

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: 073-N0012
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Blue Ridge Healthcare Birmingham
(ADPH Licensure Name)

Physical Address: 1028 Bessemer Rd.
Birmingham, AL 35228

County of Location: Jefferson

Number of Beds/ESRD Stations: 163 - certified skilled nursing

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: Birmingham AL SNF Realty LLC

Mailing Address: 1028 Bessemer Rd.
Birmingham, AL 35228

Operator (Entity Name): Blue Ridge Healthcare Birmingham LLC

Part III: Acquiring Entity Information

Name of Entity: 1028 Bessemer LLC

Mailing Address: 1028 Bessemer Rd.
Birmingham, AL 35228

Operator (Entity Name): Birmingham Health and Rehab LLC

Proposed Date of Transaction is on or after: 11/01/2019

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 8,150,000

Type of Beds: Skilled Nursing Facility beds

Number of Beds/ESRD Stations: 163

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: \$ 7,293,709

Projected Total Cost: \$ 7,293,709

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): Birmingham AL SNF Realty LLC

[Handwritten Signature]

Owner entity's representative: Aaron Friedman

Operator(s): N/A

N/A

Title/Date: Title: Manager

Date of signature: ✓ 9/20/19

SWORN to and subscribed before me, this 20 day of September, 2019.

(Seal)



Wendy Stenhouse
Notary Public Commissioner for oaths

My Commission Expires: 2020-09-03

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): _____

Operator(s): _____

Title/Date: _____

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

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): _____ N/A _____ N/A

Operator(s): Blue Ridge Healthcare Birmingham LLC ✓ MS, JT
 Operator entity's representative: Levi Rudd

Title/Date: Title: Managing Member _____
 Date of signature: ✓ 9/20/19

SWORN to and subscribed before me, this 20th day of September 2019.

(Seal)



Johanna Loffredo
COMMISSION # GG232791
EXPIRES: Oct. 23, 2022
Bonded Thru Aaron Notary

Johanna Loffredo
Notary Public

My Commission Expires: Oct 23, 2022

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): _____

Operator(s): _____

Title/Date: _____

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): _____ Shalom Lerner _____ *SL*

Operator(s): _____ Shalom Lerner _____ *SL*

Title/Date: Member _____ 09/06/19

SWORN to and subscribed before me, this 6 day of Sept, 2019.

(Seal)

LEAH HOROWITZ
Notary Public, State of New York
Reg. No. 01H06367811
Qualified in Kings County
Commission Expires 11/27/21

Lh King

Notary Public

My Commission Expires: 11/27/21

Author: Alva M. Lambert

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

History: New Rule

Alabama State Health Planning & Development Agency

CHANGE OF OWNERSHIP

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), not stock. The real property will be acquired by 1028 Bessemer LLC. The operations will be transferred to Birmingham Health and Rehab LLC. There will be a new lease agreement executed between 1028 Bessemer LLC and Birmingham Health and Rehab LLC once the transaction has occurred.

Note:

The projected yearly operating costs of \$7,293,709 represent amounts which are consistent with current operating costs and no substantial increases are expected.