

**LETTER OF TRANSMITTAL AND PAYMENT INSTRUCTIONS
TO SURRENDER SHARES OF CAPITAL STOCK OF
ONCURE MEDICAL CORP.**

Mail or deliver this Letter of Transmittal, together with the certificate(s) representing your shares, to:



If delivering by mail:

American Stock Transfer & Trust Company
Operations Center
Attn: Reorganization Department
P.O. Box 2042
New York, New York 10272-2042

If delivering by hand or courier:

American Stock Transfer & Trust Company
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

For assistance call (877) 248-6417 or (718) 921-8317

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET
FORTH ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY.**

The Instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.

In order to properly complete this Letter of Transmittal, a holder must (i) complete the box entitled "Description of Certificates Surrendered", (ii) complete the box entitled "Payment Delivery Instructions"; (iii) sign this Letter of Transmittal on Page 6; and (iv) sign and complete the Substitute Form W-9 on Page 9 and, if applicable, Page 10. If stock certificates are registered in different names, a separate Letter of Transmittal must be submitted for each different registered holder. See Instruction 2.

This Letter of Transmittal is to be completed by stockholders of OnCURE Medical Corp. (the "Company") who are submitting herewith the stock certificates identified below in exchange for the applicable merger consideration as set forth in the Merger Agreement (as defined below) in connection with the merger of OnCure Acquisition Sub, Inc. ("Acquisition Sub"), a wholly-owned subsidiary of OnCure Holdings, Inc. ("Parent"), with and into the Company. All payees must complete the Substitute Form W-9 on Page 9 and, if applicable, Page 10.

DESCRIPTION OF CERTIFICATES SURRENDERED¹			
Name(s) and Address(es) of Registered Holder(s) <small>(Please fill in exactly as Name(s) appear(s) on certificate(s))</small>	Certificate Number(s)	Number of Shares	Class or Series of Capital Stock

¹ You must attach your stock certificate(s) to this Letter of Transmittal. If you cannot locate your stock certificate(s), please call American Stock Transfer & Trust Company, the Paying Agent, at (718) 921-8317 or toll-free at (877) 248-6417.

PAYMENT DELIVERY INSTRUCTIONS
(See Instruction 3)

The Paying Agent will make payments to the holders of Certificates by check. Accordingly, please complete the following:

Deliver Check to:

Name: _____
(Please Print)

Address: _____
(Include Zip Code)

NOTE: SIGNATURES MUST BE PROVIDED BELOW. PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

In connection with the merger (the "Merger") of Acquisition Sub with and into the Company pursuant to an Agreement and Plan of Merger, dated as of July 5, 2006, by and among the Company, Parent, Acquisition Sub and the stockholders signatory thereto (as may be amended, the "Merger Agreement"), the undersigned, the registered holder(s) of the certificate or certificates described below formerly representing shares of Company capital stock (the "Certificates"), or the rightful transferee or assignee of such registered holder(s), hereby surrenders the above-described certificate(s) (which prior to the Merger represent shares of capital stock of the Company) in exchange for the portion of the consideration the undersigned is entitled to receive in respect of the shares of capital stock evidenced by such certificate(s) so surrendered, as further described, and upon the terms and subject to the conditions set forth in the Merger Agreement. Capitalized terms used and not otherwise defined herein shall have the respective meanings set forth in the Merger Agreement

Pursuant to the Merger Agreement, by executing this Letter of Transmittal and upon surrender of such holder's Certificate(s) in accordance with the terms hereof, the consideration that the undersigned is entitled to receive at the closing of the Merger consists of a cash payment representing the Per Share Merger Consideration that such holder has the right to receive less an amount in cash equal to such holder's Portion of the Indemnity Escrow Amount and Portion of the Working Capital Escrow Amount. By executing this Letter of Transmittal, the undersigned hereby represents and warrants that the undersigned has received and reviewed a copy of the Merger Agreement and a copy of the Escrow Agreement, entered into on August 18, 2006, among Parent, the Bank of New York (the "Escrow Agent") and Laurel Holdings II, L.L.C. (the "Stockholder Representative") (the "Escrow Agreement"), and in accordance with and subject to the provisions of the Merger Agreement, acknowledges and agrees that pursuant to the Merger Agreement and the Escrow Agreement, Parent will deposit into escrow such stockholder's Portion of the Indemnity Escrow Amount for the purpose of securing certain indemnification obligations set forth in Article X of the Merger Agreement, and such stockholder's Portion of the Working Capital Escrow Amount. The Indemnification Escrow Amount and the Working Capital Escrow Amount have been deposited with the Escrow Agent, and shall be disbursed in accordance with the terms of the Merger Agreement and the Escrow Agreement. By executing this Letter of Transmittal, the undersigned hereby acknowledges and agrees to the irrevocable appointment of Laurel Holdings II, L.L.C. as representative for the stockholders of the Company, such appointment being coupled with an interest, and to such stockholder's indemnification obligations under Article X of the Merger Agreement to the Parent Indemnified Persons.

The name(s) and address(es) of the registered holder(s), as they appear on the Certificates surrendered hereby, are printed under "Description of Certificates Surrendered." The number(s) of the Certificates are indicated in the appropriate boxes.

The undersigned hereby represents and warrants that he, she or it is the true and lawful owner of the shares represented by the Certificate(s) listed on this Letter of Transmittal and has full capacity, power and authority to surrender the Certificate(s) delivered herewith for exchange as specified above free and clear of any liens and encumbrances, and that when the shares are delivered herewith, Parent will not be subject to any adverse claim with respect to the Certificate(s) and that, upon request, the undersigned will execute any additional documents necessary or desirable to perfect the surrender, to permit the completion of the exchange, or both. The undersigned acknowledges that by the execution and delivery of this Letter of Transmittal and receipt of the payment check payable to the undersigned, the undersigned waives and agrees not to assert the undersigned's rights, if any, to dissent or to seek statutory appraisal and withdraws all written objections to the Merger in respect of the undersigned's equity interests in the Company pursuant to applicable law. The undersigned surrenders to the Paying Agent all right, title and interest in and to the shares of Company common stock or Company preferred stock formerly represented by the Certificate(s), and irrevocably constitutes and appoints the Company the lawful attorney-in-fact of the undersigned, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to deliver such Certificate(s), together with all accompanying evidence of authority, to effect the cancellation of such Certificate(s) on the books of the Company. All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned and any obligations of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors, and assigns of the undersigned. The representations, warranties, covenants and agreements of the undersigned contained in this Letter of Transmittal shall survive the delivery of the payment check.

The undersigned understands that surrender of the Certificates will not be made in acceptable form until receipt by the Paying Agent of this Letter of Transmittal, or a reproduction hereof, duly completed and signed, together with all accompanying evidences of authority in form satisfactory to the Paying Agent and Parent. All questions as to validity, form and eligibility of a surrender of Certificates hereunder will be determined by Parent and such determination shall be final and binding.

Unless the undersigned indicates otherwise under "Payment Delivery Instructions," the payment check will be payable to, the registered holder(s) appearing under "Description of Certificates Surrendered." Similarly, unless otherwise indicated herein under "Payment Delivery Instructions," the payment check will be mailed to the address(es) of the registered holder(s) appearing under "Description of Certificates Surrendered."

IMPORTANT; SIGN BELOW

The following must be signed by the registered holder(s) exactly as his, her, its or their name(s) appear(s) on the Certificates being surrendered herewith, or by person(s) authorized to become registered holder(s) thereof by documentation transmitted herewith.

Signature(s) of Owner(s): _____

Date: _____

Name(s): _____

Capacity: _____

Address and Zip Code: _____

Area Code and Telephone No.: _____

Tax Identification or Social Security No.: _____

Email address: _____

INSTRUCTIONS FOR LETTER OF TRANSMITTAL

1. Delivery of Letter of Transmittal. For a holder of Certificates to receive the portion of the consideration attributable to the Certificates, this Letter of Transmittal must be properly completed and duly signed and returned to the Paying Agent, together with the Certificates. Please mail an executed Letter of Transmittal and the Certificates to the Paying Agent in the enclosed, postage pre-paid return envelope. The method of delivery of the Certificates and all other required documents is at your risk. The risk of loss and title to the Certificates shall pass only upon delivery of the Certificates to the Company. If delivery is by mail, then registered mail with return receipt requested, properly insured, is strongly recommended. Stockholders must complete the box entitled "Description of Certificates Surrendered."

2. Signatures on Letter of Transmittal, Stock Powers, and Endorsements. If this Letter of Transmittal is signed by the registered holder(s) of the Certificates, the signature(s) must correspond exactly with the name(s) as written on the face of the Certificates, without alteration, enlargement, or any change whatsoever. If any Certificate is owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal. If any Certificates are registered in different names, it will be necessary to complete, sign, and return to the Paying Agent as many separate Letters of Transmittal as there are different registrations of the Certificates.

If this Letter of Transmittal is signed by the registered holder(s) of the Certificates, no endorsements of Certificates or separate stock powers are required unless payment is to be made to a person other than the registered holder(s), in which case the Certificates must be endorsed or accompanied by appropriate stock powers or other appropriate instrument of transfer, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on such Certificates.

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Certificates, such Certificates must be endorsed or accompanied by stock powers or other appropriate instrument of transfer and payment for, or evidence of payment of, any applicable transfer taxes, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on such Certificates.

If this Letter of Transmittal or any Certificates or stock powers are signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or others acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Paying Agent of such person's authority to so act must be submitted.

3. Payment Delivery Instructions. The Paying Agent will make payments to the holders of Certificates by check. Accordingly, to insure receipt of the portion of the consideration you are entitled to receive in the Merger, you must complete the box entitled "Payment Delivery Instructions" set forth above.

4. Transfer Taxes. If this Letter of Transmittal is signed by any person other than the registered holder(s) of the Certificates, the amount of any stock transfer taxes (whether imposed on the registered holder(s) or such person or entity) payable on account of the transfer to such person or entity shall be delivered to the Company or satisfactory evidence of the payment of such taxes or non-applicability thereof shall be submitted to the Company before any payment will be made.

5. Inadequate Space. If the space provided in the box entitled "Description of Certificates Surrendered" is inadequate, the certificate numbers and the number of shares surrendered should be listed on a separate signed schedule and attached hereto.

6. Important Tax Information. Under U.S. federal income tax law, a holder of Certificates or other payee receiving consideration pursuant to the Merger Agreement (a "Payee") is required to provide the Paying Agent with such Payee's correct taxpayer identification number ("TIN") on Substitute Form W-9. If the Paying Agent is not provided with the correct TIN, the Internal Revenue Service may subject the Payee to a \$50 penalty. In addition, payments that are made to such Payee may be subject to federal income tax backup withholding (currently 28%) on the payment of any cash.

Certain Payees (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements and should so indicate in Part II of the Substitute Form W-9 by writing “*Exempt*” where appropriate. In order for a foreign individual to qualify as an exempt recipient, the Payee must submit the appropriate IRS Form W-8, signed under penalties of perjury, attesting to that individual’s exempt status. A Form W-8 and “Instructions for Form W-8” can be obtained from the Internal Revenue Service website at www.irs.gov. See the enclosed “*Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*” for more instructions.

If backup withholding applies, the Paying Agent is required to withhold a statutorily imposed percentage (currently 28%) of any such payments made to the Payee. Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained from the Internal Revenue Service.

The box in Part III of the Substitute Form W-9 must be checked if the Payee has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. If the box in Part III is checked, the Payee must also complete the Certificate of Awaiting Taxpayer Identification Number in order to avoid back-up withholding. Notwithstanding that the box in Part III is checked and the Certificate of Awaiting Taxpayer Identification Number is completed, the Paying Agent will withhold a statutorily imposed percentage (currently 28%) of all payments made prior to the time a properly certified TIN is provided to the Paying Agent.

Each Payee is required to give to the Paying Agent the TIN (*e.g.*, social security number or employer identification number) of the record owner of the Certificates or of the last transferee appearing on the transfers attached to, or endorsed on, the Certificates. If the Certificates are in more than one name or are not in the name of the actual owner, consult the enclosed “*Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*” for additional guidance on which number to report.

This information (including the enclosed “*Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*”) was not intended or written to be used, and cannot be used, for the purpose of avoiding U.S. federal, state, or local tax penalties. Each Payee should seek advice based on its particular circumstances from an independent tax advisor. All Payees must complete the above taxpayer information.

7. Assistance; Additional Copies. Should you have any questions or require any assistance with this Letter of Transmittal, please contact American Stock Transfer & Trust Company at (718) 921-8317 or toll-free at (877) 248-6417.

PAYER'S NAME: American Stock Transfer & Trust Company

SUBSTITUTE Form W-9

**Department of the Treasury
Internal Revenue Service**

Payer's Request for Taxpayer Identification Number (TIN)

In Part I – PLEASE PROVIDE YOUR TIN IN THE BOX AT THE RIGHT AND CERTIFY BY SIGNING AND DATING BELOW.

Name

Business Name (if different)

Please check appropriate box:

Individual/Sole Proprietor

Corporation

Partnership

Other: _____

Address

City, State, and Zip Code

Part I – Social Security Number OR Employer Identification Number

(If awaiting TIN, write "Applied For")

Part II – For Payees exempt from backup withholding, see the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9, check the exempt box below and complete the Form W-9.

Exempt

Part III – Awaiting TIN – If you have not been issued a TIN but have applied for one, or intend to apply for one in the near future, please check the box provided and certify by signing and dating Part IV and the "CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER" below.

Awaiting TIN

Part IV Certification – Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me),
- (2) I am not subject to backup withholding either because (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding,
- (3) I am a U.S. person (including a U.S. Resident alien), and
- (4) all other information provided on this form is true, correct and complete in all material respects.

Certification Instructions – You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2). (Also see instructions in the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).

SIGNATURE: _____ DATE: _____, 2006

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU
WROTE “APPLIED FOR” IN PART III OF THE SUBSTITUTE FORM W-9**

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and that I mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office (or I intend to mail or deliver an application in the near future). I understand that if I do not provide a taxpayer identification number to the payer, the payer is required to withhold up to 28% of all cash payments made to me thereafter until I provide a number.

Signature: _____ Date: _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF A STATUTORILY IMPOSED PERCENTAGE (CURRENTLY 28%) OF ANY CASH PAYMENTS MADE TO YOU PURSUANT TO THE MERGER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 AND INSTRUCTION 6 FOR ADDITIONAL DETAILS.

**GUIDELINES FOR CERTIFICATE OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payer. — Social Security numbers have nine digits separated by two hyphens: *i.e.* 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: *i.e.* 00-0000000. The table below will help determine the number to give the payer.

For this type of account:	Give the SOCIAL SECURITY number of —
1. An individual's account	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)
3. Husband and wife (joint account)	The actual owner of the account or, if joint funds, either person(1)
4. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)
5. Adult and minor (joint account)	The adult or, if the minor is the only contributor, the minor(1)
6. Account in the name of guardian or committee for a designated ward, minor, or incompetent person	The ward, minor, or incompetent person(3)
7. a. The usual revocable savings trust account (grantor is also a trustee)	The grantor-trustee(1)
b. So-called trust account that is not a legal or valid trust under State law	The actual owner(1)
8. Sole proprietorship account	The owner(4)

For this type of account:	Give the EMPLOYER IDENTIFICATION number of —
9. A valid trust, estate or pension trust	Legal entity (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title)(5)
10. Corporate account	The corporation
11. Religious, charitable or educational organization account	The organization
12. Partnership account held in the name of the business	The partnership
13. Association, club or other tax-exempt organization	The organization
14. A broker or registered nominee	The broker or nominee
15. Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district or prison) that receives agricultural program payments	The public entity

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a SSN, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's Social Security number.
- (3) Circle the ward's, minor's or incompetent person's name and furnish such person's Social Security number.
- (4) Show the name of the owner.
- (5) List first and circle the name of the legal trust, estate or pension trust.

Note: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

Obtaining a Number

If you don't have a taxpayer identification number or you don't know your number, obtain Form SS-5, Application for a Social Security Number Card, or Form SS-4, Application for Employer Identification Number, at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number.

Payees Exempt from Backup Withholding

Payees specifically exempted from backup withholding on payments include the following:

A corporation.

A financial institution.

An organization exempt from tax under section 501(a), or an individual retirement plan, or a custodial account under section 403(b)(7), if the account satisfies the requirements of section 401(f)(2).

The United States or any agency or instrumentality thereof.

A State, the District of Columbia, a possession of the United States, or any subdivision or instrumentality thereof.

A foreign government, a political subdivision of a foreign government, or any agency or instrumentality thereof.

An international organization or any agency, or instrumentality thereof.

A registered dealer in securities or commodities registered in the U.S. or a possession of the U.S.

A real estate investment trust.

A common trust fund operated by a bank under section 584(a).

An exempt charitable remainder trust, or a non-exempt trust described in section 4947(a)(1).

An entity registered at all times under the Investment Company Act of 1940.

A foreign central bank issue.

Payments of dividends and patronage dividends not generally subject to backup withholding including the following:

Payments to nonresident aliens subject to withholding under section 1441.

Payments of patronage dividends where the amount received is not paid in money.

Payments made by certain foreign organizations.

Section 404(k) payments made by an ESOP.

Payments of interest not generally subject to backup withholding include the following:

Payments of interest on obligations issued by individuals. Note: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.

Payments of tax-exempt interest (including exempt-interest dividends under section 852).

Payments described in section 6049(b)(5) to non-resident aliens.

Payments on tax-free covenant bonds under section 1451.

Payments made by certain foreign organizations.

Mortgage interest paid to YOU.

Exempt payees described above should file Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYER, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE “EXEMPT” ON THE FORM, AND RETURN IT TO THE PAYER. ALSO SIGN AND DATE THE FORM.

Certain payments other than interest, dividends, and patronage dividends, that are not subject to information reporting are also not subject to backup withholding. For details, see the regulations under sections 6041, 6041A(a), 6045, and 6050A.

Privacy Act Notice.—Section 6019 requires most recipients of dividend, interest, or other payments to give taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold a statutorily imposed percentage of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

- (1) **Penalty for Failure to Furnish Taxpayer Identification Number.**—If you fail to furnish your taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
- (2) **Civil Penalty for False Information With Respect to Withholding.**—If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
- (3) **Criminal Penalty for Falsifying Information.**—Falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

This information (including the enclosed “*Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*”) was not intended or written to be used, and cannot be used, for the purpose of avoiding U.S. federal, state, or local tax penalties. Each Payee should seek advice based on its particular circumstances from an independent tax advisor.

**FOR ADDITIONAL INFORMATION CONTACT YOUR TAX
CONSULTANT OR THE INTERNAL REVENUE SERVICE**