HFC

ETRO
ITSD
Plans Review

Loc #163
App/# 23020

Rec'd 7/6/26

NURSING HOME
APPLICATION FOR CHANGE OF OWNERSHIP

All applicable law, rules, policies, and guidelines affecting your practice are available for viewing at https://www.tn.gov/hfc/division-of-licensure-and-regulation/hfc-licensure/licensure-applications.html. Please check this website periodically for updates.

Name of the Facility/Agency Etowah Health and Rehabilitation

Location of the Facility:

Street 409 Grady Rd City Etowah

County McMinn State TN Zip 37331-1903

Phone Number (423) 263-1138 Fax Number (423) 263-8876

Twenty-four (24) Hour Emergency Phone Number (423) 263-1138

E-Mail Address joshsturm1@gmail.com

Total Bed Capacity 120

Does the facility have a Secure Unit? Yes_____ No X Number of Secured Beds N/A

Does the facility have an Alzheimer's Unit? Yes_____ No X Number of Alzheimer's Beds N/A

Does the facility have a Ventilator Unit? Yes_____ No X Number of Ventilators Beds N/A

Does this facility offer dialysis services? Yes_____ No X

If yes, is it bedside dialysis? Yes_____ No X Number of Beds N/A

Administrator Information

Administrator Richard D. Lawrence Nursing Home Administrator License Number #3065

Have you (administrator) ever been convicted of a crime involving injury or harm to person(s), financial or business management (e.g. assault, battery, robbery, embezzlement, or fraud)? Yes_____ No X

If yes, what charge(s)? N/A

Location of Conviction N/A
(City) (County) (State) (Zip

Mailing Address if different from the Facility location address:

Name Same as facility

Street_____

City_____ State_____ Zip_____

Ownership of Building:

Name Etowah Propco LLC Phone Number (646) 934-3697

Street Address 10155 Collins Ave, Apt 704

City Bal Harbour State FL Zip 33154

FEE SCHEDULE: (FEES ARE NON-REFUNDABLE)

Bed Capacity	Fee	Bed Capacity	Fee
Less than 25	$1,040	100 thru 124	$2,080
25 thru 49	$1,300	125 thru 149	$2,340
50 thru 74	$1,560	150 thru 174	$2,600
75 thru 99	$1,820	175 thru 199	$2,860

Facilities with 200 beds or more shall pay a flat rate of $2,860 + $200 for each additional 25 beds or fraction thereof (i.e., 200-224 pays $3,060; 225-249 pays $3,260)

OWNERSHIP OF BUSINESS:

1. a. Check the type of Legal Entity:

   Individual _____ Partnership _____ Corporation _____ Limited Liability Company X

   Church Related _____ Government/County _____ Other _____

   b. Check one: For Profit X Non-profit _____

   c. Legal Entity checked in 1.a:

   Name Etowah Opco LLC Phone Number (423) 263-1138

   Address 409 Grady Rd, Etowah, TN 37331-1903

   d. List name(s) and address(es) of individual owners, partners, directors of the corporation, or head of the governmental entity:

   See Attachment A

   Name Street City, State, Zip

   Name Street City, State, Zip

   Name Street City, State, Zip

   (If additional space is needed, please use a separate sheet)

   e. If a government/county owned facility, does the administrator have authority to act on behalf of the government/county as it relates to the operation of this facility? Yes _____ No _____ N/A

   f. If no to e., who has said authority? N/A

2. a. In accordance with Rule 0720-14-.02, is this CHOW a lease of operations? Yes _____ No X

   b. If yes, please provide the lessor's information below:

   Name N/A Phone Number ( ) N/A

Address N/A

3. a. Is your facility/organization accredited by a **federally approved** accrediting body including but not limited to JCAHO, CARF, etc? **Provide proof of accreditation.**

Yes _____ No X Expiration Date N/A

4. Is this facility chain affiliated? Yes _____ No X

5. If you have a parent company, please provide the following information:

Name N/A Phone Number ( ) N/A

Address N/A

6. a. If a corporation is there a holding company? Yes X No _____

b. If yes, list the name, address, and phone number of the holding company:

Name Etowah Opco Holdco LLC Phone Number (646) 934-3697

Street 10155 Collins Ave, Apt 704

City Bal Harbour State FL Zip 33154

7. a. Are any owners of the disclosing entity or also owners of other health care facilities in Tennessee and/or other states? Yes X No _____

b. If yes, list names and addresses of all such facilities. (*If additional space is needed, please use a separate sheet)*

See Attachment B

8. a. Do you have a contract with a management firm to operate this facility? Yes _____ No X
If yes, specify dates: From _____ To _____

b. If yes, specify name of firm: N/A

Phone number ( ) N/A

Address N/A

9. For any item in (9) a-h below, please identify, explain and provide documentation of the item(s) noted if response is "Yes". Have either the licensed entity for any of the other health care facilities in Tennessee and/or other states on the list in question (7.b.), above, OR the management firm listed in question (8.) above; been subjected to any of the following within the last (5) years:

a. <u>Licensure</u>

i) denied a license? Yes _____ No X

ii) had a license suspended or revoked by any state licensure agency? Yes _____ No X

iii) been subject to a final order or judgment in a state licensure action? Yes _____ No X

b. Convictions

i) convicted of a criminal offense related to that person's involvement in any program under any state or Federal health care program (including Medicare, Medicaid, and Tricare)?

Yes_____No_X_

c. Exclusion

i) excluded from participation in Federal health care programs (Medicare, Medicaid, CHIP, or Tricare) in the past? Yes_____No_X_

(Note: ¡Excluded" is defined as a provider or entity has been told by the Department of Health and Human Services, Office Of the Inspector General (HHS-OIG) that they may no longer be a provider for any federally funded healthcare program).

d. Termination/Suspension

i) suspended or terminated from participation in Medicare or Medicaid/TennCare programs?

Yes_____No_X_

(Note: This would include involuntary termination of a nursing facility or skilled nursing facility by the Centers for Medicare and Medicaid Services (CMS) or state Medicaid agency).

e. Fraud and Abuse

i) paid through settlement, or civil or criminal fines, any monies to the federal government or any state as a result of any administrative or judicial proceeding based on allegations of fraud or abuse involving claims related to the provision of health care items and services? Yes_____No_X_

f. Corporate Integrity Agreement

i) Is presently an entity covered by and subject the terms of a corporate integrity agreement?

(Note: If yes, provide a copy of CIA) Yes_____No_X_

g. Bankruptcy

i) filed bankruptcy under any provision of the United States Bankruptcy Code? Yes_____No_X_

h. Civil Monetary Penalty (CMP)

i) paid to the Centers for Medicare and Medicaid Services or any state Medicaid agency a civil money penalty equal to or greater than $250,000.00 as a result of an enforcement action during a survey?

Yes_____No_X_

Failure to provide true and correct copies of any documents related to the items list in 9(a – h) listed above may be grounds for referral of the application for special consideration, and/or may be grounds for disciplines.

If the applicant answered ¡Yes" to any of the questions (a) – (h) above, please provide copies of any documentation associated with the event and/or sanction. The documentation should provide the Health Facilities Commission with sufficient information regarding the nature of the event and/or sanction, the current status of the issue, as well as details regarding what corrective actions have been implemented (as applicable).

VERIFICATION BY NOTARY PUBLIC:

Signee for application certifies that he or she is of responsible character and able to comply with the minimum standards and regulations established by Tennessee pertaining to the type of facility or agency for which application for licensure is made and with the rules promulgated under Tennessee Code Annotated (TCA) § 68-11-201.

Signee also certifies that a policy has been implemented to inform all employees of their obligation under T.C.A. §71-6-103 to report incidents of abuse or neglect.

Signee acknowledges that the State of Tennessee may share information regarding the activities and compliance of the licensee, if the submitted CHOW application is a lessor and/or lessee transaction a described in the above Ownership of Business section of this application.

Applicant Signature	Authorized Signatory Title or Position	6/2/2026 Date

STATE OF TENNESSEE

County of Miami Dade

The above-named applicant (print name) Josh Sturm, being by me duly sworn on his/her oath, deposes and says that he/she has read the forgoing application and knows the contents thereof that the statements concerning the above named facility or agency, therein contained, are correct and true to his/her own knowledge.

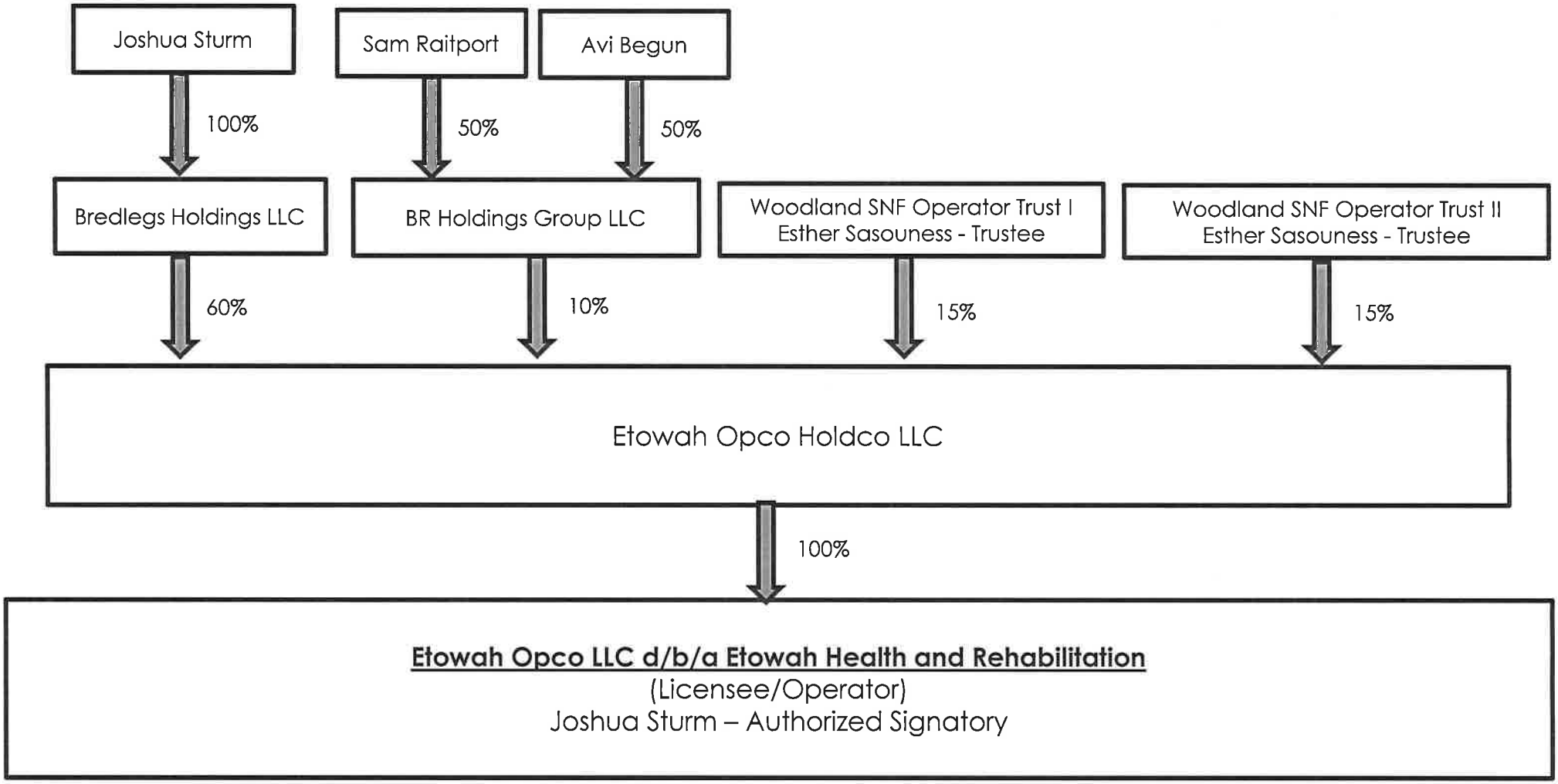
Subscribed to and sworn to on this 2nd day of June (Month) 2026 (Year)

Notary Public:

Yana Lipis
Comm.: HH 370635
Expires: March 7, 2027
Notary Public - State of Florida

My commission expires: 3-7-2027

Etowah Opco LLC d/b/a Etowah Health and Rehabilitation
Organizational Chart
Attachment A



Ownership of Business
Question 1.d: Names and Address of indidivual owners, partners, directors, of the corporation, or head of the governmental facility:

Attachment A

Name & Address	Relationship
Etowah Opco LLC 409 Grady Rd Etowah, TN 37331	Licensee/Operator
Etowah Opco Holdco LLC 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	100% member of Etowah Opco LLC
Bredlegs Holdings LLC 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	50.50% member of Etowah Opco Holdco LLC
BR Holdings Group LLC 1010 Broadway, Ste. 101 Woodmere, NY 11598	45% member of Etowah Opco Holdco LLC
Bester Healthcare Opco LLC 10205 Collins Ave, Apt. 1209 Bal Harbour, FL 33154	4.5% member of Etowah Opco Holdco LLC
RIVAGE IRREVOCABLE TRUST 10205 Collins Ave, Apt. 1209 Bal Harbour, FL 33154	50% member of Bester Healthcare Opco LLC
ZEV LINEAGE IRREVOCABLE TRUST 10205 Collins Ave, Apt. 1209 Bal Harbour, FL 33154	50% member of Bester Healthcare Opco LLC
Joshua Sturm 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	Authorized Signatory for Etowah Opco LLC 100% member of Bredlegs Holdings LLC
Sam Raitport 1635 President St Brooklyn, NY 11213	50% member of BR Holdings Group LLC
Avi Begun 1010 Broadway, Ste. 101 Woodmere, NY 11598	50% member of BR Holdings Group LLC
Mordechai Fried 10205 Collins Ave, Apt. 1209 Bal Harbour, FL 33154	Trustee for RIVAGE IRREVOCABLE TRUST
Adam Sasouness 10205 Collins Ave, Apt. 1209 Bal Harbour, FL 33154	Trustee for ZEV LINEAGE IRREVOCABLE TRUST

Ownership of Business
Question 1.d: Names and Address of indidivual owners, partners, directors, of the corporation, or head of the governmental facility:

Attachment A

Name & Address	Relationship
Etowah Opco LLC 409 Grady Rd Etowah, TN 37331	Licensee/Operator
Etowah Opco Holdco LLC 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	100% member of Etowah Opco LLC
Bredlegs Holdings LLC 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	60% member of Etowah Opco Holdco LLC
BR Holdings Group LLC 1010 Broadway, Ste. 101 Woodmere, NY 11598	10% member of Etowah Opco Holdco LLC
Woodland SNF Operator Trust I 16690 Collins Ave, Ste. 804 Sunny Isles Beach, FL 33160	15% member of Etowah Opco Holdco LLC
Woodland SNF Operator Trust II 16690 Collins Ave, Ste. 804 Sunny Isles Beach, FL 33160	15% member of Etowah Opco Holdco LLC
Joshua Sturm 10155 Collins Ave, Apt. 704 Bal Harbour, FL 33154	Authorized Signatory for Etowah Opco LLC 100% member of Bredlegs Holdings LLC
Sam Raitport 1635 President St Brooklyn, NY 11213	50% member of BR Holdings Group LLC
Avi Begun 1010 Broadway, Ste. 101 Woodmere, NY 11598	50% member of BR Holdings Group LLC
Esther Sasouness 16690 Collins Ave, Ste. 804 Sunny Isles Beach, FL 33160	Trustee for Woodland SNF Operator Trust I Trustee for Woodland SNF Operator Trust II

Ownership of Business
Question 7. b: Names and Addresses of other health care facilities
Attachment B

INTERNAL DEAL NAME	Company	Address	% Ownership in OpCos	Purchase Date	Bredlegs Holdings LLC	Joshua Sturm
AR/MS-11	**WH SNF Investment Holdco LLC**		25.530%	06/01/2022		
	Camden WV LLC					
	Healthcare Investment Holdings LLC		25.530%			
	Oakdale Nursing Opco LLC	101 Cynthia Street, Judsonia, AR 72081	OpCo		24.65%	24.65%
	Gardener Nursing Opco LLC	702 N. Drew St, Star City, AR 71667	OpCo		24.65%	24.65%
	East Point Health Opco LLC	505 E Victory St, Star City, AR 71667	OpCo		24.65%	24.65%
	Southern Pines Health Opco LLC	700 Manor Road, Prescott, Arkansas 71857	OpCo		24.65%	24.65%
	Cottage Lane Health Opco LLC	800 Brookside Dr, Little Rock, AR 72205	OpCo		24.65%	24.65%
	Waldron Nursing Opco LLC	1369 W 6th St, Waldron, AR 72958	OpCo		24.65%	24.65%
	Dierks Health Opco LLC	402 S Arkansas Ave, Dierks, AR 71833	OpCo		24.65%	24.65%
	Nashville Nursing Opco LLC	810 N 8th St, Nashville, AR 71852	OpCo		24.65%	24.65%
	Village Springs Health Opco LLC	1208 N Hwy 7, Hot Springs Village, AR 71909	OpCo		24.65%	24.65%
	Oak Grove Retirement Opco LLC	209 Oak Circle, Duncan, MS 38740	OpCo		24.65%	24.65%
	Lakewood Therapy and Living Center Opco LLC	260 Lakepark Drive, Hot Springs, AR 71901	OpCo		24.65%	24.65%
Deland & Daytona	**Camden WV LLC**		50.0%	06/09/2023		
	Healthcare Investment Holdings LLC		50.0%			
	Deland FL Opco, LLC	450 North McDonald Avenue, Deland, Florida 32724	OpCo		15.00%	15.00%
	Deland FL ALF OpCo, LLC	450 North McDonald Avenue, Deland, Florida 32724	OpCo		15.00%	15.00%
	Deland FL IL Opco, LLC	450 North McDonald Avenue, Deland, Florida 32724	OpCo		15.00%	15.00%
	Daytona FL Operating Company LLC	325 S Seagrave Street, Daytona Beach, Florida 32114	OpCo		15.00%	15.00%
Hialeah (aka Epworth)	**Camden WV LLC**		50.0%	03/15/2023		
	Healthcare Investment Holdings LLC		50.0%			
	Allarian Rehabilitation & Senior Living LLC	5345 W. 18th Avenue, Hialeah, FL 33012	OpCo			
	Las Palmas Senior Living LLC	5300 W. 16th Avenue, Hialeah, FL 33012	OpCo			
St. James	**Camden WV LLC**		50.0%	03/15/2023		
	Healthcare Investment Holdings LLC		50.0%			
	Arabella of Carrabelle OpCO LLC	239 Crooked River Road, Carrabelle, Florida 32322	OpCo		22.95%	22.95%
Concordia	**Woodland Holdings V LLC**		28.52%	08/08/2025		
	FLETCHER FL OPCO, LLC	4100 E Fletcher Ave, Tampa, FL 33613	OpCo		16.66%	16.66%

Ownership of Business
Question 7. b: Names and Addresses of other health care facilities
Attachment B

INTERNAL DEAL NAME	Company	Address	% Ownership in PropCos	% Ownership in OpCos	Purchase Date	Sale Date	Notes	Bredlegs Holdings LLC	Joshua Sturm
Buck Creek	850 9th Street Propco LLC	850 9th St N, Alabaster, AL 35007	25%	25%	6/30/2021	8/2/2023	Facility was sold	25%	25%
	Alabaster OPCO LLC				6/30/2021	8/2/2023		25%	25%
Winterhaven	**Woodland Holdings LLC**	2701 Lake Alfred Rd, Winter Haven, FL 33881	49.030%				Facility was sold		
	WDLND WINTERHAVEN, LLC		PropCo		1/31/2022	5/1/2025		37.97%	37.97%
Wisconsin SNF	**Woodland WI SNF LLC**	470 Garfield Avenue, Evansville, WI 265 S National Avenue, Fond Du Lac, WI	31.000%		10/18/2021		Facility was sold		
	Evansville Propco LLC		PropCo					19.00%	19.00%
	FDL PropCo LLC		PropCo					19.00%	19.00%
CT-6	**WH SNF Investment HoldCo LLC**	710 Long Ridge Rd Stamford, CT 06902 107 Osborne St Danbury, CT 06810 745 Highland Ave Cheshire, CT 06410 2028 Bridgeport Ave Milford, CT 06460 240 Church St Newington, CT 06111 245 Orange Ave Milford, CT 06460	34.919%						
	Healthcare Investment Holdings LLC		34.919%						
	Stamford Huskies SNF Propco LLC		PropCo		7/1/2022	6/21/2024			
	Danbury Huskies SNF Propco LLC		PropCo				Facility was sold		
	Cheshire Huskies SNF Propco LLC		PropCo						
	Golden Milford Huskies SNF Propco LLC		PropCo						
	Newington Huskies SNF Propco LLC		PropCo						
	West Milford Huskies SNF Propco LLC		PropCo						
AR/MS-11	**WH SNF Investment HoldCo LLC**	101 Cynthia St, Judsonia, Arkansas 72081 702 N Drew St, Star City, Arkansas 71667 505 E Victory St, Star City, Arkansas 71667 700 Manor Rd, Prescott, Arkansas 71857 800 Brookside Dr, Little Rock, Arkansas 72205 1369 W 6th St, Waldron, Arkansas 72958 402 S Arkansas Ave, Dierks, Arkansas 71833 810 N 8th St, Nashville, Arkansas 71852 1208 N State Hwy 7, Hot Springs Village, Arkansas 71909 209 Oak Cir, Duncan, Mississippi 38740 260 Lakepark Dr, Hot Springs, Arkansas 71901	12.575%	25.530%			Facility was sold		
	Camden WV LLC		7.515%		6/1/2022	1/30/2025			
	Healthcare Investment Holdings LLC		20.090%	25.530%		1/30/2025			
	Oakdale Nursing Facility LLC		PropCo			1/30/2025		15.40%	15.40%
	Gardener Nursing and Rehab LLC		PropCo			1/30/2025		15.40%	15.40%
	East Point Health and Rehab LLC		PropCo			6/30/2025		15.40%	15.40%
	Southern Pines Health and Rehab LLC		PropCo			6/30/2025		15.40%	15.40%
	Cottage Lane Health and Rehab LLC		PropCo			9/27/2024		15.40%	15.40%
	Waldron Nursing and Rehab LLC		PropCo			6/30/2025		15.40%	15.40%
	Dierks Health and Rehab LLC		PropCo			6/30/2025		15.40%	15.40%
	Nashville Nursing and Rehab LLC		PropCo			1/30/2025		15.40%	15.40%
	Village Springs Health and Rehab LLC		PropCo			1/22/2024		15.40%	15.40%
	Oak Grove Retirement Home LLC		PropCo					15.40%	15.40%
	Lakewood Therapy and Living Center Propco LLC		PropCo					15.40%	15.40%
	Oakdale Nursing Opco LLC			OpCo				24.65%	24.65%
	Gardener Nursing Opco LLC			OpCo				24.65%	24.65%
	East Point Health Opco LLC			OpCo				24.65%	24.65%
	Southern Pines Health Opco LLC			OpCo				24.65%	24.65%
	Cottage Lane Health Opco LLC			OpCo				24.65%	24.65%
	Waldron Nursing Opco LLC			OpCo				24.65%	24.65%
	Dierks Health Opco LLC			OpCo				24.65%	24.65%
	Nashville Nursing Opco LLC			OpCo				24.65%	24.65%
	Village Springs Health Opco LLC			OpCo				24.65%	24.65%
	Oak Grove Retirement Opco LLC			OpCo				24.65%	24.65%
	Lakewood Therapy and Living Center Opco LLC			OpCo				24.65%	24.65%
Deland & Daytona	**Camden WV LLC**	327 Orange Avenue, Daytona Beach, Florida 32114 325 S Seagrave Street, Daytona Beach, Florida 32114 338 S Ridgewood Avenue, Daytona Beach, Florida 32114 450 North McDonald Avenue, Deland, Florida 32724 436 North McDonald Avenue, Deland, Florida 32724	18.395%	50.0%	6/9/2023				
	Healthcare Investment Holdings LLC		18.395%	50.0%					
	Deland FL PropCo LLC		PropCo					15.00%	15.00%
	Daytona FL PropCo LLC		PropCo					15.00%	15.00%
	Deland FL Opco, LLC			OpCo					
	Deland FL ALF OpCo, LLC			OpCo					
	Deland FL IL Opco, LLC			OpCo					
	Daytona FL Operating Company LLC			OpCo					
Nellas	**Camden WV LLC**	200 Whitman Avenue, Elkins, WV 26241 499 Ferguson Road, Elkins, WV 26241	20.500%		6/1/2021				
	Leroy WV LLC		20.500%						
	200 Whitman Avenue PROPO LLC		PropCo					8.00%	8.00%
	499 Ferguson Road PROPCO LLC		PropCo					8.00%	8.00%

Hialeah (aka Epworth)	Camden WV LLC	5345 W. 18th Avenue, Hialeah, FL 33012 5300 W. 16th Avenue, Hialeah, FL 33012	50.000%	50.000%	3/15/2023				
	Healthcare Investment Holdings LLC		50.000%	50.000%					
	Las Palmas Senior Living Propco LLC		PropCo						
	Allarian Rehabilitation & Senior Living Propco LLC		PropCo						
	Allarian Rehabilitation & Senior Living LLC			OpCo					
	Las Palmas Senior Living LLC			OpCo					
St. James	Camden WV LLC	239 Crooked River Road, Carrabelle, Florida 32322	14.970%	4.500%	6/20/2023	1/30/2025	Facility was Sold	22.95%	22.95%
	Healthcare Investment Holdings LLC		14.970%	4.500%					
	Arabella of Carrabelle PropCo LLC		PropCo						
	Arabella of Carrabelle OpCo LLC			OpCo					
AL-10	Camden WV LLC	1028 Bessemer Road, Birmingham, AL 35228 1406 E. Pushmataha Street, Butler, AL 36904 22670 Main Street, Fairhope, AL 36532 1758 Spring Hill Avenue, Mobile, AL 36607 4490 Virginia Loop Road, Montgomery, AL 36116 11 Bell Road, Selma, AL 36701 325 Selma Road, Bessemer, AL 35020 4201 Bessemer Highway, Bessemer, AL 35020 705 NE Gandy Street, Russellville, AL 35653 3900 Lakewood Drive, Phenix City, AL 36867	10.71%	4.50%					
	WH SNF Investment Holdings LLC		4.94%						
	Healthcare Investment Holdings LLC		15.65%	4.50%					
	Magnolia Ridge Rehabilitation & Senior Living Propco Llc		PropCo		4/28/2022			22.54%	22.54%
	Oak Crest Health & Wellness Propco LLC		PropCo		4/28/2022			22.54%	22.54%
	Arabella Health and Wellness of Phenix City PropCo LLC		PropCo		10/1/2022			22.54%	22.54%
	Arabella Health and Wellness of Russellville PropCo LLC		PropCo		10/1/2022			22.54%	22.54%
	Arabella Health & Wellness of Bessemer PropCo LLC		PropCo		6/20/2023			22.54%	22.54%
	Arabella Health & Wellness of Butler PropCo LLC		PropCo		6/20/2023			22.54%	22.54%
	Arabella Health & Wellness of Fairhope PropCo LLC		PropCo		6/20/2023			22.54%	22.54%
	Arabella Health & Wellness of Mobile PropCo LLC		PropCo		6/20/2023			22.54%	22.54%
	Arabella Health & Wellness of Montgomery PropCo LLC		PropCo		6/20/2023		Facility was sold	22.54%	22.54%
	Arabella Health & Wellness of Selma PropCo LLC		PropCo		6/20/2023			22.54%	22.54%
	Arabella Health and Wellness of Phenix City OpCo LLC			OpCo					
	Arabella Health and Wellness of Russellville OpCo LLC			OpCo					
	Arabella Health & Wellness of Bessemer OpCo LLC			OpCo					
	Arabella Health & Wellness of Butler OpCo LLC			OpCo					
	Arabella Health & Wellness of Fairhope OpCo LLC			OpCo					
	Arabella Health & Wellness of Mobile OpCo LLC			OpCo					
	Arabella Health & Wellness of Montgomery OpCo LLC			OpCo					
	Arabella Health & Wellness of Selma OpCo LLC			OpCo					
	Oak Crest Health & Wellness OpCo LLC			OpCo					
	Magnolia Ridge Rehabilitation & Senior Living OpCo Llc			OpCo					
Maples	Camden WV LLC	239 Crooked River Road, Carrabelle, Florida 32322	17.500%		9/28/2023		Sold	12.00%	12.00%
	Healthcare Investment Holdings LLC		17.500%						
	Maples SNF PropCo LLC		PropCo						
Pensacola	Camden WV LLC	Park Place, 1717 West Avery St, Pensacola, FL 32501 13750 Highway 90, Grand Bay, AL 36541	18.250%		9/19/2024		Propco still owned but leased out in Dec 2025	20.95%	20.95%
	Healthcare Investment Holdings LLC		18.250%					20.95%	20.95%
	Arabella Health & Wellness of Pensacola Propco LLC		PropCo						
	Arabella Health & Wellness of Grand Bay Propco LLC		PropCo						
Concordia	Woodland Holdings V LLC	4100 E Fletcher Ave, Tampa, FL 33613	28.52%	28.52%	8/8/2025			16.66%	16.66%
	FLETCHER FL PROPCO, LLC		PropCo					16.66%	16.66%
	FLETCHER FL OPCO, LLC			OpCo					
Ingraham Manor	Woodland Holdings LLC	400 North Main Street, Bristol, CT, 06010	46.14%		10/21/2025			42.69%	42.69%
	IM PROPCO, LLC		PropCo						
Meridian	Woodland Holdings LLC	1201 28th Avenue, Meridian, Mississippi 39301	46.14%		8/8/2025		Propco still owned but leased out in Feb 2026	26.70%	26.70%
	Arabella Health & Wellness of Meridian Propco LLC		PropCo						

BILL OF SALE AND GENERAL ASSIGNMENT

THIS BILL OF SALE AND GENERAL ASSIGNMENT (this "Bill of Sale") is made as of September 1, 2026, by and between DAC of Etowah, LLC, a Delaware limited liability company ("Current Operator"), and Etowah Opco LLC, a Delaware limited liability company ("New Operator").

RECITALS:

WHEREAS, Current Operator and Bredlegs Holdings LLC have entered into that certain Operations Transfer Agreement dated April 30, 2026 (as assigned to New Operator and amended, the "Transfer Agreement"). All terms used but not defined herein shall have the meanings given to such terms in the Transfer Agreement.

WHEREAS, Current Operator wishes to execute and deliver this Bill of Sale for the purposes of transferring to and vesting in the New Operator all right, title, interest and benefit in and to the Assets (as defined in the Transfer Agreement).

AGREEMENT:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Current Operator hereby absolutely, irrevocably and unconditionally gives, grants, bargains, sells, transfers, sets over, assigns, conveys, releases, confirms and delivers to New Operator each of the Assets. Notwithstanding anything to the contrary contained in this Bill of Sale, Current Operator is not giving, granting, bargaining, selling, transferring, setting over, assigning, conveying, releasing, confirming or delivering to New Operator any interest in or liabilities relating to the Excluded Assets.

2. Further Assurances. Current Operator hereby covenants that Current Operator will, at any time and from time to time upon written request therefor, execute and deliver to New Operator, New Operator's successors, nominees or assigns, such documents as New Operator or they may reasonably request in order to fully assign and transfer to and vest in New Operator or New Operator's successors, nominees and assigns, and protect New Operator's or their right, title and interest in and to each of the Assets and the rights of Current Operator intended to be transferred and assigned hereby, or to enable New Operator, New Operator's successors, nominees and assigns to realize upon or otherwise enjoy such rights and property.

3. Conflicts. In the event of any conflict between this Bill of Sale and the Transfer Agreement, the Transfer Agreement shall control.

4. Miscellaneous. This Bill of Sale (a) may be executed in counterparts and delivered by email as a PDF or other electronic transmission, each of which shall be deemed an original, and both of which together shall constitute one and the same instrument, (b) shall be governed by and construed in accordance with the laws of the State of Tennessee, and (c) may not be modified or amended except by written agreement signed by both Current Operator and New Operator.

IN WITNESS WHEREOF, the undersigned have executed this Bill of Sale and General Assignment as of the date first above written.

CURRENT OPERATOR:

DAC of Etowah, LLC

By: _____
Name: Stephen M. Nee
Title: CEO

NEW OPERATOR:

Etowah Opco LLC

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Bill of Sale and General Assignment as of the date first above written.

CURRENT OPERATOR:

DAC of Etowah, LLC

By: _____
Name: Stephen M. Nee
Title: CEO

NEW OPERATOR:

Etowah Opco LLC

By: _____
Name: Adam Sasouness
Title: Authorized Signatory

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OPERATING AGREEMENT

OF

ETOWAH OPCO LLC

The undersigned (the "Member") hereby forms a limited liability company (the "Company") pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time (the "Act"), and hereby declare the following to be the "operating agreement" (the "Agreement") of such limited liability company, as defined in the Act:

WHEREAS, the Member desires to enter into this Agreement to define formally and express the terms of the Company and its rights and obligations with respect thereto.

NOW, THEREFORE, in consideration of the agreements and obligations set forth herein and for other good and valuable consideration, the Member hereby agrees as follows:

1. Formation. The Company has been formed and established as a Delaware limited liability company by the filing of the Company's Certificate of Formation pursuant to the Act (the "Certificate") with the Delaware Secretary of State. The Member hereby ratifies, confirms and approves in all respects the actions taken in organizing the Company, including, without limitation, the preparation and filing of the Certificate and any additional filings, amendments and/or restatements thereof necessary with respect to qualification of the Company to do business.

2. Name. The name of the limited liability company formed hereby is "**ETOWAH OPCO LLC.**"

3. Purpose. The business of the Company and its purposes is limited to (a) operating, managing, leasing, and financing the business associated with that certain long-term care facility located at 409 Grady Road, Etowah, Tennessee, and (b) otherwise engaging in any lawful activities permitted under the law of the state in which the Company is organized that are incidental to the foregoing or necessary or convenient to accomplish the foregoing.

4. Registered Agent; Principal and Registered Office. The name and address of the Company's registered agent shall be indicated in the Certificate. Such office and agent may be changed, from time to time, as the Member of the Company shall determine. The principal office and place of business of the Company shall be located at such place(s) which the Member may select from time to time.

5. Capital Contributions. The Member may contribute cash or other property to the Company as the Member shall decide, from time to time; provided that the Member shall not be obligated to make any capital contributions.

6. Tax Characterization and Returns. It is the intention of the Member that the Company be disregarded for federal and all relevant state tax purposes and that the activities of the Company be deemed to be activities of the Member for such purposes. All provisions of the Company's Certificate and this Agreement are to be construed so as to preserve such tax status.

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7. Membership Interests. The Member owns 100% of the membership interests in the Company. The membership interests in the Company shall not be certificated.

8. Distributions. The Member may cause the Company to distribute any cash held by it which is neither reasonably necessary for the operation of the Company nor in violation of the Act to the Member at any time.

9. Management. The Company shall have one (1) manager (the, "Manager"), and shall be managed by the Member.

(a) Any matter may be decided by the Manager. Unless otherwise restricted by the Company's Certificate, this Agreement or the Act, the Manager shall have the authority on behalf and in the name of the Company to take any action or make any decisions on behalf of the Company hereunder, to carry out any and all of the purposes of the Company set forth in Section 3 hereof, and to perform all acts and enter into and perform all contracts and other undertakings which it may deem necessary or advisable or incidental thereto, including, without limitation, the power: (i) to manage and direct the business affairs of the Company, to do any and all acts on behalf of the Company, and to exercise all rights of the Company with respect to the Company's assets and properties, and (ii) to make such other decisions and enter into such other agreements and take such other actions necessary or desirable to carry out the purposes of the Company. The Manager may execute any document or take any action on behalf of the Company, and such execution or action shall be binding upon the Company.

(b) The Company will not pay any compensation or fees to the Manager, provided, however, that the Company will reimburse the Manager (when acting in the capacity of Manager) for her reasonable expenses and diligence costs, including travel and lodging, in connection with the performance of her duties and obligations hereunder. The Manager may delegate the day-to-day management and direction of the business and affairs of the Company to officers appointed by the Manager. All officers of the Company shall serve under the Manager's supervision. The Manager may enter into agreements with such officers relating to, among other things, their duties and the terms under which they serve. To the extent specifically authorized by the Manager, any officer may execute any document or take any action on behalf of the Company, and such execution or action shall be binding upon the Company. Adam Sasouness and Josh Sturm are hereby appointed as an "Authorized Representative", "Authorized Person" and "Authorized Signatory" of the Company.

10. Limited Liability. Neither the Member nor any manager, officer, director, employee, agent or representative of the Company shall have any liability for the obligations of the Company except to the extent required by the Act.

11. Indemnification. The Company shall defend, indemnify and hold harmless the Member and the Company's officers, directors, managers, employees, agents and representatives against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) incurred in connection with any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Delaware, provided that such acts or omissions which gave rise to the cause of action or proceedings occurred while the Member or such officer, director, manager, employee, agent or representative of the Company (each an "Indemnified Person") was in performance of its, his or her duties for the Company and was not as result of its, his or her fraud, gross negligence, willful misconduct or a wrongful taking. The

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indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

12. Dissolution. The Company shall dissolve, and its affairs shall be wound up, upon the first to occur of the following: (a) the written consent of the Member, (b) the bankruptcy or dissolution of the sole Member or the occurrence of any other event which terminates the continued membership of the sole Member in the Company, or (c) the entry of a decree of judicial dissolution under the Act.

13. Exculpation. Notwithstanding any other terms of this Agreement, whether express or implied, or obligation or duty at law or in equity, no Indemnified Person shall be liable to the Company or any member or manager for any act or omission (in relation to the Company, this Agreement, any related document or any transaction contemplated hereby or thereby) taken or omitted by an Indemnified Person in the belief that such act or omission is in or is not contrary to the best interests of the Company and is within the scope of authority granted to such Indemnified Person by this Agreement, provided that such act or omission does not constitute fraud, gross negligence, willful misconduct or a wrongful taking of such Indemnified Person.

14. Governing Law. This Agreement shall be governed by and construed under the substantive laws of the State of Delaware, without regard to principles of conflicts of laws thereof.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has caused this Agreement to be executed as of the 26th day of June, 2026.

MEMBER:

ETOWAH OPCO HOLDCO LLC,
a Delaware limited liability company

Signed by:
By: Josh Sturm
CC477E9EB202490...
Name: Josh Sturm
Title: Authorized Signatory

State of Tennessee
Health Facilities Commission
665 Mainstream Drive, 2nd Floor, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-7221

DIVISION OF LICENSURE AND REGULATION MEMORANDUM

DATE: October 28, 2026

TO: HEALTH FACILITIES COMMISSION

SUBJECT: CHOW OUT OF STATE VERIFICATION SUMMARY

To streamline the Change of Ownership Package(s) for Etowah Health and Rehabilitation for the Commission's ratification, the following out of state verifications summary of results are listed below:

Alabama- In Compliance
Arkansas- In Compliance
Connecticut-In Compliance
Florida-In Compliance
Mississippi- In Compliance
West Virginia-In Compliance
Wisconsin-In Compliance

State of Tennessee
Health Facilities Commission
Andrew Jackson State Building
502 Deaderick Street, 9th Floor, Nashville, TN 37243
www.tn.gov/hfc Phone: 615-741-7221

October 6, 2026 Sent Via Email

Richard Lawrence
Etowah Health and Rehabilitation
409 Grady Road
Etowah, Tennessee 37331

Facility Type: Nursing Home
License Number: 163

Dear Richard Lawrence:

It is my pleasure to inform you that your application for change of ownership of Etowah Health and Rehabilitation located at 409 Grady Road, Etowah, Tennessee 37331 has been initially approved effective September 1, 2026 . The license number shall be 163. For this initial approval to become final and permanent, your application must be ratified by the Commission pursuant to T.C.A. §68-11-206. The Commission will consider your application at its next meeting, scheduled for October 28, 2026 . **You are hereby authorized to commence operation pending the final decision of the Commission**. No further action is necessary on your part at this time.

If the Commission **does** ratify the approval of your application, the license number listed above will become your permanent license number and a letter will be forwarded to you within three (3) business days; notifying you of the Commission's final decision.

If the Commission **does not** ratify the initial approval of your application, a letter will be forwarded to you providing an explanation and specific instructions as to any action(s) you may take to have the decision reviewed, at which time this authorization shall cease to be effective.

Please contact me if I can be of further assistance.

Sincerely,

Niraj Soni

Niraj Soni, ASA 3
Phone: (615) 741-7539
Fax: (615) 253-8798
Email: Niraj.Soni@tn.gov

State of Tennessee
Health Facilities Commission
Andrew Jackson State Building
502 Deaderick Street, 9th Floor, Nashville, TN 37243
www.tn.gov/hfc Phone: 615-741-7221

July 16, 2026

Sent Via Email

Brandie Lamberth, CPA (blamberth@newlegacypro.com)
Etowah Health and Rehabilitation
c/o New Legacy Professional Services
915 Main Street, Suite C
Perry, GA 31069

Dear Brandie Lamberth:

License number 163 has been initially approved due to the change of ownership for Etowah Health and Rehabilitation pending completion and submission of the Bill of Sale; effective July 16, 2026. The previous owner of the facility was DAC of Etowah doing business as (d/b/a/) Etowah Health and Rehabilitation. The new owner of the facility is Etowah OpCo, LLC d/b/a Etowah Health and Rehabilitation.

For certification purposes, please be advised that it is your responsibility to contact your Health Facilities Commission regional office to make changes to your Medicare/Medicaid participation including a name change of the facility. The phone number is 865-594-0727.

Please contact me if I can be of further assistance.

Sincerely,
Eddie J. Stewart
Eddie J. Stewart
Health Facilities Program Manager
Health Facilities Commission
Licensure Unit

cc: East Tennessee Regional Office

State of Tennessee
Health Facilities Commission
Andrew Jackson State Building
502 Deardrick Street, 9th Floor, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-7221

TennCare Change of Ownership (CHOW) Nursing Facility Assessment

DATE: July 14, 2026

TO: Samantha Rummage, Fiscal Chief of Staff; Phillip Lester; Cindy Rittenberry; Michelle Williams

FROM: Eddie Stewart

SUBJECT: Change of Ownership (CHOW)

A change of ownership is to occur on/or about September 1, 2026 for Etowah Health and Rehabilitation, located at 409 Grady Road, Etowah, Tennessee 37331. This facility is currently owned by DAC of Etowah, LLC dba Etowah Health and Rehabilitation. The change of ownership applicant is Etowah OpCo, LLC d/b/a Etowah Health and Rehabilitation.

Please review your files to determine if there are any delinquent/outstanding nursing facility assessments for the current licensed facility/owner.

If a nursing facility assessment is outstanding, please indicate the amount/ quarters in which payment is outstanding and has not been made.

If a facility is currently on a payment plan, please indicate whether the facility has maintained compliance with their payment plan and the current status.

To complete the recommendation for change of ownership, please indicate below approval or denial and provide additional detail, as indicated above, along with rationale for any denial.

Approval: X

Denial: _____

TennCare Representative Signature: Joseph A Wegenka

Date: 7/14/2026

If you have any questions, please call the Division of Licensure and Regulation, Health Facilities Commission at (615)741-7539.

State of Tennessee
Health Facilities Commission
665 Mainstream Drive, 2nd Floor, Nashville, TN 37243
www.tn.gov/hsda Phone: 615-741-7221

HFC

Attorney/Work Product - Privileged and Confidential

OFFICE OF LEGAL SERVICES MEMORANDUM

DATE: July 14, 2026

TO: Nathaniel Flinchbaugh
Lisa Williams

FROM: Eddie Stewart

SUBJECT: CHOW

A change of ownership is to occur on or about September 1, 2026, for Etowah Health and Rehabilitation located at 409 Grady Road, Etowah, Tennessee 37331, Nursing Home (License #**163**). This facility is currently owned by DAC of Etowah, LLC d/b/a Etowah Health and Rehabilitation. The change of ownership applicant is Etowah OpCo, LLC.

Please review your files to determine if there have been any disciplinary action(s) rendered or open cases in the Office of Legal Services for the current licensed facility/owner.

To complete the recommendation for change of ownership, please indicate below approval or denial with rationale for denial.

Approval: X

Denial: _____

Denial Rationale: _____

OLS Representative Signature: Nathaniel C Flinchbaugh, Esq. Digitally signed by Nathaniel Flinchbaugh, Esq. Date: 2026.07.14 12:53:37 -05'00'

Date: July 14, 2026

If you have any questions, please call me at 615-770-6922.

HFC

CHANGE OF OWNERSHIP (CHOW) APPROVAL/DENIAL FORM

(For Health Facilities Commission USE ONLY)

Instructions: This form is to be completed upon receipt of a CHOW application for all facility types. The effective date of a change of ownership will be the date the closing documents are signed & dated by seller/buyer or lessee; or the date recommended by the Regional Office if occurring after the date of the signed closing documents.

Facility Type: LTC County: McMinn

Facility Name (Current D/B/A): Etowah Health and Rehabilitation

Facility Name (New D/B/A if applicable): _____

Street Address: 409 Grady Road

City/State/Zip Code: Etowah, TN. 37331

Health Licensure Last Survey Date: 2/25/26 (Annual) or Complaint (circle one) Survey

****Review of three (3) year survey history including both annual and/or complaint surveys**

Outstanding Complaint(s) (Y) or N **(circle one; if yes, proceed to next question)**

Number of Outstanding Complaint(s): 1

Date(s) of Outstanding Complaint(s): 7/8/2026

Life Safety Last Survey Date: 2/23/26 (Annual) or Complaint **(circle one)** Survey

****Review of three (3) year survey history including both annual and/or complaint surveys**

Outstanding Complaint(s): Y or (N) **(circle one; if yes, proceed to next question)**

Number of Outstanding Complaint(s): _____

Date(s) of Outstanding Complaint(s): _____

Approved: ✓ Denied: _____

Reason for denial: _____

_____

Recommended CHOW Approval Date: September 1, 2026

_____ 7-16-26

Regional Administrator Signature Date

June 29, 2026

Tennessee Health Facilities Commission
Attn: Maddison Fauth
Andrew Jackson Building
502 Deaderick St., 9th Floor
Nashville, TN 37243

Re: Nursing Home Change of Ownership Notification

Dear Ms. Fauth:

We are notifying the Tennessee Health Facilities Commission that the skilled nursing facility currently known as Etowah Health and Rehabilitation (License #163) located at 409 Grady Rd, Etowah, TN 37331 is expected to change ownership effective September 1, 2026. Information on the current and prospective operators/owners involved in this change of ownership is listed below:

Current Operator – DAC of Etowah, LLC d/b/a Etowah Health and Rehabilitation

Proposed New Operator – Etowah Opco LLC d/b/a Etowah Health and Rehabilitation
Proposed New Real Property Owner – Etowah Propco LLC

Upon consummation of the sale of the property, Etowah Propco LLC will lease the facility to the proposed new operator, Etowah Opco LLC.

If you have any questions or concerns, please contact me at (478) 396-4777 or blamberth@newlegacypro.com.

Sincerely,

Brandie P. Lamberth

Brandie P. Lamberth, CPA
President, New Legacy Professional Services