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STATE HEALTH PLANNING & DEVELOPMENT AGENCY

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November 11, 2015

VIA FEDEX

State of Alabama State Health Planning & Development Agency
RSA Union Building
100 N. Union Street - Suite 870
Montgomery, AL 36104
Attn: Alva M. Lambert, Executive Director

Re: Indirect Change of Ownership of Bradford Health Services – Huntsville Facility

Dear Mr. Lambert,

I am writing this letter in connection with a proposed transaction that will result in a change in the indirect owner of a substance abuse facility located in Huntsville, Alabama.

Specifically, Addiction & Mental Health Services, Inc. d/b/a Bradford Health Services (“Bradford”) currently owns the following facility used to operate the inpatient substance abuse program set forth below (the “Facility”):

Bradford Health Services – Huntsville
1600 Browns Ferry Road
Madison, AL 35758

As background, the Board of Directors of Bradford has executed a purchase agreement pursuant to which Bradford Health Partners, LLC (“Bradford Health Partners”) will acquire ownership interests in Bradford and become the indirect owner of Bradford (the “Proposed Transaction”). As a result of this Proposed Transaction, Bradford will be converted from a corporation to a limited liability company, Addiction & Mental Health Services, LLC. Bradford Health Partners will indirectly own 100% of the interests in Bradford. Bradford Health Partners will be jointly owned by (i) Bradford Health Holdings, LLC, a newly formed Delaware limited liability company, an affiliate of Centre Partners Management, LLC, which will hold approximately 75% of the interests in Bradford Health Partners, and (ii) by two individuals who are currently owners of Bradford and a newly formed entity owned by those individuals, which will own a combined approximately 25% of the interests in Bradford Health Partners. Bradford will remain the direct owner and licensee of the behavioral health facilities, and there will be no change to the licensed operator or day-to-day operations of the behavioral health facilities where services are provided.

James J. Martino, Resident Managing Partner
A Pennsylvania Limited Liability Partnership

US Austin Boston Charlotte Hartford Los Angeles New York Orange County Philadelphia Princeton San Francisco Silicon Valley
Washington DC EUROPE Brussels Dublin Frankfurt London Luxembourg Moscow Munich Paris ASIA Beijing Hong Kong

Bradford's Chief Operating Officer will become the Chief Executive Officer, and the Chief Financial Officer will remain in his position following the Proposed Transaction.

The Proposed Transaction will not impact the ownership of the Certificates of Need of the Facility. There will be no change to the licensed operators, operations, services or bed capacity or location of the Facility, and no impact on the day-to-day operations of the Facility. The transaction will result solely in a change in the indirect ownership of the Facility. The Proposed Transaction, which is subject to satisfaction of customary closing conditions, is currently anticipated to close in the fourth quarter of 2015.

Pursuant to Alabama Administrative Code 410-1-7-.04, this Proposed Transaction is not a change of control of a health care facility currently in possession of an active Certificate of Need and you are hereby notified of the following:

- (a) The estimated financial scope of the project is \$0 for equipment, \$0 for construction, and \$0 for annual operating costs;
- (b) There will be no change in the services area of the Facility;
- (b) There will be no change in the services offered by the Facility;
- (c) The Proposed Transaction does not include the addition of any new beds at the Facility;
- (d) The Proposed Transaction does not involve the conversion of any beds at the Facility; and
- (e) The Proposed Transaction will involve the acquisition by Bradford Health Holdings, LLC of approximately 75% of the membership interests of Bradford and by two current owners of Bradford and a newly formed entity owned by those individuals, which will own a combined approximately 25% of the membership interests.

We have simultaneously notified the State of Alabama Department of Mental Health of the Proposed Transaction. Should you have questions or need clarification, please do not hesitate to

contact me by telephone at 215-994-2359 or by email at susan.hendrickson@dechert.com. We will attempt to promptly provide you with any additional information you request. Thank you for your time and attention to this matter.

Sincerely,


Susan M. Hendrickson

SMH
Enclosure

CHANGE OF OWNERSHIP**Part I: Purchasing Organization Information**

Name of Organization: Bradford Health Holdings, LLC

Facility Name:
(ADPH Licensure name) Bradford Health Services - Madison

SHPDA ID Number: _____

Address (PO Box #): c/o Centre Capital Investors VI, L.P., 825 Third Avenue, 40th Floor

City, State, Zip, County: New York, NY 10022, New York County

Number/Type Licensed Beds: N/A

Owner(s): Addiction and Mental Health Services, LLC

Operator(s): Addiction and Mental Health Services, LLC

Part II: Selling Organization Information

Name of Organization: Addiction and Mental Health Services, Inc.

Address (PO Box #): 2101 Magnolia Avenue South, Suite 518

City, State, Zip, County: Birmingham, AL 35205, Jefferson County

Number/Type Licensed Beds: N/A

Owner(s): Addiction and Mental Health Services, Inc.

Operator(s): Addiction and Mental Health Services, Inc.

Part III: Value of Consideration

Monetary Value of Purchase: Amount determined to
\$be fair market value No./Type Beds: N/A

Terms of Purchase: Purchase of majority interest in "grandparent" entity
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: 84

Types of Institutional Health Services: Remains unchanged

List Service Area by County for Home Health Agencies: Remains unchanged

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

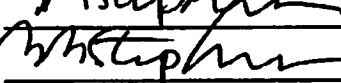
I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms.

Seller(s) Signature(s):

Owner(s):

Operator(s):

Title/Date:



CFO / 11-12-2015

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☐ YES ☐ NO

The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature:



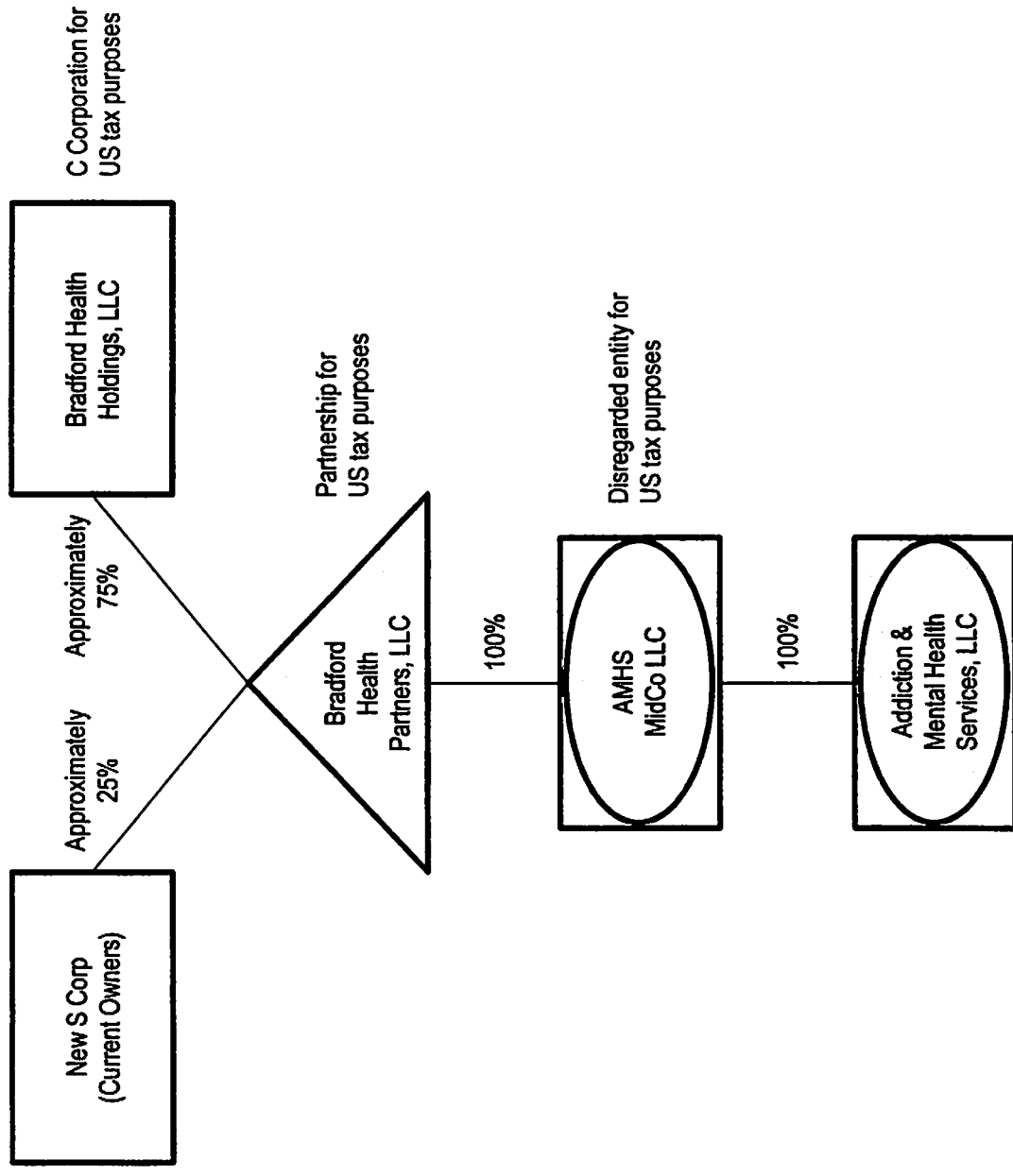
LEGAL COUNSEL ON BEHALF OF PURCHASER

Title/Date:

LEGAL COUNSEL

11/12/2015

BRADFORD HEALTH SERVICES



Formerly Addiction & Mental Health Services, Inc.