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STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

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May 10, 2017

VIA EMAIL (shpda.online@shpda.alabama.gov)
ORIGINAL TO FOLLOW VIA FEDEX

Mr. Alva M. Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, Alabama 36104

Re: Notice of Change of Ownership
Ultra Care Inc., d/b/a Ultra Care of Etowah County
SHPDA Id: 055-H7174

Dear Mr. Lambert:

On behalf of Comfort Care Home Health of Northeast Alabama, LLC (the "Purchaser"), we respectfully submit the attached Notice of Change of Ownership pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the "Rules"). The following is a summary of the proposed transaction:

I. Summary of Proposed Transaction.

1. Ultra Care, Inc., d/b/a Ultra Care of Etowah County ("Ultra Care") is the current owner and operator of the Etowah County, Alabama based Medicare certified home health agency (the "Home Health Agency"), which is authorized under Certificate of Need Number 2317-HH (Project Number AL 2008-029).
2. Ultra Care and Purchaser desire to enter into an asset purchase agreement with Ultra Care to sell to Purchaser substantially all of the intangible and tangible assets of the Home Health Agency (the "Proposed Transaction").
3. The Proposed Transaction is scheduled to close on June 1, 2017, subject to the receipt of regulatory approvals and also closing conditions (the "Closing Date"). Should the Closing Date change, I will notify your office accordingly.
4. The resulting "change in control" requires notification to your agency pursuant to ALA. ADMIN. CODE §410-1-7-.04(1).

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

RANDALL D. MCCLANAHAN
205.297.2227
randy.mcclanahan@butlersnow.com

*T 205.297.2200
F 205.297.2201
www.butlersnow.com*

5. The change in control of the Home Health Agency will be documented by the enclosed executed change of ownership form.

II. Financial Scope of Proposed Transaction.

For fair market consideration, Purchaser will acquire the tangible and intangible assets relating to the operation of the Home Health Agency. The purchase and transfer is for substantially all of the assets, excluding stock, of the corresponding Home Health Agency, including the CON Rights. This transaction does not involve the purchase of any new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds set forth in Section 22-21-263(a)(2) of the Code of Alabama.

III. Services to be Offered.

No New Services: The Proposed Transaction does not involve the offering of any new services by the Home Health Agency in the counties in which it is approved to provide its home health services.

IV. Beds.

1. New Beds: The Proposed Transaction does not involve any addition or reduction of beds.
2. Conversion of Beds: The Proposed Transaction does not involve the conversion of beds.

V. Stock and Assets.

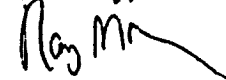
The Proposed Transaction involves the acquisition of the tangible and intangible assets relating to the operation of the Home Health Agency by Purchaser. The Proposed Transaction will not involve the acquisition of stock.

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Based on the above showing that there has been no (i) change in health service, (ii) conversion of beds or (iii) increase in bed capacity we respectfully ask that you exercise your authority under Chapter 410-1-7-.04 (2) of the Rules and determine that a certificate of need is not required for the consummation of the above-described Proposed Transaction. In accordance with the Rules, I am enclosing a check in the amount of \$2,500.00, and the executed change of ownership form.

Please contact me at 205-297-2227 or 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 Mc", with a long, sweeping horizontal line extending to the right.

Randall D. McClanahan

Enclosures

cc: Alan G. Parker

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: 055-H7174
Name of Facility/Provider: Ultra Care of Etowah County
(ADPH Licensure Name)
Physical Address: 100 Medical Center Drive, Suite 306
Gadsden Alabama 35903-1144
County of Location: Etowah, Calhoun, St. Clair and Marshall
Number of Beds/ESRD Stations: N/A

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Etowah (CON Authority), and Contiguous Counties of Calhoun, St. Clair, and Marshall

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: Ultra Care, Inc.
Mailing Address: 100 Medical Center Drive, Suite 306
Gadsden Alabama 35903-1144
Operator (Entity Name): Ultra Care of Etowah County

Part III: Acquiring Entity Information

Name of Entity: Comfort Care Home Health of Northeast Alabama, LLC
Mailing Address: 245 Cahaba Valley Parkway, Suite 200
Pelham, AL 35124

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

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

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 1,200,000

Type of Beds: N/A

Number of Beds/ESRD Stations: N/A

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

Projected Equipment Cost: \$ 10,000

Projected Construction Cost: \$ 0

Projected Yearly Operating Cost: \$ 360,000

Projected Total Cost: \$ 370,000

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.

Ultra Care, Inc., d/b/a Ultra Care of Etowah County

Owner(s): Ultra Care, Inc.
Operator(s): Ultra Care of Etowah County
Title/Date: COO - Glenn Page

SWORN to and subscribed before me, this 9 day of May, 2017.

(Seal)

Notary Public

My Commission Expires: 02052021

Acquiring Authority Signature(s):

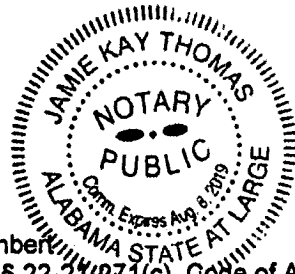
I agree to be responsible for reporting of all services provided during the current annual reporting period, as specified in ALA. ADMIN. CODE r. 410-1-3-.12. The information contained in this notification is true and correct to the best of my knowledge and belief.

Comfort Care Home Health of Northeast Alabama, LLC

Purchaser(s): Comfort Care Home Health of Northeast Alabama, LLC
Operator(s): Comfort Care Home Health of Northeast Alabama, LLC
Title/Date: CEO - Alan G Parker

SWORN to and subscribed before me, this 8th day of May, 2017.

(Seal)



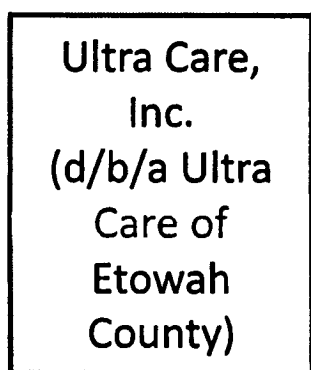
Notary Public

My Commission Expires: 8/8/19

Author: Alva M. Lamber
Statutory Authority: § 22-24-27, (c), Code of Alabama, 1975

OWNERSHIP STRUCTURE CHART

Before Proposed Transaction



Sell

Assets



After Proposed Transaction

