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Mar 08 2019

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

March 1, 2019

Ms. Karen W. McGuire
State Health Planning and Development Agency
Post Office Box 303025
Montgomery, Alabama 36130-3025
Email: Karen.McGuire@shpda.alabama.gov

**RE: Transfer of Indirect Owner
Dialysis Newco, Inc. d/b/a U.S. Renal Care South Dialysis**

Dear Ms. McGuire:

Pursuant to ALA. CODE §22-21-260 through §22- 21-278, and ALA. ADMIN. CODE CH. 410-1-7-.04, please accept this letter and enclosed application as notification of a change of information for above-referenced Certificate of Need holder located at 3201 3rd Ave. South, Birmingham, AL 35222. U.S. Renal Care, Inc. ("USRC"), through a subsidiary, is the indirect owner of Dialysis Newco, Inc. ("Provider"). This notice and application is provided in connection with a transaction in which BCPE Cycle Buyer, Inc. will become the new indirect owner of USRC.

We do not expect that the transaction will have any effect on the Provider's business or operations, and Provider will continue to conduct business at the same location under the same legal entity name, federal tax identification number and NPI number(s). In addition, the Provider's personnel, equipment, services and operations will not change as a result of the transaction. USRC will retain its existing subsidiary structure and indirect interest in the Provider, none of which will change as a result of the transaction. The USRC subsidiaries will retain their current federal tax identification numbers and, if applicable, their NPI numbers. The organizational charts attached as Exhibit A show the pre and post transaction structures.

If you have any questions or require any further information regarding this matter, please do not hesitate to contact Vickie Becker at (214) 425-0668 or legal@usrenalcare.com. Thank you for your attention to this matter.

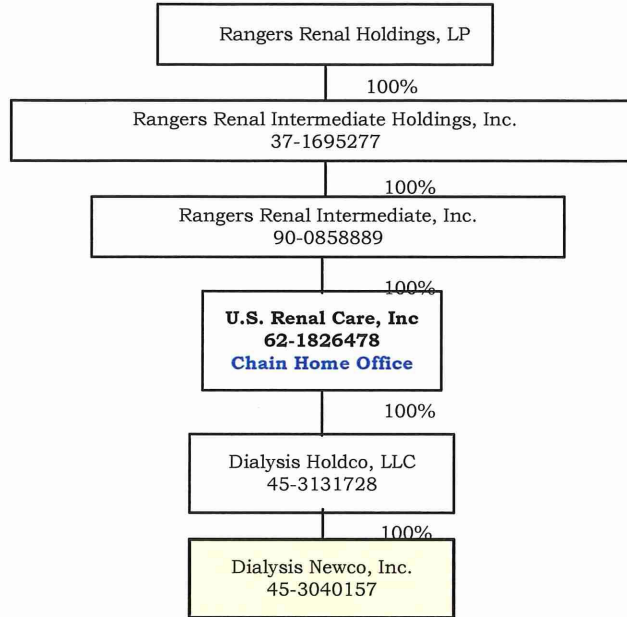
Sincerely,

A handwritten signature in blue ink, appearing to read "Tom Weinberg", is written over the typed name.

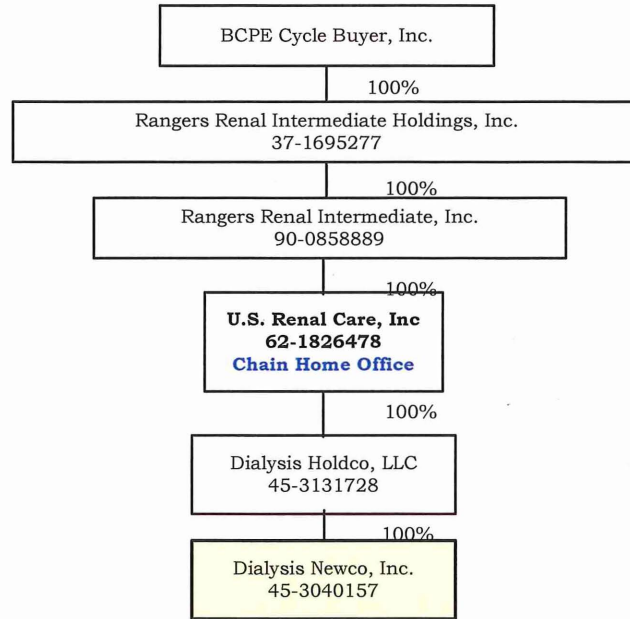
Thomas L. Weinberg
Chairman

Exhibit A
Organizational Charts

Pre Close Organizational Chart



Post Close Organizational Chart



NOTICE OF CHANGE OF OWNERSHIP/CONTROL

The following notification of intent is provided pursuant to all applicable provisions of ALA. CODE § 22-21-270 (1975 as amended) and ALA. ADMIN. CODE r. 410-1-7-.04. This notice must be filed at least twenty (20) days prior to the transaction.

Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))

Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))

Change in Facility Management (Facility Operator)

Any transaction other than those above-described requires an application for a Certificate of Need.

Part I: Facility Information

SHPDA ID Number: 073-D5674
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: DIALYSIS NEWCO, INC.
(ADPH Licensure Name)

Physical Address: 3201 3rd Avenue South
Birmingham, AL 35222

County of Location: JEFFERSON

Number of Beds/ESRD Stations: 20

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. n/a

Part II: Current Authority (Note: If this transaction will result in a change in direct ownership or control, as defined under ALA. CODE § 22-20-271(e), please attach organizational charts outlining current and proposed structures.)

Owner (Entity Name) of Facility named in Part I: DIALYSIS NEWCO, INC.

Mailing Address: 5851 Legacy Circle, Suite 900
Plano, Texas 75024

Operator (Entity Name): DIALYSIS NEWCO, INC.

Part III: Acquiring Entity Information

Name of Entity: Control Change Above Parent Company

Mailing Address: * Reference Organizational Charts
(pre/post closing)

Operator (Entity Name): DIALYSIS NEWCO, INC.

Proposed Date of Transaction is on or after: 08/01/2019

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 1,683,290.00

Type of Beds: Dialysis Stations

Number of Beds/ESRD Stations: 20

Financial Scope: to Include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost:

Projected Equipment Cost: \$ 0.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 2,222,524.00

Projected Total Cost: \$ 2,222,524.00

On an Attached Sheet Please Address the Following:

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service).
- 2.) Whether the proposal will include the addition of any new beds.
- 3.) Whether the proposal will involve the conversion of beds.
- 4.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s):  _____

Operator(s):  _____

Title/Date: Chairman - March 1, 2019 _____

SWORN to and subscribed before me, this 1st day of March, 2019.

(Seal)



Lisa L Stewart
Notary Public

My Commission Expires: 2/27/2020

Acquiring Authority Signature(s):

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

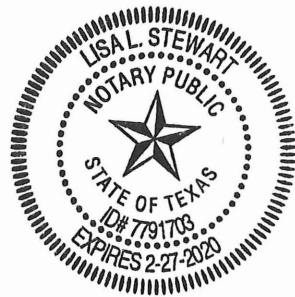
Purchaser(s): [Signature] _____

Operator(s): [Signature] _____

Title/Date: Chairman - March 1, 2019 _____

SWORN to and subscribed before me, this 1st day of March, 2019.

(Seal)



Lisa L Stewart
Notary Public

My Commission Expires: 2/27/2020

Author: Alva M. Lambert
Statutory Authority: § 22-21-271(c), Code of Alabama, 1975
History: New Rule

**Transfer of Indirect Owner
Dialysis Newco, Inc. d/b/a U.S. Renal Care South Dialysis**

Attachment A

1. The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the services is an extension of a presently offered service, or whether the service is a new service).

The Applicant's services and operations will not change as a result of the transaction.

2. Whether the proposal will include the addition of any new beds.

No, the transaction will not result in the addition of any new ESRD stations.

3. Whether the proposal will involve the conversion of beds.

No, the transaction will not involve the conversion of any ESRD stations.

4. Whether the assets and stock (if any will be acquired).

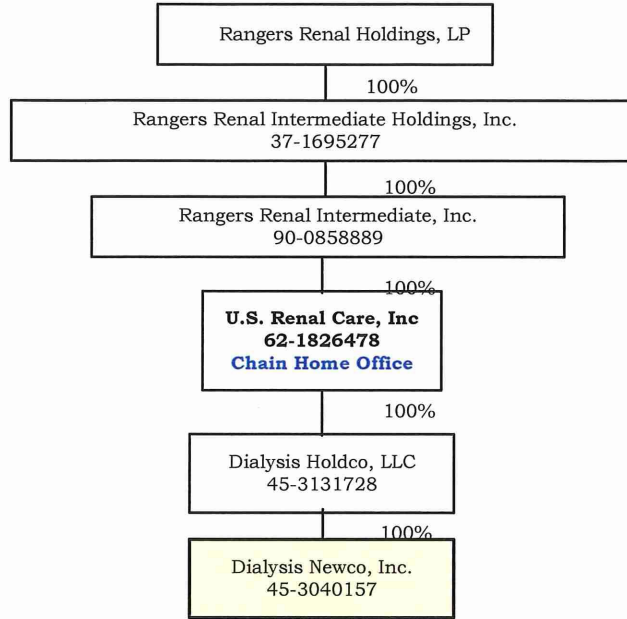
U.S. Renal Care, Inc. ("USRC"), through a subsidiary, is the indirect owner of Dialysis Newco, Inc. ("Applicant"). As a result of the proposed transaction, BCPE Cycle Buyer, Inc. ("BCPECBI") will acquire by merger the outstanding shares of Rangers Renal Intermediate Holdings, Inc. ("RRIHI"), which holds an indirect ownership interest in USRC. Following the transaction, BCPECBI (through its ownership interest in RRIHI) will become the new indirect owner of USRC.

USRC will retain its existing subsidiary structure and indirect interest in the Applicant, none of which will change as a result of the transaction. The USRC subsidiaries will retain their current federal tax identification numbers and, if applicable, their NPI numbers. The Applicant will continue to conduct business at the same location under the same legal entity name, federal tax identification number and NPI number(s). The organizational charts attached as Attachment B show the pre and post transaction structures.

ATTACHMENT B

Organizational Charts

Pre Close Organizational Chart



Post Close Organizational Chart

