

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: CON AL 2013-053, CON 2672-HH
 (This can be found at www.sllpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Saad Healthcare of St. Clair County, LLC
 (ADPH Licensure Name)

Physical Address: 183 County Road 12, Suite 400
 Odenville, Al. 35120

County of Location: St. Clair

Number of Beds/ESRD Stations: N/A

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. St. Clair (CON Authorized); Contiguous CON Authorized Counties- Jefferson, Shelby, Etowah, Talladega, Blount, and Calhoun.

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 Saad Enterprises Inc., d/b/a Saad Healthcare
 of St. Clair County, LLC

Facility named in Part I:
 Mailing Address: 1515 University Blvd. Mobile, Alabama 36609

Operator (Entity Name): Saad Healthcare of St. Clair County, LLC

Part III: Acquiring Entity Information

Name of Entity: CareSouth HHA Holdings of Dothan, LLC

Mailing Address: 6688 North Central Expressway, Suite 1300
 Dallas, Texas 75206

Operator (Entity Name): Encompass Health Home Health and Hospice

Proposed Date of Transaction is

on or before: June 15, 2018

Part IV: Terms of Purchase

Monetary Value of Purchase: Please see attached letter.

Type of Beds: N/A - Home Health Agency
 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: \$ N/A.

Projected Construction Cost: \$ N/A

Projected Yearly Operating Cost: \$ N/A
 N/A

Projected Total Cost: \$ N/A

The proposed transaction involves an equity interest purchase of Saad Healthcare of St. Clair County, LLC, which is the owner and operator of an approved Home Health Agency for St. Clair County, Alabama, by CareSouth HHA Holdings of Dothan, LLC. There will be no additional expenditures other than the purchase price as stated pursuant to this change of ownership application.

On an Attached Sheet Please Address the Following: (Please see the attached letter).

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

Part V: Certification of Information

Current Authority Signature(s):

est of my knowledge and

The information contained in this notification is true and correct to the best of my knowledge and belief.
 Owner(s): Saad Enterprises, Inc., By: Henry B. Fulgham

Operator(s): Saad Healthcare of St. Clair County, LLC

Title/Date: Chief Operating Officer/ May 15, 2018

SWORN to and subscribed before me, this 15th day of May.

(Seal)

A-84

Alicia A. Yarnall
Notary Public

My Commission Expires: 3-24-19

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): CareSouth HHA Holdings of Dothan, LLC

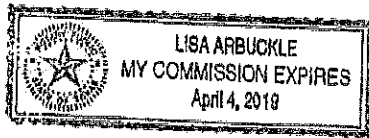
Operator(s): Encompass Health Home Health and Hospice/ By: April Anthony

Title/Date: Vice President/ May 15, 2018

April Anthony

SWORN to and subscribed before me, this day of May 15, 2018

(Seal)



Lisa Arbuckle
Notary Public

My Commission Expires: 05/15/2018

Author: Alva M. Lambert

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

History: New Rule

A-85

Loree J. Skelton, LLC
P.O. Box 26214 Birmingham,
Alabama 35260

Office (205)790-1930

loreeskelton@bellsouth.net

Fax (205)824-3721

May 15, 2018

VIA EMAIL, ORIGINAL TO FOLLOW BY UPS

Mr. Alva M. Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, Al. 36104
shpda.online@shpda.alabama.gov

Re: Notice of Change of Ownership
Saad Enterprises, Inc., d/b/a Saad Healthcare of St. Clair County, LLC
SHPDA ID: CON AL 2013-053, CON 2672-HH

Please accept this Notice of Change of Ownership, and the attached Change of Ownership application, submitted pursuant to Section 410-1-7-.04 of the Rules and Regulations of the Alabama Certificate of Need Program. This notice is submitted in anticipation of the proposed transaction which is described below.

I. Scope of the Proposed Transaction

1. Saad Enterprises, Inc., d/b/a Saad Health Care Services of St. Clair County, LLC, (the "Seller"), is the owner and authorized operator of the home health agency, Saad Healthcare of St. Clair County, LLC, (the "Agency"), of which this Notice of Change of Ownership approval is requested.
2. **CareSouth HHA Holdings of Dothan, LLC**, (the "Purchaser"), intends to purchase substantially all of the tangible and intangible assets of the Agency, as well as all rights to operate the Agency in the SHPDA CON approved and authorized county of St. Clair, and in the Contiguous Counties as authorized pursuant to the SHPDA approved service areas of Jefferson, Shelby, Etowah, Talladega, Blount and Calhoun. Said transaction will take place pursuant to an Equity Interest Purchase Agreement which will be entered into between the Seller and Purchaser. This proposed transaction does not include the sale of stock.
3. The proposed transaction is scheduled to close on or before June 15, 2018, subject to applicable regulatory approval. Following the closing, the

Mr. Alva M. Lambert
May 15, 2018
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Purchaser will provide home health services in the SHPDA CON approved and authorized areas as previously stated herein.

II. Financial Scope of the Project

The purchase price of the proposed transaction is one million, five hundred thousand, and no/100 dollars, (\$1,500,000.00). The proposed transaction does not involve new construction, the purchase of new equipment, or the incurrence of new operating costs.

III. Services to be Offered

1. The proposed transaction does not involve the offering of any new institutional health services.
2. The proposed transaction will not result in the addition of any new beds.
3. The Purchaser has not previously offered home health services in the applicable service areas related to the transaction.
4. The proposed transaction will not result in the conversion of any beds.

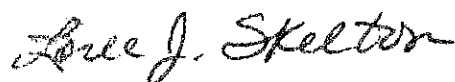
In compliance with the CON Rules and Regulations as found in 410-1-7-.04, payment of two thousand, five hundred and no/100 dollars, (\$2,500.00), has been submitted contemporaneously herewith to the SHPDA approved email account. Also submitted herewith is the completed Change of Ownership Application.

Therefore, based upon the aforementioned and compliance demonstrated with all applicable CON Rules and Regulations, we respectfully request that you approve the request herein, and in so doing, conclude that neither a certificate of need, nor any further certificate of need or regulatory review is required in order to complete and approve the proposed transaction.

Please feel free to contact me at (205)790-1930, or loreeskelton@bellsouth.net, if you have any questions or comments.

Thank you in advance for your review and assistance in this matter.

Very truly yours,



Loree J. Skelton

cc: Sean Gaffney, Esq.