HOOPER, LUNDY & BOOKMAN, P.C.
401 9th ST. NW, SUITE 550
WASHINGTON, D.C. 20004
TELEPHONE: (202) 580-7700

DAVID VERNON
dvernon@hooperlundy.com
(202) 580-7713

CO2027-003
RECEIVED
Oct 02 2026
STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

October 1, 2026

VIA EMAIL
shpda.online@shpda.alabama.gov

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED
Alabama State Health Planning & Development Agency
Attention: Emily T. Marsal, Executive Director
P.O. Box 303025
Montgomery, Alabama 36130-3017

Re: Notice of Change of Ownership Hilltop at Glenwood I

Dear Ms. Marsal,

This law firm represents 211-213 Ana Drive Opco, LLC, an Alabama limited liability company (the "**Proposed Licensee**"), in its change of ownership application for the specialty assisted living facility located at 213 Ana Drive, Florence, AL 35630, Facility No. P3904 (the "**Facility**").

By way of background, the current licensee, 211-213 Ana Drive Operations, LLC (the "**Current Licensee**"), will be transferring all of its ownership and operations rights in the Facility to the Proposed Licensee, pursuant to that certain Amended and Restated Asset Purchase Agreement, dated April 17, 2026 (the "**APA**"), by and between Genesis Healthcare, Inc., a Delaware corporation (collectively with its subsidiaries and affiliates, "**Genesis**") and 101 W State Street Holdings LLC, a Delaware limited liability company ("**WSSH**", and collectively with its subsidiaries and affiliates, "**Buyer**"). The Current Licensee is a subsidiary of Genesis, and the Proposed Licensee is a subsidiary of Buyer.

Enclosed with this application are the documents and information listed in the table below; where an item is not applicable or is forthcoming, its status is also indicated accordingly:

Number	Document or Information	Status
1.	Notice of Change of Ownership/Control	Enclosed. .
2.	Part II Attachment – Current and Proposed Org. Charts	Enclosed.
3.	Part IV Attachment – Terms of Purchase	Enclosed.

Please direct all correspondence regarding this application to:

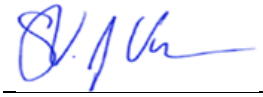
Name: David Vernon, Esq.
Email: dvernon@hooperlundy.com

Name: Sunaya Padmanabhan, Esq.
Email: spadmanabhan@hooperlundy.com

Name: Jai Chung, Esq.
Email: JChung@newgenhcg.com

All parties involved are committed to ensuring a smooth transition without interruptions to patient care. Please let us know if you have any additional questions as you review, and please do not hesitate to contact me at 202-580-7713 or dvernon@hooperlundy.com.

Sincerely,



Name: David Vernon, Esq.

Enclosures.

RECEIVED
Oct 15 2026
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: 077-S3904
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: 211-213 Ana Drive Operations LLC dba Hilltop at Glenwood I
(ADPH Licensure Name)

Physical Address: 213 Anna Drive Florence, AL 35630

County of Location: Lauderdale

Number of Beds/ESRD Stations: 16

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: 211-213 Ana Drive Operations LLC

Mailing Address: 213 Ana Drive, Florence, AL 35630

Operator (Entity Name): 211-213 Ana Drive Operations LLC

Part III: Acquiring Entity Information

Name of Entity: 211-213 Ana Drive Opco, LLC

Mailing Address: 9526 W. Pico Blvd.,
Los Angeles, CA 90035

Operator (Entity Name): 211-213 Ana Drive Opco, LLC dba Glenwood Specialty Assisted Living

Proposed Date of Transaction is on or after: 10/22/2026

Part IV: Terms of Purchase

Monetary Value of Purchase: $24,148.95

Type of Beds: Specialty Assisted Living Beds

Number of Beds/ESRD Stations: 16

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

Projected Total Cost: $ N/A

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):	211-213 Ana Drive Operations LLC	dba Hilltop at Glenwood I
Operator(s):	211-213 Ana Drive Operations LLC	dba Hilltop at Glenwood I
Title/Date:	Michael T. Berg, Secretary	Mike Berg

SWORN to and subscribed before me, this 1st day of October 2026.

(Seal)

STATE OF NEW MEXICO
NOTARY PUBLIC
VIRGINIA LOVELACE
Commission Number 1057584
Commission Expires Aug 19, 2030

Virginia Lovelace
Notary Public

My Commission Expires: 8/19/2030

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): 211-213 Ana Drive Opco, LLC dba Glenwood Specialty Assisted Living

Operator(s): 211-213 Ana Drive Opco, LLC dba Glenwood Specialty Assisted Living

Title/Date: Jai Chung, Secretary

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

(Seal)

Notary Public

My Commission Expires: _____

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

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): 211-213 Ana Drive Opco, LLC dba Glenwood Specialty Assisted Living

Operator(s): 211-213 Ana Drive Opco, LLC dba Glenwood Specialty Assisted Living

Title/Date: Jai Chung, Secretary

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

(Seal)

Notary Public

My Commission Expires: _____

SEE ATTACHED CERTIFICATE

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

CALIFORNIA JURAT GOVERNMENT CODE § 8202

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of ORANGE

Subscribed and sworn to (or affirmed) before me on this 1st (Date) day of OCTOBER. (Month), 2026 (Year), by

(1) JAI CHUNG.

(and (2) _____),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

JUAN MOJICA MIRANDA
Notary Public - California
Orange County
Commission # 2489126
My Comm. Expires May 3, 2028

Place Notary Seal and/or Stamp Above

Signature _____
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: NOTICE OF CHANGE OF OWNERSHIP / CONTROL.

Document Date: 10-1-2026. Number of Pages: 4

Signer(s) Other Than Named Above: N/A

©2019 National Notary Association

Part II Org. Charts

Pre-Closing Org. Chart

HILLTOP AT GLENWOOD
213 Ana Drive
Florence, AL 35630

211-213 Ana Drive Operations LLC
EIN: 32-0445595
101 East State Street
Kennett Square, PA 19348

Ownership
Genesis Operations VI LLC (100%)

Genesis Operations VI LLC
EIN: 45-2015863
101 East State Street
Kennett Square, PA 19348

Ownership
GHC Holdings LLC (100%)

GHC Holdings LLC
EIN: 26-0740682
101 East State Street
Kennett Square, PA 19348

Ownership
Genesis Holdings LLC (100%)

Genesis Holdings LLC
EIN: 30-0843337
101 East State Street
Kennett Square, PA 19348

Ownership
Genesis HealthCare LLC (100%)

Genesis HealthCare LLC
EIN: 27-3237296
101 East State Street
Kennett Square, PA 19348

Ownership
GEN Operations II, LLC (100%)

GEN Operations II, LLC
EIN: 27-3237225
101 East State Street
Kennett Square, PA 19348

Ownership
GEN Operations I, LLC (100%)

GEN Operations I, LLC
EIN: 27-3237090
101 East State Street
Kennett Square, PA 19348

Ownership
FC-GEN Operations Investment, LLC (100%)

FC-GEN Operations Investment, LLC
EIN: 27-3237005
101 East State Street
Kennett Square, PA 19348

Ownership
Sun Healthcare Group, Inc. (approximately 65.3%)
Sundance Rehabilitation Holdco, Inc. (5.2%)
Other members (29.5%) who hold rights to income and losses but no rights as to control:
- Members that are disclosed herein as owners of Genesis Healthcare, Inc. (designated with an *); and
- Other members that do not trigger 5% ownership test

Sundance Rehabilitation Holdco, Inc.
EIN: 38-3954180
101 East State Street
Kennett Square, PA 19348

Ownership
Sun Healthcare Group, Inc. (100%)

Sun Healthcare Group, Inc.
EIN: 13-4230695
101 East State Street
Kennett Square, PA 19348

Ownership
Genesis Healthcare, Inc. (100%)

Genesis Healthcare, Inc.
(publicly traded company on the OTC Expert Market)
(f/k/a Skilled Healthcare Group, Inc.)
EIN: 20-3934755
101 East State Street
Kennett Square, PA 19348

Ownership
HCCF Management Group XI, LLC* (approximately 10.8%)
ZAC Properties XI, LLC* (approximately 7.6%)
Welltower OP LLC (approximately 5.4%)
Others that do not trigger 5% ownership test

HCCF Management Group XI, LLC
EIN: 20-8751674
3820 Mansell Road
Suite 280
Alpharetta, GA 30022

Ownership
Arnold M. Whitman [1]
3550 Lenox Rd NE FL 21-6345
Atlanta GA 30326

ZAC Properties XI, LLC
EIN: 20-8794579
1617 JFK Boulevard
Suite 545
Philadelphia, PA 19103

Ownership
Steven E. Fishman [2]
1617 JFK Boulevard
Suite 545
Philadelphia, PA 19103
Other members that do not trigger 5% ownership test

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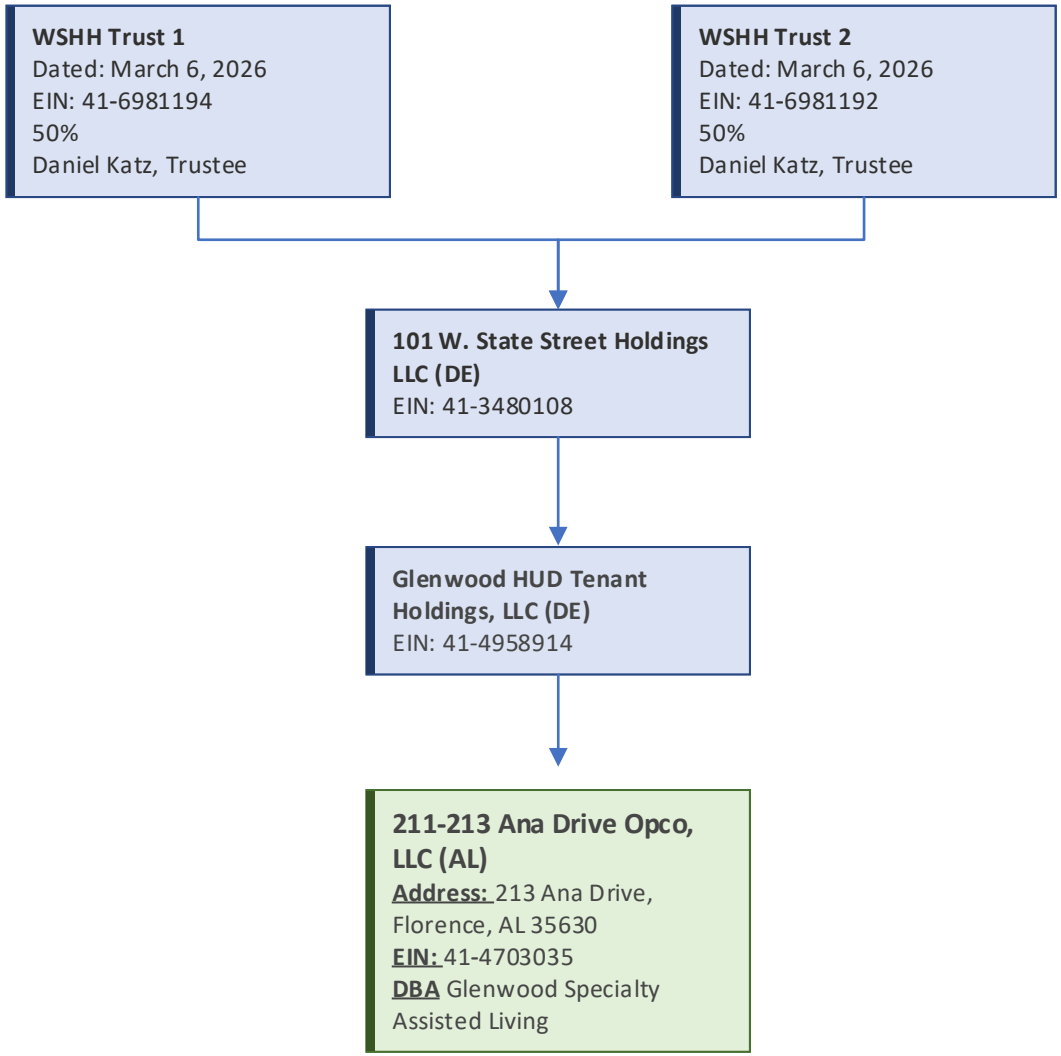
[1]HCCF is a privately-held company that is not affiliated with Genesis, however, it is our understanding that Mr. Whitman may be considered the beneficial owner of the shares held by HCCF.
[2] ZAC Properties is a privately-held company that is not affiliated with Genesis, however, it is our understanding that Mr. Fishman may be considered the beneficial owner of the shares held by ZAC Properties.

Welltower OP LLC
EIN: 88-1538732
4500 Dorr Street
Toledo, OH 43615

Ownership
(Publicly traded company on the New York Stock Exchange)

Post Closing Org. Chart

Glenwood Specialty Assisted Living (ALF)



Part IV Attachment

Part IV Attachment

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 will continue to provide the same SCALF services provided by the current owner of the facility.

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

No, the applicant does not anticipate adding any additional beds.

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

No, the applicant does not anticipate converting any beds.

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

This transaction arises pursuant to Genesis Healthcare, Inc. and certain of its subsidiaries (collectively, "**Genesis**") filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, and the approval by the bankruptcy court of the transfer of operations of several health care facilities, including the facility subject to this CON application, which is licensed and operated by Genesis to 101 W State Street Holdings LLC and its designees, including the applicant (collectively, "**WSSH**") pursuant to the terms of that certain Amended and Restated Asset Purchase Agreement, dated April 17, 2026 by and between Genesis and WSSH (the "**Purchase Agreement**").