

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: 113-P2485

(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: VistaCare USA, LLC d/b/a Kindred Hospice - Phenix City
(ADPH Licensure Name)

Physical Address: 3615 South Railroad Street, Suite 3, Phenix City, AL 36867-2940

County of Location: RUSSELL

Number of Beds/ESRD Stations: Not Applicable

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary.

Autauga, Barbour, Bullock, Butler, Chambers, Chilton, Crenshaw, Elmore, Lee, Lowndes, Macon, Montgomery, Pike, Russell, Tallapoosa

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: Kindred Healthcare, Inc.

Mailing Address: 680 South 4th Street, Louisville, KY 40202-2407

Operator (Entity Name): VistaCare USA, LLC

Part III: Acquiring Entity Information

Name of Entity: Kentucky Homecare Parent, Inc.

Mailing Address: 500 West Main Street, Louisville, KY 40202

Operator (Entity Name): VistaCare USA, LLC

Proposed Date of Transaction is on or after: The Transaction is expected to close June 30, 2018.

Part IV: Terms of Purchase

Monetary Value of Purchase: \$10,114,544.04

Type of Beds: Not Applicable

Number of Beds/ESRD Stations: Not Applicable

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

- Projected Equipment Cost: \$ 0
- Projected Construction Cost: \$ 0
- Projected Yearly Operating Cost: \$ 0
- Projected Total Cost: \$ 0

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). See Exhibit I
- 2.) Whether the proposal will include the addition of any new beds. See Exhibit I
- 3.) Whether the proposal will involve the conversion of beds. See Exhibit I
- 4.) Whether the assets and stock (if any) will be acquired. See Exhibit I

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): Kindred Healthcare, Inc.

[Signature]
s/ Joseph Landenwisch

Operator(s): VistaCare USA, LLC

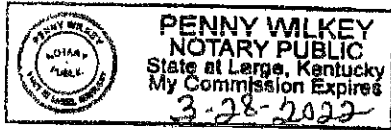
[Signature]
s/ Joseph Landenwisch

Title/Date: General Counsel and Corporate Secretary
Kindred Healthcare, Inc.

May 8, 2018

SWORN to and subscribed before me, this 8th day of May, 2018.

(Seal)



[Signature]
Notary Public

My Commission Expires: 3-28-22

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): Kentucky Homecare Parent, Inc.

[Signature]
s/ Joseph Ventura

Title/Date: Vice President & Corporate Secretary
Kentucky Homecare Parent, Inc.

SWORN to and subscribed before me, this _____ day of _____.

(Seal)

Notary Public

My Commission Expires: _____

Operator(s): VistaCare USA, LLC

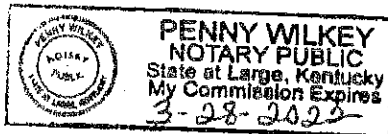
[Signature]
s/ Joseph Landenwisch

Title/Date: General Counsel and Corporate Secretary
Kindred Healthcare, Inc.

May 8, 2018

SWORN to and subscribed before me, this 8th day of May, 2018.

(Seal)



[Signature]
Notary Public

My Commission Expires: 3-28-22

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): Kindred Healthcare, Inc. s/ Joseph Landenwich

Operator(s): VistaCare USA, LLC s/ Joseph Landenwich

Title/Date: General Counsel and Corporate Secretary Kindred Healthcare, Inc.

SWORN to and subscribed before me, this ___ day of _____

(Seal) Notary Public My Commission Expires: _____

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): Kentucky Homecare Parent, Inc. s/ Joseph Ventura

Title/Date: Vice President & Corporate Secretary Kentucky Homecare Parent, Inc.

SWORN to and subscribed before me, this 10th day of May, 2018.

(Seal) Michele H. Sizemore State At Large, Kentucky Notary Public Commission No. 433947 My Commission Expires 1/3/2019 Notary Public My Commission Expires: 1/3/19

Operator(s): VistaCare USA, LLC s/ Joseph Landenwich

Title/Date: General Counsel and Corporate Secretary Kindred Healthcare, Inc.

SWORN to and subscribed before me, this ___ day of _____

(Seal) Notary Public My Commission Expires: _____

Exhibit I

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).

The applicant offers hospice services. There will be no changes to the services offered by the applicant as a result of this transaction.

2.) Whether the proposal will include the addition of any new beds.

Not Applicable

3.) Whether the proposal will involve the conversion of beds.

Not Applicable

4.) Whether the assets and stock (if any) will be acquired.

Pursuant to the transaction, neither the assets nor the direct stock ownership of the operator will be transferred. This change, as described in more detail in the Notification of Transaction letter dated February 21, 2018 (Attachment I of the Cover Letter), will occur at the ultimate parent company level and will not result in a change in the direct or immediate/intermediate parent companies, tax identification numbers or service areas of the provider entities licensed by the state. Please refer to Attachment I for a more detailed explanation of the Transaction.