



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

December 7, 2023

Gina M. Bonica, General Counsel/Chief Compliance Officer
gbonica@aiq-us.com

No Review

Record #: 4323
Date of Request: November 17, 2023
Business Name: Alliance Healthcare Services, Inc.
Business #: 60
Project Description: Change in corporate structure of parent company
County: Multiple

Dear Gina Bonica:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your correspondence regarding the project described above. Based on the CON law in effect on the date of this response to your request, the project as described is not governed by, and therefore, does 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,

[Handwritten signature of Michael J. McKillip]

Michael J. McKillip
Team Leader

[Handwritten signature of Micheala Mitchell]

Micheala Mitchell
Chief

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

June 30, 2021

VIA EMAIL

North Carolina Department of Health and Human Services
2704 Mail Service Center
Raleigh, NC 27699-2704
lisa.pittman@dhhs.nc.gov

Re: Radiology Certificates of Need – Alliance HealthCare Services, Inc. – Indirect Change of Control

To Whom It May Concern:

On behalf of Alliance HealthCare Services Inc. (the “Licensee”), we are writing to request a Letter of No Review or, alternatively, a Letter of Exemption in connection with an upcoming transaction. Specifically, pursuant to the terms of a binding share purchase agreement (the “Agreement”), the Licensee will be undergoing an indirect change of control (the “Transaction”).

Under the terms of the Agreement, Thaihot Investment Co., LTD. (“Thaihot”), will sell its shares in Thaihot Investment Company US Limited (“Thaihot Holdings”) to Akumin Corp. Thaihot Holdings is the sole owner of Licensee, and the Certificates of Need held by Licensee are detailed on Exhibit B.¹ See the pre- and post-closing organizational charts attached as Exhibit A. The Transaction is expected to be effective on or about August 1, 2021.

The Transaction will not result in any assets or operations being transferred from the Licensee. The Transaction will not change the Licensee’s legal name, federal tax identification numbers, provider numbers, locations, supervising personnel, operating procedures, or services.

Pursuant to prior conversations between you and our outside legal counsel at McDermott Will & Emery, LLP on related matters, we understand that this type of transaction does not constitute a change of ownership or necessitate a new certificate of need because neither the Licensee, nor its direct parents, are changing in any way. Accordingly, we request confirmation that the Transaction is not subject to certificate of need review or, alternatively, that the described transaction is exempt from certificate of need review. If you have any questions regarding the Transaction or this letter, please contact Gina M. Bonica at 516-287-8995, 949-242-5554, or gbonica@aiq-us.com.

Sincerely,

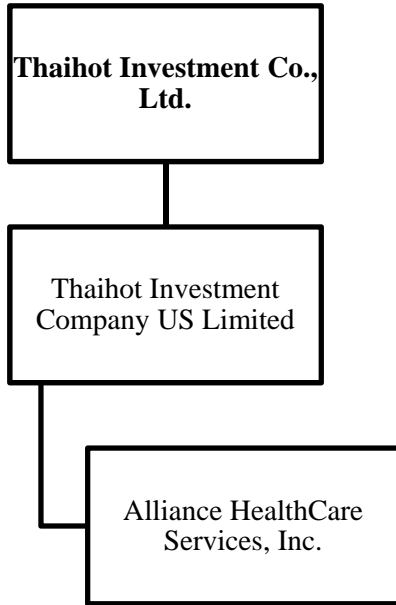


Gina M. Bonica
General Counsel | Chief Compliance Officer
Alliance HealthCare Services, Inc.

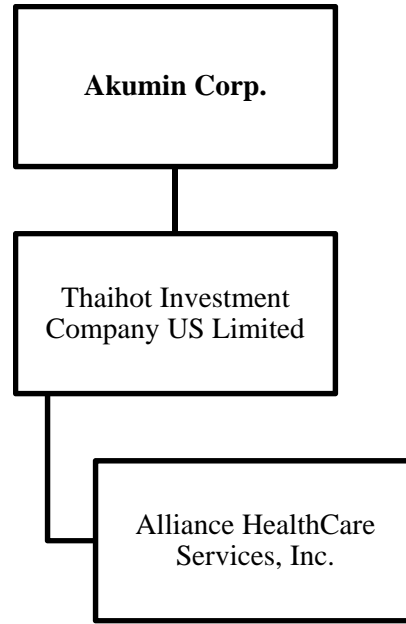
¹ As set forth in the table in Exhibit B, two of these machines are jointly owned by Alliance and another company.

EXHIBIT A
Transaction Structure²

PRE-TRANSACTION STRUCTURE



POST-TRANSACTION STRUCTURE



² Note that certain of the Licensees are jointly owned by Alliance HealthCare Services and another entity, as detailed in Exhibit B. This joint ownership will not be affected by the Transaction.

EXHIBIT B
List of Certificates of Need

Radiation Machine Name and CON	Fixed, Parked, or Mobile	Licensee	Location Address
PETCT 171 CON # F-6706-02	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
PETCT 180 CON # F-6650-02	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
ESP 43 Legacy New	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 467 Legacy	Fixed	Alliance HealthCare Services, Inc.	1520 Sunday Dr. Raleigh NC 27607
VOYA 5 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 461 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 269 CON # F-5967-03	Parked	Alliance HealthCare Services, Inc., jointly owned with Piedmont Healthcare	700 Sullivan Road, Statesville NC 28677
SIGNA 451 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 270 Legacy	Parked	Alliance HealthCare Services, Inc.	1130 N. Church St. Suite 100 Greensboro NC 27401
SIGNA 425 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
ESP 23 CON # F-7001-04	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 456 Legacy	Parked	Alliance HealthCare Services, Inc.	128 Medical Park, Mooresville NC 28117
SIGNA 407 CON # G-6271-00	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 406 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
Aera 16 Legacy	Parked	Alliance HealthCare Services, Inc.	430 Waterstone Dr, Hillsborough NC 27278
SIGNA 294 CON # G-7038-04	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
ESP 66 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 273 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 270 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SIGNA 89 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SYM 68 Legacy	Fixed	Alliance HealthCare Services, Inc.	300 Health Park Dr. Garner NC 27529
SYM 66 Legacy	Fixed	Alliance HealthCare Services, Inc.	300 Asheville Ave. Cary NC 27529

Radiation Machine Name and CON	Fixed, Parked, or Mobile	Licensee	Location Address
SYM 71 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
SYM 43 Legacy	Parked	Alliance HealthCare Services, Inc.	3700 NW Cary Parkway Cary NC 27513
ESP 61 CON # Q-6884-03	Mobile	Alliance HealthCare Services, Inc., jointly owned with Vidant.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
ESP 36 Legacy	Fixed	Alliance HealthCare Services, Inc.	150 Parkway Office Court Cary NC 27513
ESP 28 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612
ESP 21 Legacy	Fixed	Alliance HealthCare Services, Inc.	3200 Blue Ridge Road Raleigh NC 27607
ESP 62 Legacy	Mobile	Alliance HealthCare Services, Inc.	Multiple Locations - Corporate Address: 18201 Von Karman Ave, Suite 600, Irvine, CA 92612

From: [DHSR.CON.Request](#)
To: [James Tatum](#); [Stancil, Tiffany C](#)
Cc: [Bradley Cochran](#); [Blakely Kiefer](#); [Pittman, Lisa](#)
Subject: RE: [External] Certificates of Need - Alliance Healthcare Services, Inc. - Indirect Change of Control
Date: Friday, November 17, 2023 3:29:14 PM

Tiffany,

Please log this in, we were expecting it at this email address. The Original letter referred to for 2021, we have a copy of from an earlier send from them, it will be forwarded, separately to you in next email send...

Martha Waller

Administrative Specialist 1

Division of Health Service Regulation, Certificate of Need Section North Carolina Department of Health and Human Services

Main: 919-855-3873

Office: 919-855-3885

martha.waller@dhhs.nc.gov

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809 Ruggles Drive, Edgerton Building
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From: James Tatum <james.tatum@akumin.com>
Sent: Friday, November 17, 2023 3:00 PM
To: DHSR.CON.Request <DHSR.CON.Request@dhhs.nc.gov>
Cc: Bradley Cochran <bradley.cochran@akumin.com>; Blakely Kiefer <bkiefer@wyrick.com>; Pittman, Lisa <lisa.pittman@dhhs.nc.gov>
Subject: [External] Certificates of Need - Alliance Healthcare Services, Inc. - Indirect Change of Control

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To Whom it May Concern;

Attached is a letter dated June 30, 2021 (Letter) and sent (it appears in error) to Lisa Pittman, Assistant Chief, Division of Health Services Regulation, Healthcare Planning & CON Section, NC Department of Health and Human Services ("Division), requesting a letter of No Review or Letter of Exemption in connection with a transaction that was expected to be effective August 1, 2021. The referenced transaction did, in fact close on or about September 1, 2021 resulting in an outcome as described in the Letter.

The Transaction will not result in any assets or operations being transferred from the Licensee. The Transaction will not change the Licensee's legal name, federal tax identification numbers, provider numbers, locations, supervising personnel, operating procedures, or services.

We understand that this type of transaction does not constitute a change of ownership or necessitate a new certificate of need because neither the Licensee, nor its direct parents, are changing in any way. Accordingly, we request confirmation that the Transaction is not subject to certificate of need review or, alternatively, that the described transaction is exempt from certificate of need review.

Due to a ministerial error, we would request that the Division provide the requested letter of No Review or Letter of Exemption effective September 1, 2021.

Thank you for your consideration, and please feel free to contact me with any questions or request for additional information.

Best regards,

James Tatum, JD & CHC
Compliance Manager

[+1 714-319-1528](tel:+17143191528)

james.tatum@akumin.com

akumin.com

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