

May 3, 2018

MARIE MAST

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VIA E-MAIL SHPDA.ONLINE@SHPDA.ALABAMA.GOV

Alva M. Lambert
Executive Director

Re: CO2018-027
Elmcroft of Heritage Woods SCALF
SHPDA ID: 097-S4911

Dear Alva:

This letter is written in response to your letter dated April 18, 2018. Please find our responses to your inquiries below:

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 previously offered service, whether the services is an extension of a presently offered service, or whether the service is a new service).

Elmcroft of Heritage Woods is a Specialty Care Assisted Living Facility that has been in operation as a Specialty Care Assisted Living Facility. It is currently undergoing a change of ownership. There will be no changes in the services offered or the number and type of beds at the facility.

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

There will not be any additional beds.

3. Whether the proposal will involve the conversion of beds

None of the beds at the facility will be converted.

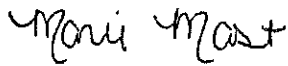
4. Whether the assets and stock (if any) will be acquired.

The transaction was structured as an asset purchase. Elmcroft Senior Living has transferred the licensed operations of Elmcroft of Heritage Woods, to a subsidiary of

Ventas, Inc., one of the nation's leading healthcare real estate investment trusts. Ventas currently owns the real property used to operate Elmcroft of Heritage Woods..

Please don't hesitate to contact me at any time with additional questions. We appreciate your assistance.

Sincerely,



Marie Mast

MM

CO2018-027

RECEIVED
Apr 11 2018

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: 097-S4911
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Elmcroft of Heritage Woods SCALF
(ADPH Licensure Name)

Physical Address: 3440 Hillcrest Road
Mobile, AL 36695

County of Location: MOBILE

Number of Beds/ESRD Stations: 23

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: Heritage Woods Operations, LLC

Mailing Address: 700 North Hurstbourne Parkway, Suite 200
Louisville, KY 40222

Operator (Entity Name): Elmcroft Senior Living, Inc.

Part III: Acquiring Entity Information

Name of Entity: EC Opco Heritage Woods, LLC

Mailing Address: 500 North Hurstbourne Parkway, Suite 200
Louisville, KY 40222

Operator (Entity Name): EC Opco Heritage Woods, LLC

Proposed Date of Transaction is on or after: 03/20/2018

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 0.00

Type of Beds: Specialty Care Assisted Living

Number of Beds/ESRD Stations: 23

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

Projected Equipment Cost: \$ _____

Projected Construction Cost: \$ _____

Projected Yearly Operating Cost: \$ _____

Projected Total Cost: \$ 0.00

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

PLEASE SIGN AND DATE *Robin Barber*

PLEASE SIGN AND DATE _____

Title/Date: VP 4/4/18

SWORN to and subscribed before me, this 4th day of April, 2018.

(Seal)

Paul R. Hammes
Notary Public

My Commission Expires: January 7, 2021

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): DocuSigned by: [Signature]
8C5DC91F8835419... _____

Operator(s): DocuSigned by: [Signature]
8C5DC91F8835419... _____

Title/Date: VP & Treasurer / 3/22/2018

SWORN to and subscribed before me, this 22nd day of March, 2018.

(Seal)

Theresa M. Smith
Notary Public

My Commission Expires: 8/13/2019

THERESA M. SMITH
NOTARY PUBLIC
Kentucky, State At Large
I.D. # 539853
My Commission Expires 8/13/2019

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