



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**

ROY COOPER • Governor

KODY H. KINSLEY • Secretary

MARK PAYNE • Director, Division of Health Service Regulation

VIA EMAIL ONLY

February 12, 2024

Mary Tobin
mtobin@polsinelle.com

No Review

Record #: 4380
Date of Request: January 31, 2024
Business Name: Amedisys
Business #: 64
Project Description: Indirect ownership transfer for multiple hospice and home health agencies
County: Multiple

Dear Mary Tobin:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence regarding the projects described above. Based on the CON law **in effect on the date of this response to your request**, the projects as described are not governed by, and therefore, do not currently require a certificate of need. 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.

This determination is binding only for the facts represented in your correspondence. If changes are made in the project or in the facts provided in the correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office.

Please do not hesitate to contact this office if you have any questions.

Sincerely,

Crystal Kearney, Project Analyst

Micheala Mitchell, Chief

cc: Acute and Home Care Licensure and Certification Section, DHSR

NC DEPARTMENT OF HEALTH AND HUMAN SERVICES • DIVISION OF HEALTH SERVICE REGULATION

HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION

LOCATION: 809 Ruggles Drive, Edgerton Building, Raleigh, NC 27603
MAILING ADDRESS: 809 Ruggles Drive, 2704 Mail Service Center, Raleigh, NC 27699-2704
<https://info.ncdhhs.gov/dhsr/> • TEL: 919-855-3873

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER



150 N. Riverside Plaza, Suite 3000, Chicago, IL 60606 • (312) 819-1900

January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of
Winston-Salem
North Carolina Home Health Agency License No. HC1304
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of Winston-Salem (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC1304
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health of Winston-Salem
- Address: 1100 South Stratford Road Suite 531 Winston-Salem, NC 27103-3217

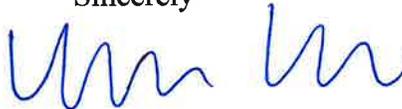
Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

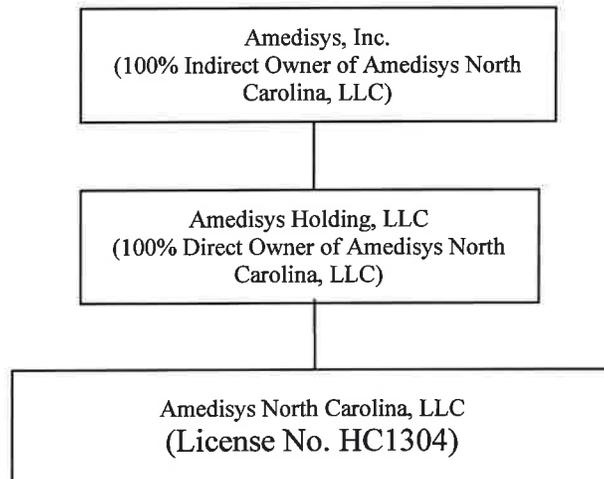
Thank you for your time and attention to this matter.

Sincerely

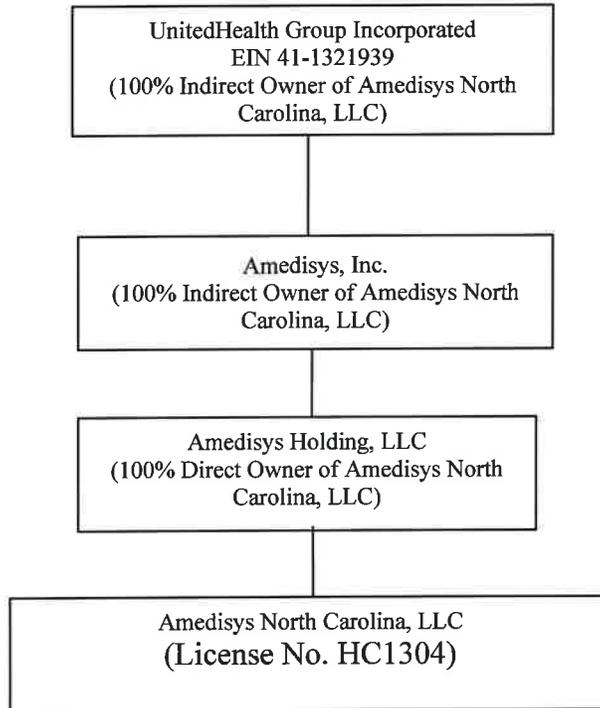


Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health Care
North Carolina Home Health Agency License No. HC0495, HC0397
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health Care (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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January 31, 2024

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Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC0495
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health Care
- Address: 1630 Liberty Drive Suite 100 Thomasville, NC
27360-5365

Branch

- Home Health Agency License No.: HC0397
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health Care
- Address: 610 N Fayetteville St., Suite 112
Asheboro, NC 27203

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

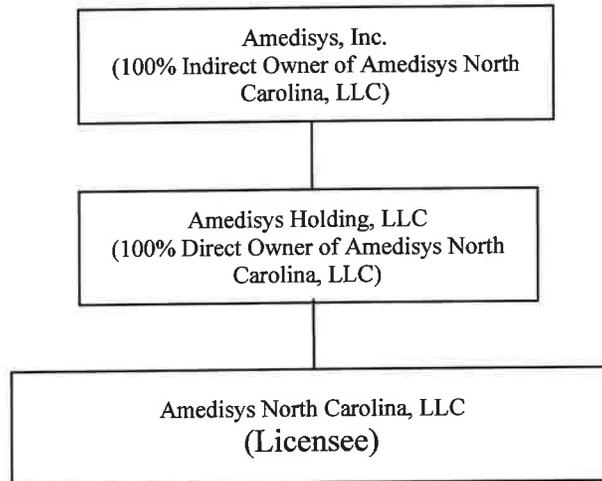
January 31, 2024
Page 3

Sincerely

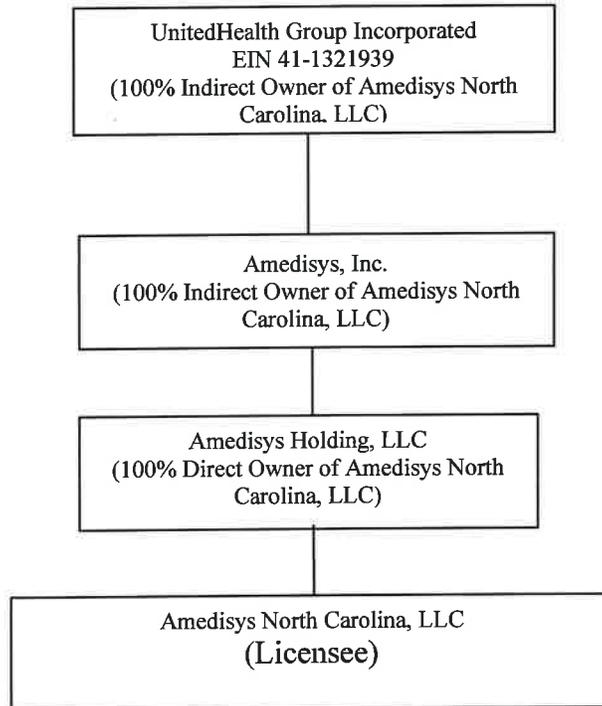


Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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VIA ELECTRONIC MAIL AND U.S. MAIL

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Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of Fayetteville
North Carolina Home Health Agency License No. HC0292
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of Fayetteville (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC0292
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health of Fayetteville
- Address: 2021 Valleygate Drive Suite 201 Fayetteville, NC
28304-3763

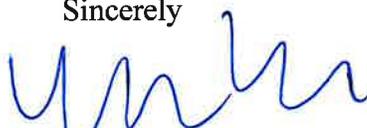
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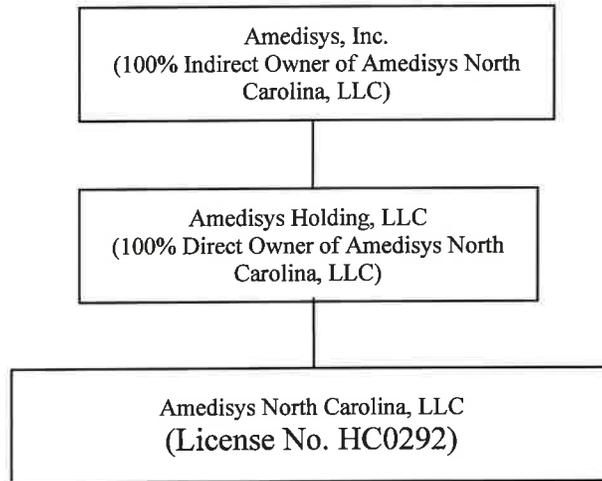
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Sincerely



Mary B. Tobin

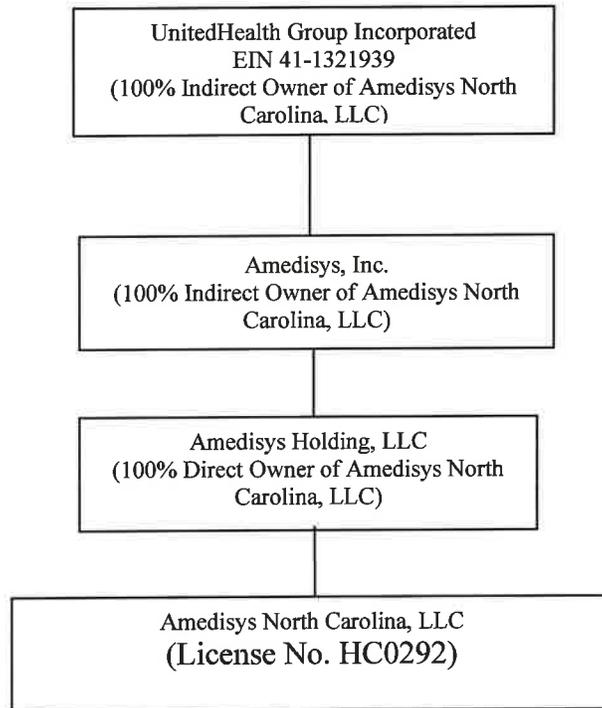
BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



January 31, 2024

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AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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January 31, 2024

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VIA ELECTRONIC MAIL AND U.S. MAIL

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Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Tender Loving Care Health Care Services Southeast, LLC
d/b/a Amedisys Home Health
North Carolina Home Health Agency License No. HC0145, HC0078,
HC134, HC1028
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Tender Loving Care Health Care Services Southeast, LLC d/b/a Amedisys Home Health. Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the

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Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Hospice Agency License No.: HC0145
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Home Health
- Address: 1005 Slater Road Suite 105, Durham, NC 27703

Branch

- Hospice Agency License No.: HC0078
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Home Health
- Address: 3320 US 1 Highway Suite C Franklinton, NC 27525

Branch

- Hospice Agency License No.: HC0134
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Home Health
- Address: 2929 Crouse LN Suite F Burlington, NC 27215

Branch

- Hospice Agency License No.: HC01028
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Home Health

January 31, 2024

Page 3

- Address: 3921 Sunset Ridge Road Suite 102 Raleigh, NC
27607

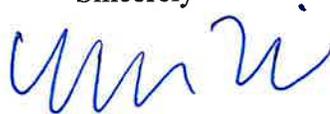
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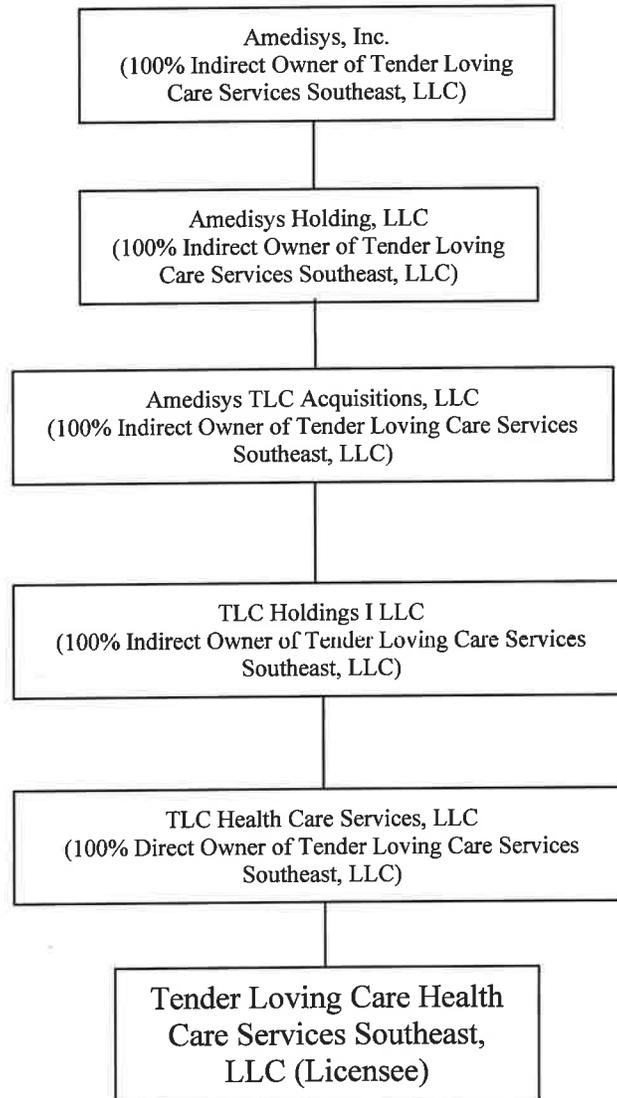
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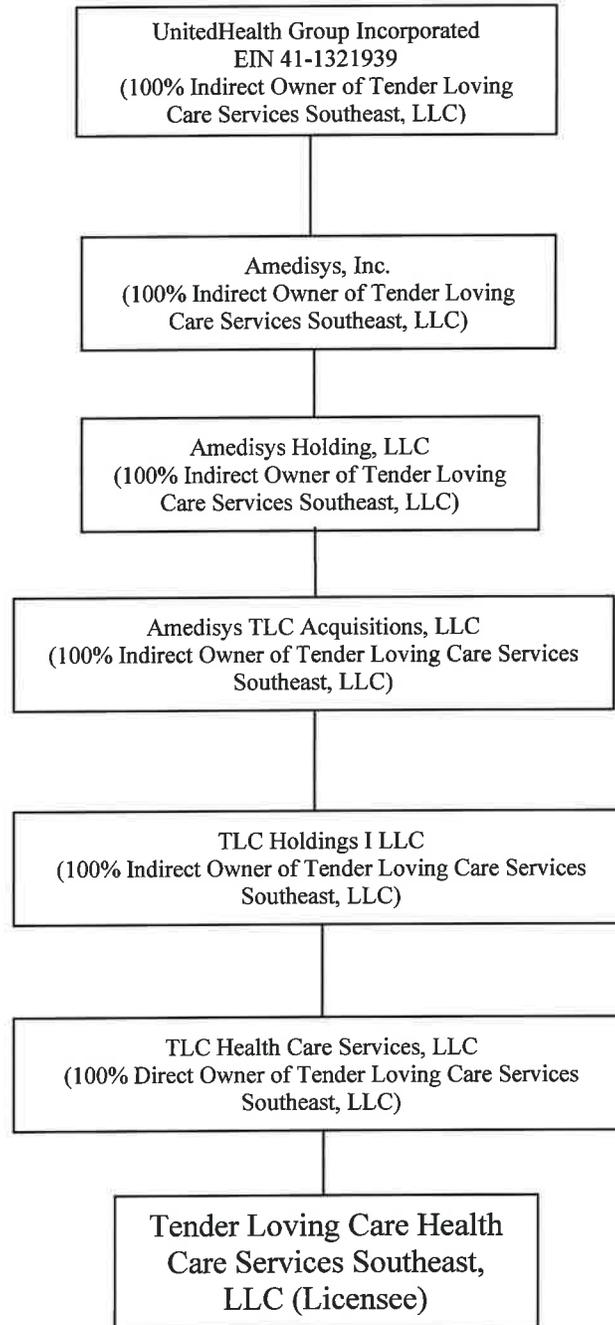


Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, LLC d/b/a Amedisys Home Health
North Carolina Home Health Agency License No. HC0168
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a AssistedCare Home Health (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC0168
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health
- Address: 369 Highway 13 South, Unit C Snow Hill, NC
28580-8472

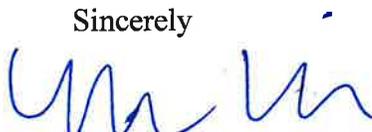
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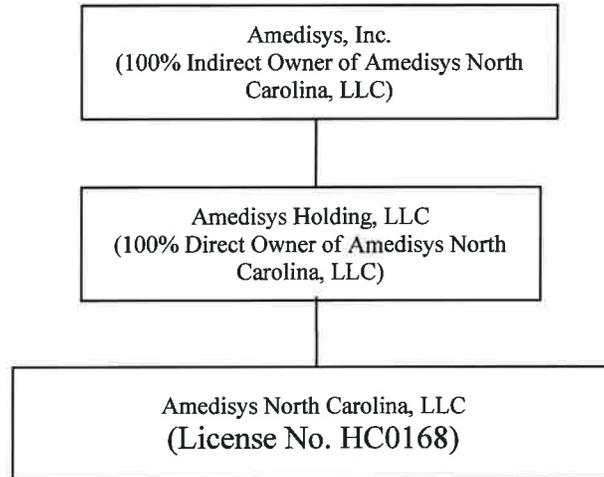
Sincerely



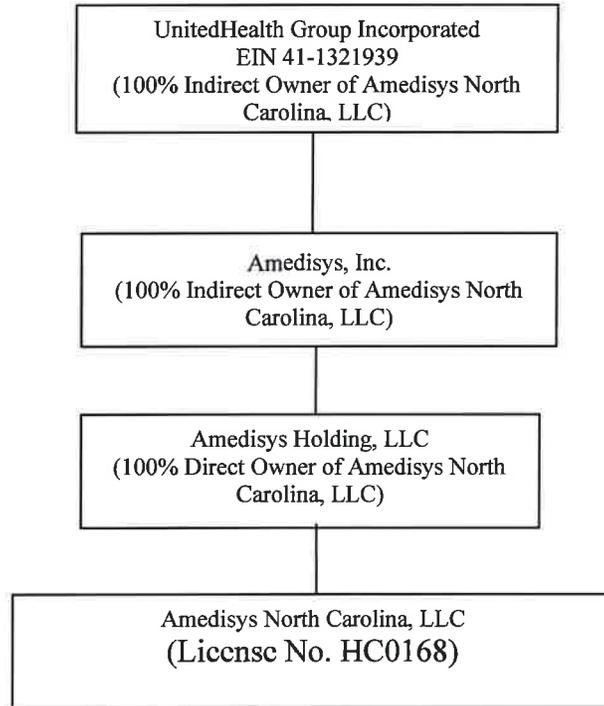
Mary B. Tobin

MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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Health Planning and Certificate of Need Section
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Raleigh, NC 27699-2704

**Re: Amedisys Hospice, L.L.C. d/b/a Amedisys Hospice Care
North Carolina Hospice Agency License No. HC4027, HOS4018
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell

We are writing to inform you of a pending transaction involving Amedisys Hospice, L.L.C. d/b/a Amedisys Hospice Care (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

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Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Hospice Agency License No.: HC4027
- Licensee: Amedisys Hospice, L.L.C.
- DBA Name: Amedisys Hospice Care
- Address: 56 Three Hunts Drive, Bldg 3 Pembroke, NC 28372

Branch

- Hospice Agency License No.: HOS4018
- Licensee: Amedisys Hospice, L.L.C.
- DBA Name: Amedisys Hospice Care
- Address: 1729 Southport Supply Road SE, Unit A
Bolivia, NC 28422

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create “new institutional health services” that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a “no review letter” confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a “no review letter”. If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.



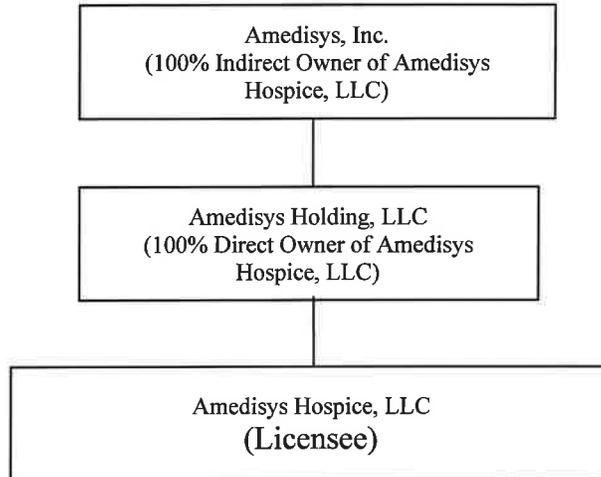
January 31, 2024
Page 3

Sincerely

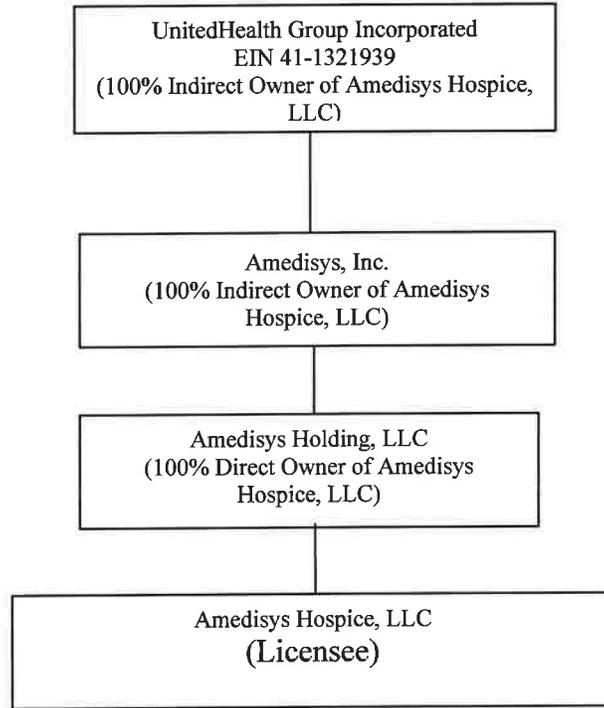
A handwritten signature in blue ink, appearing to read "M. B. Tobin".

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





150 N. Riverside Plaza, Suite 3000, Chicago, IL 60606 • (312) 819-1900

January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, LLC d/b/a Amedisys Home Health
North Carolina Home Health Agency License No. HC1500
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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January 31, 2024

Page 2

Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC1304
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health
- Address: 1003 Olde Waterford Way, Suite 2D Leland, NC
28451-4167

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

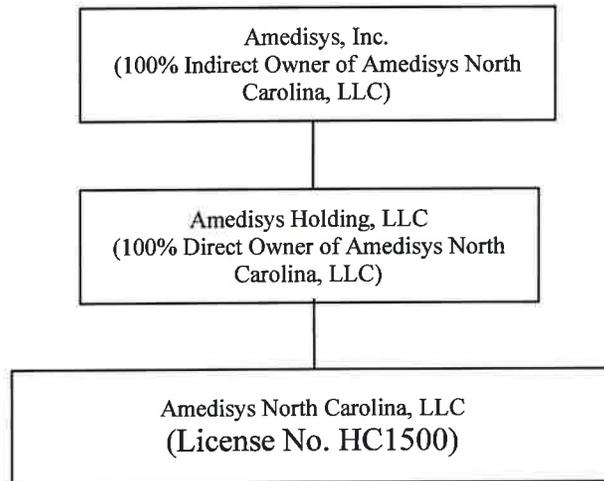
Thank you for your time and attention to this matter.

Sincerely,

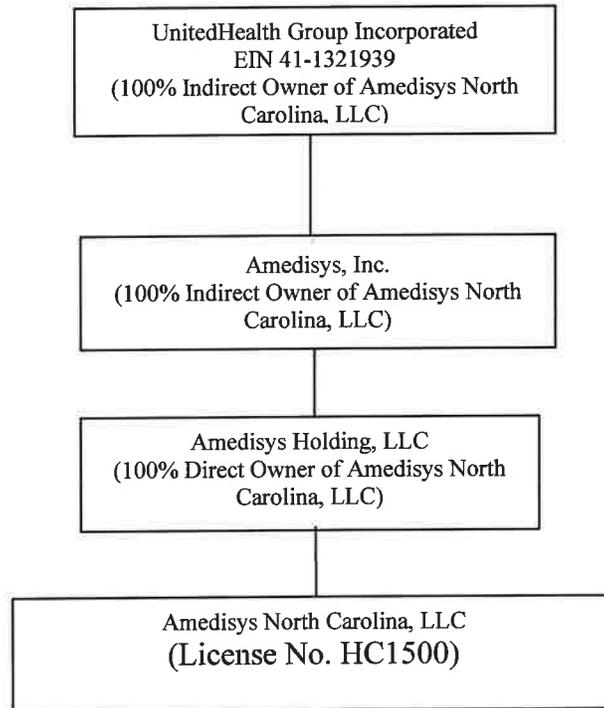


Mary Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





150 N. Riverside Plaza, Suite 3000, Chicago, IL 60606 • (312) 819-1900

January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND USPS

Micheala.Mitchell@dhhs.nc.gov

Micheala Mitchell, Chief
Division of Health Service Regulation
North Carolina Department of Health and Human Services
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2000

**Re: Hospice of Eastern Carolina, Inc. d/b/a Amedisys Hospice
North Carolina Hospice Agency License No. HOS0331
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Hospice of Eastern Carolina, Inc. d/b/a Amedisys Hospice Care (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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January 31, 2024

Page 2

Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Hospice Agency License No.: HOS0331
- Licensee: Hospice of Eastern Carolina, Inc.
- DBA Name: Amedisys Hospice
- Address: 2317 Executive Circle, Ste B Greenville, NC 27834-3762

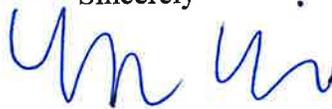
Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

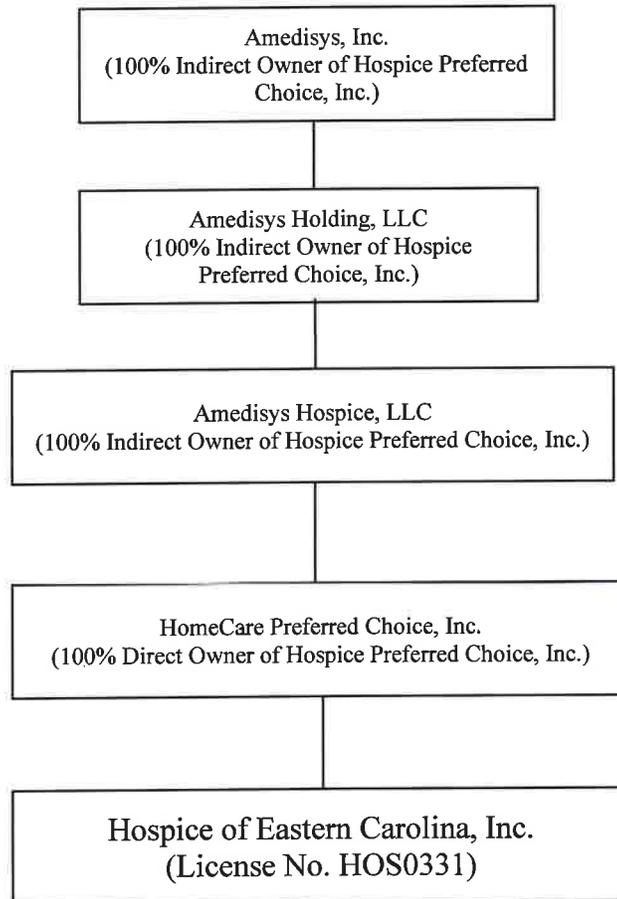
Thank you for your time and attention to this matter.

Sincerely

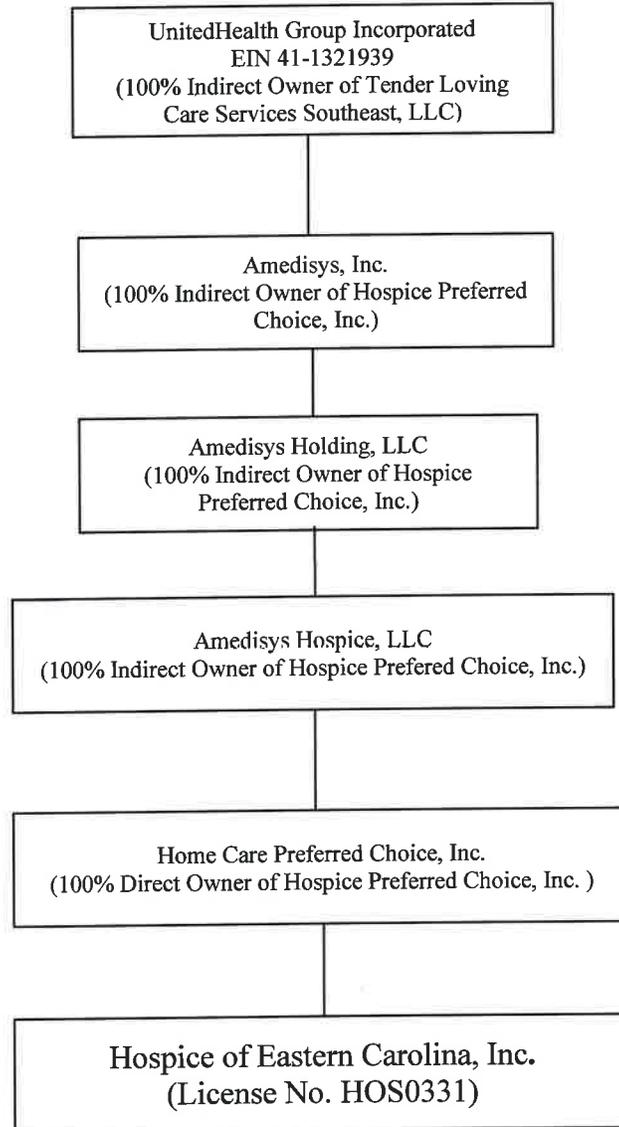


Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Tender Loving Care Health Care Services Southeast, LLC
d/b/a Amedisys Hospice
North Carolina Hospice Agency License No. HOS3826, HOS3147,
HOS3823
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Tender Loving Care Health Care Services Southeast, LLC d/b/a Amedisys Hospice. Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the

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January 31, 2024

Page 2

intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

Because this transaction involves only a merger among upstream entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee’s business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee’s Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Hospice Agency License No.: HOS3826
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Hospice
- Address: 3320 US 1 Highway Suite B Franklinton, NC 27525-8438

Branch

- Hospice Agency License No.: HOS3147
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Hospice
- Address: 220 New Fidelity Court Garner, NC 27529-2896

Branch

- Hospice Agency License No.: HOS3823
- Licensee: Tender Loving Care Health Care Services Southeast, LLC
- DBA Name: Amedisys Hospice
- Address: 2975 Crouse LN Burlington, NC 27215-8833

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create “new institutional health services” that will require a new Certificate of Need



January 31, 2024
Page 3

application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a “no review letter” confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a “no review letter”. If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

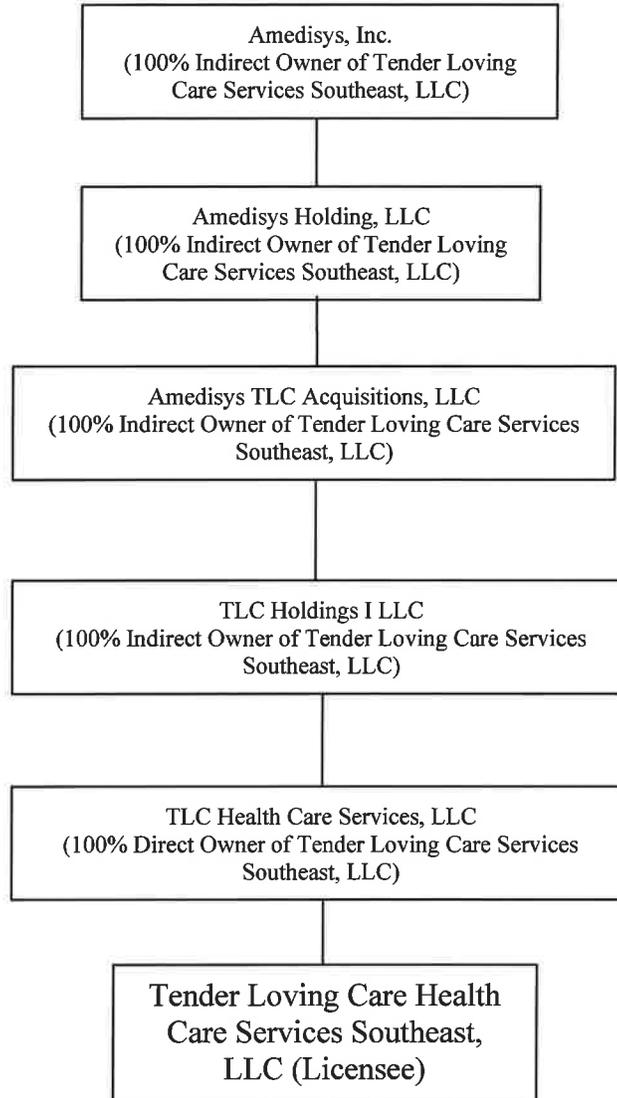
Thank you for your time and attention to this matter.

Sincerely

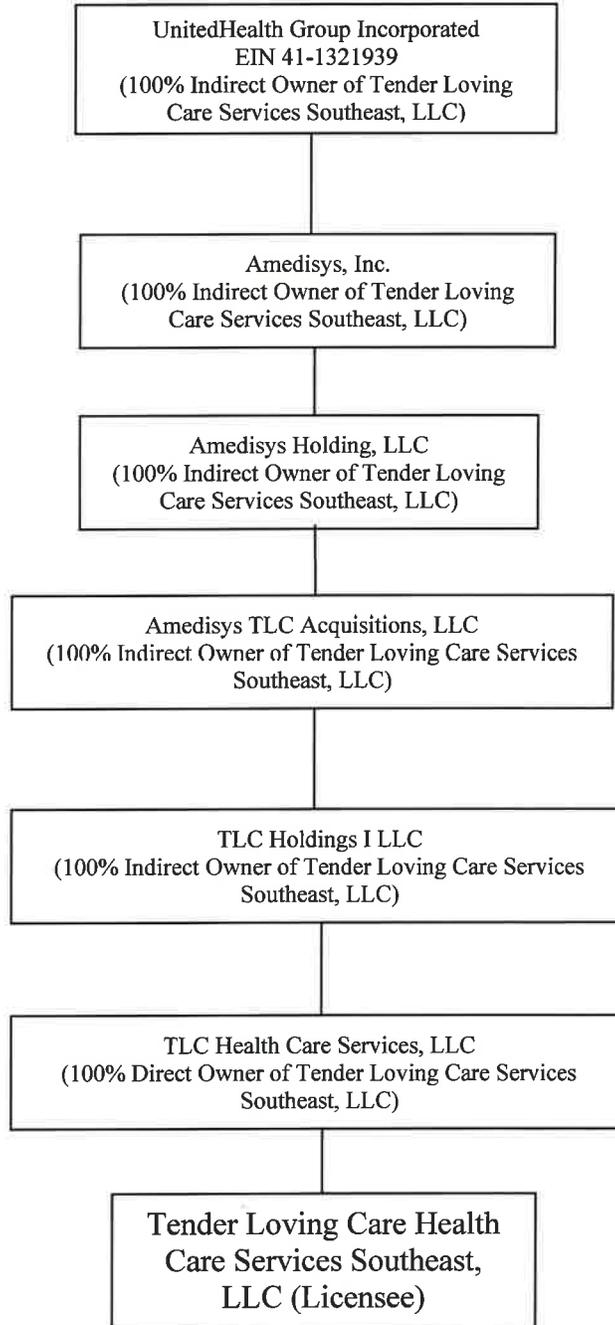
A handwritten signature in blue ink, appearing to read "Mary B. Tobin".

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys Hospice, L.L.C. d/b/a Amedisys Hospice Care
North Carolina Hospice Agency License No. HOS4596
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys Hospice, L.L.C. d/b/a Amedisys Hospice Care (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Hospice Agency License No.: HOS4596
- Licensee: Amedisys Hospice, L.L.C.
- DBA Name: Amedisys Hospice Care
- Address: 201 E. Water Street Plymouth, NC 27962-1301

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

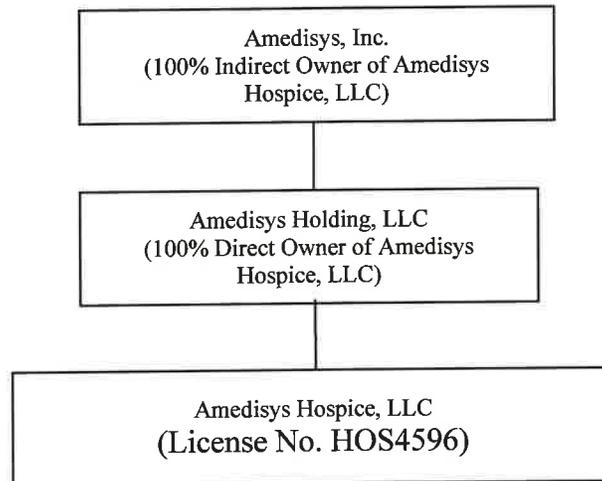
Sincerely



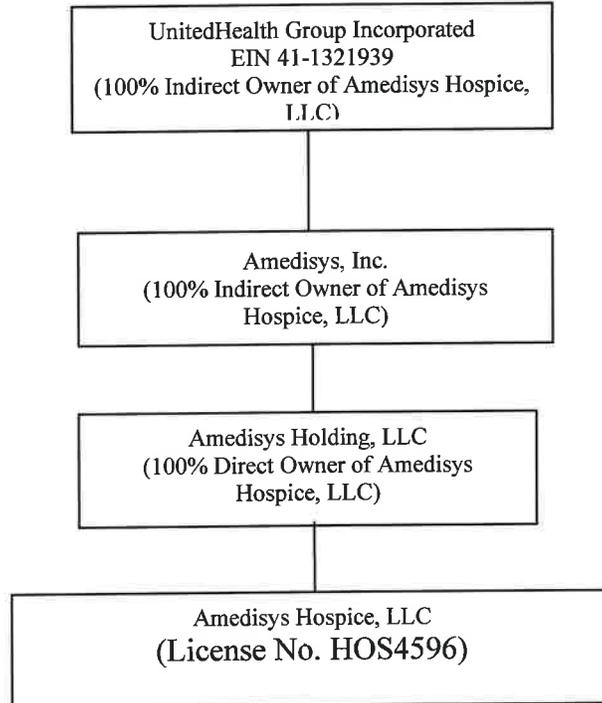
Mary B. Tobin

MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of
Chapel Hill
North Carolina Home Health Agency License No. HC0166
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Amedisys North Carolina, L.L.C. d/b/a Amedisys Home Health of Chapel Hill (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

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San Diego | San Francisco | Seattle | St. Louis | Washington, D.C. | Wilmington

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January 31, 2024
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Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee,, the direct ownership of Licensee will not be affected. Furthermore, Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC0166
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health of Chapel Hill
- Address: 100 Europa Drive, Suite 330 Chapel Hill, NC 27517-2395

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

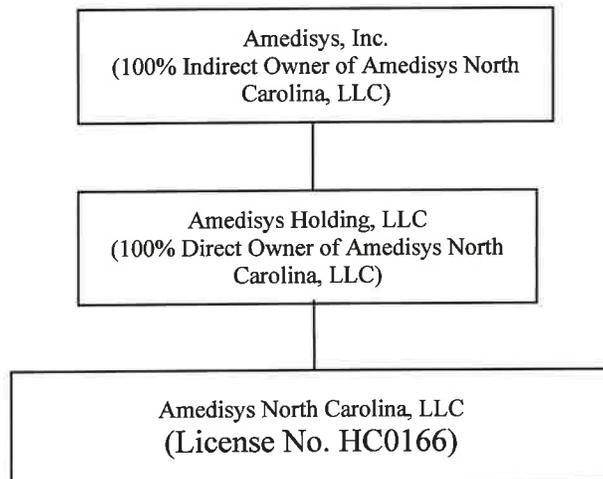
Thank you for your time and attention to this matter.

Sincerely

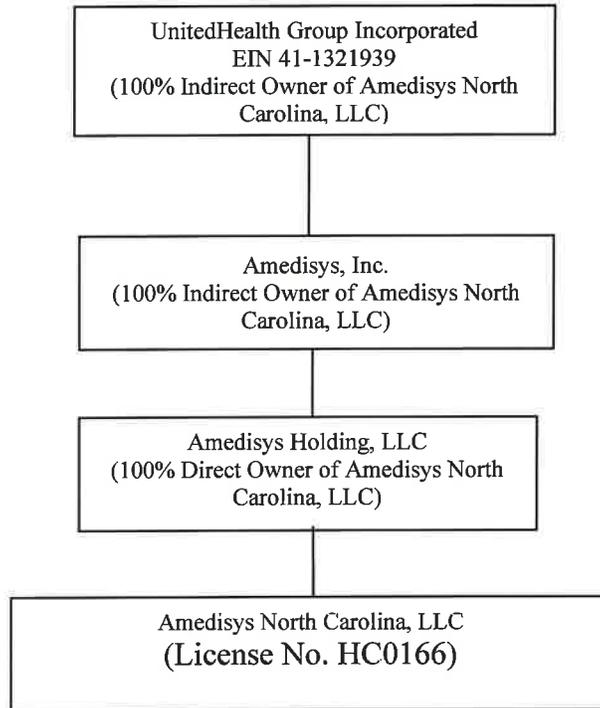


Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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January 31, 2024

Mary B. Tobin
(312) 873-2967
(312) 275-7694 Fax
mtobin@polsinelli.com

VIA ELECTRONIC MAIL AND U.S. MAIL

Micheala.Mitchell@dhhs.nc.gov

Ms. Micheala Mitchell, Chief
North Carolina Department of Health and Human Services
Division of Health Service Regulation
Health Planning and Certificate of Need Section
2704 Mail Service Center
Raleigh, NC 27699-2704

**Re: Emerald Care, L.L.C. d/b/a Amedisys Home Health Care
North Carolina Home Health Agency License No. HC0353, HC1152
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of a pending transaction involving Emerald Care, L.L.C. d/b/a Amedisys Home Health Care (“Licensee”). Licensee is wholly owned by Amedisys Inc. (“Amedisys”), through intermediary organizations. Please refer to the “Before” diagram on the attached organizational chart.

On June 26, 2023, Amedisys signed an Agreement and Plan of Merger with UnitedHealth Group Incorporated (“UnitedHealth”). On or around March 1, 2024 (the “Closing Date”), subject to the satisfaction of customary closing conditions, Aurora Holdings Merger Sub Inc. (“Merger Sub”), a UnitedHealth subsidiary created for the purpose of this transaction, will merge with and into Amedisys (the “Merger”). The separate corporate existence of Merger Sub will cease, and Amedisys will continue as the surviving corporation in the Merger as a wholly owned subsidiary of UnitedHealth. The result of the Merger will be that Amedisys (and by extension the intermediary organizations and Licensee) will be wholly owned by UnitedHealth. Please refer to the “After” diagram on the attached organizational chart.

Because this transaction involves only a merger among entities up the chain of ownership rather than the Licensee, the direct ownership of Licensee will not be affected. Furthermore,

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January 31, 2024

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Licensee will retain its current name, practice location, EIN, NPI, employees, etc. for the foreseeable future after the Closing Date. There are no current plans to implement any material change in Licensee's business operations, or its historical policies, practices, and procedures with respect to the delivery of health care services. Medicare will require a post-closing Change of Information CMS-855A Application, but Licensee's Medicare PTAN will not change.

Pursuant to our discussions with you, we are hereby providing notice of this transaction in order to avoid any disruption in the ability of Licensee to render health care through and after closing.

Current License Information

- Home Health Agency License No.: HC0353
- Licensee: Emerald Care, L.L.C.
- DBA Name: Amedisys Home Health Care
- Address: 1050 Xray Drive Gastonia, NC 28054-7488

Branch

- Home Health Agency License No.: HC1152
- Licensee: Emerald Care, L.L.C.
- DBA Name: Amedisys Home Health Care
- Address: 10735 David Taylor Drive, Suite 180
Charlotte, NC 2826

Based on the foregoing, our reading of applicable statutes and administrative regulations, and conversations with representatives of DHSR, we believe that the above-described transaction will not create "new institutional health services" that will require a new Certificate of Need application under N.C. Gen. Stat. §131E-176 and 178. As a result, we are requesting that you provide us with a "no review letter" confirming that no action is needed by DHSR.

Please confirm that this letter is sufficient notice of the above-described transaction to qualify for your issuance of a "no review letter". If not, please let me know what other materials, if any, we must submit or other actions we must take in advance of or after the closing.

Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

Sincerely

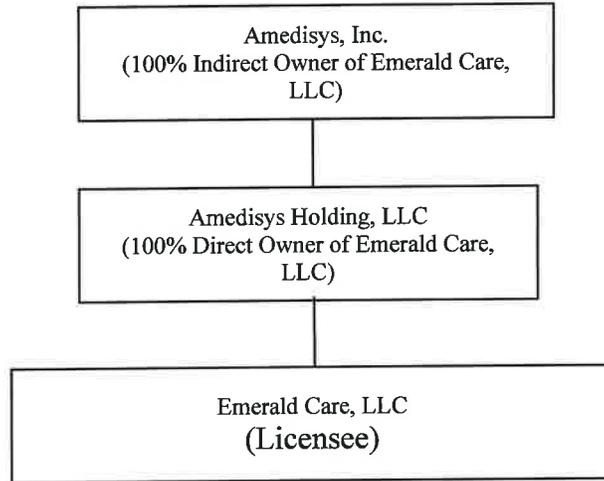
January 31, 2024
Page 3



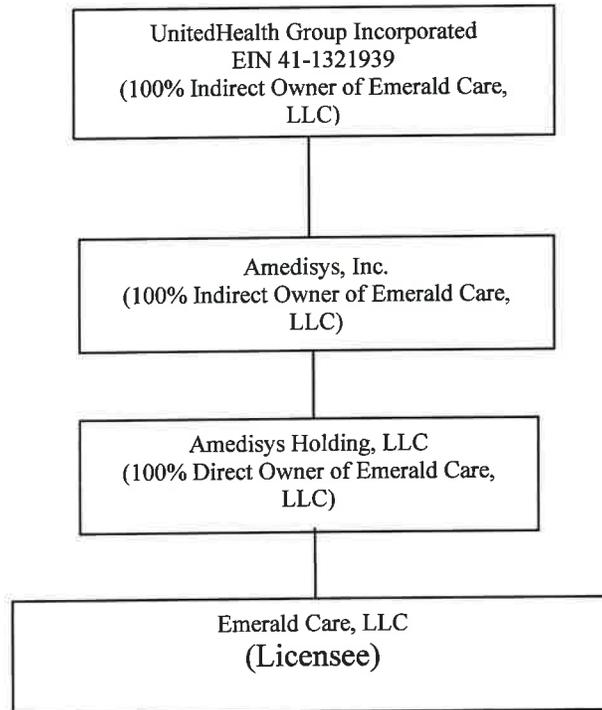
Mary B. Tobin

MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE



From: [Mitchell, Micheala L](#)
To: [Stancil, Tiffany C](#)
Cc: [Pittman, Lisa](#)
Subject: FW: [External] Notice of Indirect Ownership Transfer - HHA and Hospice
Date: Thursday, February 1, 2024 2:33:45 PM
Attachments: [North Carolina Transfer of Ownership Notification for License No HC1500 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC0166 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HOS0331 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC0353 HC1152 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC4027 HOS4018 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HOS4596 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC1068-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HOS3826 HOS3147 HOS3823 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC0145 HC0078 HC134 HC1028-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC1304 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC0292 - 2-c.pdf](#)
[North Carolina Transfer of Ownership Notification for License No HC0495 HC0397 - 2-c.pdf](#)

Hi Tiffany,

I hope you're well.

These no reviews came in yesterday. There are several of them so we need to assign them to more than one analyst. Lisa will circle back with you regarding who to assign them to. I just want to make sure I forward the request to you in the interim so I don't forget.

Micheala Mitchell, JD
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From: Mary Tobin <MTobin@Polsinelli.com>
Sent: Wednesday, January 31, 2024 3:49 PM
To: Mitchell, Micheala L <Micheala.Mitchell@dhhs.nc.gov>
Cc: Stephen Angelette <SAngelette@Polsinelli.com>; larissa.morgan@faegredrinker.com;
jamie.levin@faegredrinker.com
Subject: [External] Notice of Indirect Ownership Transfer - HHA and Hospice

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Ms. Mitchell,

Please see attached notices of an indirect ownership transfer for licensed home health and hospice agencies in North Carolina. The notices are for the same transaction that is expected to close on or around March 1, 2024, but are separated by license type (home health and hospice). As explained in more detail in the notices, the transaction involves only a merger among entities up the chain of ownership rather than at the direct licensee level. As such, the licensed entities will retain their current names, practice locations, EINs, NPIs, employees, etc. for the foreseeable future after the effective date of the transaction.

We are also sending these notices via USPS and you should receive shortly.

Please let us know if you have any questions or need additional information. Thank you!

Best,

Mary

Mary Tobin

Associate

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