), like other large corporate entities, owns a number of subsidiaries, which then directly own the home health agencies. Effective June 30, 2013, Amedisys undertook corporate restructuring with respect to a corporation that owns and operates a North Carolina home health agency, Emerald Care, Inc. a/k/a Emerald Care, an Amedisys Company. Effective June 30, 2013, Amedisys converted Emerald Care, Inc. from a corporation to a limited liability company, Emerald Care, L.L.C. ("LLC"). Also effective June 30, 2013, the newly converted LLC was transferred from its current corporate parent and wholly-owned Amedisys subsidiary, Accumed Health Services L.P., to another wholly-owned Amedisys subsidiary, Amedisys Holding, L.L.C.

By letter dated March 19, 2013, you advised that the above-reference transaction will not constitute a change of ownership for North Carolina licensure purposes, but will merely be a corporate restructuring. As such, we are providing notice to the North Carolina Department of Health & Human Services, Division of Health Services Regulation of the changes described herein.

Emerald Care, L.L.C. (formerly Emerald Care, Inc.) continues to own and operate the following home health agency:

Emerald Care, L.L.C. a/k/a Emerald Care, an Amedisys Company
1050 Xray Drive
Gastonia, NC 28054-7488.

Emerald Care, L.L.C. a/k/a Emerald Care, an Amedisys Company, continues to be owned by Amedisys, and operations are unchanged by the conversion. The federal employer identification number (EIN) associated with the Emerald Care legal entity will remain the same.

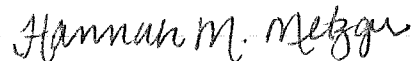
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2826014-000045 07/01/2013

The conversion will be purely an internal change within the Amedisys corporate structure. The licensed home health agency formerly directly owned by Emerald Care, Inc. will continue to be directly owned by Emerald Care, L.L.C. Amedisys, Inc. will continue to be the corporate parent and ultimate controlling entity. The ultimate responsibility for the operation of the home health agency, including the final authority to make or control operational decisions, will remain with Amedisys, Inc.

We have included a diagram, which we hope you find helpful in understanding this transaction. Per our conversation with Mike McKillup, we understand that corporate restructurings are not reviewable for North Carolina Certificate of Need purposes. However per his request, we are copying Craig Smith, Section Chief, North Carolina Department of Health & Human Services, Division of Health Service Regulation, Certificate of Need. Should you have any questions regarding the information contained in this letter, please feel free to contact me.

Sincerely,

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.

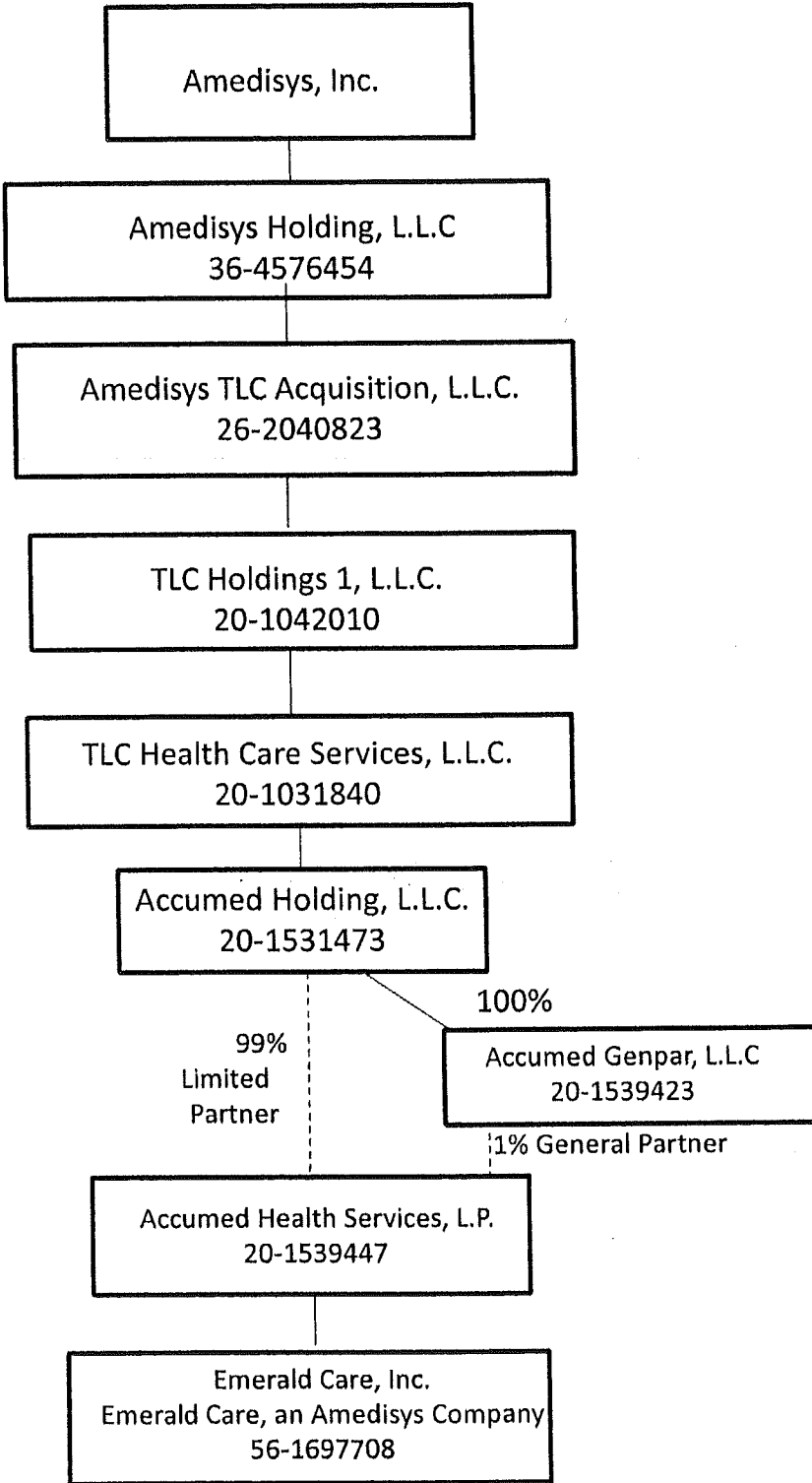


Hannah M. Metzger, Associate

Enclosure

cc: ✓ Craig Smith, North Carolina Department of Health & Human Services, Division of Health Service Regulation, Certificate of Need
Gusti McGee, Amedisys, Inc., Director-Regulatory

Before



License Number HC0353

After

Amedisys, Inc.

Amedisys Holding, L.L.C
36-4576454

Emerald Care, L.L.C.
Emerald Care, an Amedisys Company
56-1697708

License Number HC0353