



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 17<sup>th</sup> 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/](http://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**

| <b>Legal Entity Name</b>  | <b>DBA Name</b>                                | <b>F/D</b> | <b>County</b> |
|---|--|------------|---------------|
| 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  
Curo/CH 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<br>(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 |

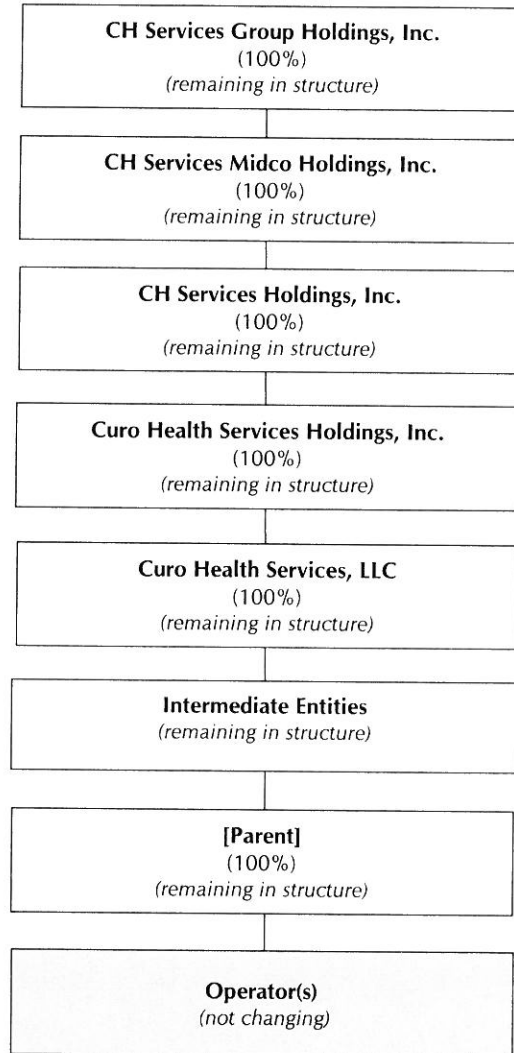
**Arnall  
Golden  
Gregory LLP**

|  |  |                            |           |                |    |            |
|--|--|----------------------------|-----------|----------------|----|------------|
| 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 |

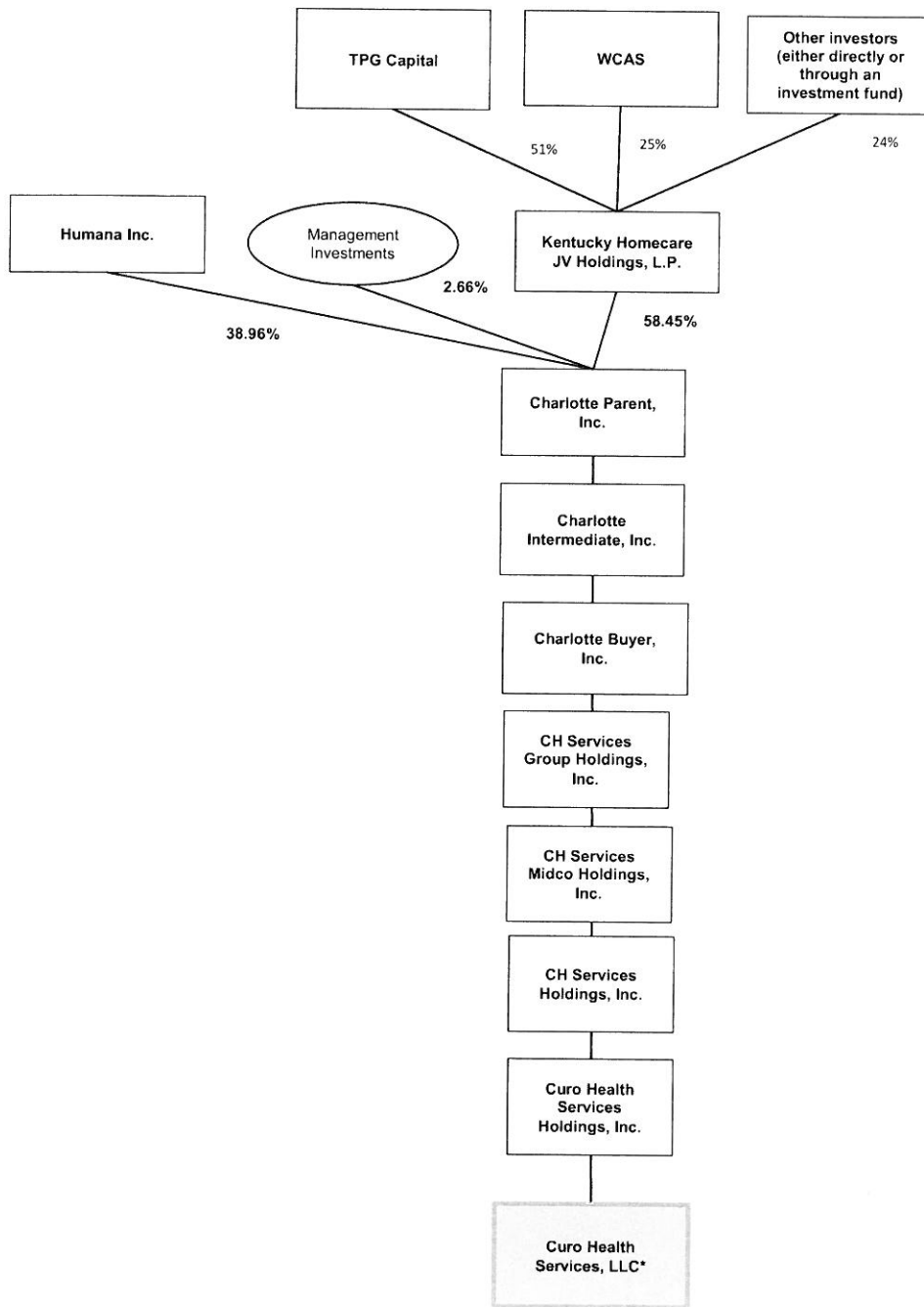


## ATTACHMENT B

## Curo – Current Ownership Structure

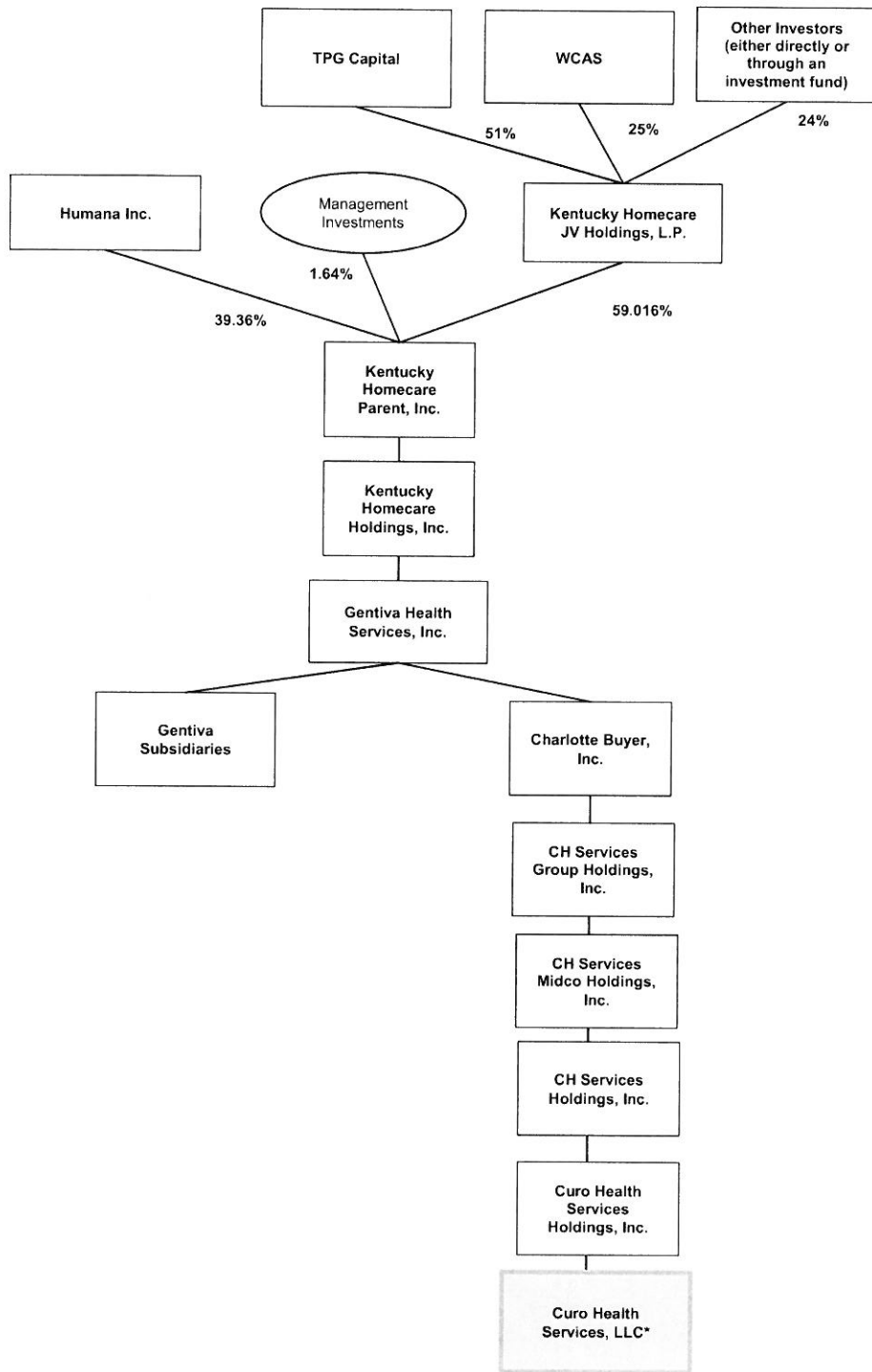


## ATTACHMENT C



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

## ATTACHMENT D



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