



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

Pat McCrory
Governor

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

Drexdal Pratt
Division Director

March 5, 2014

Mr. Kenneth L. Burgess
301 Fayetteville Street
Suite 1900
Raleigh, NC 27601

Exempt from Review – Acquisition of Facility [AMENDED]

Facility: WilMed Nursing Care Center
Acquisition by: DLP Wilson Medical Center, Inc.
County: Wilson
FID #: 923511

Dear Mr. Burgess:

In response to your letter of February 10, 2014, the above referenced proposal is exempt from certificate of need review in accordance with N.C.G.S 131E-184(a)(8). Therefore, DLP Wilson Medical Center, Inc. may proceed to acquire WilMed Nursing Care Center and lease it to DLP Wilmed Nursing Care and Rehabilitation Center, without first obtaining a certificate of need. However, you need to contact the Nursing Home Licensure and Certification Section of the Division of Health Service Regulation to obtain instructions for changing ownership of the existing facility. Note that pursuant to N.C.G.S. §131E-181(b): *“A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need.”*

It should be noted that this Agency's position is based solely on the facts represented by you and that any change in facts as represented would require further consideration by this Agency and a separate determination. If you have any questions concerning this matter, please feel free to contact this office.

Sincerely,

Bernetta Thorne-Williams
Project Analyst

Martha J. Frisone, Interim Chief
Certificate of Need Section

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



Certificate of Need Section

www.ncdhhs.gov

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

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

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February 10, 2014

Kenneth L. Burgess
Partner
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kburgess@poynerspruill.com

Via Hand Delivery

Ms. Martha Frisone
Acting Chief
Certificate of Need Section
Division of Health Service Regulation
N.C. Department of Health and Human Services
809 Ruggles Drive
Raleigh, NC 27603

RE: AMENDED Notice of Exempt Acquisition of Existing Health Care Facility and Request for No Review Determination: Acquisition of Wilson Medical Center (FID # 923569); Hospice of Wilson Medical Center (FID # 953895) and WillMed Nursing Care Center (FID # 923511)

Dear Ms. Frisone:

Our firm represents DLP Wilson Medical Center, Inc. ("DLP Wilson"), DLP WillMed Nursing Care and Rehabilitation Center, Inc. and DLP Healthcare, LLC ("DLP Healthcare"). On January 3, 2014, we provided to you correspondence, pursuant to N.C. Gen. Stat. § 131E-184(a)(8), informing the Certificate of Need Section ("CON Section" or "the Agency") that DLP Wilson proposed to acquire ownership and control of substantially all of the assets of Wilson Medical Center, Inc. ("WMC"). As you know, WMC owns and operates an acute care hospital (Lic. No. H0210), located in Wilson, North Carolina.

By correspondence of that same date, we also provided to the CON Section notice that DLP WillMed Nursing Care and Rehabilitation Center, Inc. proposed to acquire substantially all of the assets of i) Hospice of Wilson Medical Center (WMC Hospice), License No. HOS0408 (Facility I.D. No. 953895) and ii) WillMed Nursing Care Center ("the WillMed SNF"), License No. NH0530 (Facility I.D. No. 923511). Our letters dated January 3, 2014 are hereinafter described as "Original Correspondence."

By correspondence dated January 13 and February 6, 2014, the CON Section confirmed that the transactions described in our letters dated January 3, 2014 were exempt from review by the CON Section within the meaning of N.C. Gen. Stat. § 131E-184(a)(8). I have provided copies of our Original Correspondence and the CON Section's responses for your convenience.

Since our Original Correspondence and the CON Section's responses thereto, the parties to the transactions described in our January 3, 2014 letters have decided, for a variety of reasons, to modify slightly the structure of the transactions. I have described below the pertinent portion of the transactions as originally contemplated (and as represented in our January 3, 2014 correspondence) and the parties' proposed modifications to the transactions (the "Amended Transaction").

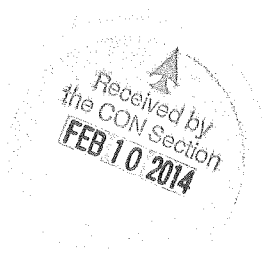
The Amended Transaction

I refer you to our Original Correspondence for a detailed explanation of the existing and new corporate entities involved in the original transaction. The original transaction involved the acquisition of an acute

Bennett

Poyner Spruill^{LLP}

February 10, 2014



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Via Hand Delivery

Ms. Martha Frisone
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Division of Health Service Regulation
N.C. Department of Health and Human Services
809 Ruggles Drive
Raleigh, NC 27603

RE: AMENDED Notice of Exempt Acquisition of Existing Health Care Facility and Request for No Review Determination: Acquisition of Wilson Medical Center (FID # 923569); Hospice of Wilson Medical Center (FID # 953895) and WilMed Nursing Care Center (FID # 923511)

Dear Ms. Frisone:

Our firm represents DLP Wilson Medical Center, Inc. ("DLP Wilson"), DLP WilMed Nursing Care and Rehabilitation Center, Inc. and DLP Healthcare, LLC ("DLP Healthcare"). On January 3, 2014, we provided to you correspondence, pursuant to N.C. Gen. Stat. § 131E-184(a)(8), informing the Certificate of Need Section ("CON Section" or "the Agency") that DLP Wilson proposed to acquire ownership and control of substantially all of the assets of Wilson Medical Center, Inc. ("WMC"). As you know, WMC owns and operates an acute care hospital (Lic. No. H0210), located in Wilson, North Carolina.

By correspondence of that same date, we also provided to the CON Section notice that DLP Wilmed Nursing Care and Rehabilitation Center, Inc. proposed to acquire substantially all of the assets of i) Hospice of Wilson Medical Center (WMC Hospice), License No. HOS0408 (Facility I.D. No. 953895) and ii) WilMed Nursing Care Center ("the WilMed SNF"), License No. NH0530 (Facility I.D. No. 923511). Our letters dated January 3, 2014 are hereinafter described as "Original Correspondence."

By correspondence dated January 13 and February 6, 2014, the CON Section confirmed that the transactions described in our letters dated January 3, 2014 were exempt from review by the CON Section within the meaning of N.C. Gen. Stat. § 131E-184(a)(8). I have provided copies of our Original Correspondence and the CON Section's responses for your convenience.

Since our Original Correspondence and the CON Section's responses thereto, the parties to the transactions described in our January 3, 2014 letters have decided, for a variety of reasons, to modify slightly the structure of the transactions. I have described below the pertinent portion of the transactions as originally contemplated (and as represented in our January 3, 2014 correspondence) and the parties' proposed modifications to the transactions (the "Amended Transaction").

The Amended Transaction

I refer you to our Original Correspondence for a detailed explanation of the existing and new corporate entities involved in the original transaction. The original transaction involved the acquisition of an acute

care hospital (Wilson Medical Center), a Medicare-certified hospice (Hospice of Wilson Medical Center) and a skilled nursing facility (WilMed Nursing Care Center). The names of the corporate entities involved in this transaction have not changed since our Original Correspondence and will not change as a result of the Amended Transaction.

In our Original Correspondence, we stated that a new hospital entity, DLP Wilson Medical Center, Inc., would acquire substantially all of the assets of the existing hospital entity, Wilson Medical Center, Inc. That is still accurate under the Amended Transaction.

We further stated, however, that a new skilled nursing facility entity, DLP WilMed Nursing Care and Rehabilitation Center, Inc., would acquire Hospice of Wilson Medical Center, which is currently owned and operated by Wilson Medical Center, Inc. (the existing hospital entity). That has now changed and Hospice of Wilson Medical Center will be owned and operated by the new hospital entity, DLP Wilson Medical Center, Inc. As a result of this, Hospice of Wilson Medical Center, currently owned and operated by the existing hospital entity, will now be owned and operated by the new hospital entity, rather than the new nursing facility entity.

Finally, in our Original Correspondence, we stated that the new nursing facility entity, DLP WilMed Nursing Care and Rehabilitation Center, Inc., would acquire, own and operate the existing WilMed Nursing Care Center. That remains true as part of the Amended Transaction with one minor modification. The real estate upon which the skilled nursing facility is situated and the building in which the facility is housed will now be owned by the new hospital entity, DLP Wilson Medical Center, Inc., and will be leased to the new nursing facility entity, DLP WilMed Nursing Care and Rehabilitation Center, Inc. However, the skilled nursing facility will be otherwise owned and operated by the new nursing facility entity as described in our Original Correspondence. I have attached revised organizational charts reflecting these revisions to the post-closing structure.

In summary, the only changes to the transactions as described in our Original Correspondence are:

1. The new hospital entity, rather than the new nursing facility entity, will own and operate the hospice; and
2. The existing skilled nursing facility real estate and building will be owned by the new hospital entity and leased to the new nursing facility entity.

Otherwise, the transaction remains the same as described in our Original Correspondence. It is our opinion that these modifications do not change the status of the transaction as exempt from CON Section review pursuant to N.C. Gen. Stat. § 131E-184(a)(8). I am writing to request that the CON Section confirm that the Amended Transaction, as described herein, remains exempt from, and not subject to, CON Section review.

The Certificate of Need Law provides that, upon receiving prior written notice, the CON Section shall exempt from CON review the acquisition of "an existing health service facility, including equipment owned by the health service facility at the time of acquisition." N.C. Gen. Stat. § 131E-184(a)(8). The Amended Transaction still involves the acquisition of three existing health service facilities (the acute care hospital, the hospice and the skilled nursing facility) and via this Amended Notice of Exempt Acquisition, we are providing the prior written notice of the intended acquisitions required by N.C. Gen. Stat. § 131E-184(a)(8). Accordingly, we would appreciate receiving written confirmation that the proposed Amended Transaction, as described herein, is exempt from CON review.

Ms. Martha Frisone
Acting Chief, CON Section
February 10, 2014
Page 3

Poyner Spruill^{LLP}

Thank you in advance for your prompt consideration of this request. The parties have revised their projected closing date to March 1, 2014.

Please contact us if you have questions or need any additional information.

With best regards, I am

Very truly yours,



Kenneth L. Burgess
Partner

Enclosure

cc: (via e-mail, w/ enclosure)
Bernetta Torne-Williams, CON Section
Brandon Schirg, Esq., Counsel for DLP Healthcare
Christy Gudaitis, Esq., Counsel for Duke
Jeremy Clark, Esq., Counsel for LifePoint

January 3, 2014

Kenneth L. Burgess
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kburgess@poynerspruill.com

Via Hand Delivery

Ms. Martha Frisone
Acting Chief
Certificate of Need Section
Division of Health Service Regulation
N.C. Department of Health and Human Services
809 Ruggles Drive
Raleigh, NC 27603

**RE: Notice of Exempt Acquisition of an Existing Health Care Facility and Request for No Review
Determination: Acquisition of Wilson Medical Center (FID #923569)**

Dear Ms. Frisone:

Our firm represents DLP Wilson Medical Center, Inc. ("DLP Wilson") and DLP Healthcare, LLC ("DLP Healthcare"). We are providing this letter pursuant to N.C. Gen. Stat. § 131E-184(a)(8) to inform the Certificate of Need Section ("CON Section") that DLP Wilson proposes to acquire ownership and control of substantially all of the assets of Wilson Medical Center, Inc. ("WMC"). As you are probably aware, WMC owns and operates an acute care hospital (Lic. No. H0210), located in Wilson, North Carolina.

DLP Healthcare and WMC entered into a contribution agreement dated December 20, 2013, pursuant to which substantially all of the assets of WMC will be transferred to DLP Wilson Holding Company, LLC and its subsidiaries. DLP Wilson Holding Company, LLC is a joint venture between DLP Healthcare and WMC. DLP Healthcare is a joint venture between Duke Quality Network, Inc. (a wholly-controlled affiliate of Duke University Health System, Inc.) and DLP Partner, LLC, a Delaware company which is a related entity to LifePoint Hospitals, Inc., a publicly-traded company that operates 57 hospital campuses in 20 states. An organizational chart depicting the post-closing corporate ownership structure is attached for your convenience.

DLP Healthcare was formed for purposes of strengthening and improving the delivery of healthcare services throughout North Carolina and the surrounding regions by creating flexible affiliation options for community hospitals. DLP Healthcare currently has affiliation and/or joint ownership arrangements with other North Carolina community hospitals.

Under the proposed transaction, DLP Wilson will acquire ownership and control of substantially all of the assets of WMC, including the acute care hospital which is an existing health service facility as defined under North Carolina's Certificate of Need Law at N.C. Gen. Stat. § 131E-176(9b). We note that WMC currently has an undeveloped Certificate of Need for the renovation of the hospital's women's and children's unit, Project I.D. No. L-10065-12. Simultaneously with the filing of this Notice of Exempt Acquisition, we are filing with the CON Section a Transfer for Good Cause Request relative to that Certificate of Need.

RALEIGH CHARLOTTE ROCKY MOUNT SOUTHERN PINES

201 Fayetteville Street, Suite 1900, Raleigh, NC 27601

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919.783.6400

Ms. Martha Frisone
Acting Chief, CON Section
January 3, 2014
Page 2

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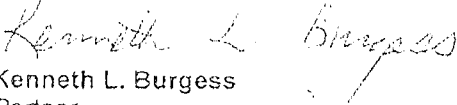
The Certificate of Need Law provides that, upon receiving prior written notice, the CON Section shall exempt from CON review the acquisition of "an existing health service facility, including equipment owned by the health service facility at the time of acquisition." N.C. Gen. Stat. § 131E-184(a)(8). Accordingly, we would appreciate receiving written confirmation that DLP Wilson's proposed transaction whereby it will acquire ownership and control of WMC's assets, as described herein, is exempt from CON review.

Thank you in advance for your prompt consideration of this request. The parties wish to close the proposed transaction on or about January 31, 2014, and we request a response from you before that time, if possible.

Please contact us if you have questions or need any additional information.

With best regards, I am

Very truly yours,


Kenneth L. Burgess
Partner

Enclosure

cc: (via e-mail, w/ enclosure)
Brandon Schirg, Esq., Counsel for DLP Healthcare
Christy Gudaitis, Esq., Counsel for Duke
Jeremy Clark, Esq., Counsel for LifePoint

January 3, 2014

Kenneth L. Burgess
Partner
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Via Hand Delivery

Ms. Martha Frisone
Acting Chief
Certificate of Need Section
Division of Health Service Regulation
N.C. Department of Health and Human Services
809 Ruggles Drive
Raleigh, NC 27603

RE: Notice of Exempt Acquisition of an Existing Health Care Facility and Request for No Review Determination: Acquisition of Hospice of Wilson Medical Center (FID #953895) and WilMed Nursing Care Center (FID #923511)

Dear Ms. Frisone:

Our firm represents DLP Healthcare, LLC ("DLP Healthcare") and DLP WilMed Nursing Care and Rehabilitation Center, Inc. ("DLP WilMed Nursing"). We are providing this letter pursuant to N.C. Gen. Stat. § 131E-184(a)(8) to inform the Certificate of Need Section ("CON Section") that DLP WilMed Nursing proposes to acquire ownership and control of substantially all of the assets of i) Hospice of Wilson Medical Center (WMC Hospice), License No. HOS0408 (Facility I.D. No. 953895) and ii) WilMed Nursing Care Center ("the WilMed SNF"), License No. NH0530 (Facility I.D. No. 923511). As you are probably aware, WMC Hospice is currently owned by Wilson Medical Center, Inc. ("WMC"). The WilMed SNF is currently owned by WilMed Generations, Inc., a related entity of Wilson Medical Center, Inc. ("WMC").

DLP Healthcare and WMC entered into a contribution agreement dated December 20, 2013, pursuant to which substantially all of the assets of WMC and its related entity, WilMed Generations, Inc., will be transferred to DLP Wilson Holding Company, LLC and its subsidiaries. DLP Wilson Holding Company, LLC is a joint venture between DLP Healthcare and WMC. DLP Healthcare is a joint venture between Duke Quality Network, Inc. (a wholly-controlled affiliate of Duke University Health System, Inc.) and DLP Partner, LLC, a Delaware company which is a related entity to LifePoint Hospitals, Inc., a publicly-traded company that operates 57 hospital campuses in 20 states. An organizational chart depicting the post-closing corporate ownership structure is attached for your convenience.

DLP Healthcare was formed for purposes of strengthening and improving the delivery of healthcare services throughout North Carolina and the surrounding regions by creating flexible affiliation options for community hospitals. DLP Healthcare currently has affiliation and/or joint ownership arrangements with other North Carolina community hospitals.

Under the proposed transaction, DLP WilMed Nursing will acquire ownership and control of substantially all of the assets of WMC Hospice and the WilMed SNF, both of which are existing health service facilities as defined under North Carolina's Certificate of Need Law at N.C. Gen. Stat. § 131E-176(9b). The Certificate of Need Law provides that, upon receiving prior written notice, the CON Section shall exempt

Ms Martha Fristone
Acting Chief, CON Section
January 3, 2014
Page 2

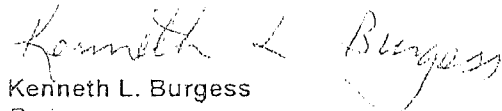
from CON review the acquisition of "an existing health service facility, including equipment owned by the health service facility at the time of acquisition." N.C. Gen. Stat. § 131E-184(a)(8). Accordingly, we would appreciate receiving written confirmation that DLP WilMed's proposed transaction whereby it will acquire ownership and control of WMC Hospice and the WilMed SNF, as described herein, is exempt from CON review.

Thank you in advance for your prompt consideration of this request. The parties wish to close the proposed transaction on or about January 31, 2013, and we request a response from you before that time, if possible.

Please contact us if you have questions or need any additional information.

With best regards, I am

Very truly yours,


Kenneth L. Burgess
Partner

Enclosure

cc: (via e-mail, w/ enclosure)
Brandon Schirg, Esq., Counsel for DLP Healthcare
Christy Gudaitis, Esq., Counsel for Duke
Jeremy Clark, Esq., Counsel for LifePoint



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Secretary DHHS

Drexdal Pratt
Division Director

January 13, 2014

Mr. Kenneth L. Burgess
301 Fayetteville Street
Suite 1900
Raleigh, NC 27601

Exempt from Review – Acquisition of Facility

Facility: WilMed Nursing Care Center
Acquisition by: DLP WilMed Nursing Care and Rehabilitation Center, Inc.
County: Wilson
FID #: 923511

Dear Mr. Burgess:

In response to your letter of January 3, 2014, the above referenced proposal is exempt from certificate of need review in accordance with N.C.G.S 131E-184(a)(8). Therefore, DLP WilMed Nursing Care and Rehabilitation Center, Inc, may proceed to acquire WilMed Nursing Care Center, without first obtaining a certificate of need. However, you need to contact the Nursing Home Licensure and Certification Section of the Division of Health Service Regulation to obtain instructions for changing ownership of the existing facility. Note that pursuant to N.C.G.S. §131E-181(b): *“A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need.”*

It should be noted that this Agency's position is based solely on the facts represented by you and that any change in facts as represented would require further consideration by this Agency and a separate determination. If you have any questions concerning this matter, please feel free to contact this office.

Sincerely,

Bernetta Thorne-Williams
Project Analyst

Martha J. Frisone, Interim Chief
Certificate of Need Section

cc: Nursing Home Licensure and Certification Section, DHSR
Medical Facilities Planning Section, DHSR



Certificate of Need Section

www.ncdhhs.gov

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Drexdal Pratt
Division Director

January 13, 2014

Mr. Kenneth L. Burgess
301 Fayetteville Street
Suite 1900
Raleigh, NC 27601

Exempt from Review – Acquisition of Facility

Facility: Wilson Medical Center
Acquisition by: DLP Wilson Medical Center, Inc.
County: Wilson
FID #: 923569

Dear Mr. Burgess:

In response to your letter of January 3, 2014, the above referenced proposal is exempt from certificate of need review in accordance with N.C.G.S 131E-184(a)(8). Therefore, DLP Wilson Medical Center, Inc., may proceed to acquire Wilson Medical Center, without first obtaining a certificate of need. However, you need to contact the Acute and Home Care and Licensure Certification Section of the Division of Health Service Regulation to obtain instructions for changing ownership of the existing facility. Note that pursuant to N.C.G.S. §131E-181(b): *“A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need.”*

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Bernetta Thorne-Williams
Project Analyst

Martha J. Frisone, Interim Chief
Certificate of Need Section

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



Certificate of Need Section

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Division of Health Service Regulation

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

Drexdal Pratt
Division Director

February 6, 2014

Mr. Kenneth L. Burgess
301 Fayetteville Street
Suite 1900
Raleigh, NC 27601

Exempt from Review – Acquisition of Facility

Facility: Hospice of Wilson Medical Center
Acquisition by: DLP Healthcare, LLC and DLP WilMed Nursing Care and Rehabilitation Center, Inc
County: Wilson
FID #: 953895

Dear Mr. Burgess:

In response to your letter of January 3, 2014, the above referenced proposal is exempt from certificate of need review in accordance with N.C.G.S 131E-184(a)(8). Therefore, DLP Healthcare, LLC and DLP WilMed Nursing Care and Rehabilitation Center, Inc, may proceed to acquire Hospice of Wilson Medical Center, without first obtaining a certificate of need. However, you need to contact the Acute and Home Care and Licensure Certification Section of the Division of Health Service Regulation to obtain instructions for changing ownership of the existing facility. Note that pursuant to N.C.G.S. §131E-181(b): *"A recipient of a certificate of need, or any person who may subsequently acquire, in any manner whatsoever permitted by law, the service for which that certificate of need was issued, is required to materially comply with the representations made in its application for that certificate of need."*

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Bernetta Thorne-Williams
Project Analyst

Martha J. Frisone, Interim Chief
Certificate of Need Section

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



Certificate of Need Section

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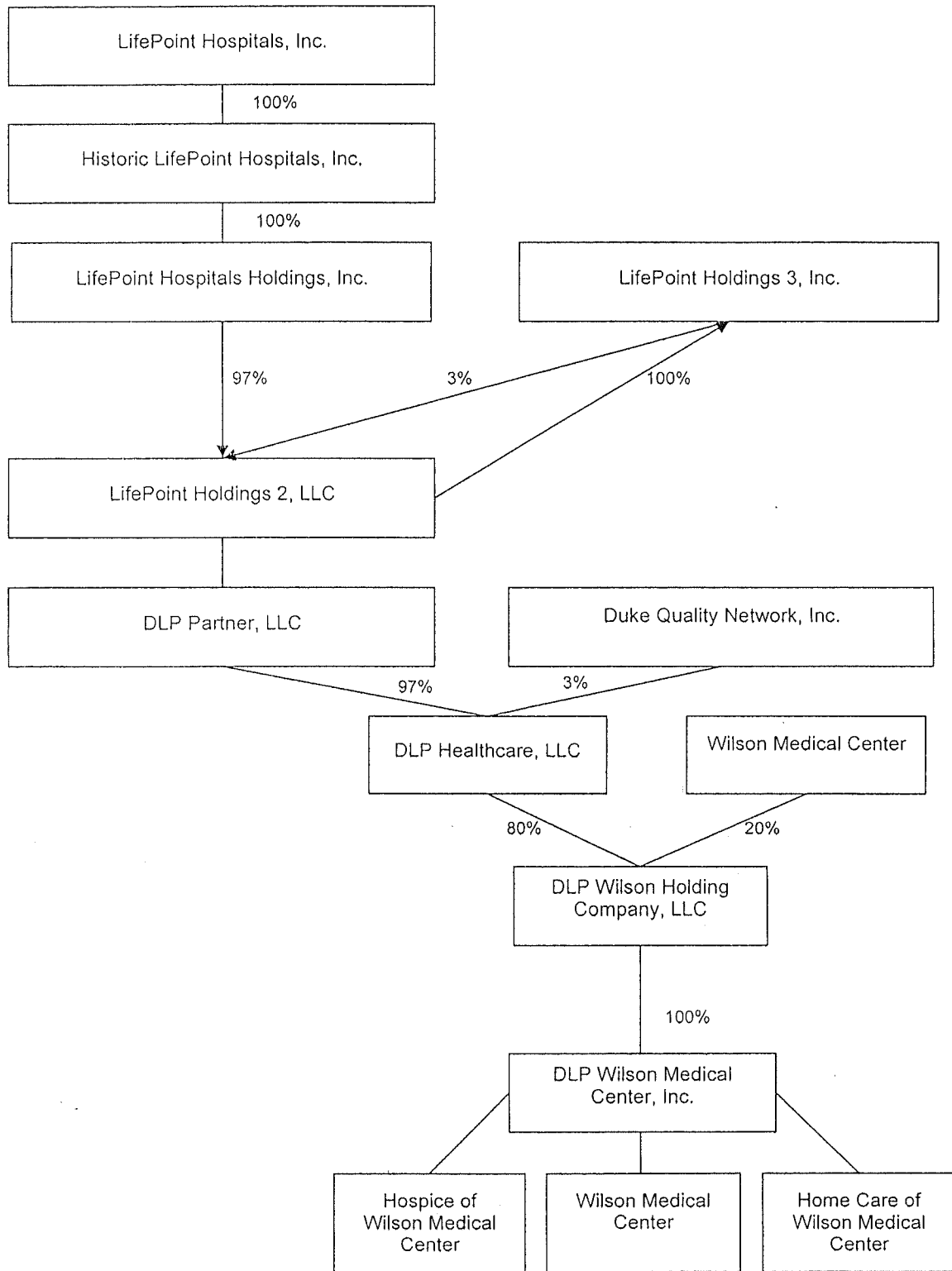
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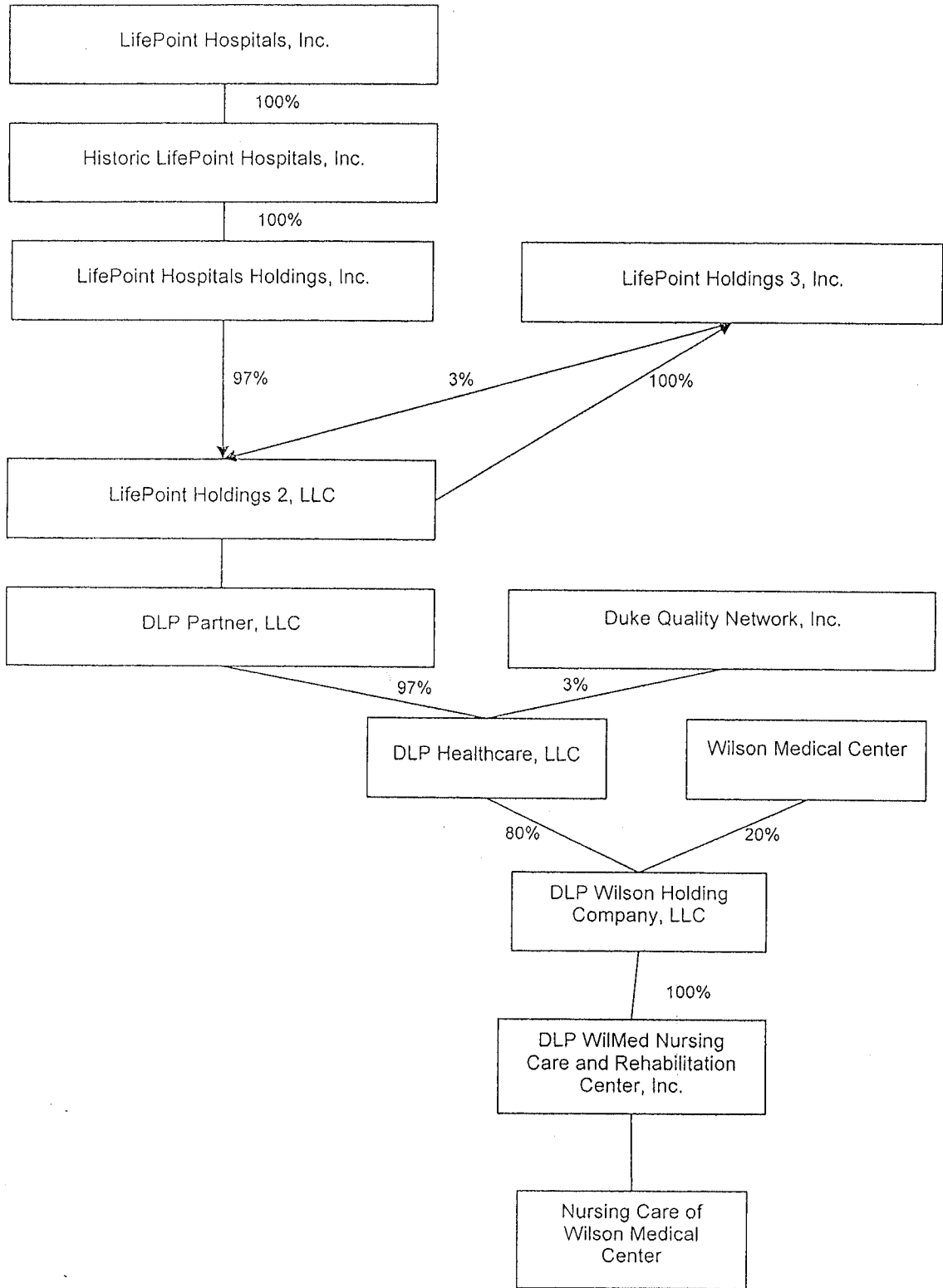


Post-Closing Organizational Chart (Hospital, Home Care & Hospice Entity)



--- indirect wholly owned subsidiary

Post-Closing Organizational Chart (SNF Entity)



--- indirect wholly owned subsidiary