

January 20, 2016

Ms. Donna Jerry  
Health Care Administrator  
Green Mountain Care Board  
89 Main Street, Third Floor, City Center  
Montpelier, Vermont 05620

**Re: Docket No. GMCB-014-15con, Proposed Purchase by Genesis Healthcare, Inc. and its Subsidiaries of Bennington Health and Rehabilitation Center, LLC, Berlin Health and Rehabilitation Center, LLC, Burlington Health and Rehabilitation Center, LLC, Springfield Health and Rehabilitation Center, LLC and St. Johnsbury Health and Rehabilitation Center, LLC**

Dear Ms. Jerry:

The Applicant in the above matter, Genesis Healthcare, Inc., hereby requests, pursuant to Rule 4.403(3), leave to submit two (2) of the exhibits to the Applicant's Response to the December 11, 2015 Questions from the Green Mountain Care Board, specifically, Exhibits F and N, as confidential, as they do not constitute a public record under Vermont law.

These documents contain information: (A) about non-applicant Genesis facilities that is not relevant to the GMCB's December 11, 2015 Questions; and (B) highly sensitive and confidential information about Genesis facilities, including the applicants, the public disclosure of which would place the Applicant at a business disadvantage (as to, *inter alia*, contract negotiations, competitive positions in relation to other skilled nursing facilities) and potentially jeopardize its business relationships with its lenders. Therefore, this information should be exempt from public disclosure under 1 V.S.A. § 317(c)(7) and (9).

More specifically, Exhibit F is a letter from the Department of Housing and Urban Development Office of Residential Care Facilities (ORCF) and is mostly related to resuming processing of 65 projects that had been in the Skilled Healthcare portfolio. These projects had been put on long term hold. None of these projects relates to the applicant facilities, whose financing is mentioned only in a short paragraph of the letter. The information about the non-applicant facilities is not relevant and need not be in the public record of the proceedings. Moreover, the letter contains confidential business information, including financial information

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LAW OFFICES OF

DINSE, KNAPP & MCANDREW, P.C.

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about the corporation and non-public information about factors on which lending decisions are based. Other skilled nursing facility owners could gain a competitive advantage learning this financial information and confidential business information about Genesis. Additionally, operational information about loans and when they are due would permit any competing skilled nursing care provider a business advantage if known.

Exhibit N is a detailed loan agreement between Welltower, Inc. and many Genesis entities, including, but not limited to, the applicant facilities. The financing information as to non-applicant facilities is not relevant to the application and need not be part of the public record of the proceedings. Moreover, many of the terms of the financing are proprietary and would give a business advantage to other skilled nursing facilities, at least with regard to their own borrowing, if it were to be disclosed.

We would appreciate the opportunity to discuss these matters with counsel in person. Thank you for your consideration of these issues.

Sincerely,



Linda J. Cohen

cc: Jacqueline Majoros