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MAY 09 2017

STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY

May 9, 2017

**VIA EMAIL, ORIGINAL TO FOLLOW BY FEDERAL EXPRESS**

Mr. Alva M. Lambert  
Executive Director  
Alabama State Health Planning and Development Agency  
100 North Union Street, Suite 870  
Montgomery, Alabama 36104  
[shpda.online@shpda.alabama.gov](mailto:shpda.online@shpda.alabama.gov)

Re: Notice of Change of Ownership  
ACE Home Health Care  
SHPDA ID: 089-H7176

Dear Mr. Lambert:

On behalf of Comfort Care Home Health of North Alabama, LLC (the "Purchaser"), we respectfully submit the enclosed Notice of Change of Ownership/Control form pursuant to ALA. ADMIN. CODE r. 410-1-7-.04 regarding the Proposed Transaction summarized below.

**Summary of Proposed Transaction.**

1. ACE Home Health Care, LLC (the "Seller"), an Alabama limited liability company, is the current owner and operator of ACE Home Health Care, a home health agency located in Madison County, Alabama (the "Agency").
2. Purchaser, an Alabama limited liability company, desires to purchase substantially all of the intangible and tangible assets of the Agency and the right to operate the Agency in its CON Authorized Service Area of Madison County (CON Authority), Limestone County (Contiguous County Authority), Marshall County (Contiguous County Authority) and Morgan County (Contiguous County Authority), pursuant to an Asset Purchase Agreement to be entered into by Seller and Purchaser (the "Proposed Transaction"). Purchaser will not purchase any stock of Seller pursuant to the Proposed Transaction.
3. The Proposed Transaction is scheduled to close on June 1, 2017, subject to the receipt of applicable regulatory approvals and other closing conditions (the "Closing Date"). The Purchaser will continue to provide home health services in the Agency's CON Authorized Service Area (as identified in the previous

One Federal Place, Suite 1000  
1819 Fifth Avenue North  
Birmingham, AL 35203

RANDALL D. MCCLANAHAN  
T 205.297.2227  
F 205.297.2201  
[Randy.McClanahan@butlersnow.com](mailto:Randy.McClanahan@butlersnow.com)

BUTLER SNOW LLP

One Federal Place, Suite 1000  
1819 Fifth Avenue North  
Birmingham, AL 35203

paragraph) following the Closing Date. We will notify SHPDA promptly in the event the Closing Date is changed.

**Financial Scope of Proposed Transaction.**

The purchase price of the Proposed Transaction is three million two hundred thousand and 00/100 dollars (\$3,200,000). The Proposed Transaction will involve the following projected costs:

- Projected Additional Equipment Cost: \$20,000.00
- Projected Additional Construction Cost: \$0.00
- Projected Additional Yearly Operating Cost: \$333,324.00
- Projected Additional Total Cost: \$353,324.00

**Services Arising from Proposed Transaction.**

1. The Purchaser has not previously offered home health services.
2. No new institutional health services will be offered by the Proposed Transaction.
3. The Proposed Transaction will not include the addition of any new beds.
4. The Proposed Transaction will not involve the conversion of any beds.

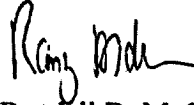
Enclosed please find 1) a Notice of Change of Ownership/Control form, executed by the Seller and Purchaser, and 2) a check in the amount of two thousand five hundred and 00/100 dollars (\$2,500) for the reviewability determination fee, as required by ALA. ADMIN. CODE r. 410-1-7-.04(2).

Based on the structure of the Proposed Transaction as summarized above, we respectfully request that neither a certificate of need nor any additional reviewability by SHPDA is required to complete the Proposed Transaction.

Mr. Alva M. Lambert  
May 9, 2017  
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Please contact me at 205-297-2227 or [Randy.McClanahan@butlersnow.com](mailto:Randy.McClanahan@butlersnow.com) if you have any questions or need further information. Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Randy McClanahan", written in a cursive style.

Randall D. McClanahan

Enclosures

cc: Alan G. Parker  
Kelli C. Fleming  
Gary Griffin

MAY 19 2017

STATE HEALTH PLANNING  
AND DEVELOPMENT AGENCY**NOTICE OF CHANGE OF OWNERSHIP/CONTROL**

The following notification of intent is provided pursuant to all applicable provisions of ALA. CODE § 22-21-270 (1975 as amended) and ALA. ADMIN. CODE r. 410-1-7-.04. This notice must be filed at least twenty (20) days prior to the transaction.

☒ Change in Direct Ownership or Control (of a vested Facility; ALA. CODE §§ 22-20-271(d), (e))

☐ Change in Certificate of Need Holder (ALA. CODE § 22-20-271(f))

☐ Change in Facility Management (Facility Operator)

Any transaction other than those above-described requires an application for a Certificate of Need.

**Part I: Facility Information**

SHPDA ID Number: 089-H7176  
(This can be found at [www.shpda.alabama.gov](http://www.shpda.alabama.gov), Health Care Data, ID Codes)

Name of Facility/Provider: ACE Home Health Care  
(ADPH Licensure Name)

Physical Address: 7017 Wall Triana Highway, Suite C  
Madison, AL 35757

County of Location: Madison County

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Madison County (CON Authority), Limestone County (Contiguous), Marshall County (Contiguous) and Morgan County (Contiguous).

**Part II: Current Authority** (Note: If this transaction will result in a change in direct ownership or control, as defined under ALA. CODE § 22-20-271(e), please attach organizational charts outlining current and proposed structures.)

Owner (Entity Name) of  
Facility named in Part I: Ace Home Health Care, LLC

Mailing Address: 600 Boulevard South, SW, Suite 104  
Huntsville, AL 35902

Operator (Entity Name): Ace Home Health Care, LLC

**Part III: Acquiring Entity Information**

Name of Entity: Comfort Care Home Health of North Alabama, LLC

Mailing Address: 245 Cahaba Valley Parkway, Suite 100  
Pelham, AL 35124

Operator (Entity Name): Comfort Care Home Health of North Alabama, LLC

Proposed Date of Transaction is on or after: June 1, 2017

**Part IV: Terms of Purchase**

Monetary Value of Purchase: \$3,200,000.00

Type of Beds: Home Health Agency

Number of Beds/ESRD Stations: 0

**Financial Scope:** to Include Preliminary Estimate of the Cost Broken Down by Equipment, Construction, and Yearly Operating Cost:

Projected Equipment Cost: \$20,000.00

Projected Construction Cost: \$0.00

Projected Yearly Operating Cost: \$333,324.00

Projected Total Cost: \$353,324.00

**On an Attached Sheet Please Address the Following:**

- 1.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service, whether the service is an extension of a presently offered service, or whether the service is a new service). Please see attached cover letter.
- 2.) Whether the proposal will include the addition of any new beds. Please see attached cover letter.
- 3.) Whether the proposal will involve the conversion of beds. Please see attached cover letter.
- 4.) Whether the assets and stock (if any) will be acquired. Please see attached cover letter.

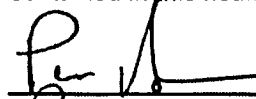

**Part V: Certification of Information****Current Authority Signature(s):**

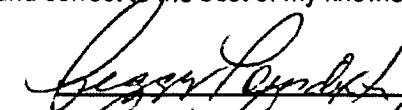
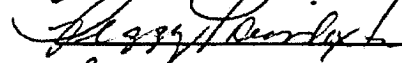
The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s):

Operator(s):

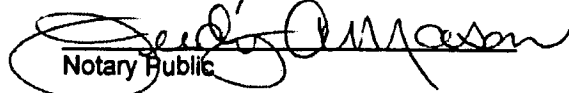
Title/Date:

  
  
President 5/4/17

  
  
Business Mgr 5/4/17

SWORN to and subscribed before me, this 4 day of May, 2017.

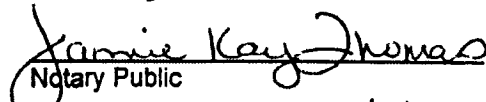
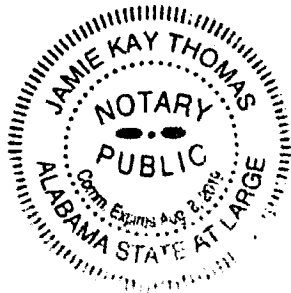
(Seal)

  
Notary PublicMy Commission Expires: June 21, 2020**Acquiring Authority Signature(s):**

I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Purchaser(s): Comfort Care Home Health of North Alabama LLCOperator(s): Comfort Care Home Health of North Alabama, LLCTitle/Date: CEO - Alan G Parker Alan G ParkerSWORN to and subscribed before me, this 8<sup>th</sup> day of May, 2017.

(Seal)

  
Notary PublicMy Commission Expires: 8/8/19

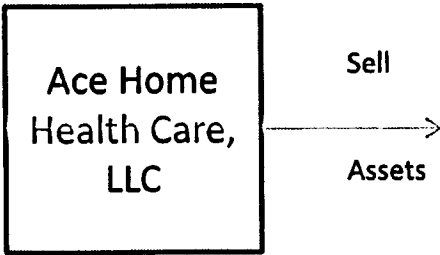
Author: Alva M. Lambert

Statutory Authority: § 22-21-271(c), Code of Alabama, 1975

History: New Rule

# OWNERSHIP STRUCTURE CHART

Before Proposed Transaction:



After Proposed Transaction:

