


DEPARTMENT OF HEALTH AND HUMAN SERVICES
OFFICE OF DIRECTOR

ACTION REFERRAL

TO <i>Mr. Rogers/Waldrop</i>	DATE <i>9/24/10</i>
---------------------------------	------------------------

DIRECTOR'S USE ONLY	ACTION REQUESTED
1. LOG NUMBER 000142	<input type="checkbox"/> Prepare reply for the Director's signature DATE DUE _____
2. DATE SIGNED BY DIRECTOR <i>CA: Mrs. Jenkins</i> <i>Rogers</i> 	<input type="checkbox"/> Prepare reply for appropriate signature DATE DUE _____
	<input checked="" type="checkbox"/> FOIA DATE DUE _____
	<input checked="" type="checkbox"/> Necessary Action

APPROVALS (Only when prepared for director's signature)	APPROVE	* DISAPPROVE (Note reason for disapproval and return to preparer.)	COMMENT
1.			
2.			
3.			
4.			



ResCare

9901 Linn Station Road
Louisville, Kentucky 40223-3808

(502) 394-2100
www.ResCare.com

September 23, 2010

VIA UPS OVERNIGHT

Dr. Beverly A. H. Buscemi
Director
Department of Disabilities & Special Needs
3440 Harden Street Extension
Columbia, SC 29203

Ms. Emma Forkner, Director
Department of Health & Human Services
1801 Main Street
Columbia, SC 29202

Ms. Deborah Carter
Compliance Review Officer
DHHS
1801 Main Street
Columbia, SC 29202

Re: Res-Care, Inc.

Dear Ms Buscemi, Ms. Forkner and Ms. Carter,

As you may know, Res-Care, Inc., the ultimate parent company of the entities identified on Attachment A (the “*Organizations*”) and Onex Rescare Acquisition, LLC, an affiliate of Onex Partners (www.onex.com) (“*Onex*”), will be entering into a transaction pursuant to which Onex will acquire ownership of the stock of Res-Care, Inc. While Onex is acquiring Res-Care, Inc., the Organizations’ ultimate parent company, the transaction is not a merger, consolidation, or change in ownership of the Organizations. The Organizations’ name, physical address, NPI, Medicaid provider numbers and tax identification numbers will not change. Additionally, neither Res-Care Inc.’s nor the Organizations’ senior management or operating personnel will change. Subject to all closing conditions being met, the parties intend to finalize this transaction on or about the fourth quarter of 2010.

RECEIVED

SEP 24 2010
Department of Health & Human Services
OFFICE OF THE DIRECTOR

Respect and Care

Assisting People to Reach Their Highest Level of Independence

Beverly A. H. Buscemi
Emma Forkner
Deborah Carter
September 23, 2010
Page 2 of 2

Based upon our review of the relevant requirements and given the nature of this transaction, we understand that we will not be required to make any filings and this transaction will not impact our operations in your jurisdiction. However, we wanted to confirm our understanding with you.

Should you have any questions about this transaction, please feel free to contact the undersigned. Thank you for your time and consideration.

Sincerely,
Res-Care, Inc. & Subsidiaries



David S. Waskey
General Counsel

**ATTACHMENT A
SOUTH CAROLINA**

CNC/Access, Inc. – EIN 05-0422187

d/b/a At Home Total Care

Southern Home Care Services, Inc. – EIN 58-1408815

d/b/a None

SOUTH CAROLINA DISTRIBUTION LIST
SEPTEMBER 23, 2010

Dr. Beverly A. H. Buscemi
Director
Department of Disabilities & Special Needs
3440 Harden Street Extension
Columbia, SC 29203

Ms. Emma Forkner, Director
Department of Health & Human Services
1801 Main Street
Columbia, SC 29202
803-898-2504

Ms. Deborah Carter
Compliance Review Officer
DHHS
1801 Main Street
Columbia, SC 29202