



STATE OF TENNESSEE
HIGHER EDUCATION COMMISSION
312 ROSA L. PARKS AVE., 9TH FLOOR
NASHVILLE, TN 37243-1102
(615) 741-5293

Application for Change of Ownership and Request for Conditional Authorization

A completed application must be submitted by the new owner. Per [Rule 1540-01-02-.07\(4\)](#), this application shall be submitted within five (5) business days after the change of ownership is finalized. This application also serves as a request for conditional authorization such that the new owner may continue to operate the institution without interruption. No handwritten application will be accepted. Staff assistance with completing this application is available at (615)741-5293.

INSTITUTIONAL DATA (Under New Ownership)			
Institution Name:			
Institution DBA Legal Entity Name:			
Physical Location Address			
Address:			
City:	State:	ZIP:	County:
INSTITUTION CONTACT DATA			
Telephone No.:		Fax No.:	
Website:		Email:	
Name of the Institutional Director:			
Direct Telephone No.:		Cell Phone No.:	
Email:			
Name of Secondary On-Site Contact:			
Title:			
Telephone No.:		Email:	
Name of Corporate Contact:			
Title:			
Telephone No.:		Email:	
CONTACT PERSON FOR THIS APPLICATION:			
Name:			
Address:			
City:	State:	ZIP:	
Telephone No.:		Email:	

NEW OWNERSHIP INFORMATION

If the owner is a partnership, these questions apply to all partners. If the new owner is a corporation, these questions apply to the corporate entity or any individual owner of the corporation with controlling interest.

Has the new owner ever been associated as a principal party, owner, or administrator in any other educational institution?

No Yes (If yes, please provide an explanation under Attachment 7)

Has the new owner or director of the institution ever been associated as a principal party, owner, or administrator in an educational institution that (1) ceased operation with a resulting loss of time or money for enrollees of such institution or (2) had state authorization revoked in any state?

No Yes (If yes, please provide an explanation under Attachment 7)

Has the new owner or director ever pled guilty or been found guilty of a felony, any crime involving moral turpitude or a violation of any law excluding minor traffic violations; been found mentally incompetent; or had any sanctions against them from any state or government agencies?

No Yes (If yes, please provide an explanation under Attachment 8)

Has there or will there be a change of institutional name? No Yes (If yes, please provide an explanation under Attachment 9 of this application)

Has there or will there be a change in institutional location? No Yes (If yes, please provide an explanation under Attachment 10 of this application)

Please check which of the following ownership structures applies to the New Owner: (Please only check one. If checking "Other" please attach an explanation under Attachment 5)

- Sole Proprietorship Partnership S-Corporation C-Corporation
- Limited Liability Corporation Limited Partnership Limited Liability Partnership
- Not-for-Profit Corporation Government Agency (State-Owned Institution) Other

Date New Owner Will Take Over Operations:

Have all the appropriate agencies been notified e.g. accrediting agencies, health related boards, U.S. Department of Education, etc.? If YES, attach a copy of the approval letter under Attachment 2 of this application. Yes No N/A (If No or N/A, attach an explanation under Attachment 2)

NAME OF THE INSTITUTION BEING PURCHASED

Institution Name:

DPSA Institution Code:

Address:

City:

State:

ZIP:

Telephone No.:

Email Address:

Are there any legal actions pending concerning the provision of education by the institution as previously owned? No Yes (If yes, please provide an explanation under Attachment 6)

NAME OF PREVIOUS OWNER REPRESENTATIVE FAMILIAR WITH THIS CHANGE

Name:

Address:

City:

State:

ZIP:

Telephone No.:

Email Address:

AFFIRMATION OF INSTITUTIONAL DIRECTOR

I affirm the following are true:

- I have completed or reviewed this application in its entirety.
- The information contained in the attached documents is accurate.

The institution is maintained and operated in compliance with all pertinent ordinances and laws including, but not limited to, rules and regulations adopted pursuant to ordinances and laws, relative to the safety and health of all persons upon the premises.

Institutional Director Signature: _____

Name: _____

Date: _____

NOTE: If a partnership, all partners must complete and sign this form. If a corporation, the president or chairperson of the board of directors must complete and sign this form. Duplicate as necessary.

OWNER OR CORPORATION CONTACT INFORMATION (Contact information must be different from the institution information)

Name:

Title:

Address:

City:

State:

ZIP:

Telephone No.:

Email:

Signature: _____

Title: _____

Name: _____

Date: _____

ATTACHMENT CHECKLIST

The items in the checklist must be submitted for the application to be complete. Refer to [Rule 1540-01-02-.07\(4\)](#) of the Rules of the Tennessee Higher Education Commission for additional information. All responses must be completed electronically or typed and submitted following the appropriate question on the application. Incomplete applications will not be processed.

The institution will be notified if the application requires additional information to be submitted. Once the application is complete, the institution will be notified and a deadline date for the submission of either the Optional Expedited Authorization (OEA) or Initial Authorization and New Program Applications will be determined and communicated to the new owner(s) and/or Institutional Director.

FEE AND DOCUMENTATION TO BE ENCLOSED WITH THIS APPLICATION	
<input type="checkbox"/>	<p>1. As the new owner, the institution must file an application for authorization. Depending on the nature of the institution, either an OEA or IA may be applicable. The appropriate fee must be paid with this application, which will be applied to the total due when the authorization application is filed in the future. Fees for authorization are as follows:</p> <p>a. OEA - \$9,000 – See Rule 1540-01-10-.09 – Only applicable for certain accredited, degree granting institutions - See Rule 1540-01-10-.03</p> <p>b. IA - \$3,000 plus the new program fee of \$500 for each program that will be offered under the new ownership – See Rule 1540-01-02-.25</p> <p>Payment and filing instructions are explained at the end of this application. Please note that payment must be received in order for your application to be reviewed.</p>
<input type="checkbox"/>	<p>2. AGENCY NOTIFICATION – Please provide verification of compliance, in writing, from the appropriate entity/entities or explain why approval is not required as Attachment 2.</p>
<input type="checkbox"/>	<p>3. BILL OF SALE – Submit a copy of the sales contract, bill of sale, deeds, etc. as Attachment 2.</p>
<input type="checkbox"/>	<p>4. AMENDMENTS TO ORIGINAL FILING – Submit copies of the amendments to original filings to create the business.</p>
<input type="checkbox"/>	<p>5. INSTITUTIONAL OWNERSHIP INFORMATION – Provide the following:</p> <p>a. A before and after diagram of the ownership change.</p> <p>b. <u>Not-for-Profit Corporations</u> - Provide the names and contact information for all members of the executive committee of the board of directors, indicating each member’s board title, and, if applicable, a corporate flowchart showing the institution’s position to all affiliated corporate entities. The contact information must be a phone number, email address, and address, none of which can be the same as the institution’s.</p> <p>c. <u>For-Profit Entities</u> - Provide a description of the ownership structure of the institution, the names and contact information for all owners with more than ten percent (10%) of the voting interests in the corporation, indicating the percentage of ownership next to their name(s), and, if applicable, a corporate flowchart showing the institution’s position in relationship to all affiliated corporate entities. The contact information must be a phone number, email address, and address, none of which can be the same as the institution’s.</p>
<input type="checkbox"/>	<p>6. LEGAL ACTIONS – If the institution answered “yes” to the questions of whether there are any legal actions pending concerning the provision of education by the institution as previously owned; provide an explanation as to how the new owner will be involved with the litigation.</p>
<input type="checkbox"/>	<p>7. ASSOCIATION WITH OTHER POSTSECONDARY EDUCATIONAL INSTITUTIONS –</p> <p>a. If the institution answered “yes” to the question has the new owner ever been associated as a principal party or owner in any other educational institution; provide a list of the institutions and the jurisdiction where the institution was authorized to operate or was exempt from authorization requirements.</p> <p>b. If the institution answered “yes” to the question has the new owner or director of the institution ever been associated as a principal party, owner, or administrator in an</p>

	<p>educational institution that (1) ceased operation with a resulting loss of time or money for enrollees of such institution or (2) had state authorization revoked in any state; provide a detailed explanation as Attachment A.7.</p>
<input type="checkbox"/>	<p>8. <u>CRIMINAL BACKGROUND</u> – If the institution answered “yes” to the question has the new owner or director has ever been associated as a principal party or owner in any postsecondary educational institution which ceased operation with a resulting loss of time or money for enrollees provide an explanation as Attachment 8.</p>
<input type="checkbox"/>	<p>9. <u>CHANGE OF INSTITUTIONAL NAME</u> – If the institution answered “yes” to the question has there or will there be a change of institutional name; please provide the new proposed name of the institution, the proposed effective date and, in narrative form, the reasons for the change of institutional name. as Attachment 9.</p>
<input type="checkbox"/>	<p>10. <u>CHANGE OF INSTITUTIONAL LOCATION</u> – If the institution answered “yes” to the question has there or will there be a change in institutional location; please provide the new proposed address of the institution, the proposed effective date and, in narrative form, the reasons for the change of location including the effect this will have on current students, administrative staff, and faculty. as Attachment 10.</p>
<input type="checkbox"/>	<p>11. <u>NEW OWNER STATEMENT OF INTENT</u> – The Owner’s Statement of Intent must be signed by the new owner.</p>

APPLICATION REVIEW AND TRAINING

Application review and training information may be found [HERE](#).

Fee Payment

Fee Payment of the Tennessee fee by credit or debit card is preferred. As the new owner, the institution must file an application for authorization. Depending on the nature of the institution, either an Application for [Application for Optional Expedited Authorization \(AOEA\)](#) or [Application for Initial Authorization \(IA\)](#) may be applicable. The appropriate fee must be paid with this Change of Ownership (COO) application, which will be applied to the total due when the authorization application is filed in the future. Fees for authorization are as follows:

Optional Expedited Authorization institutions will file an AOEA and pay nine thousand dollars (\$9,000) under the new ownership – See Rule [1540-01-10-.09](#) – Only applicable for accredited institutions - See [Rule 1540-01-10-.03](#).

Regularly authorized institutions must file an IA and pay three thousand dollars (\$3,000) plus the new program fee of five hundred dollars (\$500) for each program that will be offered under the new ownership – See Rule 1540-01-02-.25.

Note that payment must be received in order for your application to be reviewed. See [Rule 1540-01-02-.25](#). The below referenced WFS Application Submission form will walk you through the electronic payment process.

If you are unable to pay using a credit card or debit card, use the below referenced WFS Application Submission Form to submit the application and supporting documents. Immediately after submitting the form, you must email THEC.DPSA@tn.gov to receive instructions on paying by check. Note that paying by check may delay the review of your application as we will not begin our review of your application until we receive and reconcile the fee payment. The reconciliation process may take two or more weeks.

Application Submission

The COO and supporting documentation must be submitted to DPSA by uploading the application and supporting documentation using the WFS Application Submission form. Click [HERE](#) to submit the application and supporting documentation.

NEW OWNER'S STATEMENT OF INTENT

I, (name) _____, the new owner of the institution listed in this application will:

- a. Conduct the institution in accordance with the Higher Education Authorization Act of 2016 (Act) and the rules established by the Commission.
- b. Advertise or solicit using institutional employees familiar with the Act and rules.
- c. Advise the Commission of change of the controlling officer or ownership change.
- d. Advise the Commission within seventy-two (72) hours if this institution proposes to discontinue its operation.
- e. As required by rule, notify the Commission of staff changes by forwarding school personnel forms for new staff and information letters for staff terminations.
- f. Advise the Commission of any application or authorization to operate in another state (Tennessee institutions only).
- g. Maintain all student files in accordance with the laws governing postsecondary educational institutions, including Rule 1540-01-02-.15(5) and (8).
- h. Understand that we are responsible for all Student Level Statistical Data (SLSD) reporting after the change of ownership, which may include SLSD prior to the change of ownership.
- i. Ensure that the institution will continue to train students enrolled at the institution at the time of the change of ownership pursuant to the enrollment agreement executed between the student and the former owner.

Further, I certify that the information included in this application and the accompanying attachments are true and correct. I further verify that the above listed director has been given the authority to act as the primary administrator at this institution and, to the best of my knowledge and unless otherwise indicated in the application, no principal party involved in the applying institution I further understand that it is my responsibility to ensure that the Commission is informed of any significant changes that might alter the basis for authorization.

DO NOT SIGN WITHOUT READING THE STATEMENT ABOVE.

Signature of Owner, Chairperson of the Board or Corporate President

Date

NOTE: If the institution is a partnership, all partners must sign. If the institution is a corporation, the president or chairperson of the board of directors must sign and all other officers must be listed in an attachment. Duplicate as necessary.