

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: 013-P2403
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider:
 (ADPH Licensure Name) SouthernCare Greenville

Physical Address: 501 E. Commerce St.
Greenville, AL 36037-2313

County of Location: Butler

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Baldwin, Barbour, Butler, Choctaw, Clarke, Coffee, Conecuh, Covington, Crenshaw, Dale, Escambia, Geneva, Henry, Houston, Mobile, Monroe, Washington, Wilcox

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: SouthernCare, Inc..

Mailing Address: 655 Brawley School Rd, Suite 200
Mooreville, NC 28117

Operator (Entity Name): SouthernCare, Inc.

Part III: Acquiring Entity Information

Name of Entity: SouthernCare, Inc..

Mailing Address: 655 Brawley School Rd, Suite 200
Mooreville, NC 28117

Operator (Entity Name): SouthernCare, Inc.

Proposed Date of Transaction is on or after: Anticipated closing on or about September 1, 2021

Part IV: Terms of Purchase

Monetary Value of Purchase: \$553,313,305

Type of Beds: N/A

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: \$0

Projected Construction Cost: \$0

Projected Yearly Operating Cost: \$0

Projected Total Cost: \$0

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).

The applicant offers Hospice services. There will be no change to the services offered by the applicant as a result of this transaction.

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

Not applicable.

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

Not applicable.

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

In this transaction, neither the assets nor the direct stock ownership of the operator will be transferred. This change, as described in more detail in the Cover Letter accompanying this submission, will occur at the ultimate parent company level and will not result in a change in the direct or immediate/intermediate parent companies, tax identification numbers or service areas of the provider entities in Alabama.

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): SouthernCare, Inc. Ronald C. Lazas, Jr.
Ronald C. Lazas, Jr., General Counsel and
Corporate Secretary

Operator(s): SouthernCare, Inc. Ronald C. Lazas, Jr.
Ronald C. Lazas, Jr., General Counsel and
Corporate Secretary

Date: July 7 2021

SWORN to and subscribed before me, this 7th day of July, 2021.

(Seal) Terra Kovacs
Notary Public

My Commission Expires: Feb 9 2025



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): SouthernCare, Inc.

Ronald C. Lazas, Jr.
Ronald C. Lazas, Jr., General Counsel and
Corporate Secretary

Operator(s): SouthernCare, Inc.

Ronald C. Lazas, Jr.
Ronald C. Lazas, Jr., General Counsel and
Corporate Secretary

Date: July 7 2021

SWORN to and subscribed before me, this 7th day of July, 2021.

(Seal)



My Commission Expires
Feb 9, 2025

Terra Kovacs
Notary Public

My Commission Expires: Feb 9 2025

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



Ronald C. Lazas, Jr.
EVP, General Counsel
(770) 951.6426 (direct)
Ronald.Lazas@gentiva.com

RECEIVED

Jul 07 2021

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

July 7, 2021

VIA EMAIL AND OVERNIGHT MAIL

Emily T. Marsal, Esq.
Executive Director
Alabama State Health Planning & Development Agency
P.O. Box 303025
Montgomery, Alabama 36130-3025

Email c/o:
shpda.online@shpda.alabama.gov
karen.mcguire@shpda.alabama.gov

RE: Notice of Transaction

Dear Ms. Marsal,

Pursuant to ALA. Code § 22-21-270 and ALA. Admin. Code R. 410-1-7 -.04, we respectfully submit Notice of Change Ownership/Control forms to the Alabama State Health Planning & Development Agency ("SHPDA") for the indirect change of ownership of all of the Home Health and Hospice entities doing business under the Kindred at Home, Kindred Hospice, SouthernCare and SouthernCare New Beacon names that hold certificates of need in Alabama. A list of these Alabama Home Health and Hospice entities is provided in Attachment A.

I. THE TRANSACTION

Kentucky Homecare Parent Inc. is the indirect parent company of each of the entities listed in Attachment A.

On April 27, 2021, Humana Inc., an existing owner of Kentucky Homecare Parent Inc., entered into a Stock Purchase Agreement with Kentucky Homecare JV Holdings, L.P.,¹ another existing owner, to purchase all of its shares of Kentucky Homecare Parent Inc. As part of this transaction, Humana Inc. will also acquire the less than 2% interest in Kentucky Homecare Parent Inc. currently owned by certain employees of Kentucky Homecare Parent Inc.

Accordingly, effective as of the close of the transaction, Humana will own 100% of Kentucky Homecare Parent Inc.

¹ Kentucky Homecare JV Holdings, L.P. is a limited partnership, whose limited partners include investment fund entities of TPG Capital, Welsh, Carson, Anderson & Stowe, and other minority investors.

The transaction is anticipated to close on or before September 1, 2021.

II. DESCRIPTION OF THE PURCHASER

Humana Inc. is currently an indirect owner of Kindred at Home. Humana Inc. is committed to helping our millions of medical and specialty members achieve their best health. Our successful history in care delivery and health plan administration is helping us create a new kind of integrated care with the power to improve health and well-being and lower costs. Our efforts are leading to a better quality of life for people with Medicare, families, individuals, military service personnel, and communities at large. To accomplish that, we support physicians and other health care professionals as they work to deliver the right care in the right place for their patients, our members. Our range of clinical capabilities, resources and tools – such as in-home care, behavioral health, pharmacy services, data analytics and wellness solutions – combine to produce a simplified experience that makes health care easier to navigate and more effective.

III. REQUEST FOR NON-REVIEWABILITY

Following the transaction, the Alabama-licensed entities listed in Attachment A will retain the same tax identification, Medicaid and Medicare numbers and continue to be wholly-owned indirect subsidiaries of Kentucky Homecare Parent Inc. As such, there will be no change in the immediate or intermediate parent company. There will be no purchase of new equipment or other capital expenditures. Nor will the transaction result in any new or additional services, addition of new beds, or conversion of beds. The transaction simply entails a change at the ultimate parent company level resulting in Humana Inc., currently an indirect owner, becoming the sole indirect owner.

As such, we respectfully submit the Notice of Change Ownership/Control forms and request that you exercise your authority under Chapter 410-1-7.04(2) of the Rules and issue a letter confirming the non-reviewability of this transfer.

In accordance with ALA. ADMIN. CODE R. 410-1-3-.09., we have also submitted filing fees in the amount of \$82,500 (\$2500 per form/entity) via overnight mail to the State Health Planning and Development Agency.

* * *

If you have any questions or need any additional information, please let me know at your earliest convenience. Thanking you in advance for your prompt attention in this matter.

Best regards,



Ronald C. Lazas, Jr.
General Counsel and Corporate Secretary
Kindred at Home

Enclosures: Attachments A & B

ATTACHMENT A

Entity Name	Entity d/b/a Name	CON Facility ID
Wiregrass Hospice, LLC	Kindred Hospice - Hoover (plus 3 branches)	073-P2447
Wiregrass Hospice, LLC	Kindred Hospice - Dothan (plus branch)	069-P2448
Wiregrass Hospice, LLC	Kindred Hospice - Huntsville (plus 3 branches)	089-P2345
Odyssey HealthCare Operating B, LP	Kindred Hospice - Mobile (plus branch)	097-P2469
VistaCare USA, LLC	Kindred Hospice – Phenix City	113-P2485
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Anniston (plus 2 branches)	015-P2418
New Beacon Healthcare Group, LLC	SouthernCare New Beacon - N. Birmingham (plus 4 branches)	073-P2390
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Jasper (plus 4 branches)	127-P2417
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Scottsboro (plus 4 branches)	071-P2389
SouthernCare, Inc.	SouthernCare Greenville (plus 7 branches)	013-P2403
Gentiva Health Services (Certified), Inc.	Kindred at Home	039-H7121
Gentiva Certified HealthCare Corp.	Kindred at Home	015-H7151
Gentiva Certified HealthCare Corp.	Kindred at Home	073-H7054
Gentiva Certified HealthCare Corp.	Kindred at Home	023-H7090
Mid-South Home Health, LLC	Kindred at Home	021-H7166

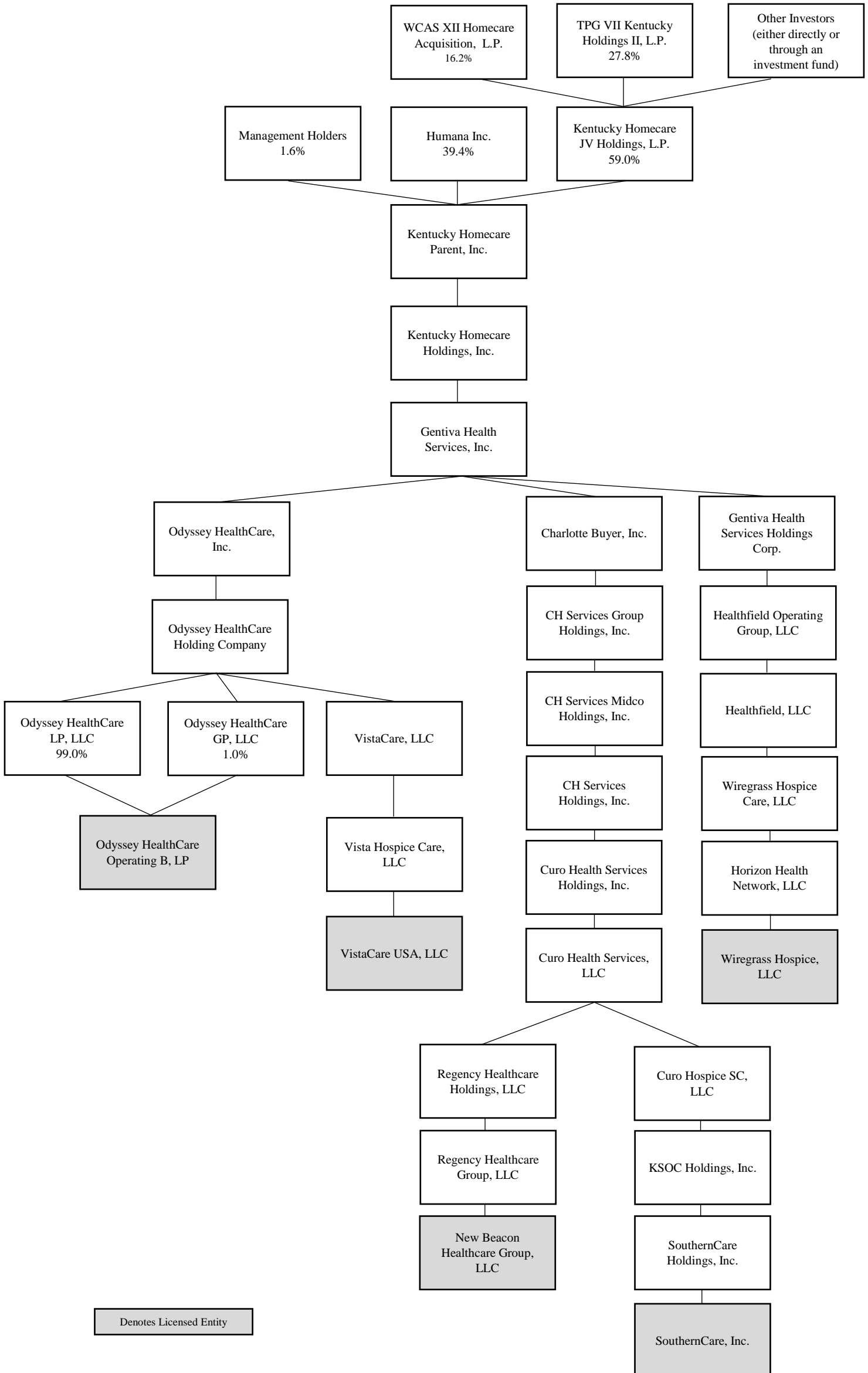
Mid-South Home Health, LLC	Kindred at Home	043-H7171
Mid-South Home Health, LLC	Kindred at Home	003-H7058
Gentiva Certified HealthCare Corp.	Kindred at Home	069-H7164
Mid-South Home Health Agency, LLC	Kindred at Home	031-H7013
Gentiva Certified HealthCare Corp.	Kindred at Home	003-H7052
Mid-South Home Health Agency, LLC	Kindred at Home	061-H7048
Mid-South Home Health, LLC	Kindred at Home (plus branch)	117-H7026
Mid-South Home Health, LLC	Kindred at Home	089-H4506
Mid-South Home Health, LLC	Kindred at Home	127-H7170
Mid-South Home Health, LLC	Kindred at Home	097-H7168
Mid-South Home Health, LLC	Kindred at Home (plus 4 branches)	079-H7071
Mid-South Home Health, LLC	Kindred at Home	115-H7167
Chattahoochee Valley Home Health, LLC	Kindred at Home	113-H7307
Mid-South Home Health, LLC	Kindred at Home	101-H7056
Gentiva Certified HealthCare Corp.	Kindred at Home	001-H7055
Mid-South Home Health of Gadsden, LLC	Kindred at Home (plus 2 branches)	055-H7018
Mid-South Home Health, LLC	Kindred at Home	047-H7084
Gentiva Certified HealthCare Corp.	Kindred at Home	121-H7152

ATTACHMENT B

Before-and-After Organizational Chart: Alabama Entities

KINDRED AT HOME (ALABAMA) - HOSPICE AGENCIES

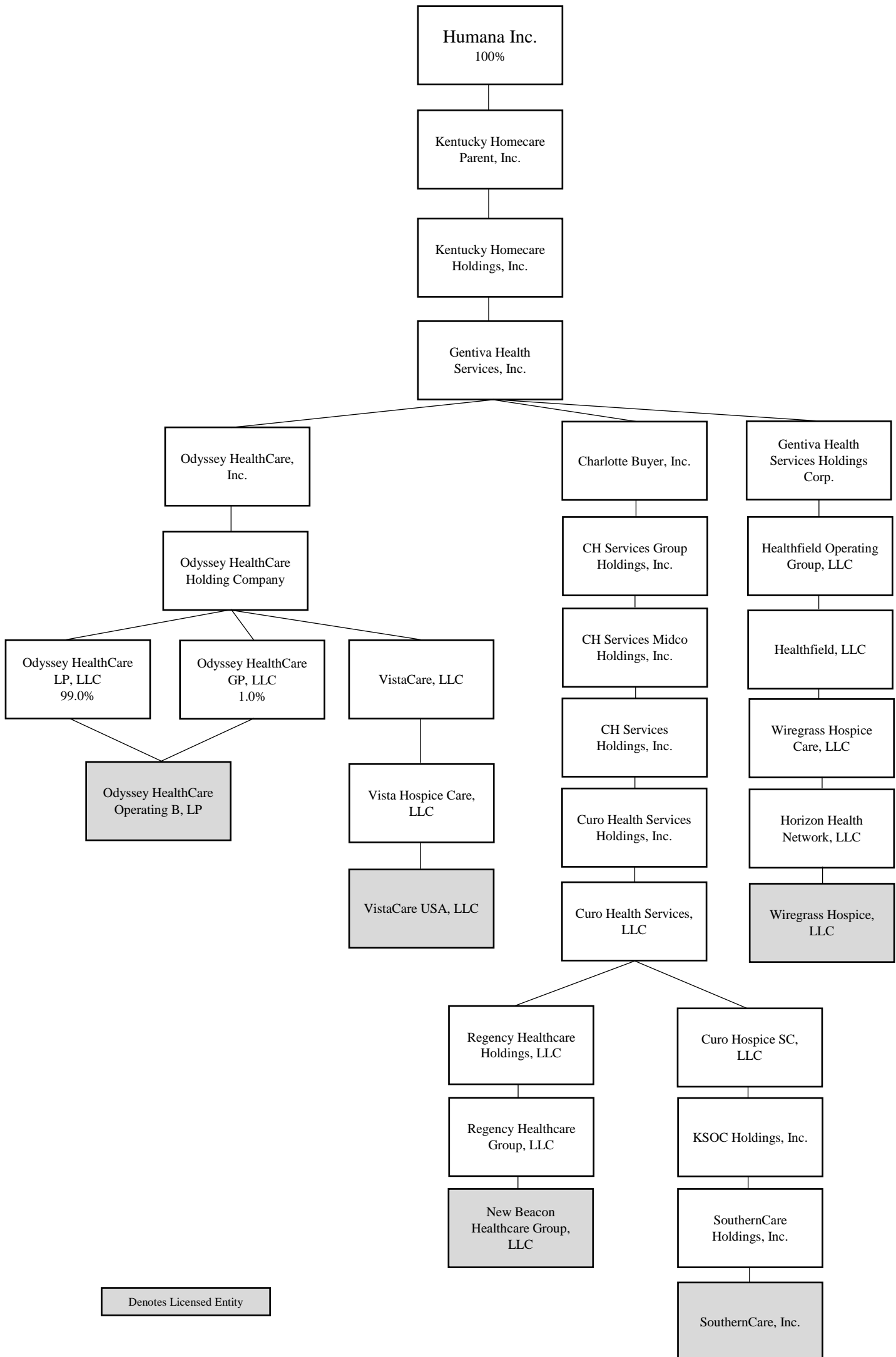
(Pre-Closing Organizational Structure)



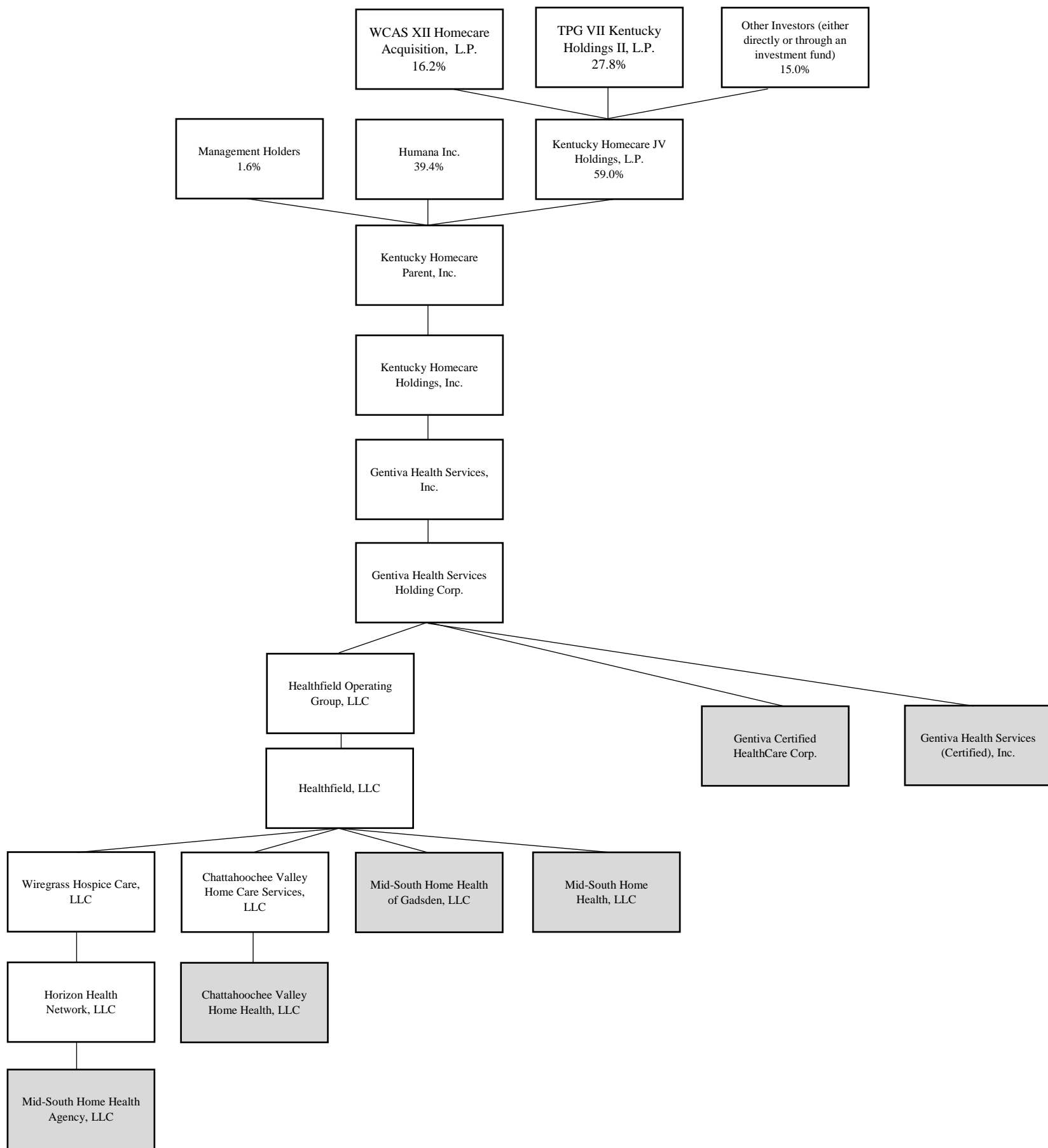
Denotes Licensed Entity

KINDRED AT HOME (ALABAMA) - HOSPICE AGENCIES

(Post-Closing Organizational Structure)

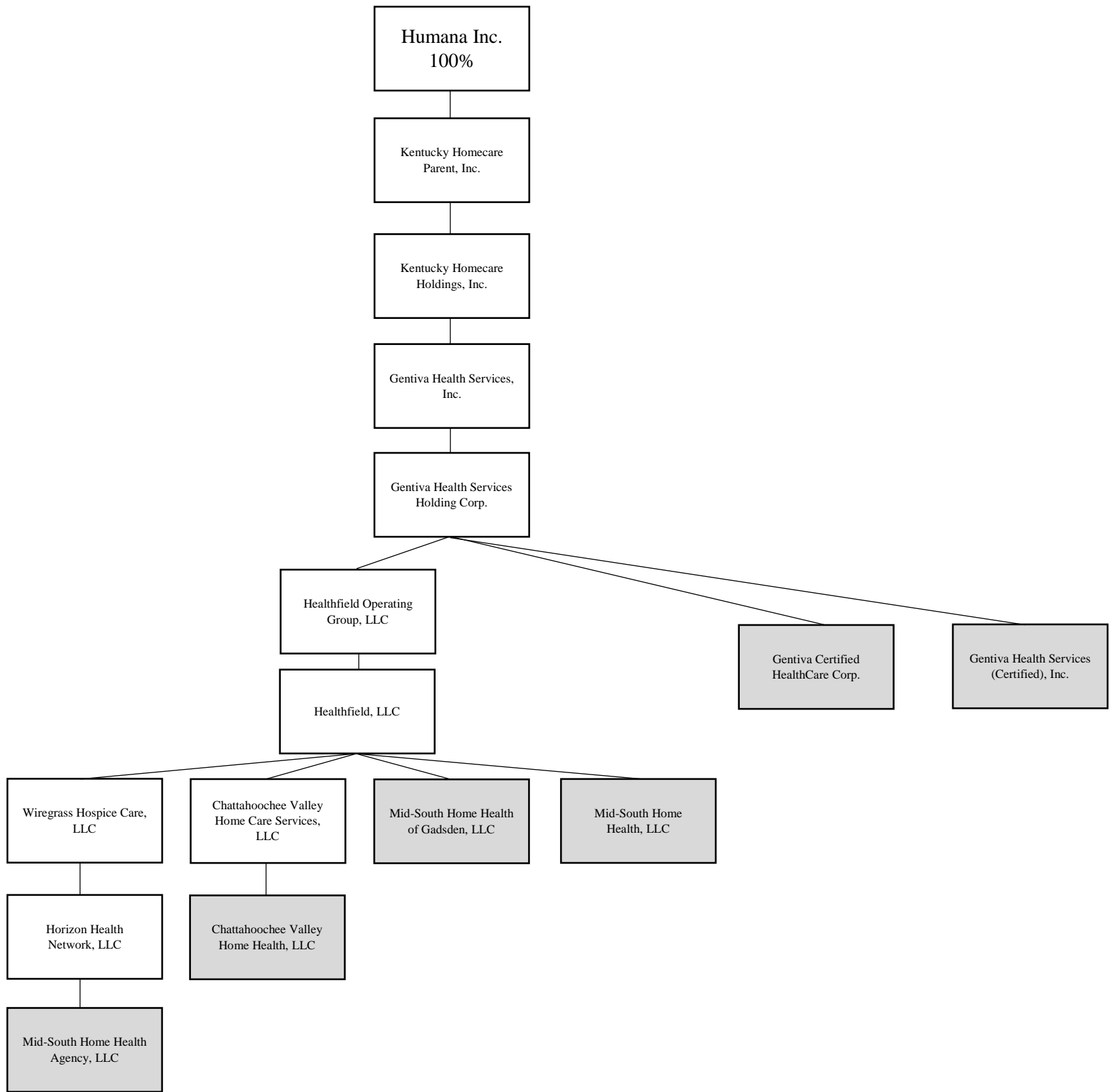


**KINDRED AT HOME (ALABAMA) – HOME CARE AGENCIES
(Pre-Closing Organizational Structure)**



Denotes Licensed Entity

KINDRED AT HOME (ALABAMA) – HOME CARE AGENCIES
(Post-Closing Organizational Structure)



Denotes Licensed Entity