Health Care Market Oversight

Transaction 019

SDB Restructure

30-Day Review Summary Report

March 11, 2024

Oregon Health Authority

About this Report

This report summarizes analyses and findings from Oregon Health Authority's preliminary review of the proposed material change transaction of Specialty Dental Brands. It accompanies the Findings of Fact, Conclusions of Law, and Order ("Preliminary Review Order") issued by Oregon Health Authority on March 11, 2024. For legal requirements related to the proposed transaction, please reference the order.

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 or by phone at 503-385-5948. We accept all relay calls.

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Executive Summary

The Health Care Market Oversight (HCMO) program reviews proposed heath care business deals program reviews heath care business deals to make sure they do not harm people and communities in Oregon. After completing a review, the Oregon Health Authority (OHA) issues a decision about whether a business deal, or transaction, involving a health care company should proceed.

Proposed Transaction

On February 1, 2024, OHA accepted a completed notice of material change transaction describing plans to restructure the ownership and debt of Specialty Dental Brands (SDB).

OHA's Review

OHA completed a preliminary review of the proposed transaction. During the review, OHA assessed the likely impact of the transaction across four domains: cost, access, quality, and equity. OHA held a public comment period and received no public comment submissions.

Key Findings

Cost	The proposed transaction is unlikely to affect costs because no consolidation is occurring. The change in ownership is unlikely to affect prices for services.
Access	The Oregon locations will continue to provide the same types of services to patients in the same geographic region. The proposed transaction is also unlikely to impact the types of payments that OR Specialty Dental accepts.
Quality	The transaction is unlikely to affect health care quality. OR Specialty Dental will continue to provide the same types and amounts of medical services to individuals in the same geographic regions.
Equity	The proposed transaction is unlikely to affect the types of services offered at locations in Oregon, the staff who treat patients, or the patients' ability to access services. The restructuring is unlikely to affect health equity.

Conclusions and Decision

OHA approved the transaction on March 11, 2024.

OHA will monitor the impact of the transaction by conducting follow up analyses one year, two years, and five years after the business deal is completed. During these reviews, OHA will analyze any impact of the transaction on quality of care, access to care, affordability, and health equity, specifically following up on concerns or observations noted in the Findings & Potential Impacts section of the Review Summary Report. OHA will also assess whether the parties to the transaction have kept to the commitments stated in the notice of transaction regarding cost, access, and quality of care.

Introduction

In 2021, the Oregon Legislature passed House Bill 2362, giving the Oregon Health Authority (OHA) the responsibility to review and decide whether some transactions involving health care entities should proceed. In March 2022, OHA launched the Health Care Market Oversight program (HCMO). This program reviews proposed health care transactions such as mergers, acquisitions, and affiliations to ensure they support statewide goals related to cost, equity, access, and quality.

The HCMO program is governed by Oregon Revised Statute 415.500 et seq. and Oregon Administrative Rules 409-070-0000 through -0085.

In the authorizing statute, the Oregon Legislature specified what types of proposed transactions are subject to review and the criteria OHA must use when analyzing a given proposed transaction. The Oregon Legislature also authorized OHA to decide the outcome of a proposed transaction. After analyzing a given proposed transaction, OHA may approve, approve with conditions, or reject it.

The Health Care Market Oversight program fits within OHA's broader mission of ensuring all people and communities can achieve optimum physical, mental, and social well-being through partnerships, prevention, and access to quality, affordable health care.

Proposed Transaction

On February 1, 2024, OHA confirmed receipt of a Notice of Material Change Transaction ("notice") from SDB MTN West Partners, LLC ("MTN West") and SDB Partner Aggregator, LLC ("Aggregator," and together with MTN West, "Entity"). MTN West and Aggregator are subsidiaries of Vardiman Black Holdings, LLC, doing business as Specialty Dental Brands ("SDB"), which operates dental support organizations. The notice describes plans to restructure the ownership of SDB.

OHA reviewed the notice and determined, based on the facts in the notice, that the transaction is subject to review. The entities party to the transaction meet the revenue thresholds specified in OAR 409-070-0015(1) and the proposed transaction is otherwise covered by the program in accordance with OAR 409-070-0010. After receipt of the complete notice, OHA began a preliminary review of the proposed transaction. Preliminary reviews must be completed within 30 days of OHA's confirmation of receipt of a complete notice, unless extended in accordance with applicable statutes and administrative rules. This report describes the transaction, OHA's approach to the review, its findings, and OHA's conclusions based on these findings.

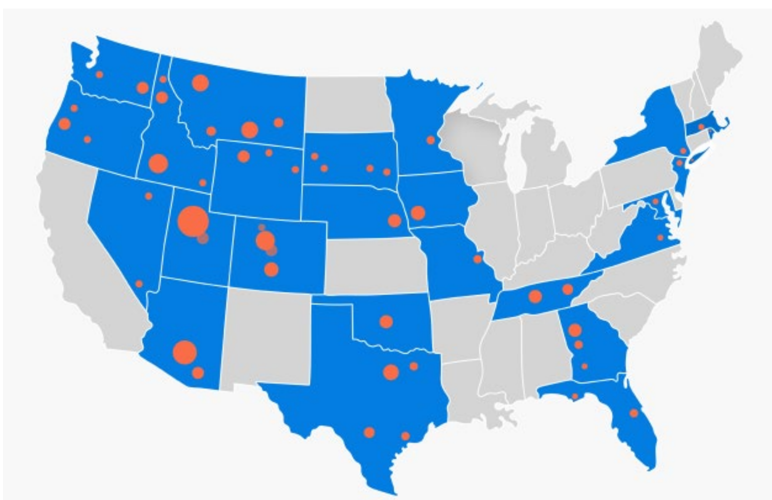
Previous transaction

On August 9, 2022, OHA confirmed receipt of a complete notice of material change transaction regarding a partial ownership change of SDB, with TSG Consumer Partners ("TSG") acquiring an ownership stake. OHA approved this transaction on September 9, 2022 and it closed on September 16, 2022. In September 2023, OHA began its one-year follow-up review of the transaction. During that review, SDB filed the current notice to restructure its ownership.

Parties Involved in the Transaction

Specialty Dental Brands

Specialty Dental Brands (SDB) is a privately-held, for profit dental support organization (DSO) headquartered in Tennessee. SDB was founded in 2017 with funding from Leon Capitol Group, an investment firm.[1] Dental support organizations (DSOs) provide administrative, business, and marketing services to dental practices. DSOs focus on non-clinical needs. Clinical services and patient care are provided by and with the supervision of a licensed dentist.



SDB has a network of dental practices specializing in orthodontics, oral surgery, and pediatric dentistry. The company partners with more than 250 dental practices in 25 states, including Oregon.[2] SDB has expanded rapidly, reporting growing from 59 location in 2020 to more than 250 in 2024.[3] In 2022, SDB sold an ownership stake in the company to TSG, a private equity firm.[4]

SDB provides the following business supports for partnering dental practices:

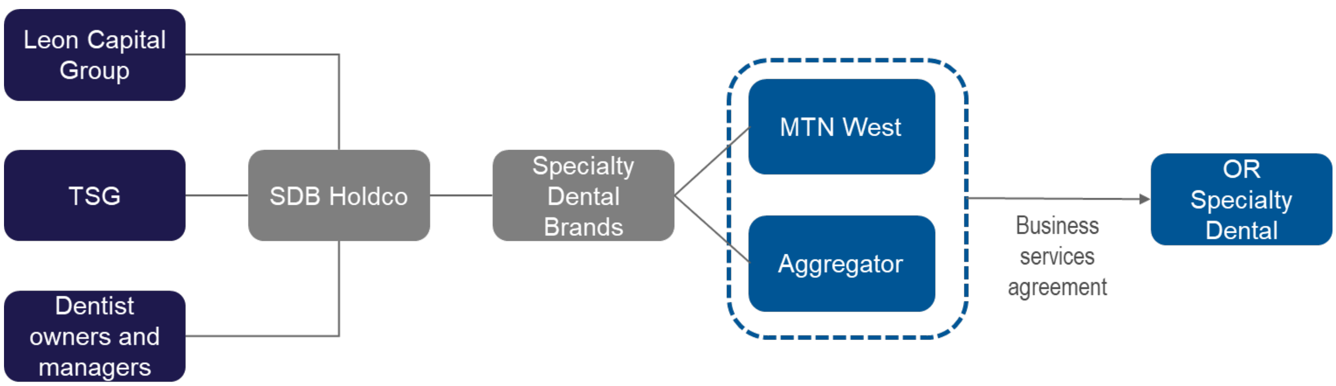
- Human Resources
- Finance & Accounting
- Marketing
- IT & Data Security
- Legal & Compliance
- Operations

Governance

SDB is wholly owned by SDB HoldCo, LLC, which has three ownership groups itself: Leon Capital Group (28.4% ownership), TSG (29.1% ownership) and dentist owners and management (42.5% ownership).

Organizational structure

SDB has a complex organizational structure with many subsidiary DSOs, holding companies, and partnering practices. The simplified organizational chart below shows the structure as related to SDB's business entities that operate in Oregon. SDB holds many other companies and subsidiaries that are not listed in the chart below, including regional DSOs that allow dentist owners to hold equity interests.



Operations in Oregon

In Oregon, SDB owns and operates two DSOs: MTN West and Aggregator. These DSOs have business services agreements with OR Specialty Dental Services, LLC ("OR Specialty Dental"), a dentist-owned dental practice providing oral and maxillofacial surgery services in Oregon.

MTN West and Aggregator

MTN West is a private, for-profit limited liability company formed in Texas in 2020 and registered to do business in Oregon in 2022.[5] Aggregator is also a private, for-profit limited liability company formed in Texas in 2022, and registered to do business in Oregon in 2022.[6]

MTN West and Aggregator are both manager-managed, with SDB acting as the manager. MTN West and Aggregator have business services agreements with multiple practices around the country, including OR Specialty Dental in Oregon.[7]

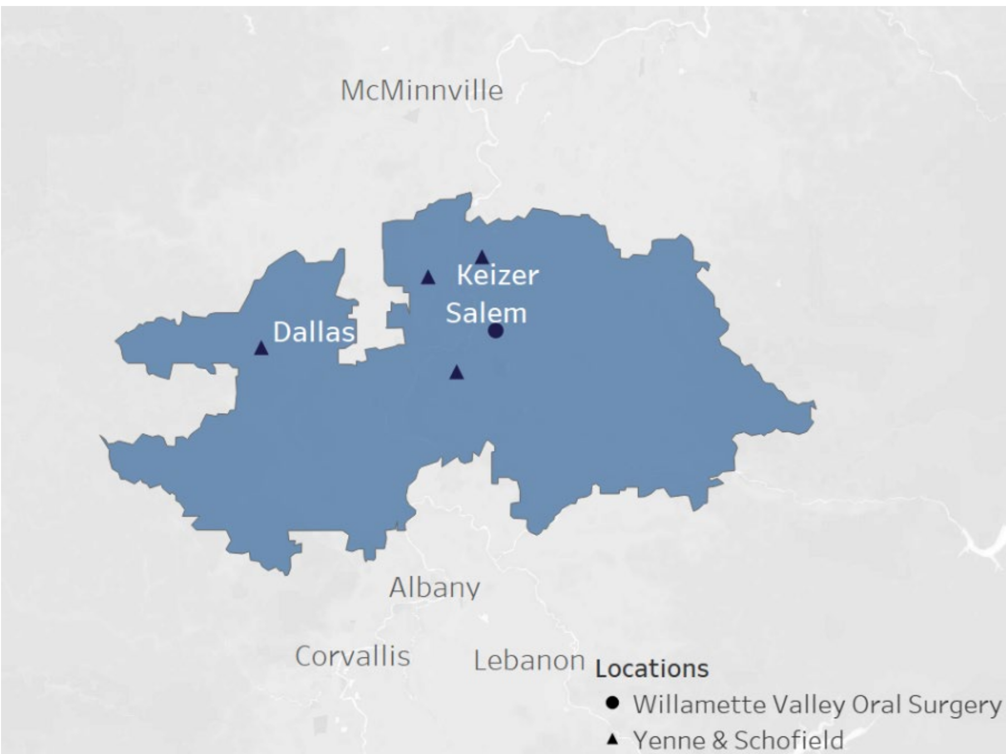
OR Specialty Dental

OR Specialty Dental is an Oregon limited liability company formed in 2022 that provides orthodontic and oral and maxillofacial surgery services at five locations in Oregon. The table below describes dental providers that participate in this practice, including when they joined OR Specialty Dental.

Name	Specialty	Locations	Year registered[8]	Year joined[9]
Willamette Valley Oral & Maxillofacial Surgery Inc.	Oral and maxillofacial surgery	Salem	2000	2022
Yenne & Schofield PC	Orthodontics for children, adolescents, and adults	Dallas, Keizer, Salem, West Salem	1994	2022

OR Specialty Dental employs 29 staff, including three dentists and two practice managers.[10] From January 2023 to October 2023, OR Specialty Dental served more than 3,300 patients.[11] Most OR Specialty Dental patients pay out-of-pocket or have commercial insurance for services. Few payments are from Medicaid/Oregon Health Plan and almost no payments are from Medicare.[12]

The practice primarily serves patients living in Marion and Polk counties. The map below shows the primary service area for OR Specialty Dental, based on where most patients reside.[13]



Lenders

SDB received financing from dozens of lenders, who, through the transaction, will collectively own a majority stake in SDB. Lenders include investment funds, insurance companies, banks, and private equity firms.

Leon Capital Group and TSG Consumer Partners

Leon Capital Group is a private investment firm founded in 2009 and based in Texas. Leon Capital Group founded Specialty Dental Brands in 2017. Leon Capital Group's portfolio includes a range of health care companies providing behavioral, mental health, dental, cardiovascular, dermatology, cosmetic surgery, eye care, and dental services.[14]

TSG is a private equity firm based in California that focuses on consumer brands and retail sectors. TSG gained partial ownership of SDB in 2022.

Some of TSG's notable investments include Stumptown Coffee Roasters, Planet Fitness, and Pabst Blue Ribbon Beer. According to its website, TSG does not currently have other health care or dental companies in its portfolio, though it does partner with over the counter medicine and first aid brands.[15]

Transaction Terms

The proposed transaction will result in a partial change of ownership of SDB Holdco, SDB, and its companies, including MTN West and Aggregator, as Lenders will receive a ~55% majority ownership stake in SDB Holdco. This partial change in ownership stems from a restructure of SDB Holdco's debt obligations and equity ownership in SDB Holdco because of SDB Holdco's default on payments due under a loan agreement with Lenders.

Per the previous loan agreement, the Lenders have the right to foreclose on its loan and exchange SDB Holdco's outstanding debt for equity (or control) of the company.[16] SDB Holdco entered into a Restructuring Support Agreement on December 20, 2023, which outlines the terms of the transaction (see table below for a summary of terms).[17]

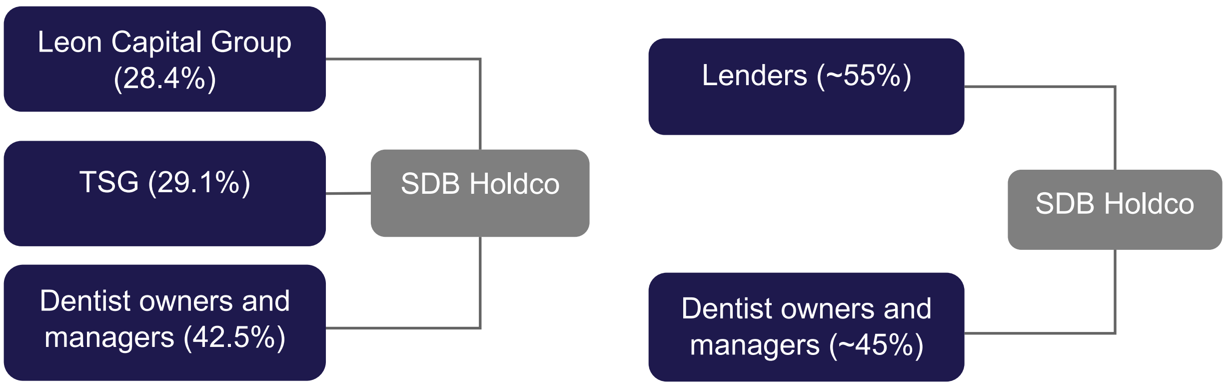
Ownership	Management and dentist owners will maintain their current ownership percentage (about 43%) plus an additional 2%, resulting in a ~45% ownership of SDB and its companies. Leon Capital Group and TSG will transfer their respective equity interests in SDB to the Lenders, resulting in Lenders having a ~55% majority ownership stake in SDB.
Existing Loans	SDB Holdco has defaulted on its loans, resulting in foreclosure of the Lender's loan to SDB HoldCo. As a result, Lenders will exchange SDB Holdco's outstanding debt for equity in SDB Holdco. . Since this equity will be a majority interest of SDB Holdco, this will result in Lenders controlling the SDB Holdco's and SDB's board of managers. The balance of existing loans will be "termed out," which means that the loan will be converted to a term loan with a defined end date and terms. SDB Holdco will pay the Lenders a portion of the remaining loan interest in cash, with the remaining interest paid in kind with agreed-upon non-cash goods, services, or other financial instrument. Final payment on the existing loan will be due in March 2027. Additional terms will be agreed upon prior to closing.[18]
Priming Loan	Lenders will provide SDB Holdco with new loan ("Priming Loan.") Final payment on this Priming Loan will be due in March 2027 and the loan is subject to interest, closing fees, exit fees, and equity fees.[19]
SDB's Holdco's Board of managers	Lenders will appoint a new board of managers for SDB Holdco in the weeks following the close of the transaction and will maintain control of the board of managers. The board of managers for SDB will be the same as SDB Holdco.
Exchange of funds	SDB Holdco will pay fees and expenses associated with the transaction, as well as the Priming Loan and existing loan fees.

Operations	Business services agreements between the entity and OR Specialty Dental will not change as a result of the proposed transaction.[20]

Change in ownership

A key change for this transaction is the change in ownership. Leon Capital Group, an initial investor in SDB, and TSG, which only acquired an ownership stake in 2022, are transferring their ownership to Lenders.

Pre-closing ownership **Post-closing ownership**



Rationale for the Transaction

The purpose of the transaction is to reduce SDB Holdco's and SDB's debt and restructure the ownership of SDB Holdco and its subsidiaries and companies after it defaulted on financing loans with Lenders. The entity states that rising interest rates were a key driver of its inability to meet its loan payments.[21]

Post-Transaction Plans

The entities do not anticipate any changes to operations, management, or services at practice locations, nor do they expect any new practice-level investments or initiatives as a result of the transaction.[22]

Private Equity & Health Care

OHA reviewed and approved a previous transaction involving a private equity firm gaining an ownership stake in SDB. As noted earlier, the current review applies to SDB's proposal to restructure. This section provides background information on the role of private equity firms in the U.S. health care system and is included to help readers understand the context surrounding SDB's debt foreclosure and restructure.

What is a Private Equity Firm?

Private equity firms are investment management firms that operate investment funds on behalf of investors. A private equity fund is an investment vehicle that pools capital from various investors used to invest in companies that are not publicly traded.

The goal of a private equity firm is to generate profits for investors by expanding companies (often through acquisitions of smaller companies), decreasing company costs (such as staffing and supply costs), increasing company revenues (by increasing service volume or steering consumers to higher cost services) and then reselling the company to other investors at a profit.[23] Private equity investors may include the owners of pension funds, sovereign wealth funds, university endowments or high-net-worth individuals. Private equity firms sometimes acquire companies with loans that the acquired company must repay (so-called "leveraged buyouts"). Generally, private equity firms can be either passive or active investors, in that they either depend on existing management to grow and generate funds or they provide operational support to management to help grow and generate funds.

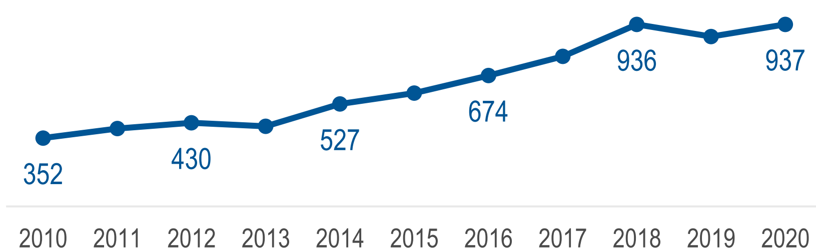
A **leveraged buyout** is when a private equity firm buys a company, with the purchase financed through debt, using the operations and assets of the purchased company as collateral. This arrangement allows the private equity firm to control a company by only putting up a small portion of the purchase price.

The purchased company, not the private equity firm acquiring the company, is responsible for paying back the debt that was used for the purchase.

Growth of Private Equity in Health Care

The rate of private equity acquisitions of physician practices and other health care entities in the U.S. is increasing.[24] In 2018, private equity deals involving U.S. health care entities totaled more than $100 billion, twenty times the amount in 2000 ($5 billion).[25] Research shows significant growth in private equity investment in hospitals, outpatient medical services, physician staffing companies, and physician specialty groups like primary care, ophthalmology, dermatology, dentistry, gastroenterology, orthopedics, and home healthcare.[26] [27]

In 2010, there were 352 reported private equity deals in health care nationwide; by 2020, there were **937 deals**



DSOs have been attractive acquisitions for private equity firms because DSO revenues are relatively stable over time and because dentists are increasingly interested in DSO services as an alternative to independently managing their practices. A 2021 study found that 27 of the top 30

DSOs in the US were owned by private equity firms.[28] Since the close of this transaction, at least five other transaction involving DSOs and private equity firms closed in the US.[29] The table below lists notable recent transactions.[30]

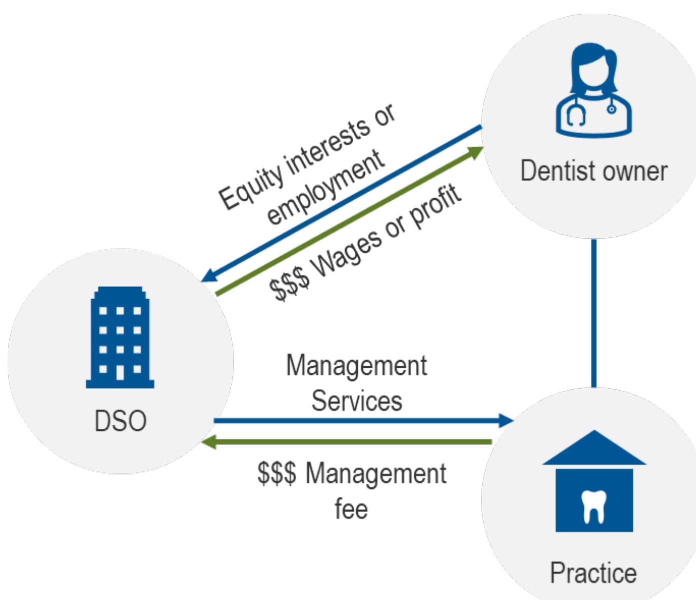
DSO	Private equity firm	Transaction date
Pearl Street Dental	SkyKnight Capital	October 5, 2022
Riverside Oral Surgery	MedEquity Capital and RF Investment Partners	November 12, 2022
Dental Care Alliance	Mubadala Investment Co. and Harvest Partners	January 16, 2023
Dentive	HGGC	January 19, 2023
Bluetree Dental	Clairvest Group	March 2, 2023

DSO business models

SDB has a complex corporate structure with many regional subsidiary DSOs and associated practices. Partnering practices have agreements with regional DSOs to provide business supports. While partnering practices are owned by individual dentist owners, dentist owners often also hold equity interests in regional SDB subsidiaries.

DSOs often structure their approach in order to comply with state laws against the corporate practice of medicine (CPOM). CPOM laws aim to ensure that health care is provided by licensed physicians. These laws require that medical and dental practices be owned or controlled licensed professionals and prevent corporations from practicing medicine or employing physicians to provide professional medical or dental services. Oregon law (ORS 679.020) states that "only a person licensed as a dentist by the Oregon Board of Dentistry may own, operate, conduct or maintain a dental practice, office or clinic in this state." See also ORS 58.375 and 58.376 for requirements for professional corporations organized to practice medicine in Oregon. DSOs will typically acquire the non-clinical assets of the dental practice and establish agreements with licensed dentists. The licensed dentist will retain responsibility for clinical care, and ownership over clinical assets and patient records.

DSO model where a DSO controls dental practice through relationship with dentist owner



Some DSOs provide business supports to dental practices without any controlling or ownership stake. Other DSO models allow the DSO and corporate investors to have a controlling stake in the dental practice. In this type of business model, dentist owners are often employed by or hold shares in a corporate-owned DSO. These dentists in turn own practices that provide patient care. The practices have a business or management services contract with the DSO and pay a management fee to the DSO for such services. In many cases, these types of structures can allow corporations to largely control practices through their relationships with dentist owners.

Findings & Potential Impacts

OHA compiled available data and information to understand and examine the potential impacts of the transaction across four domains: access, cost, quality, and equity. To assess the potential impacts of the proposed transaction on Oregon residents' equitable access to affordable care, OHA considered the following:

- Transaction terms
- Market characteristics
- Statements by entities
- Publicly available data, research, and reports on the impact of the DSOs and private equity on patient care

The addition of a new corporate owner at multiple levels up from the Oregon dental practices is unlikely to affect:

- the types of services provided to patients,
- the management or operation of the practices,
- the insurance types with which the practices contract, or
- the patients or geographic regions the practices serve.

Therefore, the proposed restructuring is unlikely to affect access to care, the cost of health care, the quality of medical services, or health equity.

Market Share & Consolidation

There are no impacts to the entities' market shares, and the proposed restructuring does not result in any increase in vertical or horizontal market consolidation. SDB practices will continue serving their patients in the same capacity as before the restructuring.

Access

The practices in Oregon will continue to provide the same types of dental services to the same geographic regions. The proposed restructuring is unlikely to affect the contractual relationships between practices and insurance companies.

SDB does not anticipate that the transaction will negatively affect access. In the notice, they stated:

> *The proposed transaction is not expected to have any impact on the price or access to health care services within Oregon, as the transaction involves an indirect investment in a DSO that provides administrative support services to the Practice, which is comprised of one Oregon oral and maxillofacial surgery provider and one Oregon orthodontic services provider group.*

Cost

The transaction is unlikely to affect health care costs because no consolidation is occurring. The addition of new owners is unlikely to affect the negotiated payments the entities receive from payers like health insurance companies. The majority of OR Specialty Dental patients pay for services out of pocket. SDB's new owners could drive price increases for services, however there are many other competitors offering orthodontic or oral surgery options in the service area and self-pay patients should be able to seek other providers if prices increase.

Quality

Practices in Oregon will continue providing the same types of services. The restructuring is unlikely to affect the quality of the care provided to patients.

The entity does not anticipate that the transaction will negatively affect care quality. In the notice, they stated:

> *Control over the professional diagnosis and treatment of the Practice's patients has and will remain exclusively and locally controlled by the Practice's Oregon licensed dentists and other licensed professionals.*[31]

Equity

The proposed transaction is unlikely to change the types of services provided, the staff who are treating patients, or patients' ability to access the services. Therefore, the restructuring is unlikely to have an impact on health equity.

Conclusions

Based on preliminary review findings, **OHA approved the transaction on March 11, 2024.** See Findings of Fact, Conclusions of Law, and Order in the Matter of Proposed Material Change Transaction, dated March 11, 2024.

The transaction was approved, per ORS 415.501(6)(b), because OHA determined the transaction is unlikely to substantially alter the delivery of health care in Oregon.

The approval criteria are specified in administrative rules for the Health Care Market Oversight Program and are consistent with Oregon law. Below is a summary of the main reasons, based on the findings described in this report, why OHA considers the criterion satisfied.

Approval Criteria

The transaction is unlikely to substantially alter the delivery of health care in Oregon

This transaction involves a transfer of ownership from private equity and investment firms to a group of Lenders. The objective of the transaction is to restructure debt and ownership to allow the entity to continue to operate after defaulting on loans. The transaction does not involve changes to services or existing management services agreements.

Post-Transaction Monitoring

As required by statute, OHA will conduct follow-up analyses one, two, and five years after the transaction is complete. OHA's monitoring will assess whether the entity keeps the commitments included in the notice, including commitments that no operational or management changes will take place and that there will be no changes to the scope of services offered. More broadly, OHA will monitor changes to cost, quality, access and equity, and may also assess other measures relevant to each domain.

As part of the required monitoring activities, OHA may request additional information from the Entities. OHA will publicly publish findings and conclusions from follow-up analyses.

Acronyms & Glossary

Acronyms & Abbreviations

DSO	Dental Service Organization
HCMO	Health Care Market Oversight
LLC	Limited Liability Corporation
OHA	Oregon Health Authority
OHP	Oregon Health Plan
ORS	Oregon Revises Statute
PC	Professional Corporation
PE	Private Equity
PSA	Primary Service Area
SDB	Specialty Dental Brands

Glossary

Competition: A situation in a market in which firms or sellers independently strive to attract buyers for their products or services by varying prices, product characteristics, promotion strategies, and distribution channels.

Concentration: A measure of the degree of competition in the market; highly concentrated markets are generally characterized by a smaller number of firms and higher market shares for individual firms.

Consolidation: The combination of two or business units or companies into a single, larger organization. Consolidation may occur through a merger, acquisition, joint venture, affiliation agreement, etc.

Health equity: OHA defines health equity as follows:

Oregon will have established a health system that creates health equity when all people can reach their full health potential and well-being and are not disadvantaged by their race, ethnicity, language, disability, age, gender, gender identity, sexual orientation, social class, intersections among these communities or identities, or other socially determined circumstances. Achieving health equity requires the ongoing collaboration of all regions and sectors of the state, including tribal governments to address:

- The equitable distribution or redistribution of resources and power; and
- Recognizing, reconciling, and rectifying historical and contemporary injustices.

OHA's Review

OHA performed a preliminary review of the transaction to assess its potential impact on Oregon's health care delivery system. The review explored impacts in four areas (domains): cost, access, quality, and equity. OHA's analysis followed the guidelines and methods set out in the HCMO Analytic Framework published January 31, 2022.[32] The framework is grounded in the goals, standards and criteria for transaction review and approval outlined in OAR 409-070-0000 through OAR 409-070-0085.

Background Research and Literature Review

OHA conducted background research on the entities involved in the transaction to understand more about the proposed transaction, the entities involved, and published documents. OHA consulted publicly available sources, including press releases and media reports; business filings with the Secretary of State in Oregon and other states; and entity websites. OHA also considered articles and research reports about the role of private equity in health care.

Requests for Information

OHA did not request addition information from the entities involved in the transaction.

Public Input

OHA solicited public comments on the proposed transaction during the preliminary review by posting information to the Transaction Notices and Reviews page of the HCMO website to request public input and emailing subscribers to HCMO program updates to inform them about the opportunity to provide comment. OHA did not receive any public comments related to this review.

Analysis

OHA's analysis assessed the current state of the entities involved in the transaction, related industry trends, and the likely impact of the proposed transaction on the delivery of orthodontic and oral surgery services in Oregon. The table below describes the types of analysis OHA typically performs in each domain.

Domain	Analysis
Cost	Analyses in the cost domain explore how the transaction may affect the prices consumers and payers (e.g., insurers, employers, and governments) pay for services in Oregon. Spending for services may be affected by the degree of competition between providers offering similar services within a service area.
Access	Analyses under the access domain explore how the transaction may affect the range of services available in the market, types of providers and provider-patient ratios, characteristics of the patient population, and any barriers to access, including transportation burdens and limitations by insurance type. Consolidation and change of ownership in the health care market can impact the range and type of services offered in the service area. Changes in population demographics can alter demand for some services and shifts in the labor market can impact availability of specific provider types, potentially affecting the financial viability and profitability of offering certain

Domain	Analysis
	health care services in a region.
Quality	Analyses in the quality domain explore how the transaction may affect patient outcomes and the experience of care. Consolidations and ownership changes in health care can impact clinical practice, including staffing ratios, time spent or number of visits with patients, timeliness of care, and the patient's experience of care, all of which can have adverse effects on patient outcomes. Analyses in the quality domain consider current indicators of quality and assess potential impacts of the transaction on quality of care.
Equity	Analyses in the equity domain explore how the transaction may affect the Entity's ability to assess for and equitably meet the needs of the population it serves. Consolidations and ownership changes in health care can disproportionately impact availability of health services for populations who already experience health inequities, including people of color, low-income families, and residents of rural areas. Equity-focused analysis considers the entities' ability to serve a patient population that is representative of the community in which they operate. OHA also looks for evidence that the Entity is actively identifying and addressing inequities in access to or quality of care across their patient population.

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[9] Information provided by entities.

[10] HCMO Notice of Material Change Transaction: https://www.oregon.gov/oha/HPA/HP/HCMOPageDocs/SDB_HCMO-Form-Notice-of-Material-Change-Transaction-%281.30.24%29-REDACTED.pdf

[11] HCMO Notice of Material Change Transaction: https://www.oregon.gov/oha/HPA/HP/HCMOPageDocs/SDB_HCMO-Form-Notice-of-Material-Change-Transaction-%281.30.24%29-REDACTED.pdf

[12] Payment data provided by entities.

[13] Patient zip code data provided by entities.

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