

# Health Care Market Oversight (HCMO) Program

## HCMO-1: Notice of Material Change Transaction

You can get this document in other languages, large print, braille or a format you prefer free of charge. Contact us by email at [hcmo.info@oha.oregon.gov](mailto:hcmo.info@oha.oregon.gov) or by phone at 503-945-6161. We accept all relay calls.

### General Instructions

Pursuant to Oregon Revised Statute (ORS) 415.501, an entity to a material change transaction must submit a Notice to the Oregon Health Authority (OHA) notifying OHA of such transaction. This HCMO-1 Notice form must be used to comply with this statutory mandate.

You must file this HCMO-1 Notice form electronically with OHA, in a portable document form (pdf), by email to [hcmo.info@oha.oregon.gov](mailto:hcmo.info@oha.oregon.gov) **no less than 180 days** before the expected closing date of your material change transaction. Please submit the completed HCMO-1 Notice form, other relevant HCMO forms, and any supplemental documents as separate files.

To avoid delays in OHA's review of your proposed transaction, due diligence is required to complete this HCMO-1 Notice form correctly. Please provide a public-facing response to each item. Pursuant to the requirements of OAR 409-070-0070(1), this form should not contain any information you intend to designate as confidential. All information you designate as confidential must be provided separately as one or more supplemental attachments to this form. To avoid unnecessary delays, do not redact content that is publicly available or without grounds for a claim of confidentiality under Oregon law. Please consistently apply Bates numbering to all documents submitted with this form and include the applicable Bates number sequence on all redaction logs.

**The Notice is not complete until all required information is satisfactorily provided, and the review period will not run until OHA deems the Notice complete.**

This HCMO-1 Notice form, along with any public supporting documents, will be published and serve as notice to the public. Contact program staff with any questions or to request technical assistance at [hcmo.info@oha.oregon.gov](mailto:hcmo.info@oha.oregon.gov).

### Who must file a Notice

Under ORS 415.501, an entity entering into a transaction that constitutes a material change must submit written notice to OHA of such material change.

A material change transaction includes:

- A. A transaction in which at least one party had average revenue of \$25 million or more in the preceding three fiscal years and another party:

- i. Had an average revenue of at least \$10 million in the preceding three fiscal years; or
- ii. In the case of a new entity, is projected to have at least \$10 million in revenue in the first full year of operation at normal levels of utilization or operation as prescribed by the authority by rule.

## **Out-of-state entities**

If a transaction involves a health care entity in this state and an out-of-state entity, a transaction that otherwise qualifies as a material change transaction must submit this Notice if the transaction may result in increases in the price of health care or limit access to health care services in this state. See [OHA Guidance on Out-of-State Entities](#).

## **Confidentiality**

Information on this HCMO-1 Notice form shall be a public record and will be posted on OHA's website. Pursuant to ORS 415.501(13), OHA shall maintain the confidentiality of all confidential information and documents that are not publicly available that are obtained in relation to a material change transaction and may not disclose the information or documents to any person without the consent of the person who provided the information or document. Information and documents described in this paragraph are exempt from disclosure under Oregon Public Records Law (ORS 192.311 to 192.478).

Entities must follow the requirements of Oregon Administrative Rule (OAR) 409-070-0070 when designating portions of a Notice and any documents submitted by the applicant in support of the Notice as confidential. See [OHA Use of Confidential Information Guidance](#).

## **Definitions**

**"Acquisition"** occurs when:

- a) Another person acquires control of the health care entity including acquiring a controlling interest as described in OAR 409-070-0025;
- b) Another person acquires, directly or indirectly, voting control of more than fifty percent (50%) of any class of voting securities of the health care entity other than a domestic insurer as described in OAR 409-070-0025(1)(c);
- c) Another person acquires all or substantially all of the health care entity's assets and operations;
- d) Another person undertakes to provide the health care entity with comprehensive management services; or
- e) The health care entity merges tax identification numbers or corporate governance with another entity.

**"Legal entity name"** means legal business name as reported with Internal Revenue Service.

**“Merger”** means a consolidation between two or more organizations, including two or more organizations joining through a common parent organization or two or more organizations forming a new organization.

**“NPI”** means 10-digit National Provider Identification number issued by the Centers for Medicare and Medicaid Services (CMS).

**“Tax ID”** means 9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the Internal Revenue Service.

**“Transaction”** means:

- a) A merger of a health care entity with another entity;
- b) An acquisition of one or more health care entities by another entity;
- c) New contracts, new clinical affiliations and new contracting affiliations that will eliminate or significantly reduce, as defined by the authority by rule, essential services (see [Essential Services and Significant Reduction](#) guidance);
- d) A corporate affiliation involving at least one health care entity; or
- e) Transactions to form a new partnership, joint venture, accountable care organization, parent organization or management services organization.

Additional defined terms can be found at ORS 415.500 et seq. and OAR 409-070-0000 to -0085.

## I. Parties to the proposed transaction

List the entity name for all parties to the proposed transaction. Add extra rows as needed for additional parties.

Party A (Applicant)	Suncrest Health Services, LLC (“Suncrest”)
Party B:	Comfort Buyer, LLC
Party C:	Comfort Parent GP, LLC

Click or tap here to enter text.

## II. Contact information for the parties

Provide contact information for the proposed transaction, as requested below.

1. Provide information for Party A.

Legal entity name	Suncrest Health Services, LLC
Assumed name	N/A
Tax ID	46-1848782
Mailing address	9800 S Monroe St., #809, Sandy, UT 84070

Website	https://www.suncrestcare.com
Contact Name	Tim Dance
Title	General Counsel
Phone	801-916-1114
Cell Phone	801-916-1114
Email	tdance@suncrestcare.com

Is Party A represented by legal counsel for this transaction?

☒ Yes

☐ No

Provide information regarding Party A's legal counsel, if applicable.

Name	Andrew Bab
Firm	Debevoise & Plimpton LLP
Address	66 Hudson Boulevard, New York, NY 10001
Phone	212-909-6323
Email Address	albab@debevoise.com

2. Provide information for Party B.

Legal entity name	Comfort Buyer, LLC
Assumed name	N/A
Tax ID	39-5100557
Mailing address	Park Avenue Plaza 299 Park Avenue, 35 <sup>th</sup> Floor New York, NY 10171
Website	N/A
Contact Name	Jeff Abramoff
Title	Treasurer

Phone	212-752-6689
Cell Phone	443-418-3249
Email	jabramoff@courtsquare.com

Is Party B represented by legal counsel for this transaction?

☒ Yes

☐ No

Provide information regarding Party B's legal counsel, if applicable.

Name	Joshua Spielman and Sarah Kitchell
Firm	McDermott Will & Schulte
Address	333 SE 2 <sup>nd</sup> Avenue, Suite 4500
Phone	305-347-6567; 617-535-3929
Email Address	jspielman@mwe.com; skitchell@mwe.com

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 2.

See HCMO – Party C Attachment.

3. Provide a billing contact for payment of review fees.

Name	Tim Dance
Address	9800 S Monroe St., #809, Sandy, UT 84070
Phone	801-916-1114
Email Address	tdance@suncrestcare.com

### III. About the proposed transaction

4. Provide the type of material change transaction. (See OAR 409-070-0010 for definitions of transactions subject to review.)

☐ Merger

☒ Acquisition

☐ Affiliation

☐ Contract

☐ Other (specify)\_\_\_\_\_

5. What is the anticipated effective date of the proposed material change transaction?  
Upon satisfaction of all closing conditions, including receipt of all required regulatory approvals and completion of all regulatory review processes.

6. Briefly describe the proposed material change transaction, including:

a. Goals and objectives

The proposed transaction would enhance Suncrest's ability to deliver high-quality hospice care in Oregon. By providing capital to support Suncrest's growth, innovation, and expansion of services as appropriate, the transaction is ultimately expected to increase access to compassionate hospice care for Oregon patients, regardless of age, religion, race, or illness.

A cornerstone of Suncrest's superior care and patient experience is the amount of time Suncrest's staff dedicates to their patients; Suncrest's staffing model prioritizes frequency and quality of visits to patients, resulting in more attentive, comprehensive, and thoughtful care that puts patient needs and comfort at the forefront. Two Suncrest subsidiaries, Brighton Hospice Eugene, LLC and Brighton Hospice Oregon, LLC, are Oregon-based hospice providers. The transaction will enable Suncrest's Oregon-based providers to maintain their commitment to these values while scaling in a financially sustainable and responsible manner to support patients with life-limiting conditions.

b. Summary of transaction terms

A Securities Purchase Agreement ("SPA") was entered into on October 18, 2025, between Suncrest, the sellers set forth on the Confidential Appendix (collectively, "Sellers") and Comfort Buyer, LLC ("Buyer"). At closing, Buyer will acquire 100% of the membership interests of Suncrest from the Sellers in exchange for cash and equity in Buyer's upstream owner, Sun Comfort Parent, L.P. As a result of the equity they receive in Sun Comfort Parent, L.P., Sellers will hold an indirect ownership interest in Suncrest of approximately 35%-40%. The Sellers will remain involved in the post-closing operation of the business and its future performance.

c. Why the transaction is necessary or warranted

The proposed transaction would enhance Suncrest's ability to deliver high-quality hospice care in Oregon. By providing capital to support Suncrest's growth, innovation, and expansion of services as appropriate, the transaction is ultimately expected to increase access to compassionate hospice care for Oregon patients, regardless of age, religion, race, or illness.

A cornerstone of Suncrest's superior care and patient experience is the amount of time Suncrest's staff dedicates to their patients; Suncrest's staffing model prioritizes frequency and quality of visits to patients, resulting in more attentive, comprehensive, and thoughtful care that puts patient needs and comfort at the forefront. Two Suncrest subsidiaries, Brighton Hospice Eugene, LLC and Brighton Hospice Oregon, LLC, are Oregon-based hospice providers. The transaction will enable Suncrest's Oregon-based providers to maintain their commitment to these values while scaling in a financially sustainable and responsible manner to support patients with life-limiting conditions.

- d. Any exchange of funds between the parties, including the nature, source and amount of funds or other consideration (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of health care services).

*See Confidential Appendix for information on the exchange of funds between the parties.*

- 7. Describe the negotiation or transaction process that resulted in the entities entering into an agreement.

In the summer of 2025, Suncrest hosted a competitive auction process to seek an infusion of capital to support the company's continued growth and goal to deliver the highest quality, compassionate care to hospice patients across the country. Suncrest received proposals from several parties, and began negotiations with the interested parties while each conducted diligence simultaneously. After several calls with Court Square's principals, Suncrest determined that Court Square's proposal had the best alignment with the company's goal to grow sustainably while maintaining its commitment to high-quality patient care. During September and October 2025, Court Square and the Sellers negotiated terms for the SPA and post-closing governance and signed the SPA on October 18, 2025.

- a. How the entities were identified (e.g., did one party approach the other, did one party engage in a bid/auction process, etc.)

Court Square was identified through an auction bid process.

- b. Any due diligence performed by any of the parties to the transaction. Provide any products, reports, or analyses resulting from due diligence processes.

The scope of diligence included:

- Financial records and accounting
- Corporate records, governance structure, and material agreements
- Key operational systems, internal controls, and infrastructure
- Regulatory compliance and licensure status across jurisdictions
- Clinical operations
- Technology infrastructure and cybersecurity protocols
- Privacy and data security practices, including HIPAA compliance
- Human resources, including compensation, benefits, and workforce composition
- Patient safety protocols and quality-related performance metrics
- Existing or threatened litigation and material risk exposure

Court Square engaged outside legal counsel to perform comprehensive legal due diligence on Suncrest. All such diligence reports and work product are attorney work product and subject to attorney-client privilege. Court Square also engaged certain business advisors to conduct due diligence on Suncrest. Diligence reports, to the extent available, are attached as *Attachment to Section 7(b)*.

8. Will the proposed material change transaction change control of a public benefit corporation or religious corporation?

☐ Yes

☒ No

9. List any applications, forms, notices, or other materials that have been submitted to any other state or federal agency regarding the proposed material change transaction. Include the data and nature of any submissions. This includes, but is not limited to, the Oregon Department of Consumer and Business Services, Oregon Public Health Division, Oregon Department of Justice, U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application), Federal Trade Commission, and U.S. Department of Justice.

Suncrest has or will soon submit notices to the FTC, Connecticut Attorney General, the Indiana Attorney General, and the Massachusetts Health Policy Commission, the Massachusetts Attorney General, and the Massachusetts Center for Health Information and Analysis in connection with the proposed material change. Other filings will be submitted to various state departments of public health with respect to the hospice licenses held by the various Suncrest subsidiaries.

- a. If a pre-merger notification was filed with the Federal Trade Commission or U.S. Department of Justice, please attach the pre-merger notification filing along with this notice submission.



A pre-merger notification was filed with the Federal Trade Commission on November 6, 2025. A copy of the filing is attached hereto as *Attachment to Section 9.a*.

#### **IV. About the entities involved in the proposed transaction**

10. Describe Party A.

Suncrest is a health care entity.

a. Describe Party A's business, including business lines or segments

Suncrest provides hospice, home health, and palliative care services.

b. Describe Party A's governance and operational structure (including ownership of or by a health care entity)

Suncrest's members include: Scott Perucca, Scott Perucca Spousal Lifetime Access Trust, National Philanthropic Trust Sub-Account; Perucca Family Charity, Tyler Godfrey, Tyler Godfrey Spousal Lifetime Access Trust, National Philanthropic Trust Sub-Account: The Godfrey Family Charitable Fund, Christopher Harris, National Philanthropic Trust Sub-Account: Harris Family, and G&B NewCo, Inc. Suncrest is manager-managed by the current managers Scott Perucca and Tyler Godfrey. All of Suncrest's subsidiaries are wholly owned. See *Confidential Appendix for more information*.

c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

*See Attachment to Section 10(c).*

d. List all of Party A's business entities currently licensed to operate in Oregon using [HCMO-1b: Business Entities form](#). Provide the business name, assumed business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

*See HCMO-1B: Business Entities form.*

e. Provide financial statements for the most recent three fiscal years. If Party A also operates outside of Oregon, provide financial statements both for Party A nationally and for Party A's Oregon business.

*See Attachment to Section 10(e).*

f. Describe and identify Party A's health care business. Provide responses to i-ix as applicable:

See below.

i. Provider type (hospital, physician group, etc.)

Suncrest is a hospice provider.

ii. Service lines, both overall and in Oregon

Suncrest provides hospice, home health, and palliative care services.

- iii. Products and services, both overall and in Oregon

Suncrest provides hospice, home health and palliative care services.

- iv. Number of staff and FTE, both overall and in Oregon

Brighton Hospice Oregon, LLC has 71 total staff and 66.5 FTE in the state of Oregon; Brighton Hospice Eugene, LLC has 45 total staff and 45 FTE in the state of Oregon; and nationwide, Suncrest has 3513 total staff and 3220 FTE.

- v. Geographic areas served, both overall and in Oregon

*See Attachment to Section 10(f)(v).*

- vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)

*See HCMO-1c: Facilities and Locations form.*

- vii. Annual number of people served in Oregon, for all business, not just business related to transaction

936

- viii. Annual number of services provided in Oregon

59,665 total patient days in 2024

- ix. For hospitals, number of licensed beds

Not applicable, Suncrest is not a hospital.

#### 11. Describe Party B.

- a. Describe Party B's business, including business lines or segments

Comfort Buyer, LLC is a newly-formed entity. It is a business corporation, and its purpose is to invest in Suncrest.

- b. Describe Party B's governance and operational structure (including ownership of or by a health care entity)

*See Confidential Appendix for more information.*

- c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

*See Attachment to 11(c).*

- d. List all of Party B's business entities currently licensed to operate in Oregon using [HCMO-1b: Business Entities form](#). Provide the business name, assumed

business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

None.

- e. Provide financial statements for the most recent three fiscal years. If Party B operates outside of Oregon, provide financial statements both for Party B nationally and for Party B's Oregon business.

Not applicable. Comfort Buyer, LLC is a newly formed entity which does not have historical operations and therefore does not have any available financial statements. Any projected income would be based on the Seller's financial statements, as provided in the *Attachment to Section 10(e)*.

- f. Describe and identify Party B's health care business. Provide responses to i-ix as applicable.

None.

- i. Provider type (hospital, physician group, etc.)

N/A

- ii. Service lines, both overall and in Oregon

N/A

- iii. Products and services, both overall and in Oregon

N/A

- iv. Number of staff and FTE, both overall and in Oregon

N/A

- v. Geographic areas served, both overall and in Oregon

N/A

- vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)

N/A

- vii. Annual number people served in Oregon, for all business, not just business related to transaction

N/A

- viii. Annual number of services provided in Oregon

N/A

- ix. For hospitals, number of licensed beds

N/A

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 11 (a) – (f).

See HCMO – Party C Attachment.

12. Describe all mergers, acquisitions, and joint ventures that closed in the ten (10) years prior to filing this notice of material change transaction involving any entities party to the current proposed transaction, the same or related services, and health care entities. For each previous transaction, include:

Transaction 1

- a. Legal names of all entities party to the transaction: (i) Bristol Hospice, LLC; (ii) Suncrest Hospice, LLC; (iii) Scott Perucca; (iv) Tyler Godfrey; (v) Corporation of the President of the Church of Jesus Christ of Latter-day Saints; and (vi) The Community Foundation of Utah.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Scott Perucca, Tyler Godfrey, Corporation of the President of the Church of Jesus Christ of Latter-day Saints and The Community Foundation of Utah sold all membership interests in Suncrest Hospice, LLC to Bristol Hospice, LLC. At the time of closing, Suncrest Hospice, LLC operated in the State of Colorado.
- d. Date the transaction closed: August 20, 2018

Transaction 2

- a. Legal names of all entities party to the transaction: (i) Bristol Hospice, LLC; (ii) Brighton Hospice, LLC; (iii) Brighton Home Health, LLC; (iv) Brighton G&B Holdings, Inc.; (v) Thomas Godfrey; and (vi) Erin Bennett.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Brighton G&B Holdings Inc., Thomas Godfrey and Erin Bennett sold all membership interests in Brighton Hospice, LLC and Brighton Home Health, LLC to Bristol Hospice, LLC. At the time of closing, Brighton Hospice, LLC and Brighton Home Health, LLC operated in the State of Utah.
- d. Date the transaction closed: October 25, 2018

Transaction 3

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Gurpreet Kaur; (iii) Victor Gonzalez; and (iv) Manraaj Singh Mahal.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Americas Best Hospice Care Inc. from Gurpreet Kaur, Victor

Gonzalez, and Manraaj Singh Mahal. At the time of closing, Americas Best Hospice Care Inc. operated in the State of California.

- d. Date the transaction closed: December 30, 2021

#### Transaction 4

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Town Holding Inc.; and (iii) Town Hospice & Palliative Care, Inc.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Town Hospice & Palliative Care, Inc. from Town Holding Inc. At the time of closing, Town Hospice & Palliative Care, Inc. operated in the State of California.
- d. Date the transaction closed: December 20, 2022

#### Transaction 5

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Escend Hospice Holding Inc.; and (iii) Escend Hospice Inc.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Escend Hospice Inc. from Escend Hospice Holding Inc. At the time of closing, Escend Hospice Inc. operated in the State of California.
- d. Date the transaction closed: June 20, 2022

#### Transaction 6

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) A&G Hospice Care, Inc.; (iii) Gayane Tengoyan; and (iv) Anna Antoyan.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of A&G Hospice Care, Inc. from Gayane Tengoyan and Anna Antoyan. At the time of closing, A&G Hospice Care, Inc. operated in the State of California.
- d. Date the transaction closed: December 20, 2022

#### Transaction 7

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Happy Days Hospice Holding Inc.; and (iii) Happy Days Hospice Inc.
- b. Type of transaction: Acquisition

- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Happy Days Hospice Inc. from Happy Days Hospice Holding Inc. At the time of closing, Happy Days Hospice, Inc. operated in the State of California.
- d. Date the transaction closed: December 20, 2022

#### Transaction 8

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Serenity Hospice Holding Inc.; and (iii) Serenity Hospice LA, LLC (fka Serenity Hospice Inc.)
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Serenity Hospice LA, LLC from Serenity Hospice Holding Inc. At the time of closing, Serenity Hospice LA, LLC operated in the State of California.
- d. Date the transaction closed: December 13, 2022

#### Transaction 9

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Alpha Hospice Inc.; and (iii) Zara Poghosyan
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Alpha Hospice Inc. from Zara Poghosyan. At the time of closing, Alpha Hospice Inc. operated in the State of California.
- d. Date the transaction closed: December 13, 2022

#### Transaction 10

- a. Legal names of all entities party to the transaction: (i) Suncrest Health Services, LLC; (ii) Alpha Omega Ventana Hospice Inc.; and (iii) Alpha Omega Ventana Hospice Holding Inc.
- b. Type of transaction: Acquisition
- c. Description of the transaction: Suncrest Health Services, LLC purchased all equity interests of Alpha Omega Ventana Hospice Inc. from Alpha Omega Ventana Hospice Holding Inc. At the time of closing, Alpha Omega Ventana Hospice Inc. operated in the State of California.
- d. Date the transaction closed: December 28, 2022

#### Transaction 11

- a. Legal names of all entities party to the transaction: (i) Brighton G&B Holdings, LLC (the "Company"); (ii) G&B Newco, Inc. ("Entity Owner"); and (iii) Suncrest

Health Services, LLC (“Parent”); and (iv) Suncrest Merger Sub 1, LLC (“Merger Sub”).

- b. Type of transaction: Merger
- c. Description of the transaction: Thomas Godfrey and Erin Bennett owned 100% of the issued and outstanding shares of capital stock of the Company and, prior to closing, they contributed all of the shares of the Company in exchange for an equivalent number of shares of Entity Owner. Additionally, as part of the transaction, the Company was converted from a corporation to a limited liability company. Following this, Merger Sub merged with and into the Company, with the Company surviving the merger. The Entity Owner, being the sole member of the Company, approved the consummation of this transaction. Following the merger, the Company became a subsidiary of Parent. At the time of closing, all entities part of this transaction operated in the State of Utah.
- d. Date the transaction closed: January 3, 2024

13. Describe any anticipated changes resulting from the proposed material change transaction, including:

- a. Operational structure
  - i. Provide a chart or diagram showing the pre- and post-transaction organizational structure and relationships between entities.

The organizational structure will change such that Suncrest Health Services, LLC will have a new owner, Comfort Buyer LLC, following the proposed transaction, *see Attached Exhibit VI – Pre and Post-Closing Organizational Chart*. Otherwise, the organizational structure of Suncrest Health Services, LLC and its subsidiaries, including Brighton Hospice Oregon, LLC and Brighton Hospice Eugene, LLC will remain the same.

- b. Corporate governance and management

*See Attachment to Section 13(b).*

At closing, Buyer will acquire 100% of the membership interests of Suncrest from the Sellers in exchange for cash and equity in Buyer’s upstream owner, Sun Comfort Parent, L.P. As a result of the equity they receive in Sun Comfort Parent, L.P., Sellers will hold an indirect ownership interest in Suncrest of approximately 35%-40%. The Sellers will remain involved in the post-closing operation of the business and its future performance.

Sun Comfort Parent, L.P. will be governed by a board of directors (the “Board”) comprised of seven directors; Sellers will have the right to appoint two of the directors, and the Chief Executive Officer of Suncrest will also serve as a director. Board decisions are generally made by majority vote of the Board.

c. Investments or initiatives

There are no anticipated changes to any existing investments or initiatives as a result of the proposed transaction. Current strategic, clinical, and operational initiatives will continue as planned, and no programs will be discontinued, deferred, or materially modified at closing or in the foreseeable future. Any future investments would be evaluated in accordance with Suncrest's existing mission, governance structure, and applicable regulatory requirements.

d. Type and level of staffing

There are no anticipated changes to the type and level of staffing as a result of the proposed transaction. Upon closing, the operating entities will continue to be led by the same executive leadership, management teams, and frontline staff across clinical, administrative, and corporate functions. No layoffs, role reclassifications, or changes to staffing models are planned, and the transaction is not expected to alter existing employment practices or workforce composition.

e. Type and level of services provided

There are no anticipated changes to the type or level of services provided as a result of the proposed transaction. All existing hospice services will continue to be offered consistent with current licensure, accreditation, and standards of care.

The proposed transaction is expected to strengthen Suncrest's ability to deliver high-quality hospice care in Oregon by providing capital support for operational stability, measured growth, and innovation, as appropriate. This enhanced financial foundation is anticipated to support long-term access to compassionate, patient-centered hospice care for Oregon residents, regardless of age, religion, race, or diagnosis, without reducing or limiting existing services.

A cornerstone of Suncrest's superior care and enhanced patient experience is the amount of time Suncrest's staff dedicates to its patients. Suncrest's care model emphasizes meaningful clinical engagement, with staffing levels designed to support frequent, high-quality patient visits. This approach enables attentive, comprehensive care focused on patient comfort, dignity, and family support. Two Suncrest subsidiaries, Brighton Hospice Eugene, LLC and Brighton Hospice Oregon, LLC, are Oregon-based hospice providers. The proposed transaction will enable Suncrest's Oregon-based providers to maintain their commitment to these values while scaling responsibly and in compliance with all applicable requirements.

f. Number and type of locations

There are no anticipated changes to the number or type of locations as a result of the proposed transaction. No facility closures, relocations, or consolidations are planned as a result of the proposed transaction. Brighton Hospice Oregon, LLC will maintain its two current locations and Brighton Hospice Eugene, LLC will maintain its current location.



g. Geographic areas served

There are no anticipated changes to the geographic areas served as a result of the proposed transaction. Brighton Hospice Oregon, LLC and Brighton Hospice Eugene, LLC will continue to service their approved geographic service areas. The transaction will not restrict access or reduce service availability in any currently served community.

h. For providers, payer contracts and payer mix

There are no anticipated changes to the payer contracts or payer mix as a result of the proposed transaction. The proposed transaction will not result in modifications to existing payer agreements, reimbursement arrangements, or participation in government or commercial programs. Patients, upstream provider entities, and payers should expect continuity in coverage, billing practices, and reimbursement relationships.

i. For insurance carriers, provider contracts and networks

N/A. The proposed transaction does not involve an insurance carrier and will not impact provider contracting or network arrangements.

j. Other contractual arrangements, including contracts with suppliers, partners, ancillary service providers, PBMs, or management services organizations

There are no anticipated changes to other contractual arrangements as a result of the proposed transaction, including agreements with suppliers, vendors, and ancillary service providers. All such contracts will remain in effect following closing, and the transaction is not expected to disrupt existing operational or supply-chain relationships.

## **V. Impacts from the proposed material change transaction**

14. Describe how the proposed material change transaction will impact the public and people served by the entities in Oregon.

The proposed transaction would enhance Suncrest's ability to deliver high-quality hospice care in Oregon. By providing capital to support Suncrest's growth, innovation, and expansion of services as appropriate, the transaction is ultimately expected to increase access to compassionate hospice care for Oregon patients, regardless of age, religion, race, or illness. The transaction will enable Suncrest's Oregon-based providers to maintain their commitment to these values while scaling in a financially sustainable and responsible manner to support patients with life-limiting conditions. The Parties have carefully structured the proposed transaction to ensure that there will be no disruption in services, no reduction in access, and no adverse effects on equity or quality of care. There will be no disproportionate impact on historically underserved populations, including low-income individuals, racial and ethnic minorities, LGBTQ+ individuals, people with disabilities, or those with limited English proficiency, and Suncrest will continue to provide culturally appropriate care, including interpreter services. Hospice care is covered under Medicare, Medicaid,

most private insurance plans, HMOs, and other managed care organizations, and in most cases, is entirely covered by Medicare. Such coverage is typically set at a per diem rate, with little to no patient cost-sharing. Accordingly, the proposed transaction will not impact cost of care for patients.

- a. If there are any anticipated negative effects, describe how the entities will seek to mitigate negative impacts.

There are no anticipated negative effects.

15. Explain how the proposed material change transaction will:

- a. Impact health outcomes for people in Oregon. Provide applicable data, metrics, or documentation to support your statements.

Hospice patients have life-threatening or terminal illnesses and a life expectancy of six months or less, as confirmed by a doctor. Suncrest will continue to deliver high-quality, accessible hospice care to increase patient comfort as their diseases continue to run their course, but such hospice services are not expected to impact health outcomes for people in Oregon.

- b. Benefit the public good by reducing the growth in health care costs. Provide applicable data, metrics, or documentation to support your statements.

As discussed above, there is no anticipated impact on the growth in health care costs. Hospice coverage is typically set according to Medicare rules at a per diem rate, with little to no patient cost-sharing; other payors, including Medicaid, typically mirror the Medicare structure. Because rates are not set or negotiated by hospice providers, the proposed material change transaction will not effectuate a cost impact.

- c. Benefit the public good by increasing access to services for medically underserved populations. Provide applicable data, metrics, or documentation to support your statements.

There is no anticipated impact on access to services for medically underserved populations. Hospice care services are available to patients of any age, religion, race, or illness. Additionally, hospice is covered under Medicare, Medicaid, most private insurance plans, HMOs, and other managed care organizations and, in most cases, is entirely covered by Medicare. The proposed material change transaction is not expected to result in any changes to locations, staffing, or service ability. Clinical decision-making will continue to exclusively reside with local providers and there will be no disproportionate reduction in services for medically underserved populations. Suncrest will continue to provide culturally appropriate services, including interpreters.

- d. Benefit the public good by rectifying historical and contemporary factors contributing to health inequities or access to services. Provide applicable data, metrics, or documentation to support your statements.

There is no anticipated impact on rectifying historical and contemporary factors contributing to health inequities or access to services. Hospice care services are available to patients of any age, religion, race, or illness.

- e. If the transaction will not benefit the public good as described in b-d, explain why this proposed material change transaction is in the best interest of the public.

The proposed material change transaction is in the best interest of the public because it will ensure that Suncrest continues to provide access to and delivery of high-quality hospice care and will support growth, innovation and expansion of services as appropriate.

16. Describe any competitive effects that may result from the proposed material change transaction.

As set forth in Section III.6.a, the transaction will be procompetitive as it will strengthen the continued delivery of high-quality, accessible hospice care in Oregon.

- a. Will the proposed material change transaction result in a decrease in competition?

No. Upon closing of the proposed transaction, Buyer will become the owner of the controlling interest in Suncrest. Neither Buyer nor its material owners (as defined in the Confidential Appendix) have any hospice, home health, or palliative care operations in Oregon. Medicare's provider search database identifies 65 hospice providers in Oregon as of November 2025. Suncrest's Oregon-based subsidiaries, Brighton Hospice Eugene, LLC and Brighton Hospice Oregon, LLC, account for 2 of the 65 Oregon hospice providers enrolled in Medicare, so Comfort Buyer's investment in Suncrest is not expected to have a material effect on competition between hospice providers in Oregon.

- i. If yes, describe any anticompetitive effects that will result from the proposed transaction.

N/A

- ii. If yes, describe any plans to mitigate potential anticompetitive effects, including any divestiture plans.

N/A

- b. Provide applicable data, metrics, or documentation to support your statements.

*See Attachment to Section 9.a.*

17. Describe the proposed material change transaction's impact on the financial stability of any entity involved in the transaction.

Upon closing of the proposed transaction, the operating entities will continue to be led by the same leaders and staff in all areas, including clinical, administrative and corporate. Additionally, the operating entities will continue to be governed by the same operational ethos and conservative and stable financial models using annual

budgets to ensure that high quality care is provided to patients in the exact same high frequency of visits. The transaction will have only ameliorative impacts to the financial stability of the entity by providing greater capital resources and guidance. All budgets and planning for coming years will be set using the same accounting principles that have enabled the hospice company to grow without disruption to patient care. Comfort Buyer, LLC will provide additional capital to support Suncrest's growth, innovation, and expansion of services as appropriate in accordance with Suncrest's existing mission, governance structure, and applicable regulatory requirements.

## **VI. Supplemental materials**

Submit the following materials, if applicable, with your submission. Apply Bates numbering to all confidential documents submitted with the Notice and include the applicable Bates number sequence on all redaction logs.

- ☐ [HCMO-1a: NPI form](#) (required for health care provider entities)
- ☐ [HCMO-1b: Business Entities form](#) (required parties with multiple business entities licensed to operate in Oregon)
- ☐ [HCMO-1c: Facilities and Locations form](#)
- ☐ Pre- and post-transaction organizational structure diagram
- ☐ Copies of all current agreements or term sheets for the proposed transaction
- ☐ Financial statements for all entities for the most recent three fiscal years
- ☐ Copies of current governance documents for all entities (for examples, bylaws, articles of incorporation, corporate charter, etc.)
- ☐ Documentation or analytic support for your responses, as applicable
- ☐ Redaction log

## VII. Certification

I, the undersigned, being first duly sworn, do say:

1. I have read ORS 415.500 et seq. and OARs 409-070-0000 to 409-070-0085.
2. I have read this Notice of Material Change Transaction and the information contained therein is accurate and true.

Signed on the 7<sup>th</sup> day of January, 2026.



SUBSCRIBED AND SWORN TO before me, this 7<sup>th</sup> day of January, 2026.



Notary Public in and for Salt Lake County,  
State of Utah

My Commission Expires: Sept. 14, 2027