



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

August 16, 2024

Mary Tobin
mtobin@polsinelli.com

No Review

Record #: See Attachment A
Date of Request: July 31, 2024
Facility Name: See Attachment A
FID #: See Attachment A
Project Description: Change in corporate structure of the parent company
County: See Attachment A

Dear Mary Tobin:

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,

Chalice L. Moore
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

Attachment A

Record #	Name of Facility	FID	Type of Facility	County
4515	Amedisys Hospice Care	100075	Hospice	Brunswick
4516	Amedisys Hospice	923890	Hospice	Pitt
4517	Amedisys Home Health of Winston-Salem	956167	Home Health	Forsyth
4518	Amedisys Hospice Care	130100	Hospice	Washington
4520	Amedisys Home Health Care	944774	Home Health	Mecklenburg
4521	Amedisys Home Health Care	943722	Home Health	Davidson
4522	Amedisys Home Health	970422	Home Health	Brunswick
4523	Amedisys Home Health Care	923830	Home Health	Gaston
4524	Amedisys Hospice Care	100133	Hospice	Robeson
4526	Amedisys Home Health	943777	Home Health	Greene
4527	Amedisys Home Health of Fayetteville	953928	Home Health	Cumberland
4528	Amedisys Home Health of Chapel Hill	923829	Home Health	Orange
4529	Amedisys Home Health Care	953881	Home Health	Randolph



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

July 25, 2024

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

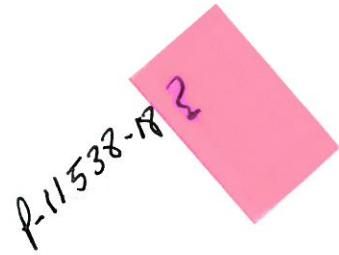
VIA ELECTRONIC MAIL AND U.S. MAIL

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. HOS4018
North Carolina Transfer of Ownership Notification**



Dear Ms. Mitchell

We are writing to inform you of an update to 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 September, 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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Kansas City | Los Angeles | Miami | Nashville | New York | Phoenix | Raleigh | Salt Lake City
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July 25, 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.: 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

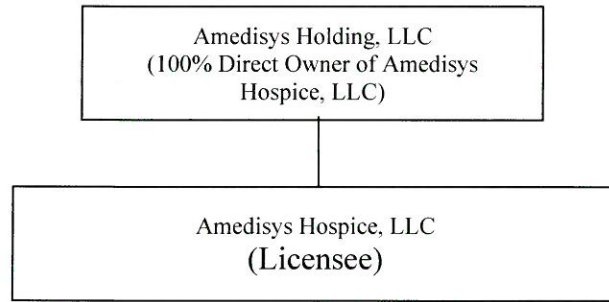
Thank you for your time and attention to this matter.

Sincerely

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE

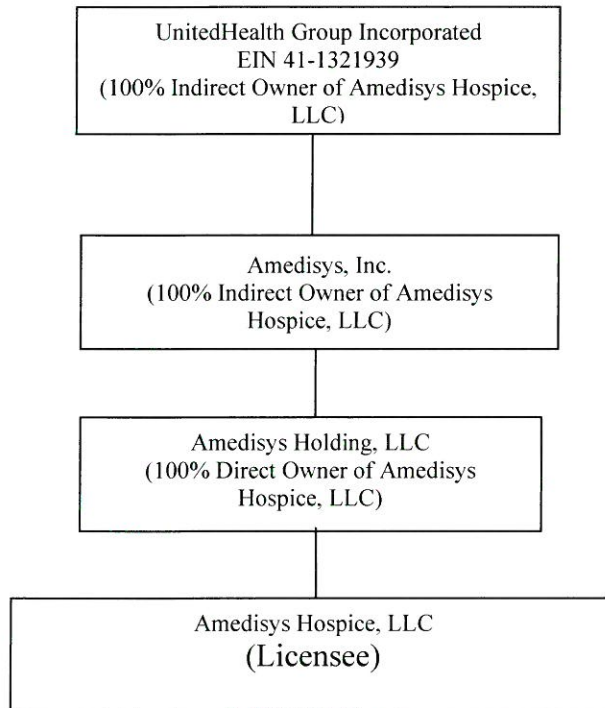
Amedisys, Inc.
(100% Indirect Owner of Amedisys
Hospice, LLC)



July 25, 2024

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AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 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 an update to 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.

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July 25, 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

- 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition letter" confirming that no action is needed by DHSR.

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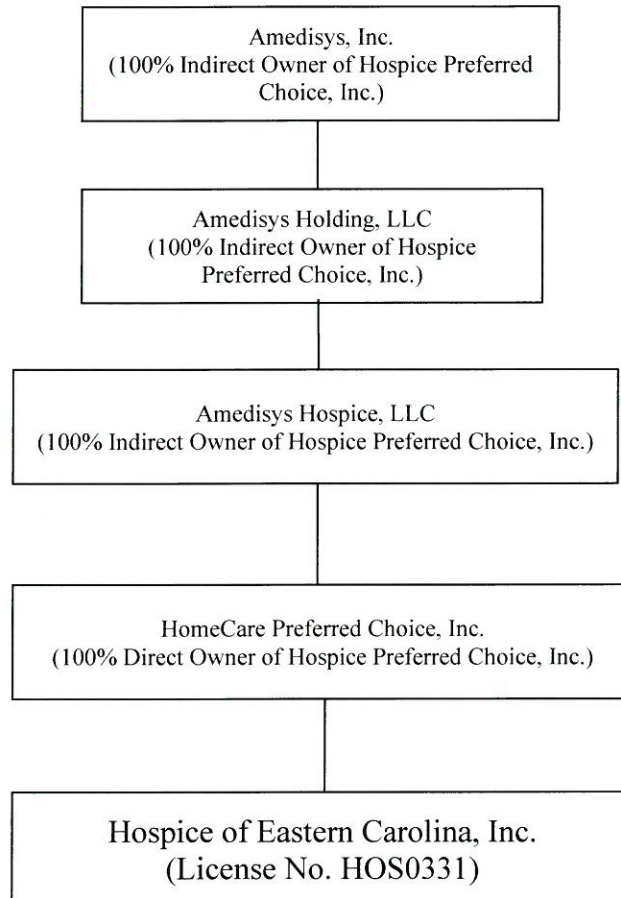
Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

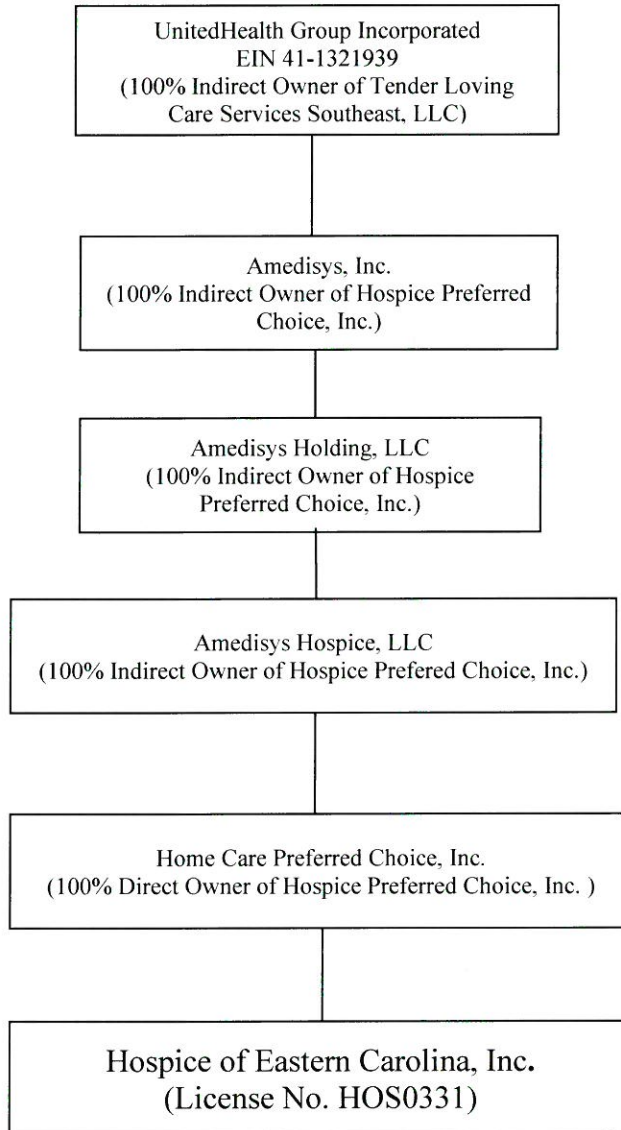
Sincerely

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 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 an update to 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 September, 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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July 25, 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.: 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 DHRS, 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition letter" confirming that no action is needed by DHRS.

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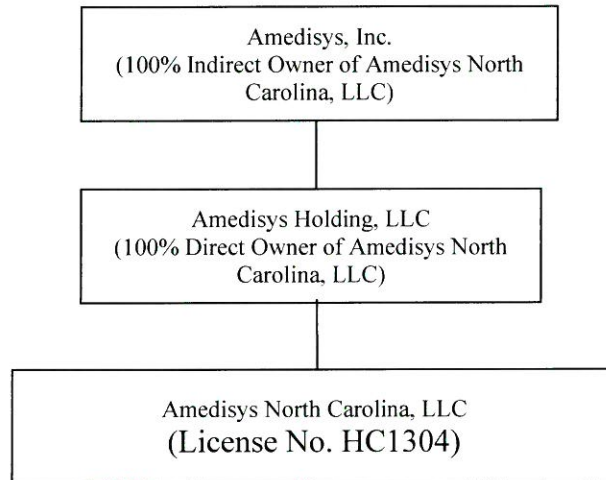
Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

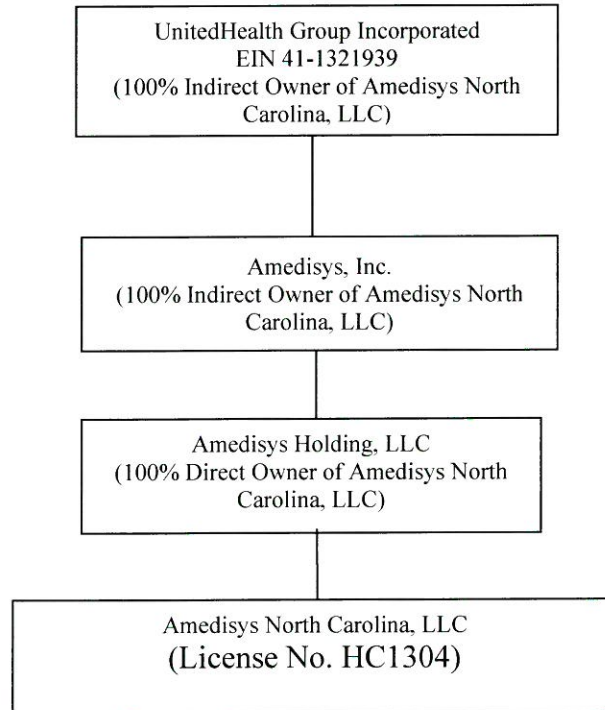
Sincerely

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 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 an update to 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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July 25, 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.: 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 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition letter" confirming that no action is needed by DHSR.

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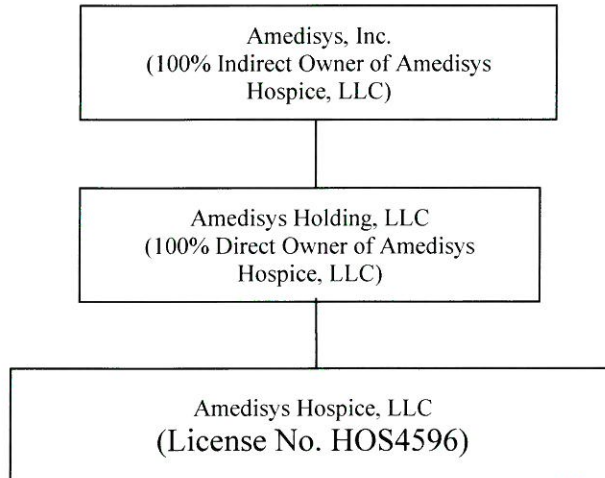
Thank you for your time and attention to this matter.

Sincerely

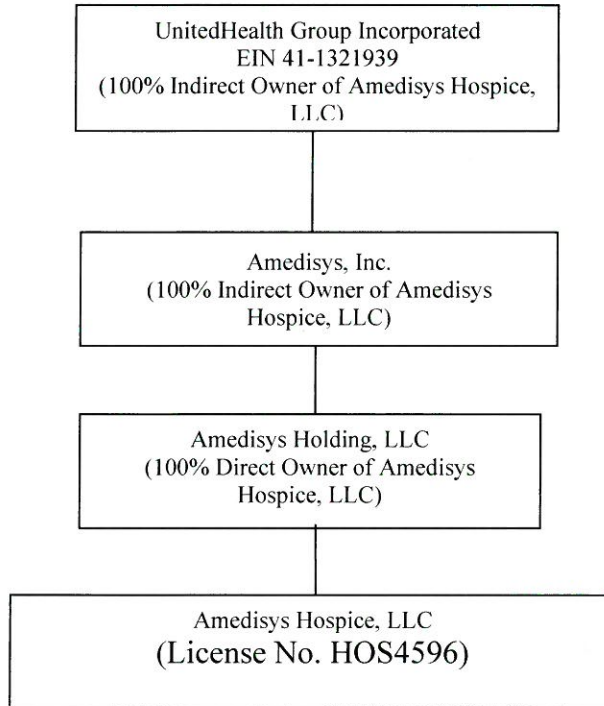
Mary B. Tobin

MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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July 25, 2024

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(312) 873-2967
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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. HC1152
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of an update to 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 September, 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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July 25, 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.: 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

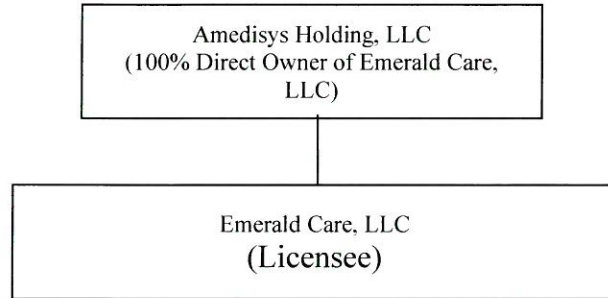
Sincerely

Mary B. Tobin

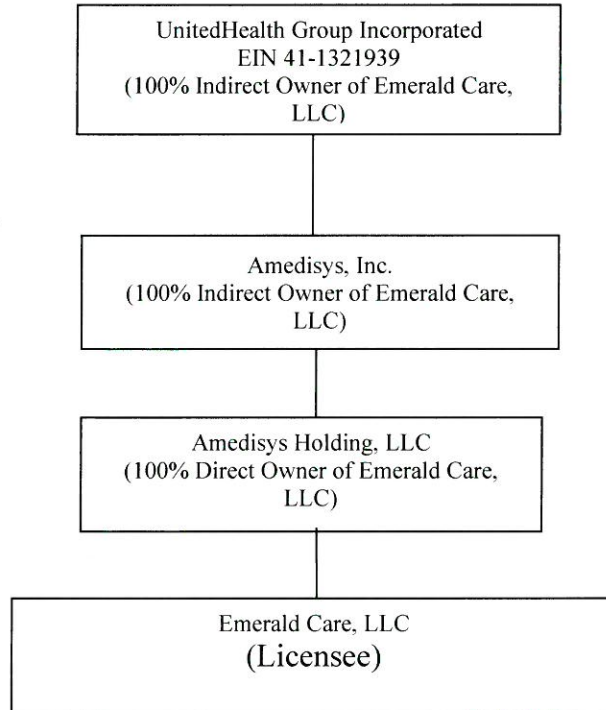
MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE

Amedisys, Inc.
(100% Indirect Owner of Emerald Care,
LLC)



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 2024

Mary B. Tobin
(312) 873-2967
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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 Care
North Carolina Home Health Agency License No. HC0495
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of an update to 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 September, 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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July 25, 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

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition letter" confirming that no action is needed by DHSR.

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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.

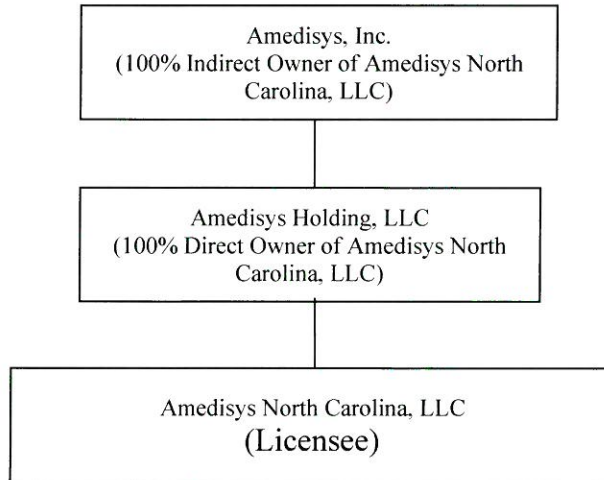
Sincerely

Mary B. Tobin



July 25, 2024
Page 3

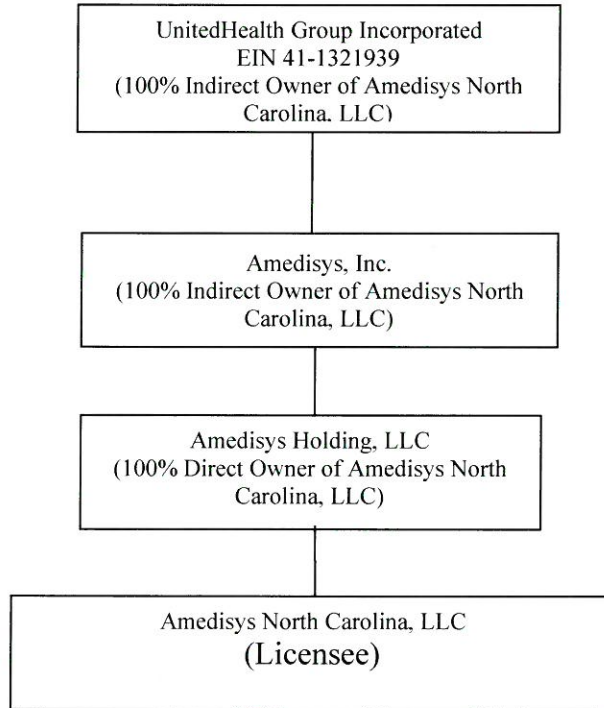
BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



July 25, 2024

Page 5

AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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July 25, 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 an update to 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 September, 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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July 25, 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

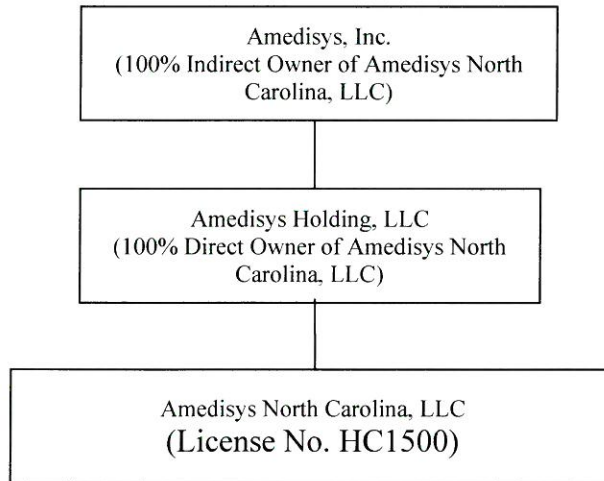
Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

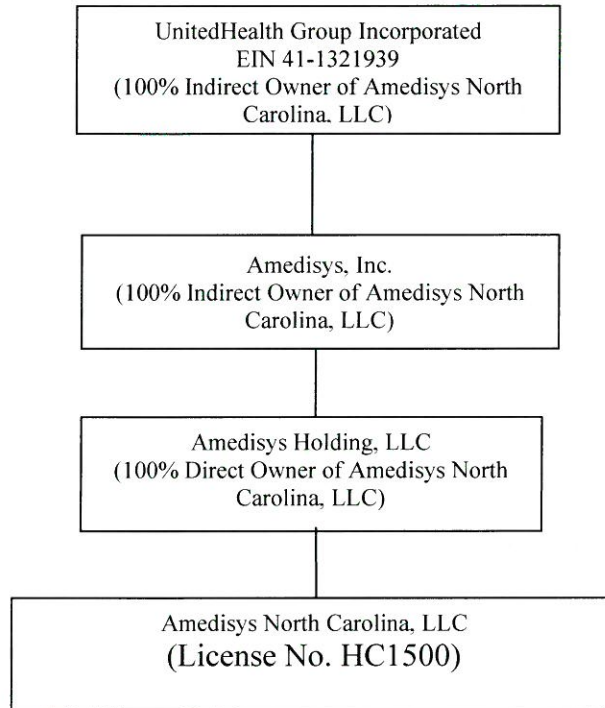
Sincerely,

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

July 25, 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
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of an update to 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 September, 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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July 25, 2024
Page 2

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

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

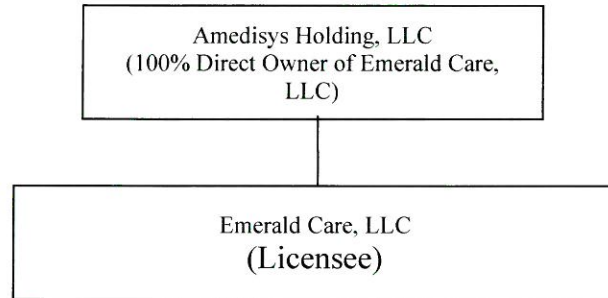
Sincerely

Mary B. Tobin

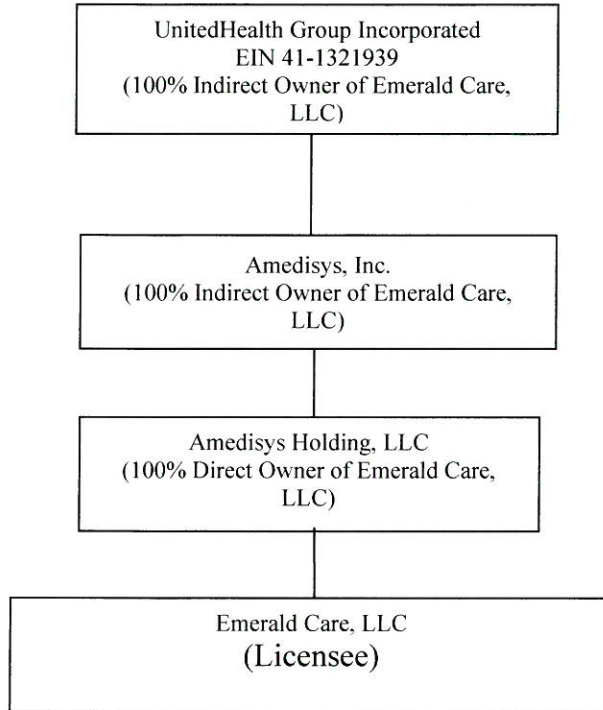
MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE

Amedisys, Inc.
(100% Indirect Owner of Emerald Care,
LLC)



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 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. HC4027
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell

We are writing to inform you of an update to 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 September, 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.: HC4027
- Licensee: Amedisys Hospice, L.L.C.
- DBA Name: Amedisys Hospice Care
- Address: 56 Three Hunts Drive, Bldg 3 Pembroke, NC 28372

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

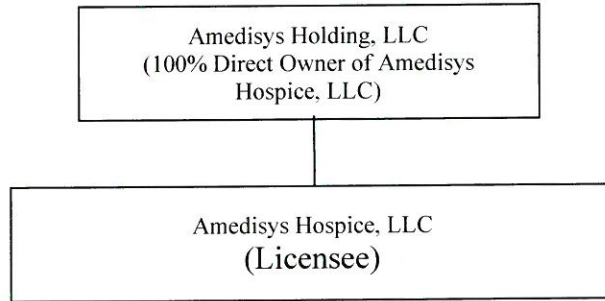
Thank you for your time and attention to this matter.

Sincerely

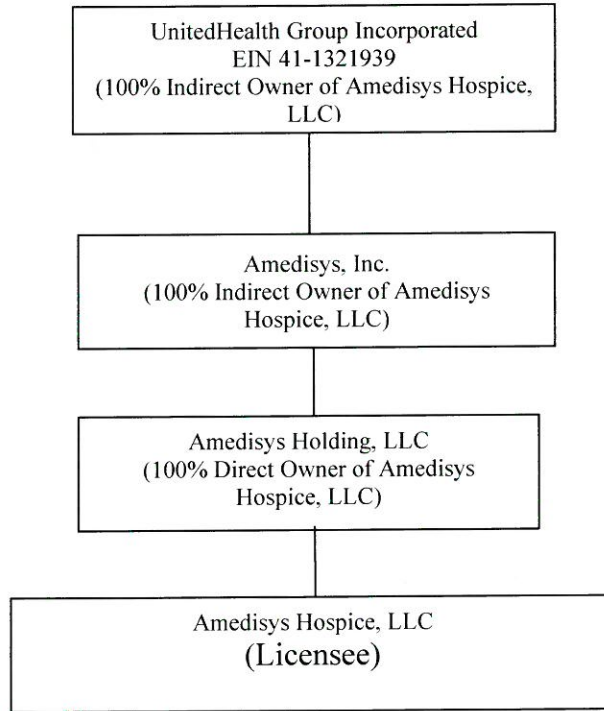
Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE

Amedisys, Inc.
(100% Indirect Owner of Amedisys
Hospice, LLC)



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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July 25, 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. HC0168
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of an update to 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 September, 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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July 25, 2024

Page 2

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

- 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

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

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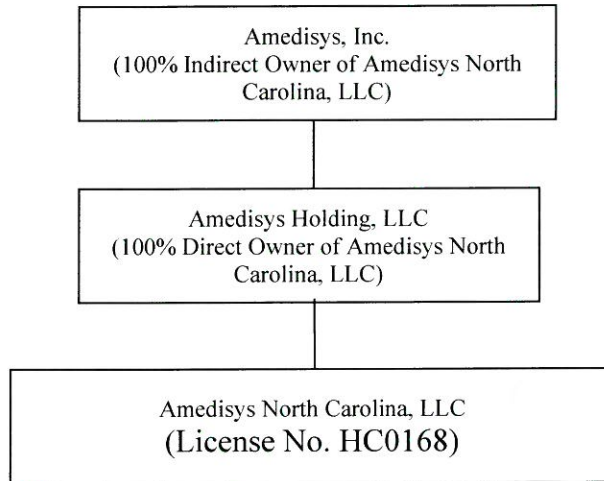
Thank you for your time and attention to this matter.

Sincerely

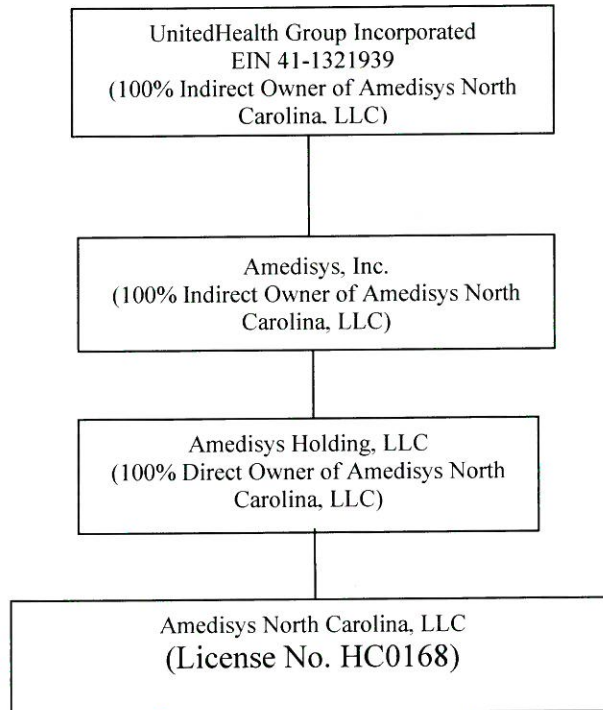
Mary B. Tobin

MBT:

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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

July 25, 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 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 an update to 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 September, 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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July 25, 2024

Page 2

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

- 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

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

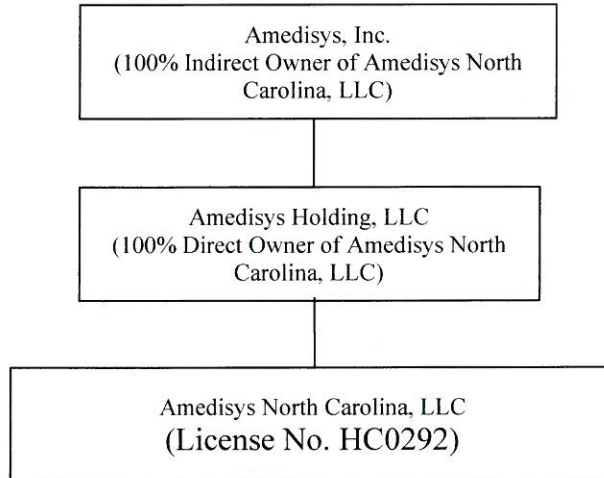
Please let me know if you need additional information. Should you have any questions, please feel free to contact me.

Thank you for your time and attention to this matter.

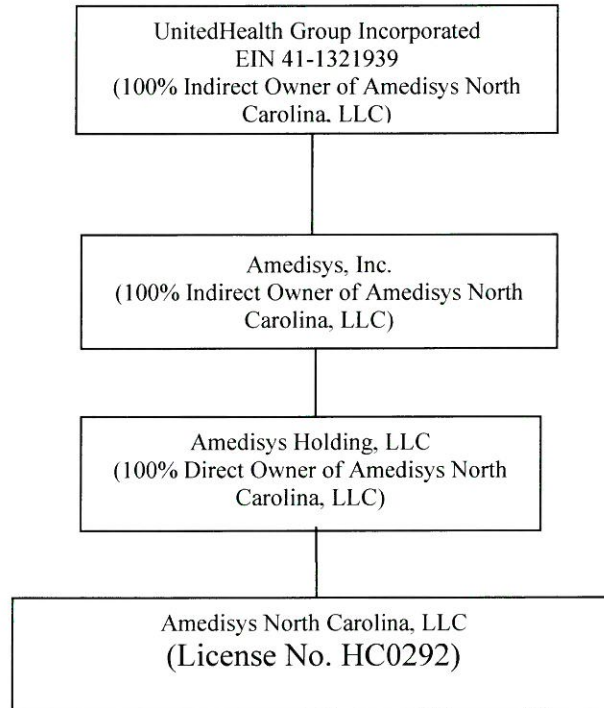
Sincerely

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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July 25, 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 an update to 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 September, 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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July 25, 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 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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

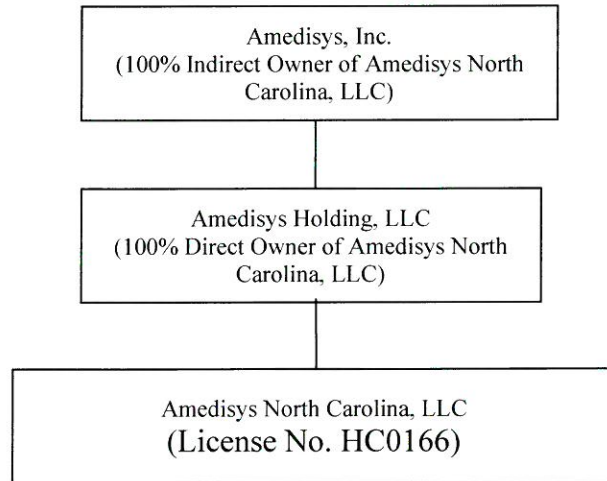
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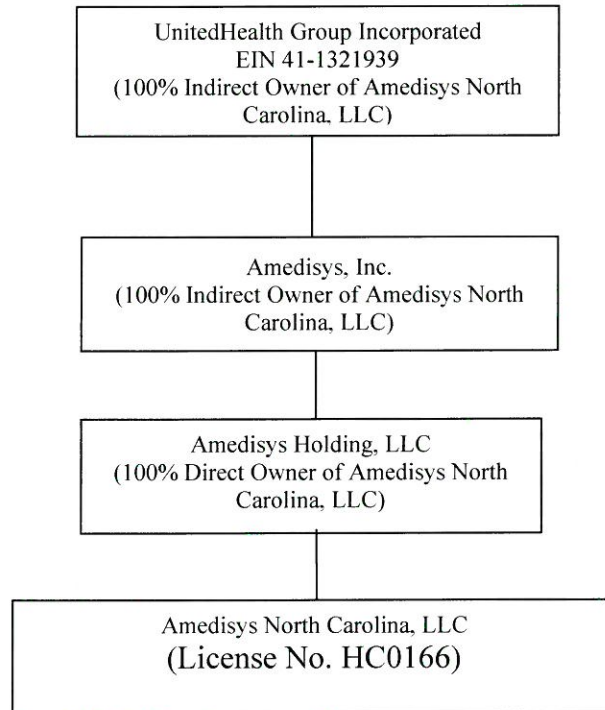
Sincerely

Mary B. Tobin

BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE





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July 25, 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 Care
North Carolina Home Health Agency License No. HC0397
North Carolina Transfer of Ownership Notification**

Dear Ms. Mitchell:

We are writing to inform you of an update to 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 September, 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.

Atlanta | Boston | Chattanooga | Chicago | Dallas | Denver | Fort Lauderdale | Houston
Kansas City | Los Angeles | Miami | Nashville | New York | Phoenix | Raleigh | Salt Lake City
San Diego | San Francisco | Seattle | St. Louis | Washington, D.C. | Wilmington

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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.: HC0397
- Licensee: Amedisys North Carolina, L.L.C.
- DBA Name: Amedisys Home Health Care
- Address: 610 N Fayetteville St.,

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-184(a)(8). As a result, we are requesting that you provide us with a "notice of exempt acquisition 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.

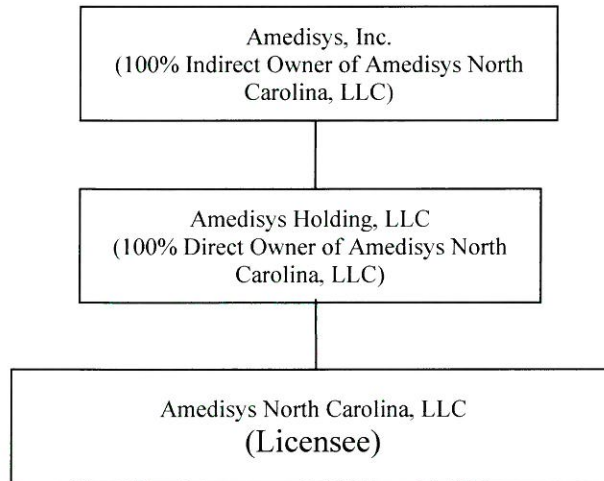
Sincerely

Mary B. Tobin



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BEFORE EQUITY PURCHASE – CURRENT OWNERSHIP STRUCTURE



AFTER EQUITY PURCHASE – PROPOSED OWNERSHIP STRUCTURE

