

Health Care Market Oversight (HCMO) Program

HCMO-1: Notice of Material Change Transaction

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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 **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.

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)	Heritage Purchaser, LLC
Party B:	Heritage Imaging Holdings LLC
Party C:	Align Capital Partners Fund III, LP
Party D:	Align Capital Partners, 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	Heritage Purchaser, LLC
Assumed name	N/A
Tax ID	[See Confidential Appendix to HCMO-1, Section II.1.]
Mailing address	4001 Maple Avenue, Suite 200, Dallas TX 75219
Website	N/A
Contact Name	Matthew J. Bowen
Title	Secretary
Phone	216-230-4970
Cell Phone	[See Confidential Appendix to HCMO-1, Section II.1.]
Email	mbowen@aligncp.com

Is Party A represented by legal counsel for this transaction?

Yes

No

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

Name	Bart Walker
Firm	McGuireWoods LLP
Address	201 N Tryon St #3000, Charlotte, NC 28202
Phone	704.373.8923
Email Address	bwalker@mcguirewoods.com

2. Provide information for Party B.

Legal entity name	Heritage Imaging Holdings LLC
Assumed name	N/A
Tax ID	[See Confidential Appendix to HCMO-1, Section II.2.]
Mailing address	518 W Riverside, Suite 210, Spokane, WA 99201
Website	N/A
Contact Name	Steven Coppess
Title	Chief Executive Officer
Phone	208-947-7000
Cell Phone	[See Confidential Appendix to HCMO-1, Section II.2.]
Email	steve@heritageimaging.com

Is Party B represented by legal counsel for this transaction?

Yes

No

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

Name	Stephen McKay
Firm	Holland & Knight LLP
Address	701 Fifth Avenue, Suite 4700, Seattle, Washington 98104
Phone	206.505.4007
Email Address	Stephen.McKay@hklaw.com

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

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

Name	Maseel Mir
Address	4001 Maple Avenue, Suite 200, Dallas, TX 75219
Phone	214.780.0857
Email Address	mmir@aligncp.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?

The transaction is subject to customary closing conditions, including regulatory approvals. We anticipate the transaction will close upon satisfaction of all closing conditions, including receipt of all necessary regulatory approvals and completion of all regulatory review processes.

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

a. Goals and objectives

Heritage Imaging Holdings LLC (“Heritage Holdings”), through its direct and indirect subsidiaries, operates collectively as a diagnostic imaging services provider that contracts with hospitals and clinics to furnish and operate mobile and fixed-site imaging solutions, including mobile imaging units, technologist and engineer staffing, equipment leasing scanner maintenance, pharmaceutical dose management, and outsourcing of radiology departments.

Heritage Imaging LLC (“Heritage Imaging”) is the only subsidiary of Heritage Holdings that operates in Oregon. Heritage Imaging is a leading provider of mobile and fixed site diagnostic imaging solutions to rural and underserved markets.

Heritage Purchaser, LLC (“Purchaser”)’s investment in Heritage Holdings (and by extension, Heritage Imaging) will provide Heritage Imaging with additional capital and opportunities to expand patient access to advanced diagnostic imaging throughout Oregon, particularly in rural or currently underserved markets.

b. Summary of transaction terms

Pursuant to a Membership Interest Purchase and Contribution Agreement, dated December 23, 2025 (the “Purchase Agreement”), Heritage Holdings will sell 100% of its membership interests to Purchaser (the “Transaction”). The purchase price was determined by a market-based solicitation process.

As a result of the Transaction, there will be no changes to Heritage Imaging’s name, federal tax identification number, or personnel.

Following the closing of the Transaction, Heritage Imaging will continue to be directly owned by Heritage Holdings. Please see enclosed transaction chart for additional details. The primary purpose of the Transaction is to support Heritage Imaging’s existing operations, rather than to pursue immediate growth or geographic expansion.

c. Why the transaction is necessary or warranted

Rural hospitals are increasingly in need of cost-effective imaging solutions due to recent federal cuts to Medicaid eligibility and spending. Mobile imaging eliminates the need for hospitals to invest in costly imaging equipment, minimizes overhead costs, staffing needs, facility fees, and equipment maintenance, provides access to state-of-the-art technology, improving efficiency for the hospital, and supports higher patient volumes without the need for new infrastructure. Limited availability of fixed-site imaging facilities and growing patient volumes creates capacity challenges, driving demand for mobile solutions to expand access to care.

The Transaction will strengthen Heritage Imaging’s capacity to deliver high-quality, timely, and cost-effective mobile imaging services to Oregon patients, particularly those who live in rural or underserved areas.

As a result of the Transaction, and as further detailed at Section 13.c, Heritage Imaging will gain an improved financial position to allow it to have resources for potential growth with additional healthcare providers. The potential growth would occur organically and would benefit rural patients and patients in underserved areas by increasing access to imaging services, by reducing travel times, and promoting continuity of care.

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).

Purchaser will pay the purchase price pursuant to the terms of the Purchase Agreement. The parties do not anticipate any other exchange of funds in connection with the Transaction. The purchase price has been determined based on an arms-length negotiated valuation for the business and is not consideration or remuneration in exchange for the provision of healthcare services.

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

Following an auction bid, the parties entered into a letter of intent on November 19, 2025. The parties entered into the Purchase Agreement on December 23, 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.)

Purchaser identified Heritage Holdings through a bid and auction process. Purchaser placed a bid in Heritage Holdings' auction.

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

Purchaser engaged outside legal counsel and third party advisors to conduct usual and customary due diligence on Heritage Imaging. No written reports have been produced.

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.

On January 13, 2026, each subsidiary of Heritage Holdings that holds a radioactive materials license submitted a Request for Approval of Indirect Transfer of Control to one or more of the following regulatory bodies, as applicable: (1) Colorado Department of Public Health, Radioactive Materials Unit, (2) Nuclear Materials Licensing Branch, U.S. Nuclear Regulatory Commission, Region IV, (3) Iowa Department of Public Health, Radioactive Materials Program; (4) Minnesota Department of Health, Radioactive Materials Unit; (5) Nebraska Department of Health and Human Services – Office of Radiological Health, Radioactive Materials Program; (6) Oregon Health Authority, Public Health Division, Radiation Protection Services (submitted by Heritage Imaging for License ORE-91186); (7) Washington State Department of Health, Radioactive Materials Section; (8) Wisconsin Division of Public Health, Radiation Protection Section.

- 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.

N/A

IV. About the entities involved in the proposed transaction

10. Describe Party A.

Purchaser is a single-member Delaware limited liability company, does not have any other businesses and has not invested in any other business lines or segments. Purchaser is ultimately owned by Align Capital Partners Fund III, LP (“Align Fund”).

[See Confidential Appendix to HCMO-1, Section IV.10]

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

Purchaser does not have any other businesses and has not invested in any other business lines or segments. Heritage Intermediate, LLC (“Intermediate”) is a wholly-owned subsidiary of Heritage Parent Holdings, LLC which in turn is presently owned 100% by Align Fund. Following the closing of the Transaction, Heritage Parent Holdings, LLC will be majority owned by Align Fund along with certain other rollover equity holders/passive investors who will own a minority interest. Following the closing of the Transaction, Purchaser will be indirectly owned by Align Fund. [See Highly Confidential Appendix to HCMO-1]

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

Purchaser is a single member Delaware limited liability company, and does not have any other businesses and has not invested in any other business lines or segments.

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

See diagram attached. [See Confidential Appendix to HCMO-1, Section IV.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.

N/A. Purchaser does not have any business entities currently licensed to operate in Oregon.

- 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.

Purchaser was formed on December 17, 2025, and accordingly does not have any financial statements.

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

Purchaser is not a health care business.

- 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 of 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

11. Describe Party B.

Click or tap here to enter text.

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

Heritage Holdings, through its direct and indirect subsidiaries, operates collectively as a diagnostic imaging services provider that contracts with hospitals and clinics to furnish and operate mobile and fixed-site imaging solutions, including mobile imaging units, technologist and engineer staffing, equipment leasing scanner maintenance, pharmaceutical dose management, and outsourcing of radiology departments. Heritage Holdings, through its direct and indirect subsidiaries, currently operates in California, Colorado, Iowa, Idaho, Minnesota, Montana, Nebraska, Oregon, Utah, Washington, Wisconsin, and Wyoming.

Heritage Imaging is the only subsidiary of Heritage Holdings that operates in Oregon. In Oregon, Heritage Imaging leases mobile MRI and mobile PET-CT units and equipment to certain fixed-location Oregon health care facilities, and as a component of these leases provides licensed MRI technologists to perform the scans.

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

Heritage Holdings is a manager-managed Delaware limited liability company. It functions as a holding company that holds no assets other than equity interests of its direct and indirect subsidiaries.

[See Confidential Appendix to HCMO-1, Section IV.11.b.]

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

Please see attached.

- 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.

Please see attached.

- 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.

Please see attached for Heritage Holdings consolidated financial statements for its nationwide operations.

[See Confidential Appendix to HCMO-1, Section IV.11.e.]

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

Heritage Holdings is a holding company which itself holds no assets other than its direct or indirect equity interests in its subsidiaries. All of the operating assets associated with Heritage Holding's businesses are held by its direct or indirect subsidiaries, some of which are health care businesses. Heritage Imaging is the only subsidiary of Heritage Holdings that operates in Oregon.

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

See response to Question 11.a., above.

- ii. Service lines, both overall and in Oregon

See response to Question 11.a., above.

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

See response to Question 11.a., above.

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

In 2025, Heritage Holdings' direct and indirect subsidiaries collectively employed 229 staff nationwide (including Oregon) and 15 staff in Oregon. In 2025, the number of FTE for Heritage Holdings' direct and indirect subsidiaries was 158.09 nationwide (including Oregon) and 10.88 in Oregon.

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

See response to Question 11.a., above, for the areas served outside Oregon by the direct and indirect subsidiaries of Heritage Holdings. In Oregon, Heritage Imaging operates in the following 15 cities and towns: Baker City, Enterprise, Heppner, Hermiston, La Grande, The Dalles, Pendleton, Roseburg, Reedsport, Prineville, Coos Bay, Lincoln City, Albany, Corvallis, and Lebanon.

[See additional information and details in the Confidential Appendix to HCMO-1, Section IV.11.f.v.]

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

N/A. Neither Heritage Holdings nor Heritage Imaging own or operate any healthcare facilities in Oregon. The facilities with which Heritage Imaging contracts are separately owned and operated by entities that are not party to the Transaction. See response to Question 11.f.v., above.

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

Approximately 6,500 patients in 2025.

- viii. Annual number of services provided in Oregon

Approximately 6,500 scans in 2025.

- 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).

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:

- a. Legal names of all entities party to the transaction
- b. Type of transaction
- c. Description of the transaction
- d. Date the transaction closed

Neither Party A nor Party C has had any such transactions.

Parties	Transaction Type	Transaction Structure	Closing Date
1. Heritage Imaging Holdings LLC (Buyer) 2. Front Frange Mobile Imaging Holding Inc. (Seller) 3. Front Range Mobile Imaging LLC (Acquired Company)	Acquisition	Equity Transaction	July 31, 2024

Parties	Transaction Type	Transaction Structure	Closing Date
4. The Lyle Johnson Living Trust Under Agreement Dated June 23, 2005, Lyle Johnson, Trustee (Shareholder of Seller) 5. John Mastin (Shareholder of Seller)			
[See Confidential Appendix to HCMO-1, Section IV, 12]			

Parties ¹	Transaction Type	Transaction Structure	Closing Date
1. Premier Biotech Holdings, LLC 2. Premier Intermediate Holdings, LLC (Buyer) 3. PB Equity Holdings, Inc. 4. PB Equity Labs Holdings, Inc. 5. Todd M. Bailey [See Confidential Appendix to HCMO-1, Section IV, 12]	Acquisition	Equity Transaction	November 30, 2022
1. Premier Intermediate Holdings, LLC (Buyer) 2. Desert Tox Holdings, Inc. 3. Michael Grommes 4. Michael Gorman [See Confidential Appendix to HCMO-1, Section IV, 12]	Acquisition	Equity Transaction	May 31, 2024
1. Premier Biotech, LLC (Buyer) 2. Green Earth Biomedical LLC [See Confidential Appendix to HCMO-1, Section IV, 12]	Acquisition	Asset Transaction	March 19, 2025
1. Premier Biotech, LLC (Buyer) 2. Orasure Technologies, Inc.	Acquisition	Asset Transaction	March 27, 2025
1. Big Room Testing, LLC (DBA National Test Systems) 2. Big Room Holdings, LLC 3. Andrew Panico 4. Premier Biotech, LLC (Buyer) [See Confidential Appendix to HCMO-1, Section IV, 12]	Acquisition	Asset Transaction	October 31, 2025
1. GH Solutions LLC 2. Premier Biotech, LLC (Buyer) [See Confidential Appendix to HCMO-1, Section IV, 12]	Acquisition	Asset Transaction	March 23, 2026

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

¹ Premier Intermediate Holdings, LLC and Premier Biotech, LLC are owned by Align Capital Partners Fund II, LP (“Fund II”), which is not a party to this Transaction. Fund II is managed by Align Capital Partners, LLC.

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

See attached.

- b. Corporate governance and management

No anticipated changes.

- c. Investments or initiatives

The Transaction will allow Heritage Imaging to acquire additional modality units. Specifically, Purchaser will provide Heritage Holdings with access to additional cash to fund equipment purchases, improvements, and maintenance. In 2026, the parties estimate this capital investment will exceed \$6,000,000. The Transaction will also improve Heritage Imaging's operational efficiency by allowing it to bring all necessary repair and maintenance in-house and by enhancing systems with new technology which will allow it to extend its fleet's lifespan. The parties anticipate that these initiatives will promote access to care and will ultimately help control the health care costs. No data, metrics, or documentation are available; rather, the foregoing reflects the strategic alignment of the parties and the continuation and support of Heritage Imaging's existing and inherently cost-controlling business model.

- d. Type and level of staffing

No anticipated changes.

- e. Type and level of services provided

No anticipated changes.

- f. Number and type of locations

N/A

- g. Geographic areas served

No anticipated changes, other than the Transaction generally improving Heritage Imaging's financial position to potentially support future expansion of its service areas in Oregon, to better serve and improve medical imaging access for Oregon patients, particularly in rural or underserved areas.

- h. For providers, payer contracts and payer mix

N/A. Neither Heritage Holdings nor Heritage Imaging contract with, or receive payments from, payers.

- i. For insurance carriers, provider contracts and networks

N/A. Neither Heritage Holdings nor Heritage Imaging contract with, or receive payments from, insurance carriers, provider contracts, or networks.

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

No anticipated changes.

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 Transaction will benefit Oregon residents, particularly residents in rural or underserved areas, by allowing Heritage Imaging to expand access to high-quality mobile imaging services throughout Oregon.

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

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.

Patients increasingly depend on imaging services, particularly in non-traditional settings. The Transaction will provide Heritage Imaging with additional capital to allow it to provide Oregon residents with greater access to imaging services which will improve health outcomes. Specifically, as a result of the Transaction, Heritage Holdings will have access to additional cash to fund equipment purchases, improvements, and maintenance. In 2026, the parties estimate this capital investment will exceed \$6,000,000. This capital investment, and the generally improved capital position of Heritage Imaging (as a result of the Transaction), will also bolster Heritage Imaging's ongoing efforts to expand its service offerings in Oregon (beyond MRI and PETCT scans), to include nuclear medicine (SPECT and SPECT/CT), echocardiography, ultrasound, and theranostics (targeted cancer treatments), subject in each case to the needs of each Oregon health facility and its patients with which Heritage Imaging partners. No data, metrics, or documentation are available; rather, the foregoing reflects the strategic alignment of the parties and continuation and support of Heritage Imaging's existing business model.

- 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 at Section 13.c, the Transaction will also improve Heritage Imaging's operational efficiency by allowing it to bring all necessary repair and maintenance in-house and by enhancing systems with new technology which will allow it to extend its fleet's lifespan. The parties anticipate that these initiatives will promote access to care and will ultimately help control the health care costs. No data, metrics, or documentation are available; rather, the foregoing reflects the strategic alignment of the parties and the continuation and support of Heritage Imaging's existing and inherently cost-controlling business model.

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

The Transaction will benefit the public good by expanding patient access to critical imaging equipment and staff in rural and under-resourced areas in Oregon. Imaging at local facilities ensures seamless integration with patients' existing care teams and allows patients to receive imaging at their local healthcare provider instead of traveling a long distance to

receive imaging services. Specifically, as a result of the Transaction, Heritage Holdings will have access to additional cash to fund equipment purchases, improvements, and maintenance. In 2026, the parties estimate this capital investment will exceed \$6,000,000. This capital investment, and the generally improved capital position of Heritage Imaging (as a result of the Transaction), will also bolster Heritage Imaging's ongoing efforts to expand its service offerings in Oregon (beyond MRI and PETCT scans), to include nuclear medicine (SPECT and SPECT/CT), echocardiography, ultrasound, and theranostics (targeted cancer treatments), subject in each case to the needs of each Oregon health facility and its patients with which Heritage Imaging partners. No data, metrics, or documentation are available; rather, the foregoing reflects the strategic alignment of the parties and continuation and support of Heritage Imaging's existing business model.

- 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.

In many rural and community hospitals, MRI and PET-CT access remains limited due to the high cost of acquiring and maintaining such equipment, lack of specialized personnel, and inadequate infrastructure, which make permanent installations impractical in these settings. Advanced imaging serves as an increasingly essential tool for diagnosis and ongoing care for chronic conditions like cancer, joint degeneration, and neurological disorders. The Transaction will benefit the public good by expanding patient access to critical imaging equipment and staff in rural and under-resourced areas in Oregon. Specifically, as a result of the Transaction, Heritage Holdings will have access to additional cash to fund equipment purchases, improvements, and maintenance. In 2026, the parties estimate this capital investment will exceed \$6,000,000. This capital investment, and the generally improved capital position of Heritage Imaging (as a result of the Transaction), will also bolster Heritage Imaging's ongoing efforts to expand its service offerings in Oregon (beyond MRI and PETCT scans), to include nuclear medicine (SPECT and SPECT/CT), echocardiography, ultrasound, and theranostics (targeted cancer treatments), subject in each case to the needs of each Oregon health facility and its patients with which Heritage Imaging partners. No data, metrics, or documentation are available; rather, the foregoing reflect the strategic alignment of the parties and continuation and support of Heritage Imaging's existing business model.

- 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.

N/A.

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

The Transaction will provide Heritage Imaging with additional capital to strengthen its service offerings to additional sites and to grow and maintain the quality of services.

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

No.

- 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.

N/A.

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

The Transaction is expected to provide Heritage Imaging with additional capital to allow it to enhance its operational sustainability and support continued growth. Specifically, as a result of the Transaction, Heritage Holdings will have access to additional cash to fund equipment purchases, improvements, and maintenance. In 2026, the parties estimate this capital investment will exceed \$6,000,000.

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 26 day of MARCH, 2026.

[Signature]

SUBSCRIBED AND SWORN TO before me, this 26 day of March, 2026.

[Signature]

Notary Public in and for Texas

My Commission Expires: May 14, 2029
[Angelica Parra]

