

## FLOW OF FUNDS

THIS FLOW OF FUNDS STATEMENT (this "*Flow of Funds Statement*") dated as of March 30, 2018 (the "*Closing Date*") is made and delivered pursuant to the Asset Purchase Agreement dated as of January 22, 2018 (the "*Agreement*") by and among HHC HEALTHCARE, LLC, a Missouri limited liability company ("*Group*"), and HHC ASC, LLC, a Missouri limited liability company ("*ASC*," and together with Group, collectively the "*Seller*"); and HEART CARE SPECIALISTS, LLC, a Missouri limited liability company ("*Practice*"), and HEART CARE CENTER, LLC, a Missouri limited liability company ("*ASC Buyer*," and together with Practice, collectively the "*Buyer*"). (Capitalized term used but not otherwise defined herein shall have the meanings ascribed thereto in the Agreement.)

WHEREAS, the Agreement contemplates that Buyer and Seller shall deliver a Flow of Funds Statement to one another pursuant to and in accordance with Section 3.02(c) of the Agreement setting forth the payments and disbursements to be made in connection with the Closing;

NOW, THEREFORE, for and in consideration of the foregoing premises, and the agreements, covenants, representations and warranties hereinafter set forth, and other good and valuable consideration, the receipt and adequacy of which are forever acknowledged and accepted, the parties, intending to be legally bound, hereby agree as follows:


1. Attached as Exhibit A hereto is the Closing Statement detailing the flow of funds to Persons pursuant to the transaction contemplated by the Agreement (including wire instructions with respect thereto).
2. Seller hereby authorizes Buyer to make the payments described on such Exhibit A on behalf of Seller.
3. Upon receipt by the respective parties of the payments shown on such Exhibit A, Buyer and Seller agree that the transactions contemplated by the Agreement are consummated and closed, effective as of April 1, 2018.

[SIGNATURE PAGE FOLLOWS]

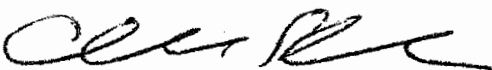
IN WITNESS WHEREOF, the undersigned parties have entered into and executed this Flow of Funds Statement to be effective as of the Closing Date.

SELLER:

**HHC HEALTH CARE, LLC**

By:   
Allen Soffer, M.D.  
Manager

**HHC ASC, LLC**

By:   
Allen Soffer, M.D.  
Manager

BUYER:

**HEART CARE CENTER, LLC**

By: \_\_\_\_\_  
Christine M. Candio, RN, FACHE  
President & CEO

**HEART CARE SPECIALISTS, LLC**

*By its sole member, St. Luke's Medical Group*

By: \_\_\_\_\_  
Christine M. Candio, RN, FACHE  
President & CEO

IN WITNESS WHEREOF, the undersigned parties have entered into and executed this Flow of Funds Statement to be effective as of the Closing Date.

SELLER:

**HHC HEALTH CARE, LLC**

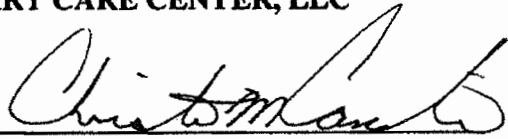
By: \_\_\_\_\_  
Allen Soffer, M.D.  
Manager

**HHC ASC, LLC**

By: \_\_\_\_\_  
Allen Soffer, M.D.  
Manager

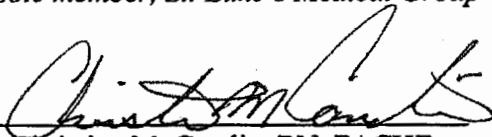
BUYER:

**HEART CARE CENTER, LLC**

By:   
Christine M. Candio, RN, FACHE  
President & CEO

**HEART CARE SPECIALISTS, LLC**

*By its sole member, St. Luke's Medical Group*

By:   
Christine M. Candio, RN, FACHE  
President & CEO

## Song, Taehoon

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**From:** Gryglak, Magdalena  
**Sent:** Monday, June 18, 2018 10:11 AM  
**To:** Song, Taehoon; Sandrik, Lauren; Pavon, Sandy  
**Cc:** Tomczak, Tammy  
**Subject:** FW: RE: Amendment request to change licensee's name, NRC license no. 24-35232-01  
**Attachments:** SKM\_C754e18061415030.pdf

Please place in ADAMS.

CN 608424  
Heart Care Specialists, LLC  
Lic # 24-35232-01  
Dock 030-38828  
Thank you

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**From:** Moore, R. Scott [mailto:[smoore@lewisrice.com](mailto:smoore@lewisrice.com)]  
**Sent:** Friday, June 15, 2018 11:17 AM  
**To:** Gryglak, Magdalena <[Magdalena.Gryglak@nrc.gov](mailto:Magdalena.Gryglak@nrc.gov)>  
**Subject:** [External\_Sender] RE: Amendment request to change licensee's name, NRC license no. 24-35232-01

Magda,

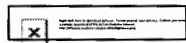
Thanks for the follow-up e-mail. I have the following responses to your inquiries:

1. We do not wish to change the mailing address. Please continue to use the facility address as the mailing address.
2. I am attaching the Flow of Funds document dated March 30, 2018. It is signed by both parties. You will see that in this short agreement, the parties jointly acknowledge that the transaction has closed and transfers of funds are authorized. Exhibit A, which has details concerning the funds being transferred, is confidential and has not been included.

Please confirm that this adequately addressed both of your inquiries.

Best regards,

Scott



**R. Scott Moore**  
[smoore@lewisrice.com](mailto:smoore@lewisrice.com)  
600 Washington Avenue  
Suite 2500  
St. Louis, Missouri 63101-1311  
314.444.7676 (direct)  
314.612.7676 (fax)  
[www.lewisrice.com](http://www.lewisrice.com)

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**From:** Gryglak, Magdalena <[Magdalena.Gryglak@nrc.gov](mailto:Magdalena.Gryglak@nrc.gov)>  
**Sent:** Thursday, June 14, 2018 2:37 PM

To: Moore, R. Scott <[smoore@lewisrice.com](mailto:smoore@lewisrice.com)>

Subject: Amendment request to change licensee's name, NRC license no. 24-35232-01

Good afternoon Mr. Moore,

I am just following up after our phone call and providing you the original letter in which HHC Health Care LLC (seller) and Heart Care Specialists, LLC (buyer) informed the NRC of the pending sale. As we discussed, please provide the following:

- information whether the mailing address needs to be updated on the NRC license to reflect the buyer's mailing address (as indicated in the attached letter); and
- a statement (a letter or other documentation) confirming that the buyer purchased the practice on April 1, 2018 dated and signed by Mr. Johnson or Ms. Candio.

You may submit the requested information in one letter signed by Mr. Johnson or Ms. Candio and provide it as an attachment in an email.

I appreciate your help in this matter.

Thank you

Magdalena R. Gryglak  
U.S. NRC Region III  
630-829-9875

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