

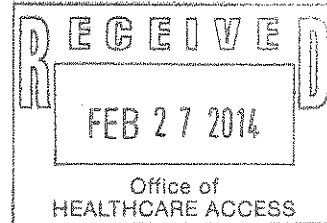
**Arnall  
Golden  
Gregory LLP**

Atlanta Office  
171 17th Street NW, Suite 2100  
Atlanta, GA 30363-1031  
Direct phone: 404.873.8516  
Direct fax: 404.873.8517  
E-mail: [diane.lukin@agg.com](mailto:diane.lukin@agg.com)

February 26, 2014

**VIA FEDERAL EXPRESS**

Ms. Gloria Sancho  
Office of Health Care Access  
Connecticut Department of Public Health  
410 Capitol Avenue  
P.O. Box 340308  
Hartford, Connecticut 06134-0308



Re: Merger of Emeritus Corporation/Brookdale Senior Living Inc.

Dear Ms. Sancho:

This letter is to notify you of a merger involving our client, Brookdale Senior Living Inc. ("Brookdale"), and Emeritus Corporation ("Emeritus"), a corporation that owns the facilities listed on the diagram/facility list attached as Attachment A (the "Facilities"). Specifically, the merger involves a subsidiary of Brookdale being merged into Emeritus, which will result in Brookdale and public shareholders becoming the ultimate owners of Emeritus and the Facilities. It is our understanding that transactions involving assisted living agencies, such as mergers, do not have certificate of need implications as they are not subject to regulation or review by your agency.

The merger will not change the operators of the Facilities and there will be no change to the operators as licensees. The operators will continue to exist and their federal tax identification numbers will not change. To the extent the operators hold Medicare/Medicaid provider agreements, such agreements will remain in place. Other than changes resulting in the ordinary course of business, there is no current intention to replace the staff for the Facilities, and none of the Facilities' day-to-day operations should be impacted.

For your reference, we have enclosed a diagram/facility list as Attachment A that illustrates the relationship between the entities involved in the merger. The merger is expected to close on or about July 1, 2014.

If our understanding that transactions involving assisted living agencies do not have certificate of need implications is incorrect, please let us know as soon as possible. Otherwise, we will continue to proceed with the understanding that assisted living agencies are not subject to certificate of need review. **We respectfully request a letter or email acknowledgment from your office confirming our understanding.**

For your convenience, I have enclosed a stamped, self-addressed envelope and a copy of this letter for your signature in the space provided below indicating confirmation of our understanding, as stated above.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me at (404) 873-8516 or [diane.lukin@agg.com](mailto:diane.lukin@agg.com).

Best regards,

ARNALL GOLDEN GREGORY LLP



Diane R. Zecchino-Lukin

Enclosures

cc: Anna F. C. Munoz, Esq.  
Ms. Sue Coppola  
Ms. Ana de la Cerda  
Hedy S. Rubinger, Esq.

CONNECTICUT DEPARTMENT OF PUBLIC HEALTH  
OFFICE OF HEALTH CARE ACCESS

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

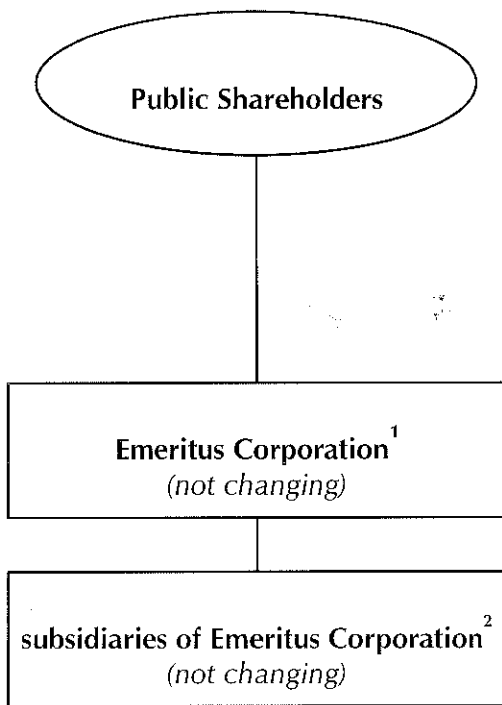
Date: \_\_\_\_\_

ATTACHMENT A

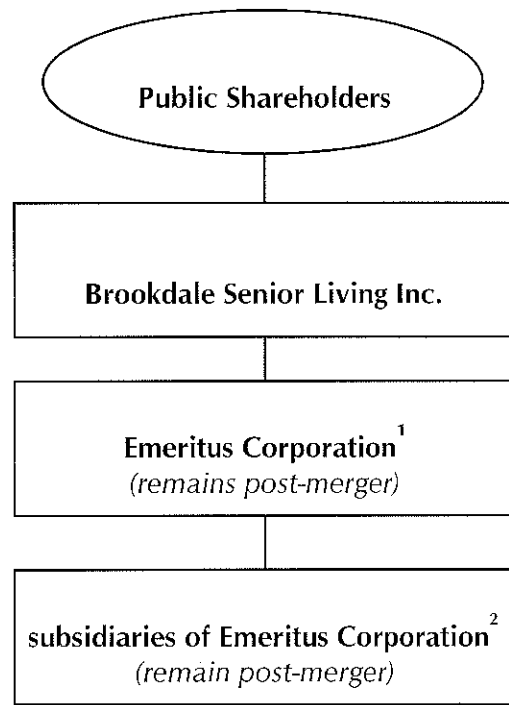
Overview of Merger of  
Emeritus Corporation and Brookdale Senior Living Inc.

CONNECTICUT

CURRENT



PROPOSED



This diagram presents the structure/merger in generalized terms.  
Please let us know if you would like additional information regarding the structure of the merger.

<sup>1</sup> Please see Attachment 1 for a list of operators/licensees/providers.

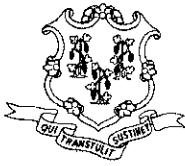
<sup>2</sup> Please see Attachment 2 for a list of operators/licensees/providers that are direct and indirect subsidiaries of Emeritus Corporation.

**ATTACHMENT 1  
CONNECTICUT**

<b>FACILITY NAME</b>	<b>LICENSEE / OPERATOR</b>	<b>LICENSE TYPE</b>
Emeritus at Buckingham Estates	Emeritus Corporation	Assisted Living Services Agency
Emeritus at Mountain Laurel	Emeritus Corporation	Assisted Living Services Agency
Emeritus at Rocky Hill	Emeritus Corporation	Assisted Living Services Agency
Emeritus at Woodbridge	Emeritus Corporation	Assisted Living Services Agency

**ATTACHMENT 2  
CONNECTICUT**

<b>FACILITY NAME</b>	<b>LICENSEE / OPERATOR</b>	<b>LICENSE TYPE</b>
Emeritus at Litchfield Hills	LH Assisted Living, LLC	Assisted Living Services Agency
Emeritus at South Windsor	SW Assisted Living, LLC	Assisted Living Services Agency



**STATE OF CONNECTICUT**  
DEPARTMENT OF PUBLIC HEALTH  
*Office of Health Care Access*

March 7, 2014

VIA FACSIMILE ONLY

Diane R. Zecchino-Lukin  
Arnall Golden Gregory LLP  
171 17<sup>th</sup> Street NW, Suite 2100  
Atlanta, GA 30363-1031

RE: Certificate of Need Determination Report Number 14-31903-DTR  
Merger of Emeritus Corporation/Brookdale Senior Living Inc.

Dear Ms. Zecchino-Lukin:

On February 27, 2014, the Office of Health Care Access ("OHCA") received your letter on behalf of Emeritus Corporation and Brookdale Senior Living Inc. with respect to a merger of the two entities. According to your letter, Emeritus Corporation and Brookdale Senior Living Inc. are both assisted living agencies.

Connecticut General Statutes § 19a-638(b)(5) states that a certificate of need shall not be required for "an assisted living services agency..." Since Emeritus Corporation and Brookdale Senior Living Inc. are both assisted living agencies, OHCA hereby determines that a CON *is not required* for the merger.

Please note that the State of Connecticut Department of Social Services ("DSS") also issues certificates of need. The determination issued herein does not reflect the opinion of DSS. You should contact DSS directly to obtain its determination.

Sincerely,

A handwritten signature in black ink, appearing to read "Kim Martone".

Kimberly R. Martone  
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR

*An Equal Opportunity Provider*

*(If you require aid/accommodation to participate fully and fairly, contact us either by phone, fax or email)*  
410 Capitol Ave., MS#13HCA, P.O.Box 340308, Hartford, CT 06134-0308  
Telephone: (860) 418-7001 Fax: (860) 418-7053 Email: OHCA@ct.gov

\* \* \* COMMUNICATION RESULT REPORT ( MAR. 7. 2014 12:53PM ) \* \* \*

FAX HEADER:

TRANSMITTED/STORED : MAR. 7. 2014 12:52PM  
FILE MODE OPTION

ADDRESS

RESULT

PAGE

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OK

2/2

REASON FOR ERROR UP OR LINE FAIL  
E-1) HANG UP  
E-3) NO ANSWER

E-2) BUSY  
E-4) NO FACSIMILE CONNECTION



STATE OF CONNECTICUT  
DEPARTMENT OF PUBLIC HEALTH  
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: DIANE R. ZECCHINO-LUKIN  
FAX: 404 873-8517  
AGENCY: ARNALL GOLDEN GREGORY LLP  
FROM: OHCA  
DATE: 3/7/14 Time: \_\_\_\_\_  
NUMBER OF PAGES: 2  
*(including transmittal sheet)*

Comments:

Determination is attached for Report number 14-31903-DTR  
Merger of Emeritus Corporation/Brookdale Senior Living Inc.

**PLEASE PHONE Barbara K. Olejarz IF THERE ARE ANY TRANSMISSION PROBLEMS.**

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA  
P.O.Box 340308  
Hartford, CT 06134