

John D. Gleason, Esq.
jgleason@curtisthaxter.com

December 16, 2016

Larry Carbonneau, CPA
Senior Health Care Financial Analyst
Division of Licensing & Regulatory Services
Department of Health & Human Services
11 State House Station
41 Anthony Avenue
Augusta, ME 04333

RE: Letter of Intent – Skyline Health Care, LLC and Ledgeview Nursing Home, Inc./Wilday, LLC

Dear Mr. Carbonneau:

This office represents Skyline Health Care, LLC. Skyline Health Care, LLC (“Skyline”) files this Letter of Intent (“LOI”) pursuant to 22 M.R.S.A. §337(1), Chapter 6, Sections 1(A) & (B) of the CON Procedures Manual and Section 71.05(A) of the Rules for Certificate of Need for Nursing Facility Level of Care Projects, regarding Skyline’s proposed acquisition of the real and personal assets of the Ledgeview Living Center in West Paris, Maine.

Skyline is a New Jersey limited liability company based in Wood-Ridge, New Jersey. Skyline itself does not own other nursing homes, skilled nursing facilities or assisted living centers in Maine or other states. However, other entities in which the Skyline members hold majority or sole membership interests own such facilities, across nine (9) states. These include facilities in New Jersey (4), Pennsylvania (4) (with 7 more pending), Massachusetts (5), Florida (5), Arkansas (23), Kentucky (3), Tennessee (1), Nebraska (22) and Kansas (15). I am happy to provide you with a list and contact persons for any of these facilities.

Ledgeview Living Center consists of an 81-bed skilled nursing home, a 24-bed residential care facility, and a 6-unit independent living facility, all located at 141 Bethel Road, West Paris, Oxford County, Maine.

Pursuant to an Asset Purchase Agreement executed November 16, 2016, Ledgeview Nursing Home, Inc. and Wilday, LLC will be selling the assets comprising the Ledgeview Living Center to Skyline and will cause the operations of Ledgeview Living Center to be

CURTIS THAXTER & CO.

A MEMBER OF SCLL GROUP

OFFICE: 111 CANAL PLAZA, SUITE 1000, PORTLAND, ME 04112-7320 TEL: 207.774.9000 FAX: 207.775.0612 WWW.CURTISTHAXTER.COM

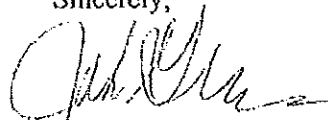
December 16, 2016

transferred to Skyline pursuant to a separate agreement. Under the Asset Purchase Agreement, the parties are planning for a closing on the transaction the last day of the month in which the parties receive Certificate of Need approval, but no later than April 30, 2017.

On behalf of Skyline, I am also requesting a Technical Assistance Meeting at the earliest possible date. I will make myself available for the meeting and will include representatives of Skyline who will attend via telephone conference. In light of the parties' plan to close by April, Skyline intends to submit its CON application as soon as it is able following the conclusion of the Technical Assistance Meeting.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "John D. Gleason", with a long horizontal flourish extending to the right.

John D. Gleason

JDG/ml

cc: Allen V. Koss, Esq.
Louis Schwartz, Skyline Health Care