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November 1, 2021

Cheryl Bettigole, M.D., M.P.H.
Acting Health Commissioner
City of Philadelphia
Department of Public Health
1101 Market St.
13th Floor
Philadelphia, PA 19107

Michael Decker
Clerk of Council
Philadelphia City Council
City Hall, Room 402
1400 John F. Kennedy Blvd.
Philadelphia, PA 19107

RE: Notice of Intent to Acquire Hospital

Dear Commissioner Bettigole and Mr. Decker:

Kindred Hospitals East, LLC (“Kindred East”) currently owns a long-term care hospital comprising two campuses, one of which, known as Kindred Hospital – Philadelphia (the “Facility”), is located within the City of Philadelphia. Kindred East is a 100% indirect subsidiary of Kentucky Hospital Holdings JV, L.P. (the “Partnership”). As has been publicly announced, LifePoint Health, Inc. (“LifePoint Health”) and a group of sellers comprised of affiliates of TPG Capital; Welsh, Caron, Anderson & Stowe; Port-aux-Choix Private Investments and certain other holders of the Partnership have entered into a definitive agreement under which LifePoint Health will cause Knight Health Holdings, LLC, an entity under common ownership with LifePoint Health operating under the name ScionHealth (“ScionHealth”) to acquire all of the outstanding equity of the Partnership (the “Transaction”). The Transaction will result in an indirect change of ownership of the Facility. The Transaction is anticipated to close in the middle of December 2021.

This letter is being sent on behalf of Kindred East and ScionHealth, and constitutes their joint notice of the Transaction pursuant to City of Philadelphia ordinance § 6-409, as revised June 9, 2021 (the “Ordinance”).

The following information is being furnished in accordance with the Ordinance:

I. Name and address of the hospital:

Kindred Hospitals East, LLC d/b/a Kindred Hospital-Philadelphia
6129 Palmetto Street
Philadelphia, PA 19111

II. Name, address, and description of the corporate organizational structure of the legal entity seeking to obtain an ownership interest and/or license with respect to the hospital.

See the Post-Closing Organizational Chart at Attachment 1.

ScionHealth's address is:

Knight Health Holdings, LLC
c/o LifePoint Health, Inc.
330 Seven Springs Way
Brentwood, Tennessee 37027

III. Name of all persons or entities with an ownership interest in the entity seeking to obtain an ownership interest and/or license with respect to the hospital; the percentage of each such ownership interest; the names and addresses of any members of the boards or ex-officio corporate officers; and any non-profit organizations with such an ownership interest. Excluded from this requirement are those persons or entities whose ownership interest consist of shares in a publicly traded corporation.

See the Post-Closing Organizational Chart at Attachment 1.

ScionHealth is indirectly owned by various investment funds/vehicles that are managed by affiliates of Apollo Global Management, Inc. ("Apollo"). Apollo is a publicly-traded company (NYSE: APO). The members of Board of ScionHealth are:

Matthew H. Nord
Maxwell David
Eric L. Press

The address of each such member of the Board is 330 Seven Springs Way, Brentwood, TN 37027

IV. Names and addresses of long-term care facilities and hospitals currently or previously owned or managed by the entity seeking to obtain an ownership interest and/or license with respect to the hospital, or by any of the persons or entities holding a direct or indirect controlling interest in the entity seeking to obtain such an interest or license, and the name of the jurisdictions in which those facilities or hospitals are operated and licensed.

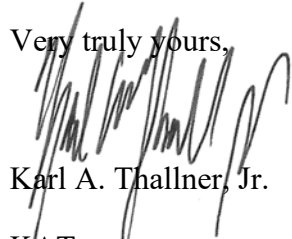
Please see Attachment 2 for the names, addresses, and jurisdictions of the long-term care facilities and hospitals currently or previously owned or managed by LifePoint Health, ScionHealth, and/or their subsidiaries.

Cheryl Bettigole, M.D., M.P.H.
Michael Decker
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If you have any questions concerning this notice, you may direct them to the undersigned at 215-851-8171 or kthallner@reedsmith.com.

Very truly yours,

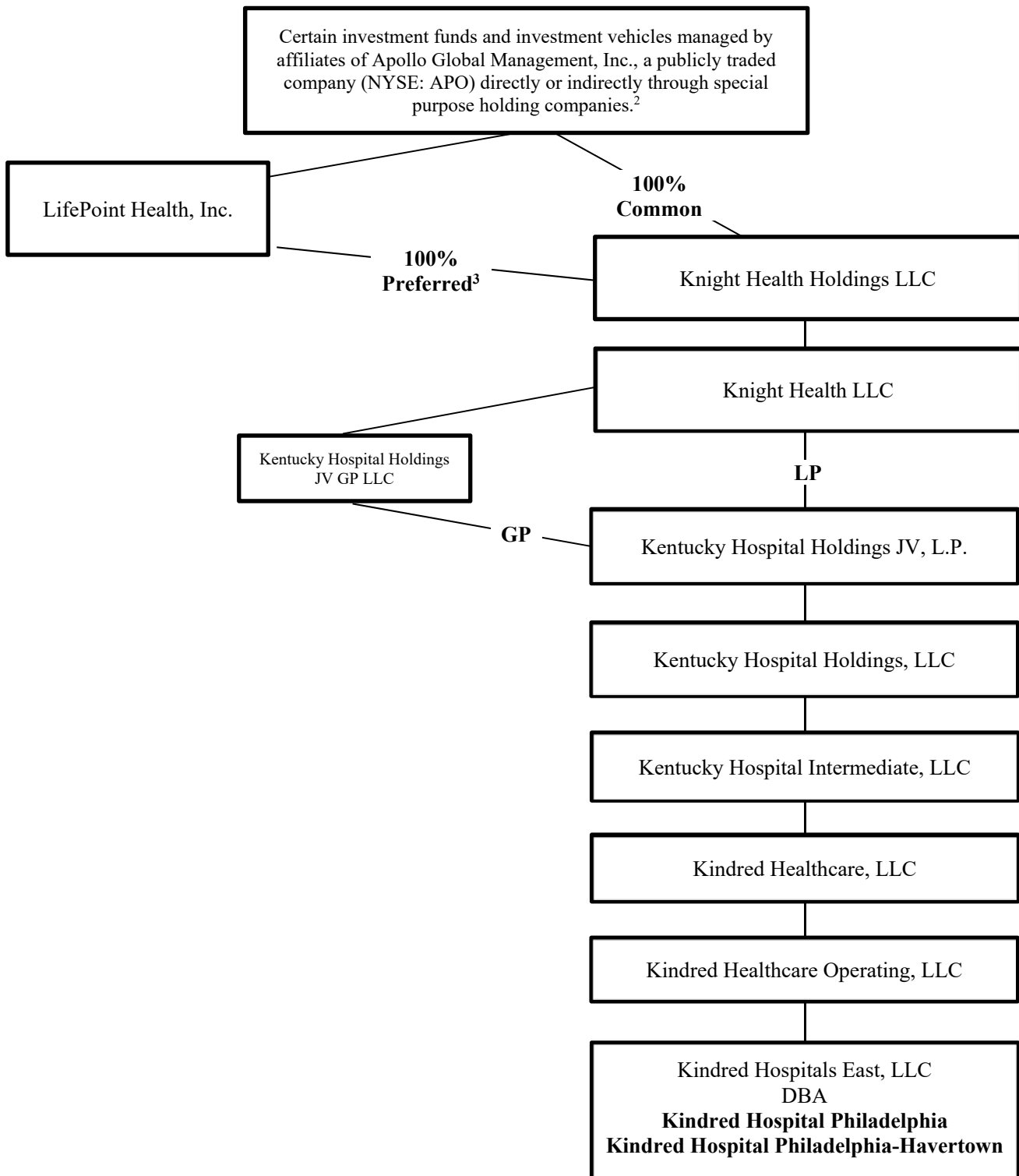
A handwritten signature in black ink, appearing to read 'Karl A. Thallner, Jr.', written over the text 'Very truly yours,'.

Karl A. Thallner, Jr.

KAT:mw

Attachments

Attachment 1
Post-Closing Ownership Structure¹



¹ Note: Unless otherwise indicated, all ownership percentages are 100%.

² Officer, directors, employees and consultants hold less than 10% ownership interest in the aggregate, and no such individual holds more than 1% individually.

³ This represents a non-voting and non-participating preferred security interest.

Attachment 2

Health Care Facilities Currently and/or Previously Owned, Operated, or Managed by LifePoint Health, ScionHealth, and/or their subsidiaries

Name of Facility and Address
HOSPITALS
<p>Andalusia Health Community Hospital of Andalusia, LLC. DBA Andalusia Health 849 South Three Notch Street Andalusia, AL 36420</p>
<p>Ashley Regional Medical Center Ashley Valley Medical Center, LLC DBA Ashley Regional Medical Center 151 W. 200 N Vernal, UT 84078</p>
<p>Bluegrass Community Hospital Woodford Hospital, LLC DBA Bluegrass Community Hospital 360 Amsden Avenue Versailles KY 40383</p>
<p>Bolivar Medical Center PHC-Cleveland, Inc. DBA Bolivar Medical Center 901 East Sunflower Road Cleveland, MS 38732</p>
<p>Bourbon Community Hospital Bourbon Community Hospital, LLC DBA Bourbon Community Hospital 9 Linville Drive Paris, KY 40361</p>
<p>Canyon Vista Medical Center RCHP-Sierra Vista, Inc. DBA Canyon Vista Medical Center 5700 E. Highway 90 Sierra Vista, AZ 85635-9110</p>
<p>Carolina Pines Regional Medical Center Hartsville, LLC d/b/a Carolina Pines Regional Medical Center 1304 West Bobo Newsom Highway Hartsville, SC 29550-4710</p>
<p>Castleview Hospital Castleview Hospital, LLC DBA Castleview Hospital 300 N. Hospital Drive Price, UT 84501</p>
<p>Central Carolina Hospital DLP Central Carolina Medical Center, LLC d/b/a Central Carolina Hospital 1135 Carthage Street Sanford, NC 27330</p>
<p>Clark Memorial Health RHN Clark Memorial Hospital, LLC DBA Clark Memorial Health 1220 Missouri Avenue Jeffersonville, IN 47130</p>
<p>Clark Regional Medical Center Kentucky Hospital, LLC DBA Clark Regional Medical Center 175 Hospital Drive Winchester, KY 40391</p>
<p>Clinch Valley Medical Center Clinch Valley Medical Center, Inc. DBA Clinch Valley Medical Center 6801 Gov. G. C. Peery Highway Richlands, VA 24641</p>

Name of Facility and Address
Clinton Memorial Hospital RCHP-Wilmington, LLC DBA Clinton Memorial Hospital 610 W. Main St. Wilmington, OH 45177-2125
Colorado Plains Medical Center PHC-Fort Morgan, Inc. DBA Colorado Plains Medical Center 1000 Lincoln Street, CS 4200 Ft. Morgan, CO 80701
Community Medical Center RCHP Billings-Missoula, LLC DBA Community Medical Center 2827 Fort Missoula Road Missoula, MT 59804-7408
Conemaugh Memorial Medical Center DLP Conemaugh Memorial Medical Center, LLC DBA Conemaugh Memorial Medical Center 1086 Franklin Street Johnstown, PA 15905
Conemaugh Meyersdale Medical Center DLP Conemaugh Meyersdale Medical Center, LLC DBA Conemaugh Meyersdale Medical Center 200 Hospital Drive Meyersdale, PA 15552-1249
Conemaugh Miners Medical Center DLP Conemaugh Miners Medical Center, LLC DBA Conemaugh Miners Medical Center 290 Haida Avenue Hastings, PA 16646-0689
North Alabama Medical Center RCHP-Florence, LLC DBA North Alabama Medical Center 541 W. College St. Florence, AL
Ennis Regional Medical Center PRHC-Ennis, L.P. DBA Ennis Regional Medical Center 2201 West Lampasas Street Ennis, TX 75119
Fauquier Health Fauquier Medical Center, LLC DBA Fauquier Health 500 Hospital Drive Warrenton, VA 20186
Fleming County Hospital Fleming Medical Center LLC DBA Fleming County Hospital 55 Foundation Drive Flemingburg, KY 41041
Frye Regional Medical Center DLP Frye Regional Medical Center, LLC d/b/a Frye Regional Medical Center 420 North Center Street Hickory, NC 28601
Georgetown Community Hospital Georgetown Community Hospital, LLC DBA Georgetown Community Hospital 1140 Lexington Road Georgetown, KY 40324
Harris Regional Hospital DLP Harris Regional Hospital, LLC DBA Harris Regional Hospital 68 Hospital Drive Sylva, NC 28779-2772
Havasu Regional Medical Center Havasu Regional Medical Center, LLC DBA Havasu Regional Medical Center 101 Civic Center Lane Lake Havasu City, AZ 86403

Name of Facility and Address
Haywood Regional Medical Center DLP Haywood Regional Medical Center, Inc. DBA Haywood Regional Medical Center 262 Leroy George Drive Clyde, NC 28721-7430
Jackson Purchase Medical Center PineLake Regional Hospital, LLC DBA Jackson Purchase Medical Center 1099 Medical Center Circle Mayfield, KY 42066-1099
Kershaw Health Kershaw Hospital, LLC DBA Kershaw Health 1315 Roberts St. Camden, SC 29020-3737
Lake Cumberland Regional Hospital Lake Cumberland Regional Hospital, LLC DBA Lake Cumberland Regional Hospital 305 Langdon Street Somerset, KY 42501
Livingston Regional Hospital Livingston Regional Hospital, LLC DBA Livingston Regional Hospital 315 Oak Street Livingston, TN 38570
Logan Memorial Hospital Logan Memorial Hospital, LLC DBA Logan Memorial Hospital 1625 Nashville Street Russellville, KY 42276
Logan Regional Medical Center Logan General Hospital, LLC DBA Logan Regional Medical Center 20 Hospital Drive Logan WV 25601
Los Alamos Medical Center PHC-Los Alamos, Inc. DBA Los Alamos Medical Center 3917 West Road Los Alamos, NM 87544
Lourdes Counseling Center Lourdes Hospital, LLC DBA Lourdes Counseling Center 1175 Carondelet Dr. Richland, WA 99352
Lourdes Medical Center Lourdes Hospital, LLC DBA Lourdes Medical Center 520 N. 4 th St. Pasco, WA 99301-5257
Maria Parham Health DLP Maria Parham Medical Center, LLC DBA Maria Parham Health 566 Ruin Creek Road Henderson, NC 27536
Meadowview Regional Medical Center Meadowview Regional Medical Center, LLC DBA Meadowview Regional Medical Center 989 Medical Park Drive Maysville, KY 41056
Memorial Medical Center of Las Cruces PHC-Las Cruces, Inc. DBA Memorial Medical Center of Las Cruces 2450 Telshor Blvd. Las Cruces, NM 88011
Conemaugh Nason Medical Center Nason Medical Center, LLC DBA Conemaugh Nason Medical Center 105 Nason Drive Roaring Spring, PA 16673-1202

Name of Facility and Address
<p>National Park Medical Center Hot Springs National Park Hospital Holdings, LLC DBA National Park Medical Center 1910 Malvern Ave. Hot Springs, AR 71901-7752</p>
<p>Northeastern Nevada Regional Hospital PHC-Elko, Inc. DBA Northeastern Nevada Regional Hospital 2001 Errecart Blvd. Elko, NV 89801</p>
<p>Ottumwa Regional Health Center RCHP-Ottumwa, LLC DBA Ottumwa Regional Health Center 1001 Pennsylvania Ave. Ottumwa, IA 52501-2186</p>
<p>Palestine Regional Medical Center Palestine Principal Healthcare Limited Partnership DBA Palestine Regional Medical Center 2900 South Loop 256 Palestine, TX 75801</p>
<p>Paris Regional Medical Center Essent PRMC, LP DBA Paris Regional Medical Center 865 Deshong Dr. Paris, TX 75460-9313</p>
<p>Parkview Regional Hospital Mexia Principal Healthcare Limited Partnership DBA Parkview Regional Hospital 600 South Bonham Street Mexia, TX 76667</p>
<p>Person Memorial Hospital DLP Person Memorial Hospital, LLC DBA Person Memorial Hospital 615 Ridge Road Rexboro, NC 27573</p>
<p>Providence Health (Downtown Campus) Providence Hospital, LLC d/b/a Providence Health 2435 Forest Drive Columbia, SC 29204 (Northeast Campus) 120 Gateway Corporate Boulevard Columbia, SC 29203</p>
<p>St. Francis Hospital St. Francis Health, LLC d/b/a St. Francis Hospital 2122 Manchester Expressway Columbus, GA 31904</p>
<p>Trios Health RCCH Trios Health, LLC DBA Trios Health 3810 Plaza Way Kennewick, WA 99338-2722</p>
<p>UP Health System Bell Acquisition Bell Hospital, LLC DBA UP Health System Bell 901 Lakeshore Drive Ishpeming, MI 49849-1367</p>
<p>UP Health System Marquette DLP Marquette General Hospital, LLC DBA UP Health System Marquette 420 West Magnetic Street Marquette, MI 49855</p>
<p>UP Health System Portage Portage Hospital, LLC DBA UP Health System Portage 500 Campus Drive Hancock, MI 49930-1569</p>

Name of Facility and Address
<p>Raleigh General Hospital Raleigh General Hospital, LLC DBA Raleigh General Hospital 1710 Harper Rd. Beckley, WV 25801-3397</p>
<p>Riverview Regional Medical Center Riverview Medical Center, LLC DBA Riverview Regional Medical Center 158 Hospital Drive Carthage, TN 37030</p>
<p>Rutherford Regional Health System DLP Rutherford Regional Health System, LLC DBA Rutherford Regional Health System 288 S. Ridgecrest Avenue Rutherfordton, NC 28139</p>
<p>SageWest Health Care - Riverton and SageWest Health Care - Lander Riverton Memorial Hospital, LLC DBA SageWest Health Care - Riverton and DBA SageWest Health Care - Lander (Main Campus) 2100 W. Sunset Dr. Riverton, WY 82501 (Lander Campus) 1320 Bishop Randall Drive Lander, WY 82520</p>
<p>Saint Mary's Regional Medical Center Russellville Holdings, LLC DBA Saint Mary's Regional Medical Center 1808 West Main Russellville, AR 72801-2724</p>
<p>Saline Hospital Saline Hospital, LLC DBA Saline Hospital 1 Medical Park Dr. Benton, AR 72015-3353</p>
<p>Scott Memorial Health RHN Scott Memorial Hospital, LLC DBA Scott Memorial Health 1451 N. Gardner Street Scottsburg, IN 47170-7751</p>
<p>Shoals Hospital RCHP-Florence, LLC DBA Shoals Hospital 201 W. Avalon Ave. Muscle Shoals, AL 35661-2805</p>
<p>Southern Tennessee Regional Health System Lawrenceburg Crockett Hospital, LLC DBA Southern Tennessee Regional Health System Lawrenceburg US Highway 43 South Lawrenceburg, TN 38464</p>
<p>Southern Tennessee Regional Health System Pulaski Hillside Hospital, LLC DBA Southern Tennessee Regional Health System Pulaski 1265 East College St. Pulaski, TN 38478</p>
<p>Southern Tennessee Regional Health System Winchester and Southern Tennessee Regional Health System Sewanee, A Campus of Southern Tennessee Regional Health System Winchester Southern Tennessee Medical Center, LLC DBA Southern Tennessee Regional Health System Winchester and DBA Southern Tennessee Regional Health System Sewanee, A Campus of Southern Tennessee Regional Health System Winchester (Main Campus) 185 Hospital Road Winchester, TN 37398 (EHH Campus) 1260 University Avenue Sewanee, TN 37375</p>

Name of Facility and Address
<p>Southwestern Medical Center Southwestern Medical Center, LLC DBA Southwestern Medical Center 5602 SW Lee Blvd. Lawton, OK 73505-9635</p>
<p>SOVAH Health Danville Regional Medical Center, LLC DBA SOVAH Health Danville and SOVAH Health Martinsville (Main Campus) SOVAH Health Danville 142 South Main Street Danville VA 24541 (Martinsville Campus) SOVAH Health Martinsville 320 Hospital Drive Martinsville, VA 24112</p>
<p>Spring View Hospital Spring View Hospital, LLC DBA Spring View Hospital 320 Loretto Road Lebanon, KY 40033</p>
<p>St. Joseph Regional Medical Center St. Joseph Hospital, LLC DBA St. Joseph Regional Medical Center 415 6th Street Lewiston, ID 83501</p>
<p>Starr Regional Medical Center Athens and Starr Regional Medical Center Etowah Athens Regional Medical Center, LLC DBA Starr Regional Medical Center Athens and Starr Regional Medical Center Etowah (Main Campus) 1114 West Madison Ave Athens, TN 37303 (Etowah Campus) 886 Highway 411 North Etowah, TN 37331</p>
<p>Sumner Regional Medical Center Sumner Regional Medical Center, LLC DBA Sumner Regional Medical Center 555 Hartsville Pike Gallatin, TN 37066</p>
<p>Swain County Hospital DLP Swain County Hospital, LLC d/b/a Swain County Hospital 45 Plateau Street Bryson City, NC 28713-4200</p>
<p>Trousdale Medical Center Trousdale Medical Center, LLC DBA Trousdale Medical Center 500 Church Street Hartsville, TN 37074</p>
<p>Twin County Regional Healthcare DLP Twin County Regional Healthcare, LLC DBA Twin County Regional Healthcare 200 Hospital Drive Galax, VA 24333-2227</p>
<p>Valley View Medical Center PHC- Fort Mohave, Inc. DBA Valley View Medical Center 5330 South Hwy. 95 Ft. Mohave, AZ 86426</p>
<p>Vaughan Regional Medical Center Vaughan Regional Medical Center, LLC DBA Vaughan Regional Medical Center 1015 Medical Center Prkwy. Selma, AL 36701</p>

Name of Facility and Address
Watertown Regional Medical Center Watertown Medical Center, LLC DBA Watertown Regional Medical Center 125 Hospital Drive Watertown, WI 53098
Western Plains Medical Complex Dodge City Healthcare Group, LLC DBA Western Plains Medical Complex 3001 Avenue A Dodge City, KS 67801
Willamette Valley Medical Center Willamette Valley Medical Center, LLC DBA Willamette Valley Medical Center 2700 SE Straus Ave. McMinnville, OR 97128-6255
Wilson Medical Center DLP Wilson Medical Center, LLC DBA Wilson Medical Center 1705 Tarboro St SW Wilson NC 27893-3428
Wythe County Community Hospital Wythe County Community Hospital, LLC DBA Wythe County Community Hospital 600 West Ridge Road Wytheville, VA 24382
SKILLED NURSING FACILITIES
Clark Regional Medical Center Kentucky Hospital, LLC DBA Clark Regional Medical Center 175 Hospital Drive Winchester, KY 40391-9591
Clinch Valley Medical Center Clinch Valley Medical Center, Inc. DBA Clinch Valley Medical Center - SNF Unit 6801 Governor GC Peery Hwy. Richlands, VA 24641-2194
Conemaugh Memorial Medical Center Transitional Care Unit DLP Conemaugh Medical Center, LLC DBA Conemaugh Memorial Medical Center Transitional Care Unit 320 Main Street Johnstown, PA 15901-1601
Fauquier Health Rehabilitation And Nursing Center Fauquier Long-Term Care, LLC DBA Fauquier Health Rehabilitation and Nursing Center 360 Hospital Drive Warrenton, VA 20186
Havasu Regional Medical Center Havasu Regional Medical Center, LLC DBA Havasu Regional Medical Center 1811 Mesquite Avenue Lake Havasu City, AZ 86403
Lake Cumberland Regional Hospital - Skilled Nursing Unit Lake Cumberland Regional Hospital, LLC DBA Lake Cumberland Regional Hospital - Skilled Nursing Unit 305 Langdon Street Somerset, KY 42503-2750
Starr Regional Health & Rehabilitation Athens Regional Medical Center, LLC DBA Starr Regional Health & Rehabilitation 886 Highway 411 N. Etowah, TN 37331-1912
Person Memorial Hospital DLP Person Memorial Hospital, LLC DBA Person Memorial Hospital 615 Ridge Road Roxboro, NC 27573-4629

Name of Facility and Address
PortagePointe Portage Hospital, LLC DBA PortagePointe 520 Campus Drive Hancock, MI 49930-1569
Southern Tennessee Regional Health System Winchester - Skilled Facility Southern Tennessee Medical Center, LLC DBA Southern Tennessee Regional Health System Winchester - Skilled Facility 185 Hospital Road Winchester, TN 37398-2404
Wilson Rehabilitation and Nursing Center DLP WilMed Nursing Care and Rehabilitation Center, LLC d/b/a Wilson Rehabilitation and Nursing Center 1705 Tarboro St SW Wilson NC 27893-3428
Wythe County Community Hospital - Skilled Nursing Facility Wythe County Community Hospital, LLC DBA Wythe County Community Hospital - Skilled Nursing Facility 600 W. Ridge Road Wytheville, VA 24382-1044