

SUSAN M. HENDRICKSON

susan.hendrickson@dechert.com
+1 609 955 3206 Direct
+1 609 873 9132 Fax

November 6, 2015

VIA FEDEX

State of Alabama State Health Planning & Development Agency
RSA Union Building
100 N. Union Street - Suite 870
Montgomery, AL 36104
Attn: Alva M. Lambert, Executive Director

Re: Request for Letter of Non-Reviewability for Bradford Health Services - Warrior Facility

Dear Mr. Lambert,

I am writing this letter to request a Letter of Non-Reviewability in connection with a proposed transaction that will result in a change in the indirect owner of a substance abuse facility located in Warrior, Alabama.

Specifically, Addiction & Mental Health Services, Inc. d/b/a Bradford Health Services ("Bradford") currently owns the following facility used to operate the inpatient substance abuse program set forth below (the "Facility"):

Bradford Health Services – Warrior
1189 Allbritton Road
Warrior, AL 35180

As background, the Board of Directors of Bradford has executed a purchase agreement pursuant to which Bradford Health Partners, LLC ("Bradford Health Partners") will acquire ownership interests in Bradford and become the indirect owner of Bradford (the "Proposed Transaction"). As a result of this Proposed Transaction, Bradford will be converted from a corporation to a limited liability company, Addiction & Mental Health Services, LLC. Bradford Health Partners will indirectly own 100% of the interests in Bradford. Bradford Health Partners will be jointly owned by (i) Bradford Health Holdings, LLC, a newly formed Delaware limited liability company, an affiliate of Centre Partners Management, LLC, which will hold approximately 75% of the interests in Bradford Health Partners, and (ii) by two individuals who are currently owners of Bradford and a newly formed entity owned by those individuals, which will own a combined approximately 25% of the interests in Bradford Health Partners. Bradford will remain the direct owner and licensee of the behavioral health facilities, and there will be no change to the licensed

operator or day-to-day operations of the behavioral health facilities where services are provided. Bradford's Chief Operating Officer will become the Chief Executive Officer, and the Chief Financial Officer will remain in his position following the Proposed Transaction.

The Proposed Transaction will not impact the ownership of the Certificates of Need of the Facility. There will be no change to the licensed operators, operations, services or bed capacity or location of the Facility, and no impact on the day-to-day operations of the Facility. The transaction will result solely in a change in the indirect ownership of the Facility. The Proposed Transaction, which is subject to satisfaction of customary closing conditions, is currently anticipated to close in the fourth quarter of 2015.

Pursuant to Alabama Administrative Code 410-1-7-.04, this Proposed Transaction is not a change of control of a health care facility currently in possession of an active Certificate of Need and you are hereby notified of the following:

- (a) The estimated financial scope of the project is \$0 for equipment, \$0 for construction, and \$0 for annual operating costs;
- (b) There will be no change in the services area of the Facility;
- (b) There will be no change in the services offered by the Facility;
- (c) The Proposed Transaction does not include the addition of any new beds at the Facility;
- (d) The Proposed Transaction does not involve the conversion of any beds at the Facility; and
- (e) The Proposed Transaction will involve the acquisition by Bradford Health Holdings, LLC of approximately 75% of the membership interests of Bradford and by two current owners of Bradford and a newly formed entity owned by those individuals, which will own a combined approximately 25% of the membership interests.

Enclosed, please find a check in the amount of \$1,000.00. We have simultaneously notified the State of Alabama Department of Mental Health of the Proposed Transaction. Should you have questions or need clarification, please do not hesitate to contact me by telephone at 215-994-2359

or by email at susan.hendrickson@dechert.com. We will attempt to promptly provide you with any additional information you request. Thank you for your time and attention to this matter.

Sincerely,



Susan M. Hendrickson

SMH/ck
Enclosure