



CO2022-084

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May 31 2022

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

May 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
shpda.online@shpda.alabama.gov
teresa.lee@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 entities holding the Alabama hospice licenses listed on **Attachment A** (the “Licensees”).

I. THE TRANSACTION

Humana Inc. (“Humana”), a publicly traded company, is the ultimate parent entity of the Licensees (several entities above). Humana entered into an agreement to transfer approximately sixty percent (60%) of its interest in Falcon Hospice, L.P. and Falcon Hospice G.P., LLC (collectively, “Falcon”), entities to be formed simultaneously with closing, several entities above the Licensed Hospice. Specifically, on April 20, 2022, Humana entered into that certain Stock Purchase Agreement with CD&R Falcon Holdings, L.P. (“Buyer”) and other indirect subsidiaries of Humana, whereby Buyer will acquire a majority interest in Falcon. Thus, following this transaction, Humana will remain a minority indirect owner, and Buyer will become the majority indirect owner of the Licensed Hospice. The transaction is anticipated to close in the next 60-90 days. Please refer to **Attachment B** for the pre- and post-closing organizational charts.

II. REQUEST FOR NON-REVIEWABILITY

Following the transaction, the Licensees will retain the same tax identification, Medicaid and Medicare numbers, and state licenses. 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, conversion of beds, or changes to day-to-day operations, or policies and procedures. The transaction simply entails an indirect change several levels above the Licensee. There will be no change in the immediate parent company.

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 \$25,000 (\$2,500 per form/entity) via overnight mail to the State Health Planning and Development Agency.

* * *

To the extent you have any questions, please contact me at Janet.Combs@gentiva.com or (913) 814-2013. Thanking you in advance for your prompt attention in this matter.

Best Regards,



Janet Combs
Vice President of Licensure
Kindred at Home

Enclosures:

Attachment A: Licenses

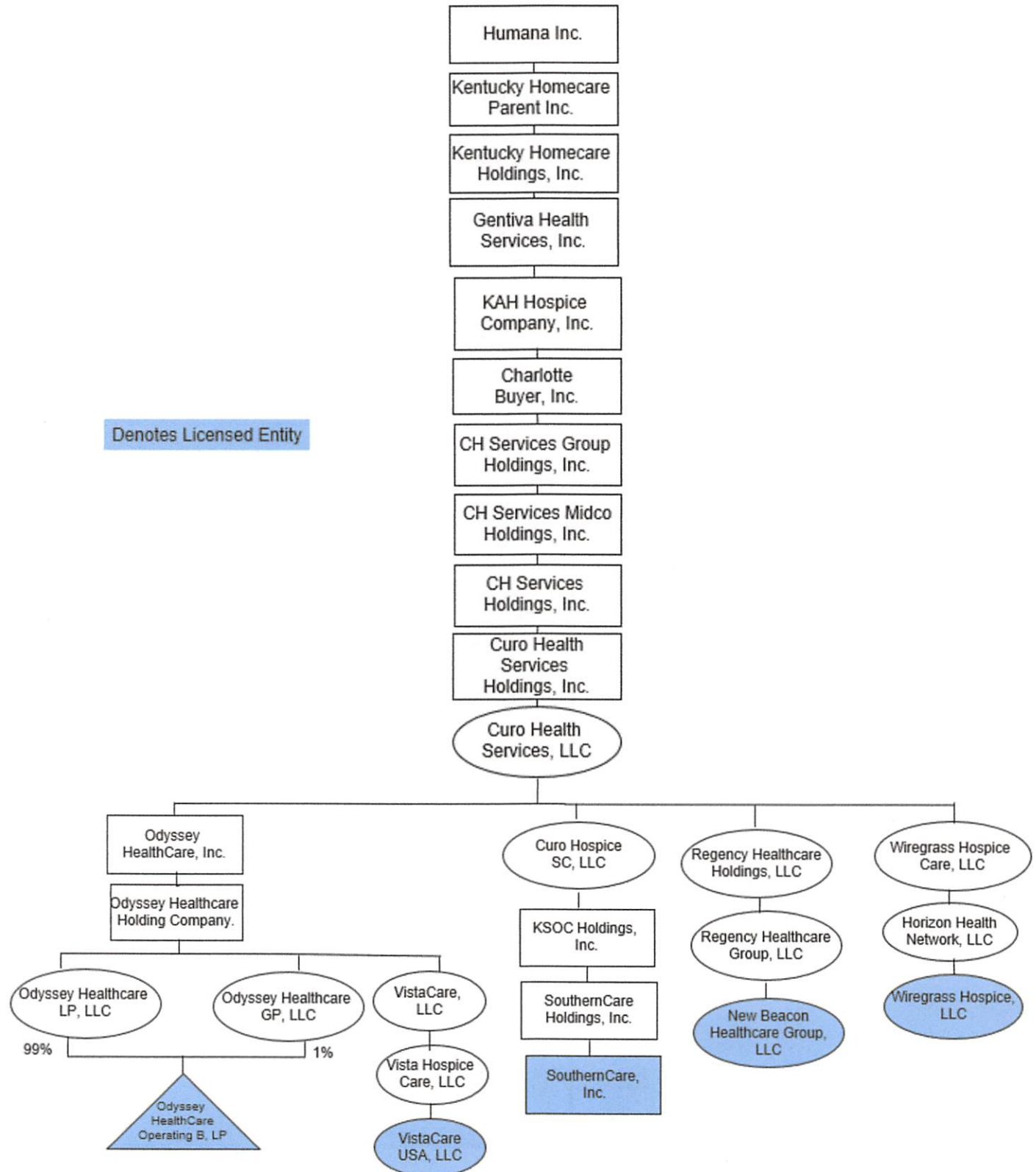
Attachment B: Pre- and Post-Closing Organizational Charts

Attachment A

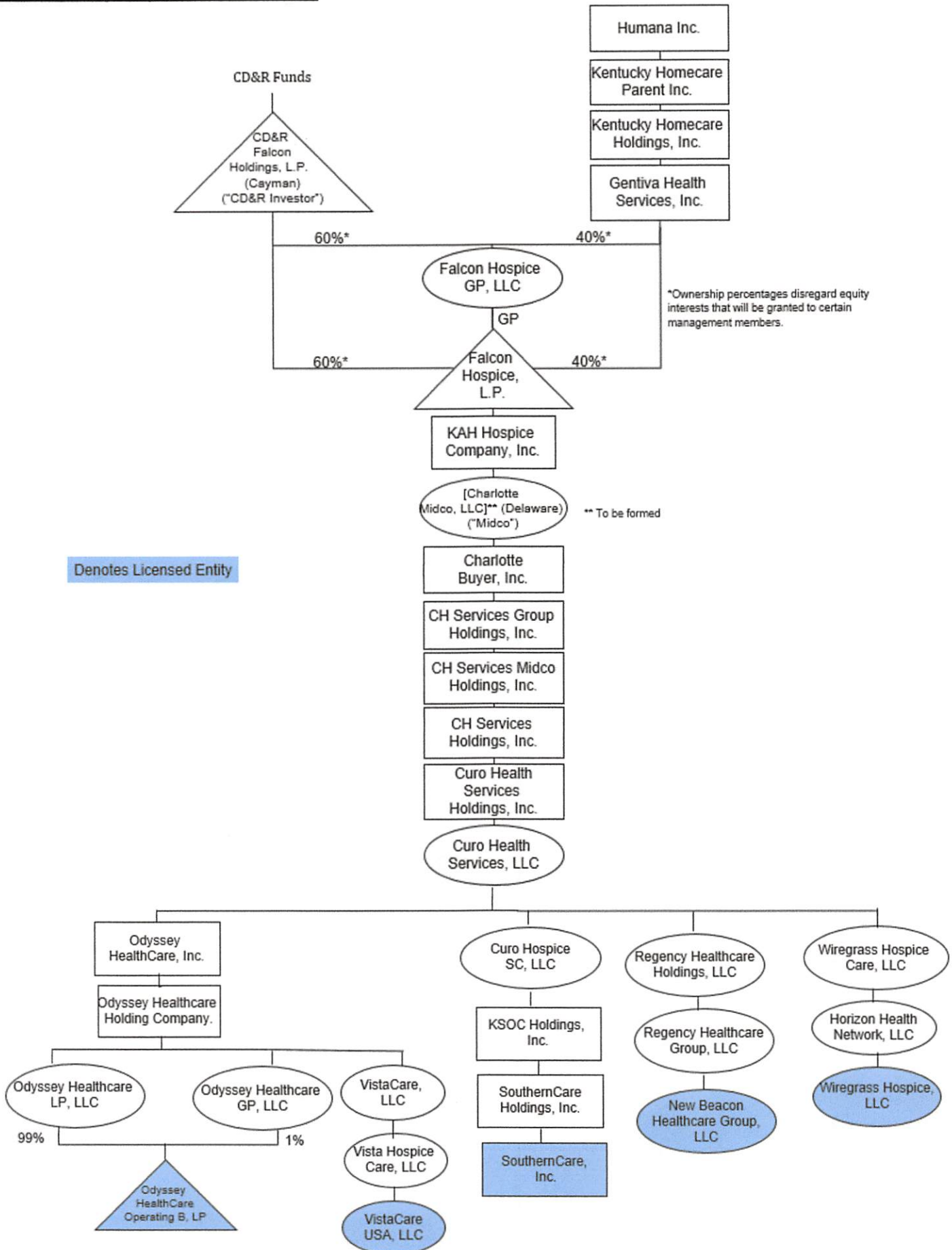
Legal Entity	D/B/A	Address	CON Facility ID
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Anniston (plus 2 branches)	1419 Leighton Avenue Unit A Anniston, AL 36207-3800	015-P2418
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – N. Birmingham (plus 4 branches)	4735 Norrel Drive STE 129 Trussville, AL 35173-3606	073-P2390
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Scottsboro (plus 4 branches)	1602 S. Broad Street Scottsboro, AL 35768-2611	071-P2389
New Beacon Healthcare Group, LLC	SouthernCare New Beacon – Jasper (plus 4 branches)	300 North Airport Road Units 3 & 4 Jasper, AL 35504-2517	127-P2417
SouthernCare, Inc.	SouthernCare Greenville (plus 7 branches)	501 E. Commerce St. Greenville, AL 36037-2313	013-P2403
Odyssey HealthCare Operating B, LP	Kindred Hospice (plus branch)	2800 Dauphin Street STE 103 Mobile, AL 36606-2400	097-P2469
VistaCare USA, LLC	Kindred Hospice	1417 Highway 280 Bypass Phenix City, AL 36867-5452	113-P2485
Wiregrass Hospice, LLC	Kindred Hospice (plus 3 branches)	2550 Acton Road STE 110 Birmingham, AL 35243-4248	073-P2447
Wiregrass Hospice, LLC	Kindred Hospice (plus branch)	2740 Headland Avenue Dothan, AL 36303-1236	069-P2448
Wiregrass Hospice, LLC	Kindred Hospice (plus 3 branches)	5000 Bradford Drive NW STE 3A Huntsville, AL 35805-1937	089-P2345

Attachment B

Pre-Closing Organizational Chart



Post-Closing Organizational Chart



Notice of Change of Ownership/Control (Alabama)

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 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 several levels above the licensed entities and will not result in a change in the direct or immediate parent companies, tax identification numbers or services areas of the provider entities in Alabama.

May 31 2022

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: 071-P2389
 (This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: SouthernCare New Beacon - Scottsboro
 (ADPH Licensure Name)

Physical Address: 1602 S. Broad Street
Scottsboro, AL 35768-2611

County of Location: JACKSON

Number of Beds/ESRD Stations: 0

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. Blount, Colbert, Cullman, DeKalb, Franklin, Jackson, Lauderdale, Lawrence, Limestone, Madison, Marion, Marshall, Morgan, Walker, Winston.

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: New Beacon Healthcare Group, LLC

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

Operator (Entity Name): New Beacon Healthcare Group, LLC

Part III: Acquiring Entity Information

Name of Entity: New Beacon Healthcare Group, LLC

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

Operator (Entity Name): New Beacon Healthcare Group, LLC

Proposed Date of Transaction is on or after: 07/15/2022

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 30,286,280.01

Type of Beds: N/A

Number of Beds/ESRD Stations: 0

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

Projected Equipment Cost: \$ 0.00

Projected Construction Cost: \$ 0.00

Projected Yearly Operating Cost: \$ 0.00

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.

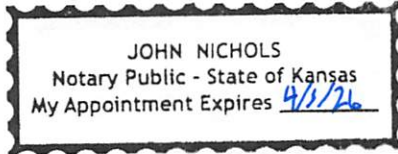
Owner(s): Janet L. Combs Janet L. Combs

Operator(s): _____

Title/Date: VP of Licensure 5/26/22

SWORN to and subscribed before me, this 26th day of May, 2022.

(Seal)



John Nichols
Notary Public

My Commission Expires: 4/5/26

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.

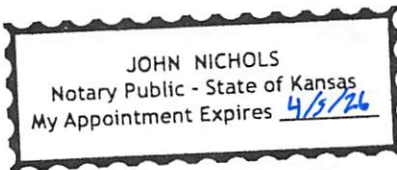
Purchaser(s): Janet L. Combs Janet L. Combs

Operator(s): _____

Title/Date: VP of Licensure 5/26/22

SWORN to and subscribed before me, this 26th day of May, 2022.

(Seal)



John Nichols
Notary Public

My Commission Expires: 4/5/26

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