

WISE CARTER

WISE CARTER CHILD & CARAWAY, P.A.
ATTORNEYS AT LAW

CRANE D. KIPP
JACKSON MISSISSIPPI

CDD@WISECARTER.COM
DIRECT LINE: (601)968-5508
FACSIMILE: (601)968-5519

September 22, 2015

RECEIVED
SEP 24 2015
ADDITIONAL SERVICE

Via Hand Delivery

Alva M. Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street
Suite 870
Montgomery, AL 36130

Re: Change of Ownership Determination Request

Dear Mr. Lambert:

Pursuant to Section 410-1-7-.04 of the Rules and Regulations of the State Health Planning and Development Agency (the "SHPDA Rules"), I enclose for your consideration a change of ownership determination request pursuant to which one hundred nineteen (119) skilled nursing facility beds would be transferred from Allen Memorial Home ("Allen"), 735 S. Washington Ave., Mobile, to Allen Health & Rehabilitation, LLC ("AHR"). I also enclose a check in the amount of \$2,500 for the filing fee required under the SHPDA Rules. The contemplated transaction will be made in compliance with all applicable requirements.

As specifically required by Section 410-1-7-.04(3), you are hereby notified of the following:

- (1) The Financial Scope of the Project. The transaction will encompass a fair market value exchange of consideration between Allen and AHR;
- (2) Services to be Offered. It is contemplated that no new health services will be offered as a result of the transaction;
- (3) No Addition of New Beds. The contemplated transaction does not include the addition of any new beds;
- (4) No Conversion of Beds. The contemplated transaction does not involve the conversion of any beds; and
- (5) Acquisition of Assets. The contemplated transaction will involve the acquisition by AHR of 119 beds.

Alva M. Lambert
September 22, 2015
Page 2

Should there be any other information necessary to insure a full understanding by your Agency, we would be happy to provide it.

I look forward to hearing from you.

Sincerely,

WISE CARTER CHILD & CARAWAY, P.A.

By: 
Crane D. Kipp

CDK:ao
Enclosure

Cc: Will Schmitt, Esq.
John Lanier, Esq.
Bryan A. Thames, Esq.
Peck Fox, Esq.

CHANGE OF OWNERSHIP RECEIVED

SEP 24 2015

STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY**Part I: Purchasing Organization Information**Name of Organization: **Allen Health & Rehabilitation, LLC**Facility Name:
(ADPH Licensure name) **Allen Memorial Home**SHPDA ID Number: **#097-N0002**Address (PO Box #): **735 S. Washington Ave.**City, State, Zip, County: **Mobile, AL 36603 (Mobile County)**Number/Type Licensed Beds: **119 licensed skilled nursing beds**Owner(s): **Allen Property, LLC**Operator(s): **Allen Health & Rehabilitation, LLC****Part II: Selling Organization Information**Name of Organization: **Allen Memorial Home**Address (PO Box #): **735 S. Washington Ave.**City, State, Zip, County: **Mobile, Alabama 36602 (Mobile County)**Number/Type Licensed Beds: **119 licensed skilled nursing beds**Owner(s): **Allen Memorial Home**Operator(s): **Allen Memorial Home****Part III: Value of Consideration**Monetary Value of Purchase: **Available upon request. No./Type Beds: 119 skilled nursing beds**Terms of Purchase: **Confidential. See attached cover letter.**
(add more pages as necessary to describe the sale)**Part IV: List of Certificate of Need Authority**Number of Beds: **119**Types of Institutional Health Services: **skilled nursing services**

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):

Owner(s):

Thomas J. Roli

Operator(s):

Title/Date:

President 9-18-15

(for Owner and Operator)

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☒ YES

☐ NO

The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature:

Title/Date:

On an Attached Sheet Please Address the Following:

- *1.) The financial scope of the project to include the preliminary estimate of costs broken down by equipment, construction, and yearly operating costs.
- *2.) The services to be offered by the proposal (the applicant will state whether he has previously offered the service and whether the service is an extension of a presently offered service, or whether the service is a new service).
- *3.) Whether the proposal will include the addition of any new beds.
- *4.) Whether the proposal will involve the conversion of beds.
- *5.) Whether the assets and stock (if any) will be acquired.

Part V: Certification of Information

I certify that I agree to provide the information necessary (financial, utilization of services and beds, etc.) so the new owner can have the necessary information to complete reports as necessary for the entire fiscal year. The purchaser has agreed to these terms,

Seller(s) Signature(s):

Owner(s): _____

Operator(s): _____

Title/Date: _____

I certify that I will be responsible for retaining records as necessary to complete reports required for the entire fiscal year, and agree to these terms. I have enclosed a check in the amount of \$2,500 made payable to 'Alabama State Health Planning and Development Agency' to cover the cost of the change of ownership.

☒ YES ☐ NO

The above Purchaser and Seller have agreed to these purchase terms.

Purchaser Signature: _____

Title/Date: _____

Purchaser 9/18/15