

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: SouthernCare Greenville
(ADPH Licensure Name)

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: Box 4060, Attn: Regulatory
Mooreville, NC 28117-4060

Operator (Entity Name): SouthernCare, Inc.

Part III: Acquiring Entity Information

Name of Entity: SouthernCare, Inc..

Mailing Address: Box 4060, Attn: Regulatory
Mooreville, NC 28117-4060

Operator (Entity Name): SouthernCare, Inc.

Proposed Date of Transaction is on or after: Anticipated closing on or about March 1, 2022

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 0 (internal transaction)

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. Janet L. Combs
Janet Combs, Vice President of Licensure

Operator(s): SouthernCare, Inc. Janet L. Combs
Janet Combs, Vice President of Licensure

Date: 1/24/22

SWORN to and subscribed before me, this 24th day of January, 2022.

(Seal) Linda S. Skaggs
Notary Public

My commission expires 9/7/24

My Commission Expires: 9/7/24

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.

Janet L. Combs
Janet Combs, Vice President of Licensure

Operator(s): SouthernCare, Inc.

Janet L. Combs
Janet Combs, Vice President of Licensure

Date:

1/24/22

SWORN to and subscribed before me, this 24th day of January, 2022.

(Seal)

Linda S. Skaggs
Notary Public

My Commission Expires: 9/7/24

Linda S. Skaggs
Notary Public
State of Kansas

My commission expires 9/7/24

Author: Alva M. Lambert

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

History: New Rule



Janet L. Combs
Vice President of Licensure
6330 Sprint Parkway, Suite 300
Overland Park, KS 66211-1157
(janet.combs@gentiva.com)
Tel: (913) 814-2013
Fax: (913) 814-4929

January 26, 2022

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 one of the Home Health and all of the 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. A before-and-after chart of the changes described in this letter is included as Attachment B.

I. THE TRANSACTION

Humana Inc. is the indirect parent company of each of the entities listed in Attachment A. The transaction is a corporate reorganization within Humana Inc.

Through a series of transactions, the ownership structure of the entities listed in Attachment A will be rearranged such that:

HOSPICE:

- 1) A new intermediate parent company (KAH Hospice Company, Inc.) will be placed in between two existing parent companies (Gentiva Health Services, Inc. and Charlotte Buyer, Inc.), resulting in each of the hospice companies having such new intermediate parent company in the chain of ownership between themselves and Humana Inc. These companies are Odyssey HealthCare Operating B, LP; VistaCare USA, LLC; New Beacon Healthcare Group, LLC; Southern Care, Inc., and Wiregrass Hospice, LLC;

RECEIVED

Jan 31 2022

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

- 2) The equity in Odyssey Healthcare, Inc. (the indirect parent of Odyssey Healthcare Operating B, LP and VistaCare USA, LLC) will be transferred from its current parent (Gentiva Health Services, Inc.) to a new parent company (Curo Health Services, LLC);
- 3) The equity in Wiregrass Hospice Care, LLC will be transferred from its current parent (Healthfield, LLC) to a new parent company (Curo Health Services, LLC);

HOME HEALTH:

The equity in Mid-South Home Health Agency, LLC will be transferred from its current parent (Horizon Health Network, LLC) to its great grandparent entity (Healthfield, LLC).

There are five other entities indirectly owned by Humana Inc. that are licensed to provide home health services in Alabama: Gentiva Health Services (Certified), Inc.; Gentiva Certified HealthCare Corp.; Mid-South Home Health, LLC; Mid-South Home Health of Gadsden, LLC; and Chattahoochee Valley Home Health, LLC. No changes are contemplated to the ownership of these five home health entities.

The transaction is anticipated to close on or about March 1, 2022.

II. DESCRIPTION OF THE PURCHASER

Humana Inc. is currently an indirect owner of the entities described in this letter. 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 Humana Inc. 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 reorganization of corporate entities under the Humana Inc. corporate umbrella.

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 \$30,000 (\$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. You may direct any written correspondence regarding this request to my attention at 3350 Riverwood Pkwy, Suite 1400, Atlanta, GA 30339.

Thanking you in advance for your prompt attention in this matter.

Best regards,

A handwritten signature in blue ink that reads "Janet Combs". The signature is written in a cursive style with a large initial "J" and a long, sweeping underline.

Janet Combs
Vice President of Licensure
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
Mid-South Home Health Agency, LLC	Kindred at Home	031-H7013
Mid-South Home Health Agency, LLC	Kindred at Home	061-H7048

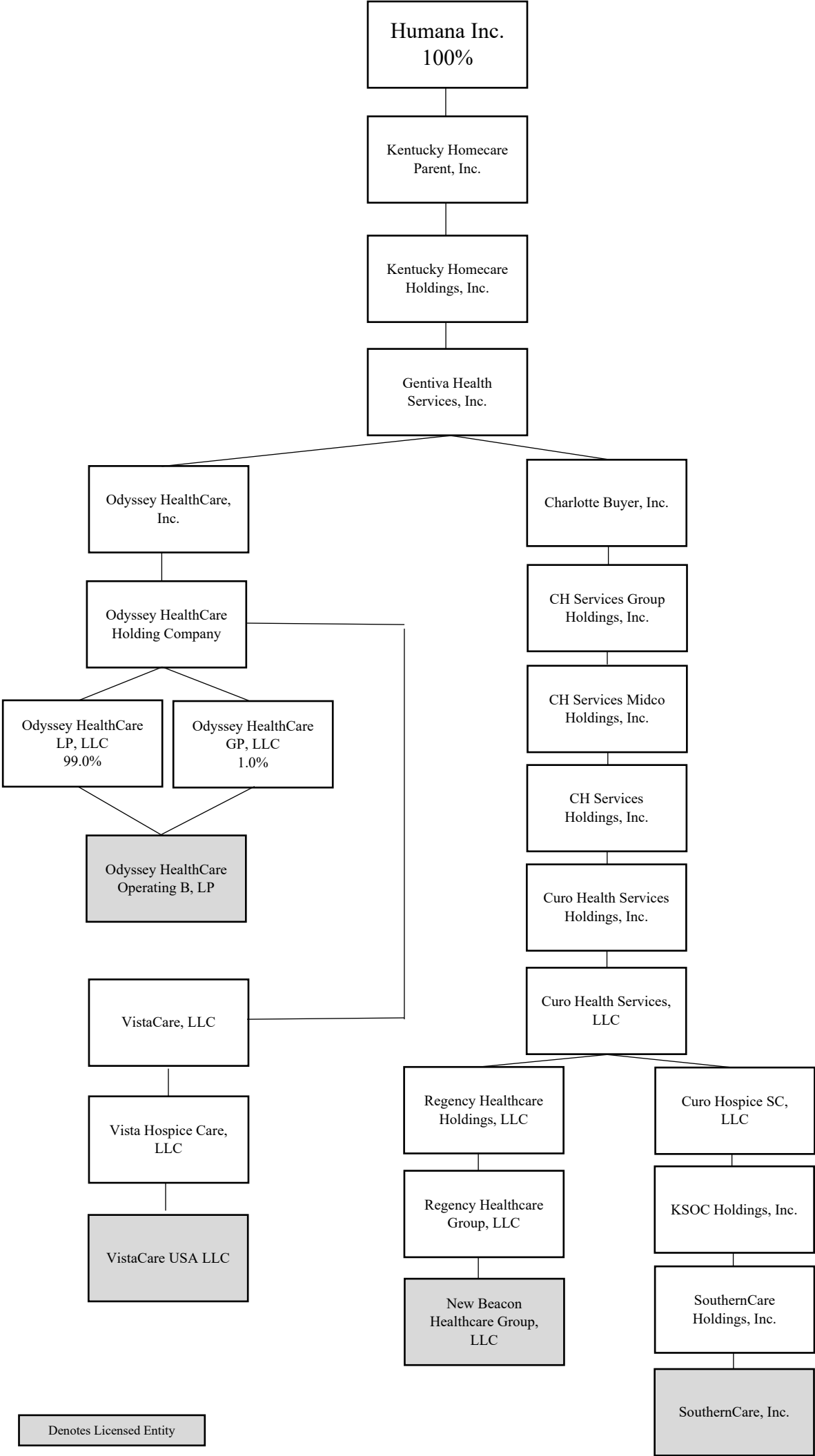
ATTACHMENT B

Before-and-After Organizational Chart: Alabama Entities

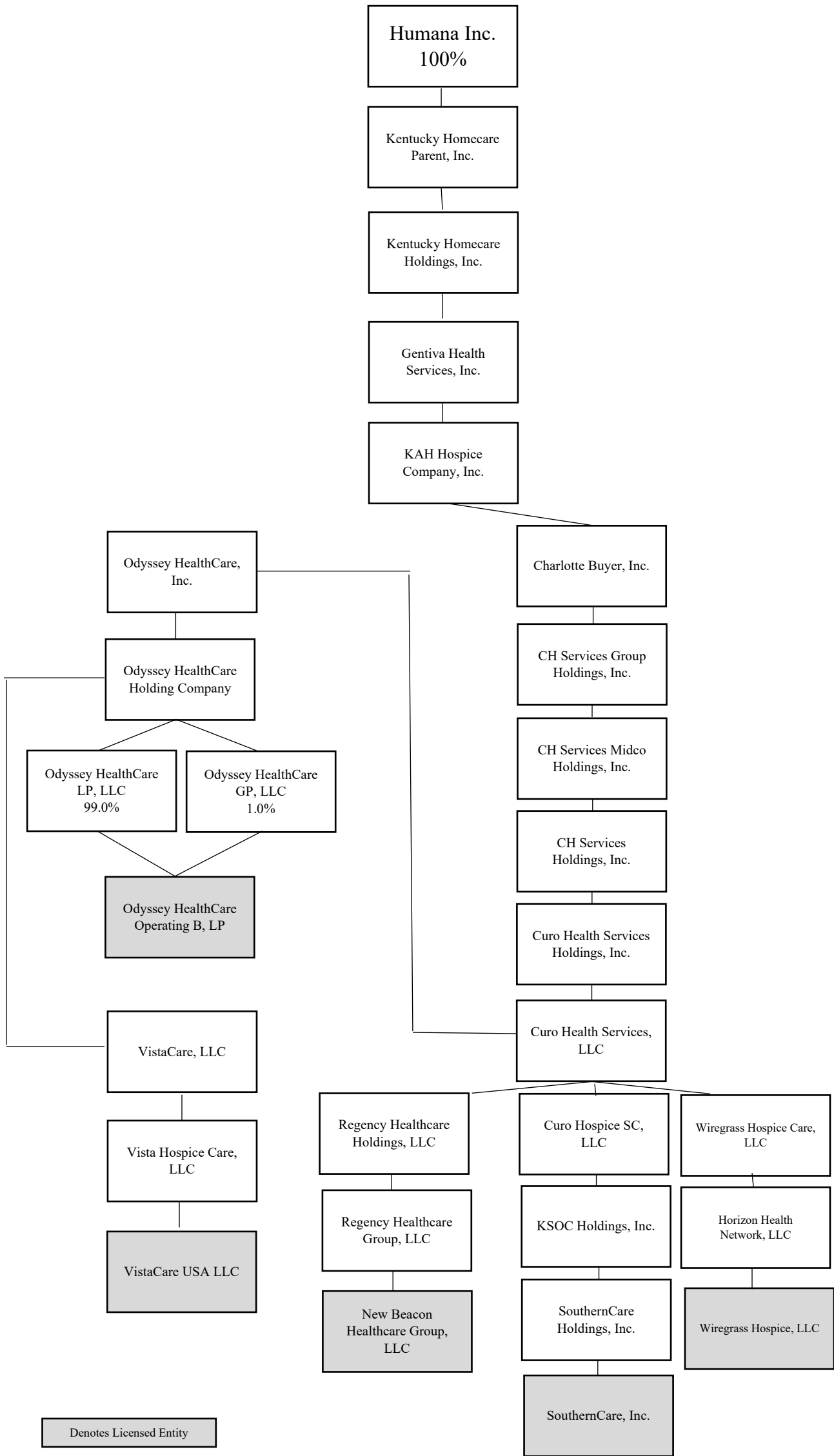
ALABAMA - HOSPICE AGENCIES

(Pre-Closing Organizational Structure)

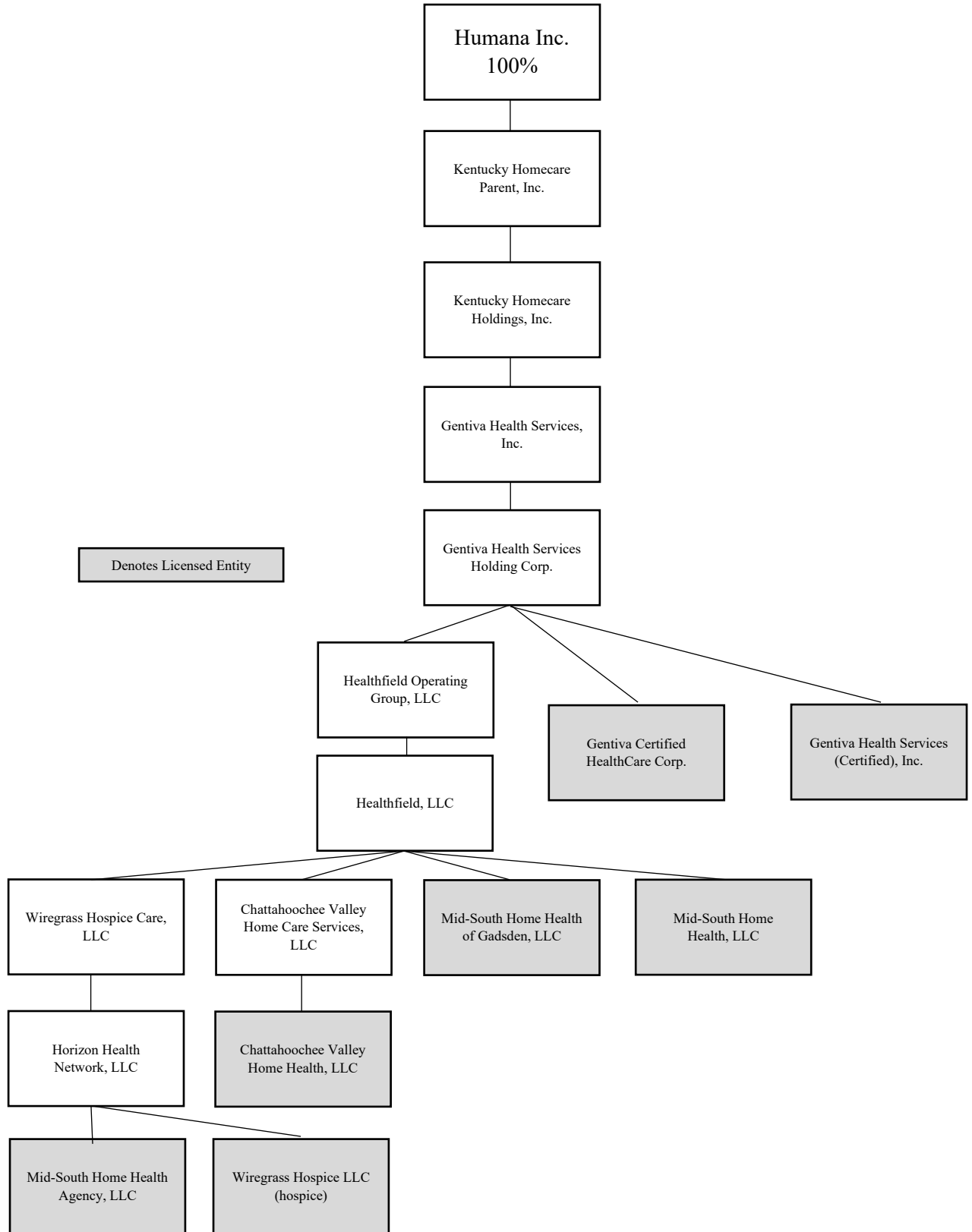
Note that Wiregrass Hospice, LLC is located on the Home Health pre-closing chart



ALABAMA - HOSPICE AGENCIES
(Post-Closing Organizational Structure)



ALABAMA – Home Care Agencies
And
Wiregrass Hospice LLC (Hospice)
(Pre-Closing Organizational Structure)



**ALABAMA – Home Care Agencies
(Post-Closing Organizational Structure)**

Note that Wiregrass Hospice, LLC is now on the Hospice post-closing chart

