

January 2, 2026



Emily T. Marsal
Executive Director
Alabama State Health Planning & Development Agency
100 N. Union St.
Ste. 870
Montgomery, AL 36104

RE: Notice of Change of Ownership/Control

CHOW effective date: January 20, 2026

SHPDA ID Number: 059-N0003

SouthCare Health and Rehab of Red Bay, LLC

Dear Ms. Marsal:

Please find enclosed the Notice of Change of Ownership/Control form for SouthCare Health and Rehab of Red Bay, LLC, a 90-bed skilled nursing facility located in Red Bay, Alabama. This notice proposes the change of ownership of the facility from Red Bay Nursing Home, Inc. (real property seller) to **Arabella Health & Wellness of Red Bay Propco LLC** (proposed CON Holder, real property buyer and new lessor) and the transfer of operational control from SouthCare Health and Rehab of Red Bay, LLC (outgoing operator/licensee) to **Arabella Health & Wellness of Red Bay Opco LLC** (proposed facility operator/licensee and new lessee). The details of this transaction are outlined in the Purchase and Sale Agreement and Operations Transfer Agreement which will be provided upon request.

Upon approval of the change of ownership by the Alabama Department of Public Health and evidenced by the issuance of a new Nursing Home License, the contemplated transaction will become effective on or after January 20, 2026 (Commencement Date). Arabella Health & Wellness of Red Bay Propco LLC (CON authority holder/lessor) and Arabella Health & Wellness of Red Bay Opco LLC (lessee) will enter into a new lease agreement that will be effective on the Commencement Date.

The change of ownership application fee was paid online on December 31, 2025, REF ID: 143022802.

If you have any questions or need additional information, please contact me at (478) 396-4777 or blamberth@newlegacyp.com.

Sincerely,

Brandie P. Lamberth, CPA
President, New Legacy Professional Services

Enclosures

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: 059-N0003
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: SouthCare Health and Rehab of Red Bay, LLC
 (ADPH Licensure Name)

Physical Address: 106 10th Ave NW
Red Bay, AL 35582

County of Location: FRANKLIN

Number of Beds/ESRD Stations: 90

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

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: Red Bay Nursing Home, Inc.

Mailing Address: 106 10th Ave NW
Red Bay, AL 35582

Operator (Entity Name): SouthCare Health and Rehab of Red Bay, LLC

Part III: Acquiring Entity Information

Name of Entity: Arabella Health & Wellness of Red Bay Propco LLC

Mailing Address: 106 10th Ave NW
Red Bay, AL 35582

Jan 06 2026

State Health Planning and Development Agency

Alabama CON Rules & Regulations

Operator (Entity Name):

Arabella Health & Wellness of Red Bay Opco LLC

Proposed Date of Transaction is
on or after:

January 20, 2026

Part IV: Terms of Purchase

Monetary Value of Purchase:

\$ [REDACTED]

Type of Beds:

Skilled Nursing Facility beds

Number of Beds/ESRD Stations:

90

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

Projected Equipment Cost: \$ [REDACTED]

Projected Construction Cost: \$ [REDACTED]

Projected Yearly Operating Cost: \$ 7,000,000.00

Projected Total Cost: \$ 7,000,000.00

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).
- 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):**

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

Owner(s): Red Bay Nursing Home, Inc.

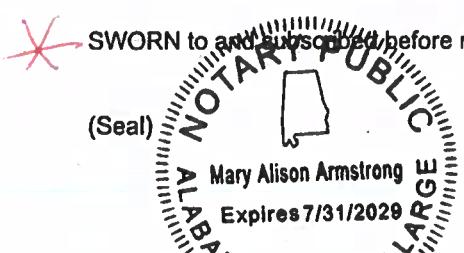


Operator(s): SouthCare Health and Rehab of Red Bay, LLC



Title/Date: Carole Townsend, President

Date 12-31-25



Acquiring Authorizing 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): Arabella Health & Wellness of Red Bay Propco LLC

XXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

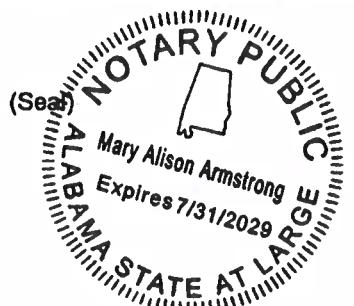
Operator(s): Arabella Health & Wellness of Red Bay Opco LLC

XXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

Title/Date: Chaim N. Hertz, Authorized Signatory

XXXXXX XXXXXXXX XXXXXXXX XXXXXXXX

SWORN to and subscribed before me, this 31st day of December, 2026



Mary Alison Armstrong
Notary Public

My Commission Expires: 07/31/2029

Author: Alva M. Lambert
 Statutory Authority: § 22-21-271(c), Code of Alabama, 1975
 History: New Rule

~~X~~ 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): Arabella Health & Wellness of Red Bay Propco LLC

Operator(s): Arabella Health & Wellness of Red Bay Opc LLC

Title/Date: Chaim N. Hertz, Authorized Signatory

Date 12/31/2028

~~X~~ SWORN to and subscribed before me, this 31st day of December, 2028



Mary Alison Armstrong
Notary Public
My Commission Expires: 07/31/2029

Author: Alva M. Lambert

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

History: New Rule

Alabama State Health Planning & Development Agency

NOTICE OF CHANGE OF OWNERSHIP/CONTROL

Part IV: Terms of Purchase - Attachment

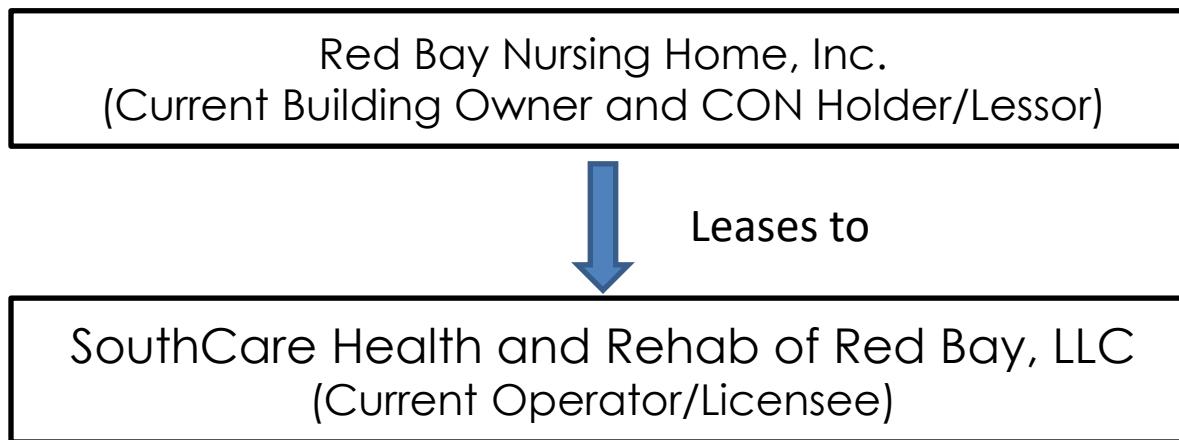
1. The services provided will be skilled nursing care as offered by the previous operator.
2. There will be no new beds added.
3. There will be no conversion of beds.
4. The proposed transaction will be a sale of assets (real property, personal property, equipment, and operational control). The operations will be transferred from SouthCare Health and Rehab of Red Bay, LLC to Arabella Health & Wellness of Red Bay Opco LLC. The real estate will be transferred from Red Bay Nursing Home, Inc. to Arabella Health & Wellness of Red Bay Propco LLC. There will be a new lease agreement executed between Arabella Health & Wellness of Red Bay Opco LLC and Arabella Health & Wellness of Red Bay Propco LLC once the sale has occurred.

Note:

The projected yearly operating costs of \$7,000,000 represent amounts which are consistent with current facility operating costs and no substantial increases are expected.

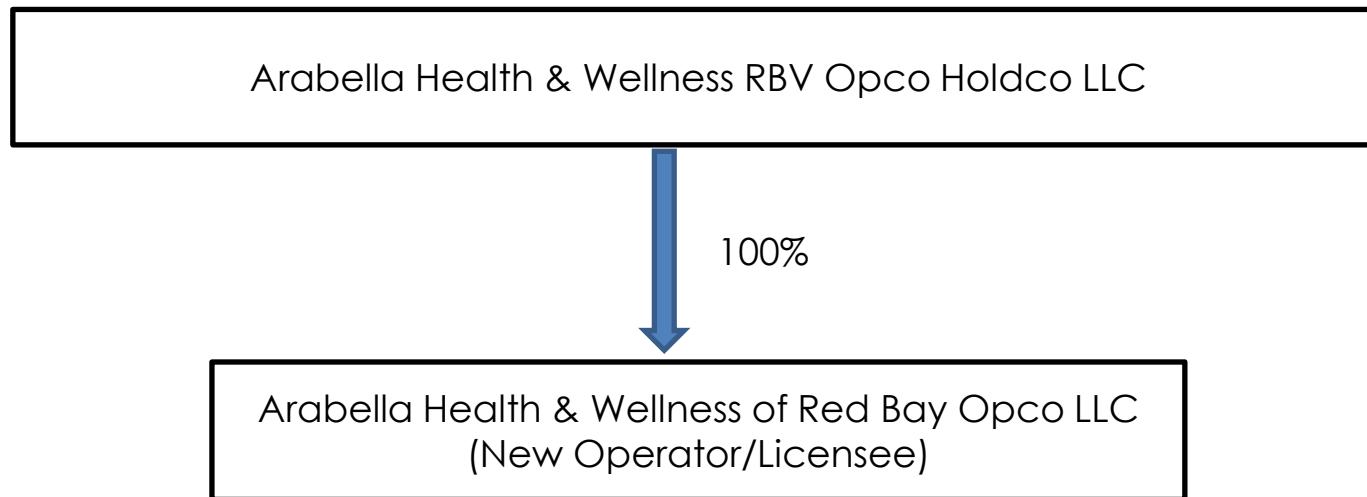
Part II: Current Authority

SouthCare Health and Rehab of Red Bay, LLC



Part III: Acquiring Entity Information

Arabella Health & Wellness of Red Bay



Part III: Acquiring Entity Information

Arabella Health & Wellness of Red Bay

