

Proveer Investments II, LLC
700 Corporate Ridge Road
Birmingham, AL 35242

State Health Planning
& Development Agency
RSA Union Building
100 N. Union Street, Suite 870
Montgomery, AL 36104

RE: Change of Ownership License Application to Operate the 20-bed Specialty Care Assisted Living Facility known as Vitality Living Regency Specialty Care Assisted Living Facility with ADPH Facility ID P4903 and SHPDA ID 097-A4946 (the "Facility").

Dear Ms. Marsal,

On behalf of Regency AL Operating, LLC, a Delaware limited liability company ("Applicant"), I have enclosed the following documents related to the Applicant's Notice of Change of Ownership/Control related to operating of the Facility:

1. Notice of Change of Ownership/Control;
2. Part IV: Terms of Purchase;
3. Pre- and post-transaction organizational structure; and
4. Organizational chart for Heritage Woods Operating, LLC.

The proposed organization structure for the purchase is as follows:

- The real estate and building will be purchased from Regency Owner, LLC, by Proveer Investments II, LLC.
- Proveer Investments II, LLC will (i) assign the real estate to Regency RE, LLC, a Delaware limited liability company, and (ii) assign the operational assets to Applicant.
- Regency RE, LLC will lease the real estate and building to Applicant.
- The operational license will be held by Applicant.
- The management company for the community will be Proveer Senior Living, LLC.

If you have any questions or need any further explanation, please contact Carmin Grandinetti at (502) 587-3528 or carmin.grandinetti@dentons.com.

Sincerely yours,

Matthew W. Thornton
Matthew Thornton., Authorized Representative of Regency AL Operating, LLC

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-A4946
(This can be found at www.shpda.alabama.gov, Health Care Data, ID Codes)

Name of Facility/Provider: Vitality Living Regency Speciality Care
(ADPH Licensure Name)

Physical Address: 4720 Morrison Drive
Mobile, AL 36609

County of Location: MOBILE

Number of Beds/ESRD Stations: 20

CON Authorized Service Area (Home Health and Hospice Providers Only). Attach additional pages if necessary. _____

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: Regency Owner LLC

Mailing Address: c/o Sculptor Real Estate, 9 W 57th St., Flr. 40
New York, NY 10019, Attn. Steven Orbuch

Operator (Entity Name): Vitality Senior Living Management, LLC

Part III: Acquiring Entity Information

Name of Entity: Regency RE, LLC

Mailing Address: 700 Corporate Ridge Road
Birmingham, AL 35242

Operator (Entity Name): Regency AL Operating, LLC

Proposed Date of Transaction is on or after: 03/30/2022

Part IV: Terms of Purchase

Monetary Value of Purchase: \$ 1,009,708.74

Type of Beds: SCALF

Number of Beds/ESRD Stations: 20

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: \$ 67,720.39*

Projected Total Cost: \$ 67,720.39

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

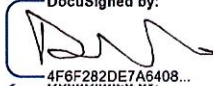
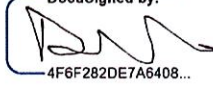
Current Authority Signature(s):

The information contained in this notification is true and correct to the best of my knowledge and belief.

Owner(s): Regency Owner LLC

Operator(s): Regency Owner LLC

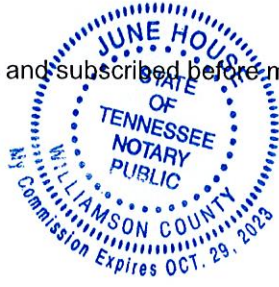
Title/Date: Authorized Signer
1/20/23

DocuSigned by:

 4F6F282DE7A6408...

 4F6F282DE7A6408...

*Operating Expenses based of 2022 Income Statements and prorated for SCALF beds.

SWORN to and subscribed before me, this 20th day of January, 2023.

(Seal)



June House
Notary Public

My Commission Expires: 10/29/23

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): Regency RE, LLC

• *[Signature]*
By: Matthew Thornton, Authorized Representative

Operator(s): Regency AL Operating, LLC

• *[Signature]*
By: Matthew Thornton, Authorized Representative

Title/Date: Authorized Representative

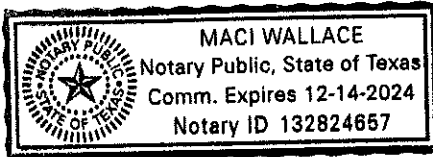
1-24-2023

SWORN to and subscribed before me, this 24 day of January, 2023.

(Seal)

[Signature]
Notary Public

My Commission Expires: 12/14/2024



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

Notice of Change of Ownership/Control

Part IV: Term of Purchase

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).
 - a. There will be no new or additional services as a result of the transaction.

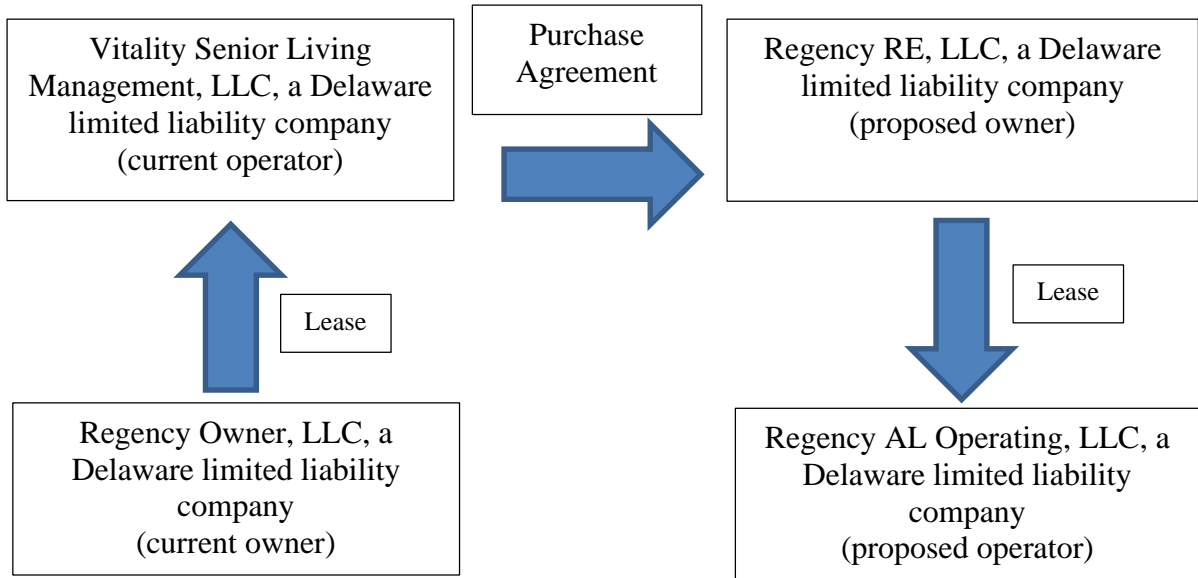
2. Whether the proposal will include the addition of any new beds.
 - a. The proposal will not include the addition of any new beds.

3. Whether the proposal will involve the conversion of beds.
 - a. The proposal will not involve the conversion of any beds.

4. Whether the assets and stock (if any) will be acquired.
 - a. Regency RE, LLC will acquire the assets constituting the facility known as Vitality Living Regency Specialty Care Assisted Living Facility.

Vitality Living Regency

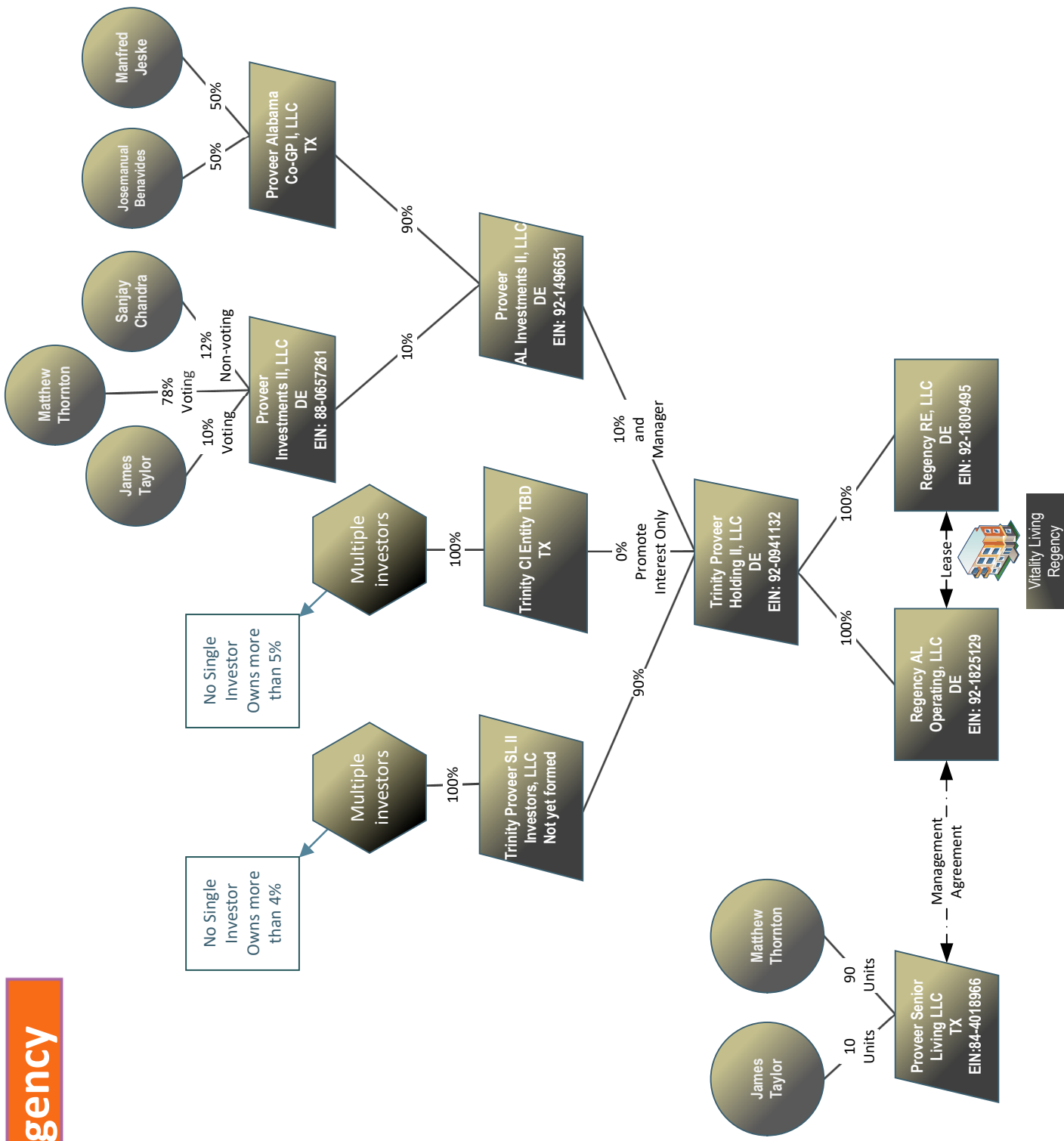
Pre and Post Transaction Organizational Structure



Proveer Investments II, LLC

January 19, 2023

Vitality Living Regency



Legend

- Individual
- LLC/Disregarded LLC/Partnership
- Unknown