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VIA FEDERAL EXPRESS

APR 19 2016

STATE HEALTH PLANNING
AND DEVELOPMENT AGENCY

Mr. Alva M. Lambert
Executive Director
State Health Planning and Development Agency
100 North Union Street
Suite 870
Montgomery, Alabama 36104

**Re: Nursing Home Change of Ownership
Golden Living Center - Trussville**

Dear Mr. Lambert:

We respectfully submit the attached Notice of Change of Ownership pursuant to Chapter 410-1-7-.04, Rules and Regulations of the Alabama Certificate of Need Program (the "Rules") in anticipation of a proposed transaction with respect to a 125-bed skilled nursing facility, Golden Living Center-Trussville, located at 119 Watterson Parkway in Trussville, Alabama (the "Facility"). The proposed Change of Ownership involves a change of the licensed operator and lessee of the Facility. The following is a summary of the proposed transaction:

I. Facts.

1. GPH Trussville LLC ("GPH") owns the real estate and other assets comprising the Facility. GPH leases the Facility to GGNSC Equity Holdings LLC, ("Master Tenant") as a master tenant, and the Master Tenant in turn leases the Facility to GGNSC Trussville LLC ("GGNSC"), which has been the licensed operator of the Facility since 2006. On or about December 7, 2015, GGNSC's provider agreements with Medicare and Medicaid were terminated and all residents of the Facility were transferred to other nursing facilities by January 7, 2016. GGNSC's license for the Facility was terminated on or about April 1, 2016.
2. GPH proposes to terminate its lease with the Master Tenant for the Facility and its operating lease with GGNSC for the Facility, and to enter into a new operating lease for the Facility with ProHealth LTC-Trussville, LLC ("ProHealth"), pursuant to which ProHealth will become the new licensed operator of the Facility.
3. It is contemplated that the new operating lease with ProHealth will take effect on the earlier of July 1, 2016, or upon the receipt of all governmental authorizations and certifications required for ProHealth to operate the Facility.

II. Financial Scope of Project.

For fair market rental, ProHealth will lease the Facility from GPH under an operating lease with customary terms and conditions for this type of transaction. Other than entering into the lease of the Facility, this transaction does not involve the purchase of any new equipment, new operating costs, or other capital expenditures in excess of the spending thresholds set forth in Section 22-21-263(a)(2) of the Code of Alabama.

III. Services to be Offered.

1. No New Services: The transaction does not involve the offering of any new services which were not previously approved to be offered at the Facility.

IV. Beds.

1. New Beds: The proposed change of ownership transaction does not involve any addition or reduction of beds.
2. Conversion of Beds: The proposed transaction does not involve the conversion of beds.

V. Stock and Assets.

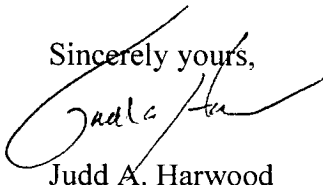
The transaction involves the lease of the Facility by ProHealth from GPH pursuant to an operating lease. Other than the foregoing, the transaction will not involve the acquisition of stocks or assets.

Based on the above showing that there has been no (i) change in health service, (ii) conversion of beds, or (iii) increase in bed capacity, we respectfully ask that you exercise your authority under Chapter 410-1-7-.04(2) of the Rules and determine that a CON is not required for the consummation of the above-described transaction.

In accordance with the Rules, I am enclosing a check in the amount of \$2,500.00 along with an executed change of ownership form.

Should you have any questions or need further information, please contact me at the number listed above.

Sincerely yours,



Judd A. Harwood

Enclosures

APR 19 2016

CHANGE OF OWNERSHIPSTATE HEALTH PLANNING
AND DEVELOPMENT AGENCY**Part I: Purchasing Organization Information**

Name of Organization: ProHealth LTC-Trussville, LLC

Facility Name:
(ADPH Licensure name) Golden LivingCenter-Trussville

SHPDA ID Number: N3733 (license terminated on or about April 1, 2016)

Address (PO Box #): 119 Watterson Parkway

City, State, Zip, County: Trussville, AL, 35173, Jefferson County

Number/Type Licensed Beds: Originally licensed for 125 skilled nursing beds (license terminated on or about April 1, 2016).

Owner(s): ProHealth LTC-Trussville, LLC

Operator(s): ProHealth LTC-Trussville, LLC

Part II: Selling Organization Information

Name of Organization: GGNSC Trussville LLC

Address (PO Box #): 119 Watterson Parkway

City, State, Zip, County: Trussville, AL, 35173, Jefferson County

Number/Type Licensed Beds: 125 skilled nursing beds (license terminated on or about April 1, 2016).

Owner(s): GPH Trussville LLC

Operator(s): GGNSC Trussville LLC

Part III: Value of Consideration

Monetary Value of Purchase: \$ See attached letter No./Type Beds: 125 skilled nursing beds

Terms of Purchase: Lease of facility for fair market value rental
(add more pages as necessary to describe the sale)

Part IV: List of Certificate of Need Authority

Number of Beds: 125

Types of Institutional Health Services: skilled nursing facility

List Service Area by County for Home Health Agencies: N/A

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.


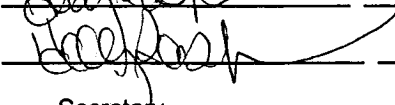
*4.) Whether the proposal will involve the conversion of beds.

*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):		HOLLY RASMUSSEN-JONES
		SECRETARY
Operator(s):		HOLLY RASMUSSEN-JONES
		SECRETARY
Title/Date:	Secretary	04/14/2016

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: _____

Types of Institutional Health Services: skilled nursing facility

List Service Area by County for Home Health Agencies: N/A

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.

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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: [Signature]

Title/Date: Chief Executive Officer April 14, 2016