



NC DEPARTMENT OF
**HEALTH AND
HUMAN SERVICES**
Division of Health Service Regulation

ROY COOPER • Governor
MANDY COHEN, MD, MPH • Secretary
MARK PAYNE • Director

June 4, 2018

Alexander B. Foster
171 17th Street NW, Suite 2100
Atlanta, GA 30363-1031

No Review

Record #: 2595
Facility Name: See Attachment A
FID #: See Attachment A
Business Name: CH Services Holdings, Inc.
Business #: 2146
Project Description: Change in indirect ownership of hospice facilities listed in Attachment A
County: See Attachment A

Dear Mr. Foster:

The Healthcare Planning and Certificate of Need Section, Division of Health Service Regulation (Agency) received your letter of May 22, 2018 regarding the above referenced proposal. Based on the CON law **in effect on the date of this response to your request**, the proposal described in your correspondence is not governed by, and therefore, does not currently require a certificate of need. However, please note that if the CON law is subsequently amended such that the above referenced proposal would require a certificate of need, this determination does not authorize you to proceed to develop the above referenced proposal when the new law becomes effective.

However, you need to contact the Agency's Acute and Home Care Licensure and Certification Section to determine if they have any requirements.

It should be noted that this determination is binding only for the facts represented in your correspondence. Consequently, if changes are made in the project or in the facts provided in your correspondence referenced above, a new determination as to whether a certificate of need is required would need to be made by this office. Changes in a project include, but are not limited to: (1) increases in the capital cost; (2) acquisition of medical equipment not included in the original cost estimate; (3) modifications in the design of the project; (4) change in location; and (5) any increase in the number of square feet to be constructed.

NC DEPARTMENT OF HEALTH AND HUMAN SERVICES • DIVISION OF HEALTH SERVICE REGULATION

HEALTHCARE PLANNING AND CERTIFICATE OF NEED SECTION

LOCATION: 809 Ruggles Drive, Edgerton Building, Raleigh, NC 27603
MAILING ADDRESS: 2704 Mail Service Center, Raleigh, NC 27699-2704
www.ncdhhs.gov/dhsr/ • TEL: 919-855-3873

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER

Please contact this office if you have any questions. Also, in all future correspondence please reference the Facility ID # (FID) if the facility is licensed.

Sincerely,



Tanya S. Rupp
Project Analyst



Martha J. Frisone, Chief
Healthcare Planning and Certificate of Need Section

cc: Acute and Home Care Licensure and Certification Section, DHSR
Amy Craddock, Assistant Chief, Healthcare Planning, DHSR

ATTACHMENT A

Legal Entity Name	DBA Name	F/D	County
Carrolton Home Care, LLC	Community Home Care & Hospice (Asheboro)	050625	Randolph
Carrolton Home Care, LLC	Community Home Care & Hospice (Belville)	050350	Brunswick
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Burlington)	50578	Alamance
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Raleigh)	020986	Wake
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Clayton)	020133	Johnston
Carrolton Home Care, LLC	Community Home Care & Hospice (Clinton)	060973	Sampson
Community Hospice , LLC	Community Home Care & Hospice (Elizabeth City)	060033	Pasquotank
Carrolton Home Care, LLC	Community Home Care & Hospice (Fayetteville)	000186	Cumberland
Carrolton Home Care, LLC (note: drop site of Fayetteville, above)	N/A	N/A	N/A
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Goldsboro)	944586	Wayne
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Greenville)	050326	Pitt
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Henderson)	040621	Vance
Carrolton Home Care, LLC	Community Home Care & Hospice (Indian Trail)	050815	Union
Community Hospice , LLC	Community Home Care & Hospice (Kinston)	050273	Lenoir
Carrolton Home Care, LLC	Community Home Care & Hospice (Lillington)	010673	Harnett
Carrolton Home Care, LLC	Community Home Care & Hospice (Lumberton)	010820	Robeson
Community Hospice , LLC	Community Home Care & Hospice (New Bern)	030252	Craven
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Roanoke Rapids)	050349	Halifax
Carrolton Home Care, LLC	Community Home Care & Hospice (Rockingham)	050347	Richmond
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Rocky Mount)	050277	Edgecombe
Carrolton Home Care, LLC	Community Home Care & Hospice (Sanford)	010528	Lee
Carrolton Home Care, LLC	Community Home Care & Hospice (Siler City)	050278	Chatham
Community Home Care of Vance County, LLC	N/A	N/A	N/A
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Statesville)	051478	Iredell
Community Hospice , LLC	Community Home Care & Hospice (Swansboro)	050359	Onslow
Carrolton Home Care, LLC	Community Home Care & Hospice (Troy)	051230	Montgomery
Community Hospice , LLC	Community Home Care & Hospice (Washington)	040255	Beaufort
Carrolton Home Care, LLC	Community Home Care & Hospice (Whiteville)	050351	Columbus
Community Hospice , LLC	Community Home Care & Hospice (Williamston)	050348	Martin
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Wilson)	021189	Wilson

May 22, 2018

VIA FEDERAL EXPRESS

Ms. Martha Frisone
North Carolina Department of Health and Human Services
Chief, Healthcare Planning and Certificate of Need
2704 Mail Service Center
Raleigh, NC 27699-2704



NR id 2595
CuroCH Services Bus id 2146

Re: Request for No Review: North Carolina Hospice Agencies / Changes in Indirect Ownership Interest

Dear Ms. Frisone:

We are writing on behalf of CH Services Group Holdings, Inc. and its subsidiaries ("Curo") to notify you of a proposed transaction (the "Transaction") that will result in a change in indirect ownership interests of the hospice operators listed on Attachment A (the "Operators").

The Transaction will cause a change in indirect ownership interests multiple levels above the Operators. Under the Transaction, a consortium comprised of TPG Capital ("TPG"), Welsh, Carson, Anderson & Stowe ("WCAS"), Humana Inc. ("Humana") and certain other minority investors (collectively the "Shareholder Group") will acquire control of CH Services Group Holdings, Inc. The Transaction is expected to close in July 2018. We will provide you with written notice confirming the date of the closing promptly following the closing of the Transaction. The Transaction is reflected in the diagrams enclosed in Attachments B and C.

These changes are not expected to affect the Certificate of Need held by each of the Operators. In addition, there will be no change to the provision of hospice services by the Operators. As noted above, the proposed Transaction is occurring multiple levels above the Operators in the corporate organization and there will be no change to the Operators as the licensees or Medicare/Medicaid providers. The Operators will continue to exist, their current Medicare/Medicaid provider agreements will remain in place, and their federal tax identification numbers will not change. In addition, other than changes resulting in the ordinary course of business, there is no intention to change the services provided by the

Operators or their services areas, and none of the agencies' day-to-day operations should be impacted.

We are also writing to explain how the Transaction may be impacted by a separate, pending acquisition of Kindred Healthcare Inc. ("Kindred") by the Shareholder Group (the "Kindred Acquisition"), because it may impact the ultimate post-closing organizational structure of the Operators. As you may know, the Shareholder Group announced in December 2017, that it is acquiring all outstanding stock of Kindred through a separate transaction. Once the Kindred Acquisition is complete, the Shareholder Group plans to integrate the organizational structure of Curo with Kindred's existing organizational structure. The integration will in no way change the Shareholder Group's ultimate ownership interest in the Operators as proposed. The only changes will be of certain intermediate entities in the proposed organizational structures, as reflected on Attachment D. In addition, we will provide your office with notice of the final organizational structure with complete and accurate information on all new indirect ownership interests promptly after the closing of the Transaction.

Based on our April 30, 2018, telephone conversation, we understand that, because the Transaction as described above would not constitute a change in any of the Operators, the Transaction does not require Certificate of Need review. We also understand that the proposed Transaction or any other changes in the organizational structure multiple levels above the Operators, and including any integration after to the Kindred Acquisition, would also not require any additional notices or filings prior to the changes taking place. We also understand that the Operators' existing certificates of need will not be impacted by such changes, and that we may proceed as scheduled.

We request that your office provide a letter confirming our understanding as outlined above (i.e., a "No Review" letter). We will notify your office after the Transaction closes.

In a separate communication, change-of-information CMS-855As will be submitted to the assigned Medicare Administrative Contractor and, where required, the applicable state Medicaid agency to report this change.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

ARNALL GOLDEN GREGORY LLP



Alexander B. Foster

cc: Douglas Abell, Esq. (*Curo Health Services*)
Carol Saul, Esq.
Susan W. Berson, Esq. (*Counsel to TPG and WCAS*)
Robert Belfort, Esq. (*Counsel to Humana*)

ATTACHMENT A

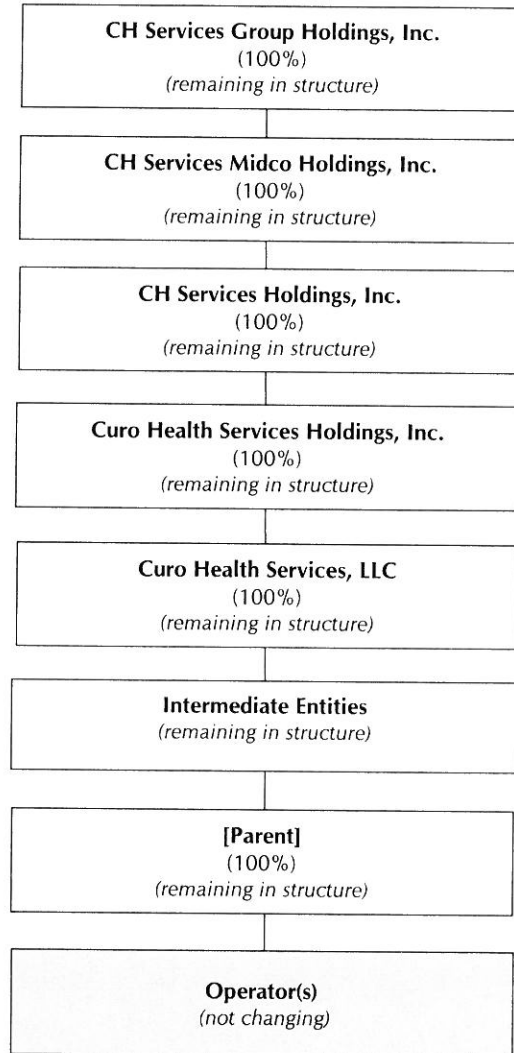
Legal Entity Name	DBA Name	Address 1	Address 2	City	State	Zip
Carrollton Home Care, LLC	Community Home Care & Hospice (Asheboro)	533 S. Fayetteville Street		Asheboro	NC	27203-5701
Carrollton Home Care, LLC	Community Home Care & Hospice (Belville)	497 Olde Waterford Way	Suite 208	Belville	NC	28451-4183
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Burlington)	2730 Tucker Street	Suite 600	Burlington	NC	27215-8860
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Raleigh)	7714 Chapel Hill Road		Raleigh	NC	27607-4956
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Clayton)	208 Butternut Lane		Clayton	NC	27520-5857
Carrollton Home Care, LLC	Community Home Care & Hospice (Clinton)	109 West Main Street	Suite A	Clinton	NC	28328-4046
Community Hospice, LLC	Community Home Care & Hospice (Elizabeth City)	1601 N. Road Street	Suite B	Elizabeth City	NC	27909-3417
Carrollton Home Care, LLC	Community Home Care & Hospice (Fayetteville)	2800 Breezewood Avenue	Suite 100	Fayetteville	NC	28303-5282
Carrollton Home Care, LLC (note: drop site of Fayetteville, above)	N/A	1846 E. Franklin Blvd.	Suite B	Gastonia	NC	28054-4700
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Goldsboro)	2309 Wayne Memorial Drive		Goldsboro	NC	27534-1725
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Greenville)	150 E. Arlington Blvd.	Suite F	Greenville	NC	27858-5019
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Henderson)	152 Zeb Robinson Road		Henderson	NC	27536-3577
Carrollton Home Care, LLC	Community Home Care & Hospice (Indian Trail)	156 Corporate Blvd.		Indian Trail	NC	28079-9433
Community Hospice, LLC	Community Home Care & Hospice (Kinston)	115 Airport Road		Kinston	NC	28501-1603
Carrollton Home Care, LLC	Community Home Care & Hospice (Lillington)	1231 North Main Street		Lillington	NC	27546-8286
Carrollton Home Care, LLC	Community Home Care & Hospice (Lumberton)	2402 N. Roberts Avenue		Lumberton	NC	28358-2845

**Arnall
Golden
Gregory LLP**

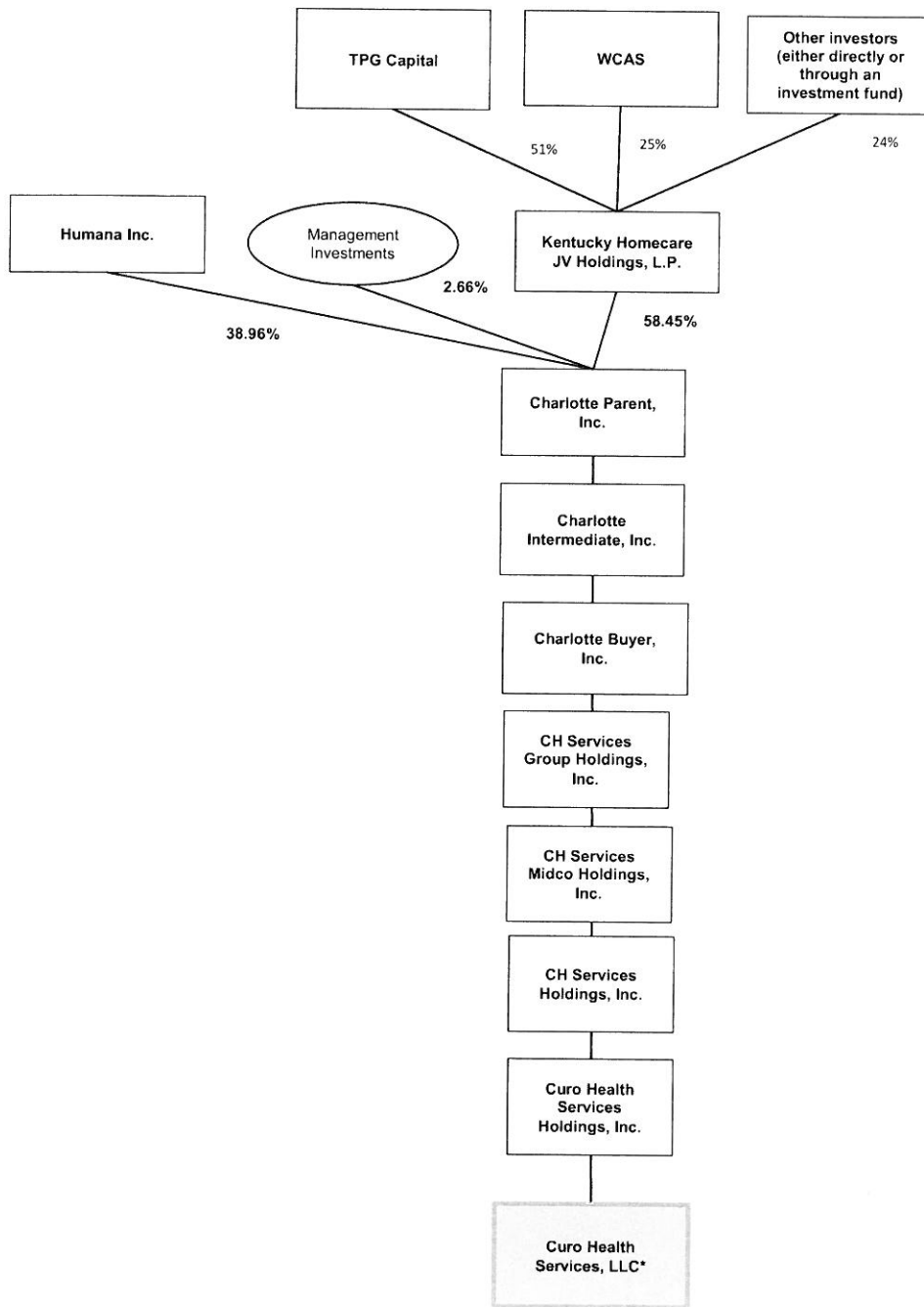
Community Hospice , LLC	Community Home Care & Hospice (New Bern)	1423 South Glenburnie Road	Suite A	New Bern	NC	28562-2603
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Roanoke Rapids)	525 Becker Drive	Side A	Roanoke Rapids	NC	27870-3303
Carrollton Home Care, LLC	Community Home Care & Hospice (Rockingham)	1791 E. Broad Avenue		Rockingham	NC	28379-4972
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Rocymount)	2479 Hurt Drive		Rocky Mount	NC	27804-7976
Carrollton Home Care, LLC	Community Home Care & Hospice (Sanford)	1836 Doctors Drive		Sanford	NC	27330-5057
Carrollton Home Care, LLC	Community Home Care & Hospice (Siler City)	108 Village Lake Rd	Bldg #1	Siler City	NC	27344-1821
Community Home Care of Vance County, LLC	N/A	802 Birch Lane	Suite G	Kernersville	NC	27284-3229
Community Home Care of Vance County, LLC	Community Home Care & Hospice (Statesville)	1308 Davie Avenue		Statesville	NC	28677-3514
Community Hospice , LLC	Community Home Care & Hospice (Swansboro)	662 West Corbett Avenue		Swansboro	NC	28584-8450
Carrollton Home Care, LLC	Community Home Care & Hospice (Troy)	1024 Albemarle Road	Suite 904	Troy	NC	27371-8684
Community Hospice , LLC	Community Home Care & Hospice (Washington)	222 W. Stewart Parkway	Suite 100	Washington	NC	27889-4994
Carrollton Home Care, LLC	Community Home Care & Hospice (Whiteville)	333 Jefferson Street		Whiteville	NC	28472-3601
Community Hospice , LLC	Community Home Care & Hospice (Williamston)	200 Green Street	Suite 203	Williamston	NC	27892-2066
Community Home Care & Hospice, LLC	Community Home Care & Hospice (Wilson)	2841 Daisy Lane	Suite E	Wilson	NC	27896-6948

ATTACHMENT B

Curo – Current Ownership Structure

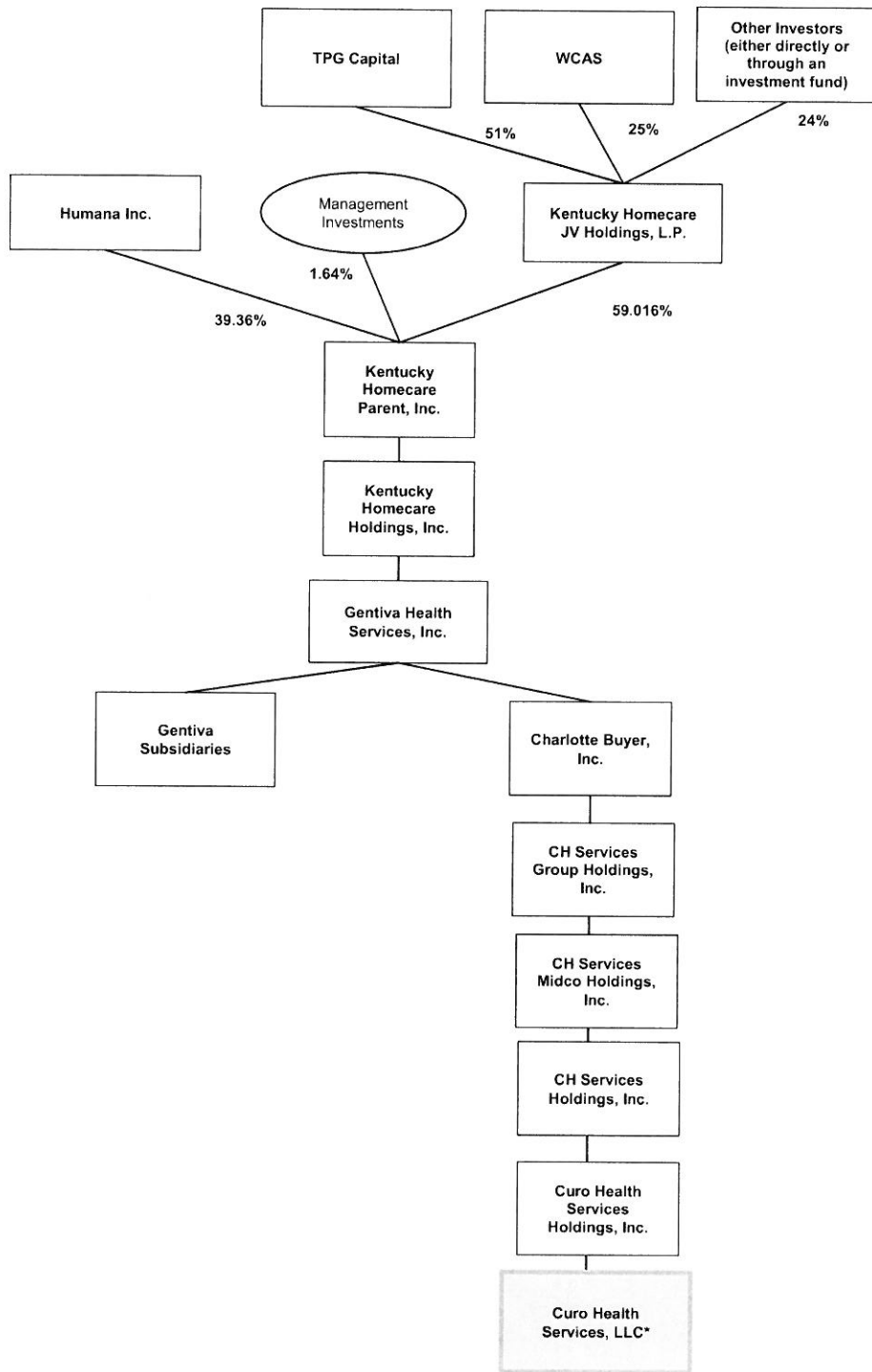


ATTACHMENT C



*See Attachment B for the entities below Curo Health Services, LLC.

ATTACHMENT D



*See Attachment B for the entities below Curo Health Services, LLC.