

ORIGINAL

12-092

RECEIVED

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT

NOV 14 2012

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION **HEALTH FACILITIES & SERVICES REVIEW BOARD**

This Section must be completed for all projects.

Facility/Project Identification

| | | | |
|--------------------|--------------------------------------|---------------------|-------------------------------|
| Facility Name: | Rehabilitation Institute of Chicago | | |
| Street Address: | 630 N. McClurg Court (proposed site) | | |
| City and Zip Code: | Chicago, IL 60611 | | |
| County: | Cook | Health Service Area | VI Health Planning Area: A-01 |

Applicant /Co-Applicant Identification

[Provide for each co-applicant [refer to Part 1130.220].

| | |
|----------------------------------|---|
| Exact Legal Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street Chicago, IL 60611 (current site) |
| Name of Registered Agent: | Nancy Paridy |
| Name of Chief Executive Officer: | Joanne C. Smith, MD |
| CEO Address: | 345 E. Superior Street Chicago, IL 60611 |
| Telephone Number: | 312/238-0815 |

Type of Ownership of Applicant/Co-Applicant

| | |
|--|---|
| <input checked="" type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other |

- Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT-1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact

[Person to receive all correspondence or inquiries during the review period]

| | |
|-------------------|---|
| Name: | Nancy Paridy |
| Title: | Senior Vice President, General Counsel & Government Affairs |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street Chicago, IL 60611 |
| Telephone Number: | 312/238-6208 |
| E-mail Address: | nparidy@ric.org |
| Fax Number: | 312/238-2117 |

Additional Contact

[Person who is also authorized to discuss the application for permit]

| | |
|-------------------|--|
| Name: | Barry Fleischer |
| Title: | Planning Team, New Research Hospital |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street Chicago, IL 60611 |
| Telephone Number: | 312/238-0816 |
| E-mail Address: | bfleischer@ric.org |
| Fax Number: | 312/238-2117 |

Additional Contact

[Person who is also authorized to discuss the application for permit]

| | |
|-------------------|--|
| Name: | Honey Jacobs Skinner |
| Title: | Partner |
| Company Name: | Sidley Austin LLP |
| Address: | 1 South Dearborn Street, Chicago, IL 60603 |
| Telephone Number: | 312/853-7577 |
| E-mail Address: | mskinner@sidley.com |
| Fax Number: | 312/853-7036 |

Additional Contact

[Person who is also authorized to discuss the application for permit]

| | |
|-------------------|--|
| Name: | Jacob M. Axel |
| Title: | President |
| Company Name: | Axel & Associates, Inc. |
| Address: | 675 North Court Suite 210 Palatine, IL 60067 |
| Telephone Number: | 847/776-7101 |
| E-mail Address: | jacobmaxel@msn.com |
| Fax Number: | 847/776-7004 |

Post Permit Contact

[Person to receive all correspondence subsequent to permit issuance-THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960

| | |
|-------------------|--|
| Name: | Nancy Paridy |
| Title: | Senior Vice President, General Counsel |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street Chicago, IL 60611 |
| Telephone Number: | 312/238-6208 |
| E-mail Address: | nparidy@ric.org |
| Fax Number: | 312/238-2117 |

Site Ownership

[Provide this information for each applicable site]

| | |
|--|--|
| Exact Legal Name of Site Owner: | Rehabilitation Institute of Chicago |
| Address of Site Owner: | 345 E. Superior Street Chicago, IL 60611 |
| Street Address or Legal Description of Site: | 630 N. McClurg Court Chicago, IL 60611 (proposed site) |
| Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statement, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease or a lease. | |
| APPEND DOCUMENTATION AS ATTACHMENT-2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | |

Operating Identity/Licensee

[Provide this information for each applicable facility, and insert after this page.]

| | | |
|--|---|--------------------------------|
| Exact Legal Name: | Rehabilitation Institute of Chicago | |
| Address: | new Research Hospital: 630 N. McClurg Court Chicago, IL 60611 | |
| <input checked="" type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership | |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Other |
| <ul style="list-style-type: none">o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. | | |
| APPEND DOCUMENTATION AS ATTACHMENT-3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | | |

Organizational Relationships

Provide (for each co-applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT-4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Flood Plain Requirements

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2005-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at www.FEMA.gov or www.illinoisfloodmaps.org. **This map must be in a readable format.** In addition please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2005-5 (<http://www.hfsrb.illinois.gov>).

APPEND DOCUMENTATION AS **ATTACHMENT -5**, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS **ATTACHMENT-6**, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

DESCRIPTION OF PROJECT

1. Project Classification

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- Substantive
 Non-substantive

Part 1120 Applicability or Classification:
[Check one only.]

- Part 1120 Not Applicable
 Category A Project
 Category B Project
 DHS or DVA Project

2. Narrative Description

Provide in the space below, a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

The Rehabilitation Institute of Chicago is proposing the construction of a 27-floor building, two blocks from its current location, to house a 242-bed replacement hospital ("the Research Hospital") occupying 17 floors, three floors of medical office space financed by an independent third party developer, and seven floors of parking. Concurrent with the opening of the Research Hospital, the existing hospital ("the Flagship Hospital") will be discontinued.

The Flagship Hospital is located at 345 East Superior Street and the new Research Hospital will be located at 630 N. McClurg Court.

The proposed project is the result of a lengthy planning process, conducted by a multi-disciplinary team consisting of hospital personnel and outside consultants and architects. That process included the filing of a Master Design Certificate of Need application, which was unanimously approved by the Illinois Health Facilities and Services Review Board on April 17, 2012. A copy of that application is provided as the APPENDIX to this application.

This is a "substantive" project because it proposes the establishment of a new health care facility.

PROJECT COSTS AND SOURCES OF FUNDS

| | Clinical/ Reviewable | Non-Clinical/ Non-Reviewable | Total |
|---|-------------------------|---------------------------------|-----------------------|
| Project Costs: | | | |
| Preplanning Costs | \$918,390 | \$751,410 | \$1,669,800 |
| Site Survey and Soil Investigation | \$ 21,167 | \$ 17,318 | \$ 38,485 |
| Site Preparation | \$ 8,511,243 | \$ 6,963,745 | \$ 15,474,988 |
| Off Site Work | \$ 222,853 | \$ 182,334 | \$ 405,187 |
| New Construction Contracts | \$ 174,147,279 | \$ 144,332,688 | \$ 318,479,967 |
| Modernization Contracts | | | |
| Contingencies | \$ 5,709,420 | \$ 7,176,495 | \$ 12,885,915 |
| Architectural/Engineering Fees | \$ 9,416,288 | \$ 7,704,236 | \$ 17,120,524 |
| Consulting and Other Fees | \$ 25,591,500 | \$ 20,938,500 | \$ 46,530,000 |
| Movable and Other Equipment | \$ 66,096,000 | \$ 7,344,000 | \$ 73,440,000 |
| Bond Issuance Expense | \$ 1,677,500 | \$ 1,372,500 | \$ 3,050,000 |
| Net Interest Expense During Construction | \$ 10,917,500 | \$ 8,932,500 | \$ 19,850,000 |
| Fair Mkt Value of Leased Space or Equip | \$ 12,420,000 | \$ 1,380,000 | \$ 13,800,000 |
| Other Costs to be Capitalized | | | |
| Acquisition of Building or Other Property | | | |
| TOTAL COSTS | \$ 315,649,140 | \$ 207,095,726 | \$ 522,744,866 |
| | | | |
| | | | |
| | | | |
| Sources of Funds: | | | |
| Cash and Securities | \$ 37,102,266 | \$ 24,342,600 | \$ 61,444,866 |
| Pledges | | | |
| Gifts and Bequests | \$ 181,149,062 | \$ 118,850,938 | \$ 300,000,000 |
| Bond Issues | \$ 89,064,955 | \$ 58,435,045 | \$ 147,500,000 |
| Mortgages | | | |
| Leases (fair market value) | \$ 8,332,857 | \$ 5,467,143 | \$ 13,800,000 |
| Government Appropriations | | | |
| Grants | | | |
| Other Funds and Sources | | | |
| TOTAL FUNDS | \$ 315,649,140 | \$ 207,095,726 | \$ 522,744,866 |

NOTE ON SOURCES OF FUNDS

The funding for the proposed project includes \$300M in Gifts and Bequests. As of the filing of this Certificate of Need application, \$141M has been pledged and/or received. Should the entire \$300M not be realized, the applicant has access to cash and debt not included in the identified Sources of Funds to address any shortfall in the realization of anticipated Gifts and Bequests.

In addition, and consistent with a technical assistance conference with IHFSRB staff on November 9, 2012, the applicant currently has approximately \$90M in exiting debt (tax exempt bonds), related to the Flagship Hospital, which will be sold. It is the applicant's intent to combine its existing debt with the \$147.5M tax exempt bond issuance identified in the project Costs and Sources of Funds table, through a single issuance. Consistent with the guidance provided by IHFSB staff, and because the existing debt is not related to the proposed project, the existing debt is not included in the project cost.

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project Yes No
Purchase Price: \$ _____
Fair Market Value: \$ _____

The project involves the establishment of a new facility or a new category of service
 Yes No

If yes, provide the dollar amount of all **non-capitalized** operating start-up costs (including operating deficits) through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100.

Estimated start-up costs and operating deficit cost is \$ 15,552,666.

Project Status and Completion Schedules

Indicate the stage of the project's architectural drawings:

None or not applicable Preliminary
 Schematics Final Working

Anticipated project completion date (refer to Part 1130.140): March 31, 2017

Indicate the following with respect to project expenditures or to obligation (refer to Part 1130.140):

- Purchase orders, leases or contracts pertaining to the project have been executed.
 Project obligation is contingent upon permit issuance. Provide a copy of the contingent "certification of obligation" document, highlighting any language related to CON Contingencies
 Project obligation will occur after permit issuance.

APPEND DOCUMENTATION AS ATTACHMENT-8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

State Agency Submittals

Are the following submittals up to date as applicable:

- Cancer Registry not applicable, comprehensive physical rehabilitation hospital
 APORS not applicable, comprehensive physical rehabilitation hospital
 All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted
 All reports regarding outstanding permits
Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.

Cost Space Requirements

Provide in the following format, the department/area **DGSF** or the building/area **BGSF** and cost. The type of gross square footage either **DGSF** or **BGSF** must be identified. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

| Dept. / Area | Cost | Gross Square Feet | | Amount of Proposed Total Gross Square Feet That Is: | | | |
|-----------------------|------|-------------------|----------|---|------------|-------|---------------|
| | | Existing | Proposed | New Const. | Modernized | As Is | Vacated Space |
| REVIEWABLE | | | | | | | |
| Medical Surgical | | | | | | | |
| Intensive Care | | | | | | | |
| Diagnostic Radiology | | | | | | | |
| MRI | | | | | | | |
| Total Clinical | | | | | | | |
| | | | | | | | |
| NON REVIEWABLE | | | | | | | |
| Administrative | | | | | | | |
| Parking | | | | | | | |
| Gift Shop | | | | | | | |
| | | | | | | | |
| Total Non-clinical | | | | | | | |
| TOTAL | | | | | | | |

APPEND DOCUMENTATION AS ATTACHMENT-9, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Facility Bed Capacity and Utilization

Complete the following chart, as applicable. Complete a separate chart for each facility that is a part of the project and insert following this page. Provide the existing bed capacity and utilization data for the latest **Calendar Year for which the data are available**. Include **observation days in the patient day totals for each bed service**. Any bed capacity discrepancy from the Inventory will result in the application being deemed **incomplete**.

| FACILITY NAME: Rehabilitation Institute of Chicago | | CITY: Chicago | | | |
|--|------------------------|----------------------|---------------------|--------------------|----------------------|
| REPORTING PERIOD DATES: From: January 1, 2011 to: December 31, 2011 | | | | | |
| Category of Service | Authorized Beds | Admissions | Patient Days | Bed Changes | Proposed Beds |
| Medical/Surgical | | | | | |
| Obstetrics | | | | | |
| Pediatrics | | | | | |
| Intensive Care | | | | | |
| Comprehensive Physical Rehabilitation | 165/182* | 2,606 | 52,838 | +60 | 242 |
| Acute/Chronic Mental Illness | | | | | |
| Neonatal Intensive Care | | | | | |
| General Long Term Care | | | | | |
| Specialized Long Term Care | | | | | |
| Long Term Acute Care | | | | | |
| Other ((identify) | | | | | |
| TOTALS: | 165/182* | 2,606 | 52,838 | +60 | 242 |

* The current hospital on East Superior Street operated 165 beds during 2011. On May 13, 2011 RIC was approved to add 17 beds under the "20-bed rule", 4 of which became operational in January, 2012, an additional 8 became operational in February, 2012, 2 additional beds became operational in April, 2012, two beds became operational in May, 2012, and the last bed became operational in June, 2012. During the period from January-September, 2012, RIC's monthly occupancy rate has ranged from 84.4% to 92.8% of available beds, with an average of 89.8% over the first nine months of 2012. The proposed new Research Hospital will provide 242 beds.

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manger or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Rehabilitation Institute of Chicago * in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.

SIGNATURE
Edward B. Case

PRINTED NAME
Executive Vice President
Chief Financial Officer
PRINTED TITLE

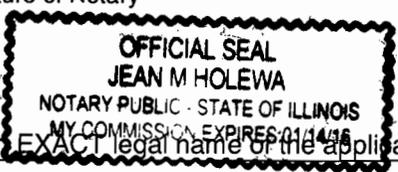
SIGNATURE
Nancy E. Paridy

PRINTED NAME
Senior Vice President
General Counsel, Corporate Secretary
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 7th day of November, 2012

Signature of Notary

Seal



*Insert EXACT legal name of the applicant

Notarization:
Subscribed and sworn to before me
this 7th day of November, 2012

Signature of Notary

Seal



SECTION II. DISCONTINUATION

This Section is applicable to any project that involves discontinuation of a health care facility or a category of service. **NOTE:** If the project is solely for discontinuation and if there is no project cost, the remaining Sections of the application are not applicable.

Criterion 1110.130 - Discontinuation

READ THE REVIEW CRITERION and provide the following information:

GENERAL INFORMATION REQUIREMENTS

1. Identify the categories of service and the number of beds, if any that is to be discontinued.
2. Identify all of the other clinical services that are to be discontinued.
3. Provide the anticipated date of discontinuation for each identified service or for the entire facility.
4. Provide the anticipated use of the physical plant and equipment after the discontinuation occurs.
5. Provide the anticipated disposition and location of all medical records pertaining to the services being discontinued, and the length of time the records will be maintained.
6. For applications involving the discontinuation of an entire facility, certification by an authorized representative that all questionnaires and data required by HFSRB or DPH (e.g., annual questionnaires, capital expenditures surveys, etc.) will be provided through the date of discontinuation, and that the required information will be submitted no later than 60 days following the date of discontinuation.

REASONS FOR DISCONTINUATION

The applicant shall state the reasons for discontinuation and provide data that verifies the need for the proposed action. See criterion 1110.130(b) for examples.

IMPACT ON ACCESS

1. Document that the discontinuation of each service or of the entire facility will not have an adverse effect upon access to care for residents of the facility's market area.
2. Document that a written request for an impact statement was received by all existing or approved health care facilities (that provide the same services as those being discontinued) located within 45 minutes travel time of the applicant facility.
3. Provide copies of impact statements received from other resources or health care facilities located within 45 minutes travel time, that indicate the extent to which the applicant's workload will be absorbed without conditions, limitations or discrimination.

APPEND DOCUMENTATION AS ATTACHMENT-10, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION III – BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES - INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Criterion 1110.230 – Background, Purpose of the Project, and Alternatives

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest the information has been previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT-11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed, as applicable and appropriate for the project. [See 1110.230(b) for examples of documentation.]
4. Cite the sources of the information provided as documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to achieving the stated goals **as appropriate.**

For projects involving modernization, describe the conditions being upgraded if any. For facility projects, include statements of age and condition and regulatory citations if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Agency Report.

APPEND DOCUMENTATION AS ATTACHMENT-12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

- 1) Identify **ALL** of the alternatives to the proposed project:

Alternative options **must** include:

- A) Proposing a project of greater or lesser scope and cost;
 - B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;
 - C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and
 - D) Provide the reasons why the chosen alternative was selected.
- 2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality and financial benefits in both the short term (within one to three years after project completion) and long term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**
 - 3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENT-13, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IV - PROJECT SCOPE, UTILIZATION, AND UNFINISHED/SHELL SPACE

Criterion 1110.234 - Project Scope, Utilization, and Unfinished/Shell Space

READ THE REVIEW CRITERION and provide the following information:

SIZE OF PROJECT:

1. Document that the amount of physical space proposed for the proposed project is necessary and not excessive. **This must be a narrative.**
2. If the gross square footage exceeds the BGSF/DGSF standards in Appendix B, justify the discrepancy by documenting one of the following::
 - a. Additional space is needed due to the scope of services provided, justified by clinical or operational needs, as supported by published data or studies;
 - b. The existing facility's physical configuration has constraints or impediments and requires an architectural design that results in a size exceeding the standards of Appendix B;
 - c. The project involves the conversion of existing space that results in excess square footage.

Provide a narrative for any discrepancies from the State Standard. A table must be provided in the following format with Attachment 14.

| SIZE OF PROJECT | | | | |
|--------------------|--------------------|----------------|------------|---------------|
| DEPARTMENT/SERVICE | PROPOSED BGSF/DGSF | STATE STANDARD | DIFFERENCE | MET STANDARD? |
| | | | | |

APPEND DOCUMENTATION AS ATTACHMENT-14, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

PROJECT SERVICES UTILIZATION:

This criterion is applicable only to projects or portions of projects that involve services, functions or equipment for which HFSRB has established utilization standards or occupancy targets in 77 Ill. Adm. Code 1100.

Document that in the second year of operation, the annual utilization of the service or equipment shall meet or exceed the utilization standards specified in 1110.Appendix B. **A narrative of the rationale that supports the projections must be provided.**

A table must be provided in the following format with Attachment 15.

| UTILIZATION | | | | | |
|-------------|----------------|---|-----------------------|----------------|---------------|
| | DEPT./ SERVICE | HISTORICAL UTILIZATION (PATIENT DAYS) (TREATMENTS) ETC. | PROJECTED UTILIZATION | STATE STANDARD | MET STANDARD? |
| YEAR 1 | | | | | |
| YEAR 2 | | | | | |

APPEND DOCUMENTATION AS ATTACHMENT-15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

UNFINISHED OR SHELL SPACE:

Provide the following information:

1. Total gross square footage of the proposed shell space;
2. The anticipated use of the shell space, specifying the proposed GSF to be allocated to each department, area or function;
3. Evidence that the shell space is being constructed due to
 - a. Requirements of governmental or certification agencies; or
 - b. Experienced increases in the historical occupancy or utilization of those areas proposed to occupy the shell space.
4. Provide:
 - a. Historical utilization for the area for the latest five-year period for which data are available; and
 - b. Based upon the average annual percentage increase for that period, projections of future utilization of the area through the anticipated date when the shell space will be placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT-16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ASSURANCES:

Submit the following:

1. Verification that the applicant will submit to HFSRB a CON application to develop and utilize the shell space, regardless of the capital thresholds in effect at the time or the categories of service involved.
2. The estimated date by which the subsequent CON application (to develop and utilize the subject shell space) will be submitted; and
3. The anticipated date when the shell space will be completed and placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT-17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

B. Criterion 1110.630 - Comprehensive Physical Rehabilitation

1. Applicants proposing to establish, expand and/or modernize Comprehensive Physical Rehabilitation category of service must submit the following information:
2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

| Category of Service | # Existing Beds | # Proposed Beds |
|--|-----------------|-----------------|
| X Comprehensive Physical Rehabilitation | 182 | 242 |

3. READ the applicable review criteria outlined below and **submit the required documentation for the criteria:**

| APPLICABLE REVIEW CRITERIA | Establish | Expand | Modernize |
|--|-----------|--------|-----------|
| 1110.630(b)(1) - Planning Area Need - 77 Ill. Adm. Code 1100 (formula calculation) | X | | |
| 1110.630(b)(2) - Planning Area Need - Service to Planning Area Residents | X | X | |
| 1110.630(b)(3) - Planning Area Need - Service Demand - Establishment of Category of Service | X | | |
| 1110.630(b)(4) - Planning Area Need - Service Demand - Expansion of Existing Category of Service | | X | |
| 1110.630(b)(5) - Planning Area Need - Service Accessibility | X | | |
| 1110.630(c)(1) - Unnecessary Duplication of Services | X | | |
| 1110.630(c)(2) - Maldistribution | X | | |
| 1110.630(c)(3) - Impact of Project on Other Area Providers | X | | |
| 1110.630(d)(1) - Deteriorated Facilities | | | X |
| 1110.630(d)(2) - Documentation | | | X |
| 1110.630(d)(3) - Documentation Related to Cited Problems | | | X |
| 1110.630(d)(4) - Occupancy | | | X |
| 1110.630(e)(1) and (2) - Staffing | X | X | |
| 1110.630(e)(2) - Personnel Qualifications | X | | |
| 1110.630(f) - Performance Requirements | X | X | X |
| 1110.630(g) - Assurances | X | X | X |

APPEND DOCUMENTATION AS ATTACHMENT-21, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

R. Criterion 1110.3030 - Clinical Service Areas Other than Categories of Service

1. Applicants proposing to establish, expand and/or modernize Clinical Service Areas Other than Categories of Service must submit the following information:
2. Indicate changes by Service: Indicate # of key room changes by action(s):

| Service | # Existing Key Rooms* | # Proposed Key Rooms |
|--|-----------------------|----------------------|
| <input type="checkbox"/> general radiology | 7 | 6 |
| <input type="checkbox"/> ultrasound | 0 | 1 |
| <input type="checkbox"/> CT | 0 | 1 |
| <input type="checkbox"/> MRI | 0 | 1 |
| <input type="checkbox"/> | | |

*Existing rooms include Flagship Hospital and 1 offsite location that will be re-located to the new Research Hospital. The numbers do not include C-arm rooms.

3. READ the applicable review criteria outlined below and **submit the required documentation for the criteria:**

| PROJECT TYPE | REQUIRED REVIEW CRITERIA | |
|---------------------------------------|--------------------------|---------------------------------------|
| New Services or Facility or Equipment | (b) - | Need Determination - Establishment |
| Service Modernization | (c)(1) - | Deteriorated Facilities |
| | | and/or |
| | (c)(2) - | Necessary Expansion |
| | | PLUS |
| | (c)(3)(A) - | Utilization - Major Medical Equipment |
| | | Or |
| | (c)(3)(B) - | Utilization - Service or Facility |

APPEND DOCUMENTATION AS ATTACHMENT-37, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

The following Sections DO NOT need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18 month period prior to the submittal of the application):

- Section 1120.120 Availability of Funds – Review Criteria
- Section 1120.130 Financial Viability – Review Criteria
- Section 1120.140 Economic Feasibility – Review Criteria, subsection (a)

VIII. - 1120.120 - Availability of Funds

The applicant shall document that financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable: **Indicate the dollar amount to be provided from the following sources:**

| | | |
|----------------------|------------------------------|--|
| \$61,444,866 | a) | Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to: |
| | | 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and |
| | | 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion; |
| _____ | b) | Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience. |
| \$300,000,000 | c) | Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts; |
| \$147,500,000 | d) | Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including: |
| | | 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated; |
| | | 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate; |
| | | 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.; |
| | | 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment; |
| | | 5) For any option to lease, a copy of the option, including all terms and conditions. |
| _____ | e) | Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent; |
| _____ | f) | Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt; |
| \$13,800,000 | g) | All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project. FMV of leased space. |
| \$522,744,866 | TOTAL FUNDS AVAILABLE | |

APPEND DOCUMENTATION AS ATTACHMENT 39, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

IX. 1120.130 - Financial Viability

All the applicants and co-applicants shall be identified, specifying their roles in the project funding or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

1. All of the projects capital expenditures are completely funded through internal sources
2. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent
3. The applicant provides a third party surety bond or performance bond letter of credit from an A rated guarantor.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT-40, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion. When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

| Provide Data for Projects Classified as: | Category A or Category B (last three years) | | | Category B (Projected) |
|--|---|-------|-------|------------------------|
| | 2010 | 2011 | 2012 | 2019 |
| Enter Historical and/or Projected Years: | | | | |
| Current Ratio | 2.30 | 2.67 | 2.47 | 1.73 |
| Net Margin Percentage | 2.8% | 3.2% | 4.1% | 0.9% |
| Percent Debt to Total Capitalization | 56.3% | 48.5% | 47.7% | 27.4% |
| Projected Debt Service Coverage | 2.91 | 3.70 | 4.18 | 1.95 |
| Days Cash on Hand | 315 | 359 | 363 | 321 |
| Cushion Ratio | 26.78 | 29.07 | 29.63 | 12.18 |

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

2. Variance

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT-41, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

X. 1120.140 - Economic Feasibility

This section is applicable to all projects subject to Part 1120.

A. Reasonableness of Financing Arrangements

The applicant shall document the reasonableness of financing arrangements by submitting a notarized statement signed by an authorized representative that attests to one of the following:

- 1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or
- 2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:
 - A) A portion or all of the cash and equivalents must be retained in the balance sheet asset accounts in order to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or
 - B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing

This criterion is applicable only to projects that involve debt financing. The applicant shall document that the conditions of debt financing are reasonable by submitting a notarized statement signed by an authorized representative that attests to the following, as applicable:

- 1) That the selected form of debt financing for the project will be at the lowest net cost available;
- 2) That the selected form of debt financing will not be at the lowest net cost available, but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors;
- 3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs

Read the criterion and provide the following:

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

| COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE | | | | | | | | | |
|---|-------------------------|------|----------------------|--------|-----------------------|--------|----------------------|--------------------|--------------------------|
| Department (list below) | A | B | C | D | E | F | G | H | Total Cost (G + H) |
| | Cost/Square Foot New | Mod. | Gross Sq. Ft. New | Circ.* | Gross Sq. Ft. Mod. | Circ.* | Const. \$ (A x C) | Mod. \$ (B x E) | |
| | | | | | | | | | |
| Contingency | | | | | | | | | |
| TOTALS | | | | | | | | | |

* Include the percentage (%) of space for circulation

D. Projected Operating Costs

The applicant shall provide the projected direct annual operating costs (in current dollars per equivalent patient day or unit of service) for the first full fiscal year at target utilization but no more than two years following project completion. Direct cost means the fully allocated costs of salaries, benefits and supplies for the service.

E. Total Effect of the Project on Capital Costs

The applicant shall provide the total projected annual capital costs (in current dollars per equivalent patient day) for the first full fiscal year at target utilization but no more than two years following project completion.

APPEND DOCUMENTATION AS ATTACHMENT -42, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XI. Safety Net Impact Statement

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for ALL SUBSTANTIVE AND DISCONTINUATION PROJECTS:

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.
2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.
3. How the discontinuation of a facility or service might impact the remaining safety net providers in a given community, if reasonably known by the applicant.

Safety Net Impact Statements shall also include all of the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.
2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.
3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 43.

| Safety Net Information per PA 96-0031 | | | |
|---------------------------------------|---------------------|---------------------|---------------------|
| CHARITY CARE | | | |
| Charity (# of patients) | 2009 | 2010 | 2011 |
| Inpatient | 205 | 211 | 266 |
| Outpatient | 457 | 1,083 | 1,360 |
| Total | 662 | 1,294 | 1,626 |
| Charity (cost in dollars) | | | |
| Inpatient | \$294,131 | \$296,559 | \$246,055 |
| Outpatient | \$240,752 | \$304,418 | \$760,544 |
| Total | \$534,883 | \$600,977 | \$1,006,599 |
| MEDICAID | | | |
| Medicaid (# of patients) | 2009 | 2010 | 2011 |
| Inpatient | 392 | 274 | 232 |
| Outpatient | 2,793 | 2,817 | 2,540 |
| Total | 3,185 | 3,091 | 2,772 |
| Medicaid (revenue) | | | |
| Inpatient | \$9,649,000 | \$8,849,305 | \$12,198,853 |
| Outpatient | \$6,680,000 | \$4,789,667 | \$4,209,934 |
| Total | \$16,329,000 | \$13,638,972 | \$16,407,934 |

APPEND DOCUMENTATION AS ATTACHMENT 43, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XII. Charity Care Information

Charity Care information **MUST** be furnished for **ALL** projects.

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer. (20 ILCS 3960/3) Charity Care **must** be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 44.

| CHARITY CARE | | | |
|----------------------------------|----------------------|----------------------|----------------------|
| | 2009 | 2010 | 2011 |
| Net Patient Revenue | \$141,360,000 | \$144,475,000 | \$155,378,000 |
| Amount of Charity Care (charges) | \$1,165,324 | \$1,387,937 | \$2,513,983 |
| Cost of Charity Care | \$523,395 | \$568,031 | \$1,041,161 |

APPEND DOCUMENTATION AS ATTACHMENT 44, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

REHABILITATION INSTITUTE OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 05, 1951, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1231101370

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of NOVEMBER A.D. 2012

Jesse White

SECRETARY OF STATE

ATTACHMENT 1

THIS DOCUMENT WAS)
PREPARED BY AND)
AFTER RECORDING)
RETURN TO:)



Doc#: 0984931062 Fee: \$44.00
Esq. "Gene" Moore FHP Fee: \$10.00
Cook County Recorder of Deeds
Date: 12/16/2009 02:48 PM Pg: 1 of 5

DLA Piper LLP (US))
203 North LaSalle Street, Suite 1900)
Chicago, Illinois 60601)
Attn: David Hickstein, Esq.)

1/14 01890542

[This space reserved for recording data.]

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED (the "Deed") is made as of this 14th day of December, 2009, by GHB-630 LLC, a Delaware limited liability company (the "Grantor"), having an office at 625 N. Michigan Ave., Chicago, Illinois 60611, to REHABILITATION INSTITUTE OF CHICAGO, an Illinois not-for-profit corporation (the "Grantee"), having an office at 345 E. Superior St., Chicago, Illinois 60611.

WITNESSETH:

That the Grantor, for and in consideration of the sum of TEN AND 00/100THS DOLLARS (\$10.00) and other good and valuable consideration in-hand paid by the Grantee, the receipt and sufficiency of which are hereby acknowledged, by these presents does GRANT, REMISE, RELEASE, ALIEN, SELL AND CONVEY unto the Grantee and its successors and assigns, FOREVER, all of the real estate situated in the County of Cook and State of Illinois described on Exhibit A attached hereto and made a part hereof (the "CBS Land"), together with all right title and interest of Grantor in and to (a) all strips and gores of land lying adjacent to the CBS Land, (b) all rights (including all air rights), easements and appurtenances belonging or pertaining to the CBS Land and (c) all roads, streets, alleys or public or private rights of way adjoining the CBS Land (collectively, the "Property"), subject only to those matters described on Exhibit B attached hereto and made a part hereof (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, subject only to the Permitted Exceptions, unto the Grantee and its successors and assigns forever.

Grantor does covenant, promise and agree, to and with the Grantee and its successors and assigns, that it has not done, or suffered to be done, anything whereby the Property is, or may be, in any manner encumbered or charged, except as herein recited, and that it WILL WARRANT AND FOREVER DEFEND the Property against persons lawfully claiming, or to claim the same, by, through or under Grantor but not otherwise, except for claims arising under or by virtue of the Permitted Exceptions.

CENTRALJ1291483

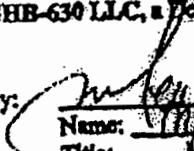
ATTACHMENT 2

IN WITNESS WHEREOF, the Grantor has caused its name to be signed to these presents on the day, month and year first set forth above.

GRANTOR:

GHE-630 LLC, a Delaware limited liability company

By:


Name: Michael Newman
Title: Authorized Signatory

City of Chicago
- Dept. of Revenue
896774

12/15/2009 14:01

Batch 403,844

Real Estate
Transfer
Stamp
\$129,000.00

CENTRAL312911463

ATTACHMENT 2

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss:

I, the undersigned, a Notary Public in and for said County and State aforesaid, DO HEREBY CERTIFY that Michael Newman, as Executive Secretary of GHB-630 LLC, a Delaware limited liability company (the "Company"), personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Michael Newman, appeared before me this day in person and acknowledged he/she signed and delivered said instrument as his/her free and voluntary act, and as the free and voluntary act of said Company, for the uses and purposes therein set forth.

GIVEN UNDER my hand and Notarial Seal this 10th day of DECEMBER, 2009.

[Signature]
Notary Public: ADAM LONG

08/10/2013
Commission Expiration:



Exhibit A to Special Warranty Deed

Legal Description

All of Lots 5 and 12 and that part of Lot 4 lying West of the West line of McClurg Court and that part of Lot 13 lying West of the West line of McClurg Court in Circuit Court Partition of Ogden Estate Subdivision of parts of Blocks 20, 31 and 32 in Kinzie's Addition to Chicago in Section 10, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

TAX PIN 17-10-204-006

CENTRALJ1291443

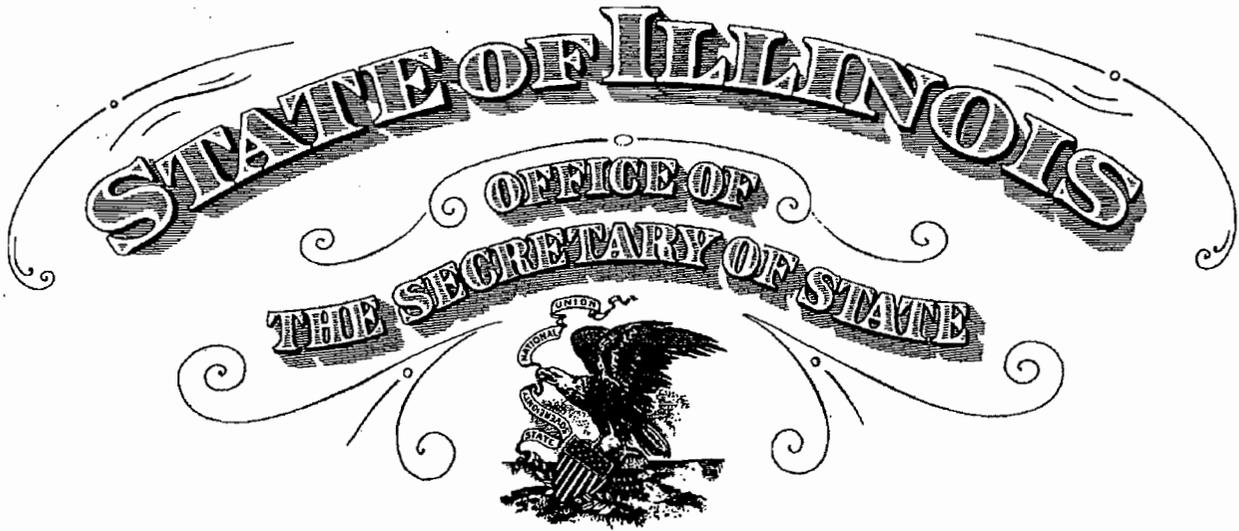
A-1

ATTACHMENT 2

Exhibit B to Special Warranty Deed

Permitted Exceptions

1. Real estate taxes for calendar year 2009, a lien not due and payable.
2. Matters arising due to acts done or suffered by or through Grantee.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

REHABILITATION INSTITUTE OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 05, 1951, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1231101370

Authenticate at: <http://www.cyberdriveillinois.com>

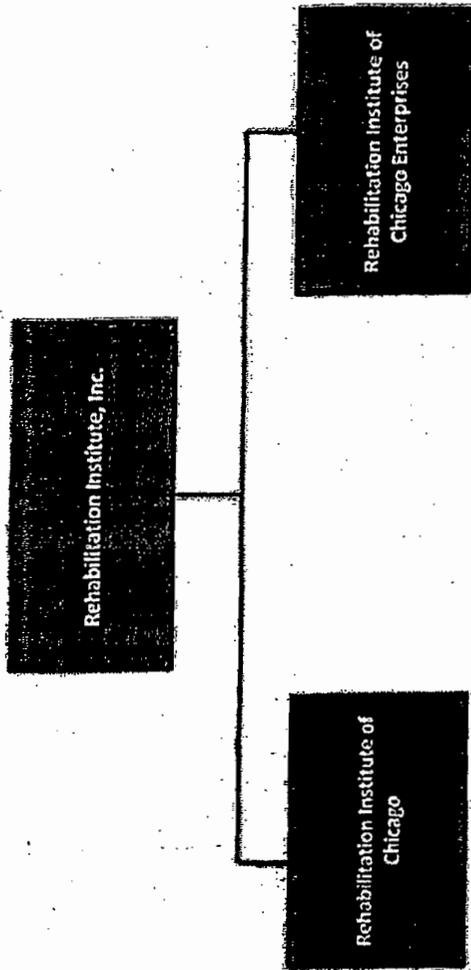
In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of NOVEMBER A.D. 2012 .*

Jesse White

SECRETARY OF STATE

ATTACHMENT 3

Rehabilitation Institute of Chicago Legal Structure





Rehabilitation Institute of Chicago

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs / Corporate Secretary

345 East Superior Street
Chicago, Illinois 60611-2654
312-238-6208 telephone
312-238-7554 fax
nparidy@ric.org

October 15, 2012

Illinois Health Facilities and Services Review Board
2nd Floor
525 West Jefferson Street
Springfield, IL 62761

The Rehabilitation Institute of Chicago hereby attests that its new Research Hospital will comply with the requirements of Illinois Executive Order #2006-5.

Note that the application references Executive Order 2005-5, but the order on the hfsrb.illinois.gov website shows the flood plain order as #2006-5.

Very truly yours,

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs

NEP/jh



Illinois Historic
Preservation Agency

FAX (217) 782-8161

1 Old State Capitol Plaza • Springfield, Illinois 62701-1512 • www.illinois-history.gov

Cook County

Chicago

CON - New Construction, Rehabilitation Institute of Chicago
Existing - 345 E. Superior St., Proposed - 630 N. McClurg Ct.
IHPA Log #029102212

November 8, 2012

Jacob Axel
Axel & Associates, Inc.
675 North Court, Suite 210
Palatine, IL 60067

Dear Mr. Axel:

This letter is to inform you that we have reviewed the additional information provided concerning the referenced project.

Our review of the records indicates that no historic, architectural or archaeological sites exist within the project area.

Please retain this letter in your files as evidence of compliance with Section 4 of the Illinois State Agency Historic Resources Preservation Act (20 ILCS 3420/1 et. seq.). This clearance remains in effect for two years from date of issuance. It does not pertain to any discovery during construction, nor is it a clearance for purposes of the Illinois Human Skeletal Remains Protection Act (20 ILCS 3440).

If you have any further questions, please contact me at 217/785-5027.

Sincerely,

Anne E. Haaker

Anne E. Haaker
Deputy State Historic
Preservation Officer

ITEMIZATION OF PROJECT COSTS

Preplanning Costs (\$1,669,800)

Evaluation of alternatives and confirmation of prior planning activities.

Site Survey and Soil Investigation (\$38,485)

Surveying of site and evaluation of the ground's ability to support the proposed construction.

Site Preparation (\$15,474,988)

Site grading and earth movement, development walkways and driveways, installation of exterior signage and lighting, and landscaping

Off Site Costs (\$405,187)

Allowance for sewer and utility service work

New Construction Contracts (\$318,479,967)

Construction, consistent with ATTACHMENT 42C. Projected costs in excess of the State standard are the result the 27-story height of the proposed building and the congested site of the construction in the Streeterville neighborhood, surrounded by other structures.

Contingencies (\$12,885,915)

New construction-related contingency, at \$15 per sf.

Architectural and Engineering Fees (\$17,120,524)

Professional fees associated with the project design, preparation of all documents, and interface with IDPH and local authorities, through the project's completion.

Consulting and Other Fees (\$46,530,000)

CON-related consulting and review fees, IDPH and municipal review fees, environmental impact assessment, project management services, reimbursables, IT consulting services, site security, permits, insurance, materials testing, interior design consultant, fundraising activities, landscape architect, dietary consultant, pre-construction activities, and miscellaneous costs.

Moveable and Other Equipment (\$73,440,000)

Furnishing, fixtures and all non-fixed clinical and non-clinical equipment, including IT. An inventory of equipment with a unit cost of \$20,000 or more is attached.

Bond Issuance Expense (\$3,050,000)

Estimate of the cost of issuance of the tax exempt bonds to be used to finance a portion of the proposed project.

Net Interest expense During Construction Period (\$19,850,000)

Estimate of the difference between interest earned and the interest expense associated with the borrowed funds during the construction period.

Fair Market Value of Leased Space and Equipment (\$13,800,000)

Costs associated with one floor of the medical office building to be leased by RIC.

| RIC Equipment List. | | | |
|----------------------------|---|-----------------|--------------------------|
| | Description | Quantity | Average Unit Cost |
| | MRI Unit, 3.0T | 1 | \$ 3,000,000 |
| | CT Scanner, Multi-Slice, 64-320 Slice | 1 | \$ 1,600,000 |
| | Packaging System, Meds, Unit Dose | 1 | \$ 500,000 |
| | X-Ray Unit, General Radiography, Digital | 3 | \$ 475,000 |
| | X-Ray Unit, Rad/Fluoro, Digital | 1 | \$ 375,000 |
| | X-Ray Unit, C-Arm, Mobile | 3 | \$ 199,968 |
| | X-Ray Unit, Mobile, Digital | 1 | \$ 160,000 |
| | Ultrasound, Imaging, Multipurpose | 1 | \$ 150,000 |
| | Densitometer, Bone, Whole Body | 1 | \$ 120,000 |
| | Imaging System, Functional MR | 1 | \$ 110,000 |
| | Gait Walk, Recessed | 1 | \$ 100,000 |
| | Analyzer, Lab, Chemistry, Countertop | 2 | \$ 89,000 |
| | Urodynamic Investigation System, General | 1 | \$ 75,000 |
| | Dispenser, Medication, Carousel | 2 | \$ 71,576 |
| | Unweighing System, Robotic | 45 | \$ 56,046 |
| | Analyzer, Lab, Hematology | 2 | \$ 46,500 |
| | Analyzer, Lab, Coagulation, Plasma | 2 | \$ 46,382 |
| | Dynamometer, Multi-Joint Rehab | 7 | \$ 45,975 |
| | Injector, Contrast Media, MRI Compatible | 1 | \$ 45,950 |
| | Bed, Electric, Bariatric | 6 | \$ 42,219 |
| | Software, Inventory Management | 1 | \$ 40,000 |
| | Washer, Wheelchair, Automatic | 1 | \$ 36,220 |
| | Electroencephalograph (EEG), General | 1 | \$ 35,800 |
| | Ventilator, Adult / Pediatric / Neonatal | 6 | \$ 35,520 |
| | Monitor, Physiologic, MRI | 1 | \$ 35,000 |
| | Electronystagmograph, Video | 1 | \$ 30,095 |
| | Electromyograph (EMG), Evoked Potentials (EP) | 4 | \$ 30,067 |
| | Ultrasound, Imaging, Multipurpose, Portable | 3 | \$ 29,750 |
| | Analyzer, Lab, Blood Gas, Point-of-Care | 2 | \$ 29,000 |
| | Monitor, Central Station, General | 1 | \$ 25,000 |
| | Treadmill, Exercise (Rehab/PT) | 50 | \$ 23,807 |
| | Metabolic Measuring System, General | 1 | \$ 22,500 |
| | Injector, Contrast Media, Ceiling Mount | 1 | \$ 22,000 |
| | Biofeedback Unit, Urology | 1 | \$ 20,000 |

Cost Space Requirements

| Dept./Area | Cost | Departmental Gross Square Feet | | | Amount of Proposed Total Square Feet | | | Vacated Space |
|-------------------------------|----------------|--------------------------------|----------|------------|--------------------------------------|-------|---|---------------|
| | | Existing | Proposed | New Const. | That is: | | | |
| | | | | | Modernized | As Is | | |
| Reviewable | | | | | | | | |
| Rehabilitation Units | \$ 160,349,763 | | 184,026 | 184,026 | | | | |
| Imaging-Main | \$ 18,938,948 | | 13,116 | 13,116 | | | | |
| Imaging-MOB | \$ 1,262,597 | | 785 | 785 | | | | |
| Ther/Research-Ho | \$ 110,477,199 | | 148,863 | 148,863 | | | | |
| Ther/Research-MC | \$ 18,938,948 | | 27,753 | 27,753 | | | | |
| Pharmacy | \$ 2,840,842 | | 3,683 | 3,683 | | | | |
| Acute Dialysis | \$ 946,947 | | 1,046 | 1,046 | | | | |
| Laboratory | \$ 1,893,895 | | 1,356 | 1,356 | | | | |
| | \$ 315,649,140 | | 380,628 | 380,628 | | | | |
| Non-Reviewable | | | | | | | | |
| Admin & Education | \$ 72,483,504 | | 137,081 | 137,081 | | | | |
| Retail | \$ 2,070,957 | | 2,478 | 2,478 | | | | |
| Physicians' Offices | \$ 10,768,978 | | 14,008 | 14,008 | | | | |
| Research Support | \$ 9,940,595 | | 7,305 | 7,305 | | | | |
| Facilities | \$ 8,283,829 | | 28,473 | 28,473 | | | | |
| Lobby | \$ 4,141,915 | | 7,743 | 7,743 | | | | |
| Dietary | \$ 16,567,658 | | 17,663 | 17,663 | | | | |
| Core, Mechanical & Bldg Gross | \$ 82,838,290 | | 263,682 | 263,682 | | | | |
| | \$ 207,095,726 | | 478,433 | 478,433 | | | | |
| TOTAL (BGSF) | \$ 522,744,866 | 0 | 859,061 | 859,061 | 0 | 0 | 0 | 0 |

35

DISCONTINUATION

Upon the opening of the new "Research Hospital" the existing "Flagship Hospital," including all beds and clinical services, will be "discontinued". The Research Hospital site and the Flagship Hospital site are located approximately two city blocks apart. As a result of the close proximity of the two facilities and the proposed increase in both inpatient and outpatient capacity associated with the proposed project, the discontinuation of the Flagship Hospital will not result in diminished accessibility. Rather, accessibility will be increased as a result of the proposed project.

The Flagship Hospital is approved to provide 182 comprehensive physical rehabilitation beds, with that service representing the only IDPH-designated "category of service" located at the hospital. In addition, a variety of other clinical services are provided, including laboratory, pharmacy, imaging, acute dialysis, and physical, occupational and speech therapy.

All medical records associated with both inpatient and outpatient services provided at the Flagship Hospital will be maintained by the applicant at the Research Hospital, consistent with all licensure and other requirements, with records routinely being accessible electronically for 22 years, following the provision of services.

As required in section 1110.130.a(6), attached is a certification that all data required by the Illinois Health Facilities and Services Review Board ("IHFSRB") and the Illinois Department of Public Health ("IDPH"), related to the Flagship Hospital, including annual questionnaires and capital expenditure surveys, will be provided through the date of discontinuation, and that all required information will be provided within sixty days of the hospital's discontinuation.

Letters were sent on October 4, 2012 to all providers of inpatient comprehensive rehabilitation services located within 45 minutes (MapQuest adjusted per IHFSRB standard), of the Flagship Hospital site, requesting that the hospitals comment on the anticipated impact of the discontinuation on their programs, consistent with the requirements of Section 1110.130.c. Those facilities are:

- Advocate Illinois Masonic Medical Center, Chicago
- Holy Cross Hospital, Chicago
- Louis A. Weiss Memorial Hospital, Chicago
- Mercy Hospital & Medical Center, Chicago
- Resurrection Medical Center, Chicago
- Rush University Medical Center, Chicago
- Saint Joseph Health Centers & Hospital, Chicago
- Saint Mary of Nazareth Hospital, Chicago
- Schwab Rehabilitation Hospital, Chicago
- Swedish Covenant Hospital, Chicago
- University of Illinois Medical Center at Chicago, Chicago
- Adventist Hinsdale Hospital, Hinsdale
- Advocate Christ Medical Center, Oak Lawn
- Advocate Lutheran General Hospital, Park Ridge
- Alexian Brothers Medical Center, Elk Grove Village
- Evanston Hospital, Evanston
- Ingalls Memorial Hospital, Harvey
- Loyola University Medical Center, Maywood
- Rush Oak Park Hospital, Oak Park
- VHS Westlake Hospital, Melrose Park

A sample letter is attached, as are photocopies of the delivery receipts, and responses received as of the filing of this application.

Plans for the long-term use of the Flagship Hospital building and the equipment located in the building have not been finalized. However, it is not anticipated that the building will continue to be used by RIC following the opening of the new Research Hospital.



Rehabilitation Institute of Chicago

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs / Corporate Secretary

345 East Superior Street
Chicago, Illinois 60611-2654
312-238-6208 telephone
312-238-7554 fax
nparidy@ric.org

October 29, 2012

Illinois Health Facilities
and Services Review Board
Springfield, Illinois

To Whom It May Concern:

I hereby certify that, consistent with the requirements of Section 1110.130, all questionnaires and data required by either the Illinois Department of Public Health or the Illinois Health Facilities and Services Review Board will be provided through the date of discontinuation, and that all required data will be provided within sixty days of the discontinuation.

Very truly yours,

Nancy E. Paridy, J.D. LL.M.
Senior Vice President, General Counsel
& Government Affairs

ATTACHMENT 10



Rehabilitation Institute of Chicago

345 East Superior Street
Chicago, Illinois 60611-2654
312-238-1000 telephone
www.ric.org

October 4, 2012

Via Certified Mail

Mr. Anthony Armada
President
Advocate Lutheran General Hospital
1775 Dempster Street
Park Ridge, IL 60068

Dear Mr. Armada:

The Rehabilitation Institute of Chicago ("RIC") is preparing a Certificate of Need application to be filed with the Illinois Health Facilities and Services Review Board ("IHFSRB"), addressing the establishment of a replacement hospital, to be located at 630 North McClurg Court in Chicago which is one block from RIC's current flagship facility. As required, and as a component of the application process, RIC will also be seeking IHFSRB approval to "discontinue" its existing hospital, located at 345 East Superior Street in Chicago, upon the opening of the replacement hospital, which is anticipated to occur during 2016.

Over the past two years, RIC has averaged approximately 2,500 admissions per year. RIC has averaged 90% and above occupancy throughout the past year.

As part of the discontinuation process, and consistent with the requirements of Section 1110.130.c), you are hereby asked to, within fifteen days, identify what impact, if any, the discontinuation of the existing hospital will have on your operations; whether your facility has the available capacity to accommodate a portion or all of RIC's caseload, and whether your facility operates with any restrictions or limitations that would preclude providing service to residents of RIC's market area.

Thank you for your prompt attention to this request.

Sincerely,

Ed Case
Executive Vice President

ATTACHMENT 10



ALEXIAN
BROTHERS
Health System

October 16, 2012

Mr. Ed Case
Executive Vice President
Rehabilitation Institute of Chicago
345 E. Superior Street
Chicago, IL 60611

Dear Mr. Case,

Thank you for notifying us regarding your planned construction of a replacement hospital. We understand further that you will be "discontinuing" your current facility upon the opening of the replacement hospital. As a result of these changes, Alexian Brothers does not anticipate that the "discontinuation" of your existing hospital will have any impact on the operations or utilization of Alexian Brothers Medical Center in Elk Grove.

I wish you the best of luck with your project.

Sincerely,

Mark A. Frey
President/Chief Executive Officer
Alexian Brothers Health System



Swedish Covenant Hospital
The science of feeling better

Via Postal Mail

October 16, 2012

Mr. Ed Case
Executive Vice President
Rehabilitation Institute of Chicago
345 East Superior Street
Chicago, Illinois 60611-2654

Dear Mr. Case:

This letter is in response to your letter dated October 4, 2012 requesting Swedish Covenant Hospital (SCH) to comment on effect of the discontinuation process for the existing Rehabilitation Institute of Chicago (RIC) facility upon completion of the RIC replacement hospital.

Swedish Covenant Hospital is currently licensed for 25 Acute Rehabilitation Beds and would have capacity to accommodate a portion of adult rehabilitation patients from RIC that reside within our overlapping service area.

In calendar year 2011, SCH had an average daily census of 12.2 acute adult rehabilitation patients or 48.8% of CON occupancy capacity. Therefore at 100% capacity, SCH could have accommodated an additional census of 12.8 adult patients per day.

Swedish Covenant Hospital does not currently provide acute rehabilitation services for pediatric patients.

Sincerely,

Mark Newton
President and CEO

cc: Ms. Courtney Avery, IHFSRB

OMITTED

43

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Kenneth W. Lukhard
 President
 Advocate Christ Medical Center
 1440 West 95th Street
 Oak Lawn, IL 60453

2. Article Number
 (Transfer from service label)

91 7108 2133 3939 1314 9168

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

- A. Signature *David Jay* Agent Addressee
- B. Received by (Printed Name) *D. Jay*
- C. Date of Delivery *10-11*
- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Henry Taylor, MPA
 President and Chief Executive Officer
 University of Illinois Medical Center at
 Chicago
 1740 West Taylor Street
 Chicago, IL 60612

2. Article Number
 (Transfer from service label)

91 7108 2133 3939 1314 9199

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

- A. Signature *Ataska Sun* Agent Addressee
- B. Received by (Printed Name)
- C. Date of Delivery *10-11-12*
- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Anthony Armada
 President
 Advocate Lutheran General Hospital
 1775 Dempster Street
 Park Ridge, IL 60068

2. Article Number
 (Transfer from service label)

91 7108 2133 3939 1314 9175

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

- A. Signature *Anthony Armada* Agent Addressee
- B. Received by (Printed Name)
- C. Date of Delivery *10-9-12*
- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

ATTACHMENT 10

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Mark Newton
 President and Chief Executive Officer
 Swedish Covenant Hospital
 5145 North Carolina Avenue
 Chicago, IL 60625

2. Article Number (Transfer from serv/c) **91 7108 2133 3939 1314 9212**

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 Addressee
Thomas J...

B. Received by (Printed Name) C. Date of Delivery
Tom Farr

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Larry Volkmar
 President
 Schwab Rehabilitation Center
 1401 South California Avenue
 Chicago, IL 60608

2. Article Number (Transfer from serv/c) **91 7108 2133 3939 1314 9205**

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 Addressee
[Signature]

B. Received by (Printed Name) C. Date of Delivery

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Wayne Lemer
 President and Chief Executive Officer
 Holy Cross Hospital
 2701 West 68th Street
 Chicago, IL 60629

2. Article Number (Transfer from service label) **91 7108 2133 3939 1314 9083**

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 Addressee
[Signature]

B. Received by (Printed Name) C. Date of Delivery
CATIE D... 10/16/02

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

ATTACHMENT 10

45

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Jeffrey Steinberg, M.D., F.A.C.S.
 Chief Executive Officer
 Louis A. Weiss Memorial Hospital
 4646 North Marine Drive
 Chicago, IL 60640

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 9076

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *J. Floyd*
 B. Received by (Printed Name)
 G. Floyd

-
- Agent
-
-
- Addressee

B. Received by (Printed Name)

C. Date of Delivery

- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

-
- Certified Mail
-
- Express Mail
-
-
- Registered
-
- Return Receipt for Merchandise
-
-
- Insured Mail
-
- C.O.D.

4. Restricted Delivery? (Extra Fee)

-
- Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Dr. JOHN D. BAIRD
 Chief Executive Officer
 Resurrection Medical Center
 7435 West Talcott Avenue
 Chicago, IL 60631

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 9052

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Scott Hawthle*
 B. Received by (Printed Name)

-
- Agent
-
-
- Addressee

B. Received by (Printed Name)

C. Date of Delivery

- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

-
- Certified Mail
-
- Express Mail
-
-
- Registered
-
- Return Receipt for Merchandise
-
-
- Insured Mail
-
- C.O.D.

4. Restricted Delivery? (Extra Fee)

-
- Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

SISTER SIENA LYNE, KSJVI
 President and Chief Executive Officer
 Mercy Hospital & Medical Center
 2525 South Michigan Avenue #2
 Chicago, IL 60616

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 9069

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Rodney Carter*
 B. Received by (Printed Name)
 Rodney Carter

-
- Agent
-
-
- Addressee

B. Received by (Printed Name)

C. Date of Delivery

- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

-
- Certified Mail
-
- Express Mail
-
-
- Registered
-
- Return Receipt for Merchandise
-
-
- Insured Mail
-
- C.O.D.

4. Restricted Delivery? (Extra Fee)

-
- Yes

ATTACHMENT 10

SENDER: COMPLETE THIS SECTION

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- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Dr. Larry J. Goodman, M.D.
 Chief Executive Officer
 Rush University Medical Center
 1725 W Harrison Street #855
 Chicago, IL 60612

2. Article Number

(Transfer from service lab)

91 7108 2133 3939 1314 9465

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

R. Johnson Agent Addressee

B. Received by (Printed Name)

C. Date of Delivery

10/15/11

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Ms. Margaret McDermott
 Chief Executive Officer
 Saint Mary of Nazareth Hospital
 Saint Mary Campus
 2233 West Division Street
 Chicago, IL 60622

2. Article Number

(Transfer from service)

91 7108 2133 3939 1314 9229

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

M. McDermott Agent Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Michael J. Goebel
 Chief Executive Officer
 Adventist Hinsdale Hospital
 120 North Oak Street
 Hinsdale, IL 60521

2. Article Number

(Transfer from service)

91 7108 2133 3939 1314 9182 ATTACHMENT 10

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

47

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. John Werrbach
 President and Chief Executive Officer
 Alexian Brothers Medical Center
 800 Biesterfield Road
 Elk Grove Village, IL 60007

2. Article Number
 (Transfer from service label) -

91 7108 2133 3939 1314 9151

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
[Signature]

B. Received by (Printed Name) *JS* C. Date of Delivery *10-10-12*

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. J.P. Gallagher
 President
 Evanston Hospital
 2650 Ridge Avenue
 Evanston, IL 60201

2. Article Number
 (Transfer from service label)

91 7108 2133 3939 1314 9144

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
[Signature]

B. Received by (Printed Name) *Brandon Nyanya* C. Date of Delivery *10-9-12*

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. William A. Brown
 Chief Executive Officer
 VHS Westlake Hospital
 1225 W Lake Street
 Melrose Park, IL 60160

2. Article Number
 (Transfer from service label)

91 7108 2133 3939 1314 9137

COMPLETE THIS SECTION ON DELIVERY

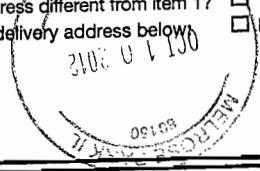
A. Signature Agent Addressee
[Signature]

B. Received by (Printed Name) *Moussie* C. Date of Delivery

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes



ATTACHMENT 10

48

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Ms. Susan Nordstrom Lopez
 Advocate II Masonic Medical Center
 336 West Wellington Avenue
 Chicago, IL 60657

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 9090

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X  Agent Addressee

B. Received by (Printed Name)

Kamirer

C. Date of Delivery

11/15/12

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Larry Goldberg
 Chief Executive Officer
 Loyola University Medical Center/Foster G.
 McGaw
 2160 South First Avenue
 Maywood, IL 60153

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 9113

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X  Agent Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. Kurt E. Johnson
 President and Chief Executive Officer
 Ingalls Memorial Hospital
 1 Ingalls Drive
 Harvey, IL 60426

2. Article Number

(Transfer from service label)

91 7108 2133 3939 1314 ATTACHMENT 10

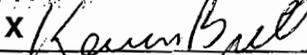
PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X  Agent Addressee

B. Received by (Printed Name)

Kurt Johnson

C. Date of Delivery

10-15-12

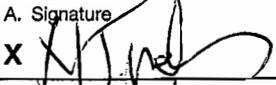
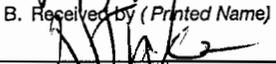
D. Is delivery address different from item 1? YesIf YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes

| SENDER: COMPLETE THIS SECTION | COMPLETE THIS SECTION ON DELIVERY |
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| <ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. | <p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X </p> <p>B. Received by (Printed Name) C. Date of Delivery</p> <p> 10-9-12</p> |
| <p>1. Article Addressed to:</p> <p>Mr. John D. Oliverio President and Chief Executive Officer Rush Oak Park Hospital 520 S. Maple Avenue Oak Park, IL 60304</p> | <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <hr/> <p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <hr/> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p> |

2. Article Number 91 7108 2133 3939 1314 9120
 (Transfer from service)

State of Illinois 2065073
Department of Public Health

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

person, firm or corporation whose name appears on this certificate has complied with the
visions of the Illinois Statutes and/or rules and regulations and is hereby authorized to
engage in the activity as indicated below.

RAIG CONOVER, M.D.
ACTING DIRECTOR

Issued under the authority of
The State of Illinois
Department of Public Health

| EXPIRATION DATE | CATEGORY | I.D. NUMBER |
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| 12/31/12 | 0680 | 0001958 |

FULL LICENSE
REHABILITATION HOSP
EFFECTIVE: 01/01/12

BUSINESS ADDRESS

REHABILITATION INSTITUTE OF CHICAGO
345 EAST SUPERIOR STREET
CHICAGO IL 60611

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State of Illinois 2065073
Department of Public Health

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

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REHABILITATION INSTITUTE OF CHICAGO
345 EAST SUPERIOR STREET
CHICAGO IL 60611

FEE RECEIPT NO.



October 21, 2011

Joanne C. Smith, MD, MBA
President and Chief Executive Officer
Rehabilitation Institute of Chicago
345 East Superior Street
Chicago, IL 60611

Joint Commission ID #: 7299
Program: Hospital Accreditation
Accreditation Activity: 60-day Evidence of
Standards Compliance
Accreditation Activity Completed: 10/14/2011

Dear Dr. Smith:

The Joint Commission would like to thank your organization for participating in the accreditation process. This process is designed to help your organization continuously provide safe, high-quality care, treatment, and services by identifying opportunities for improvement in your processes and helping you follow through on and implement these improvements. We encourage you to use the accreditation process as a continuous standards compliance and operational improvement tool.

The Joint Commission is granting your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

Comprehensive Accreditation Manual for Hospitals

This accreditation cycle is effective beginning July 30, 2011. The Joint Commission reserves the right to shorten or lengthen the duration of the cycle; however, the certificate and cycle are customarily valid for up to 36 months.

Please visit [Quality Check®](#) on The Joint Commission web site for updated information related to your accreditation decision.

We encourage you to share this accreditation decision with your organization's appropriate staff, leadership, and governing body. You may also want to inform the Centers for Medicare and Medicaid Services (CMS), state or regional regulatory services, and the public you serve of your organization's accreditation decision.

Please be assured that The Joint Commission will keep the report confidential, except as required by law. To ensure that The Joint Commission's information about your organization is always accurate and current, our policy requires that you inform us of any changes in the name or ownership of your organization or the health care services you provide.

Sincerely,

Ann Scott Blouin, RN, Ph.D.
Executive Vice President
Accreditation and Certification Operations



Rehabilitation Institute of Chicago

October 8, 2012

Ms. Courtney Avery, Administrator
Illinois Health Facilities and Services Review Board
2nd Floor
525 West Jefferson Street
Springfield, Illinois 62761

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs / Corporate Secretary

345 East Superior Street
Chicago, Illinois 60611-2654
312-238-6208 telephone
312-238-7554 fax
nparidy@ric.org

Dear Ms. Avery:

In accordance with Review Criterion 1110.230.b, Background of the Applicant, we are submitting this letter assuring the Illinois Health Facilities Planning Board that:

1. The Rehabilitation Institute of Chicago ("RIC") does not have any adverse actions against any facility owned and operated by the applicant during the three (3) year period prior to the filing of this application, and
2. RIC authorizes the State Board and Agency access to information to verify documentation or information submitted in response to the requirements of Review Criterion 1110.230.b or to obtain any documentation or information which the State Board or Agency finds pertinent to this application.

If we can in any way provide assistance to your staff regarding these assurances or any other issue relative to this application, please do not hesitate to call me.

Very truly yours,

Nancy E. Paridy
Senior Vice President, General Counsel
& Government Affairs

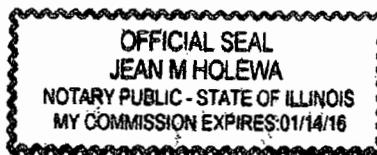
State of Illinois)
) SS:
County of Cook)

On this, the 8th day of October, 2012, before me a notary public, the undersigned officer, personally appeared Nancy E. Paridy, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

Notary Public

NEP/jh



ATTACHMENT 11

PURPOSE

Rehabilitation Institute of Chicago is recognized as the leading rehabilitation provider and research facility in the country, and arguably in the world. RIC enjoys the unique recognition of being identified by *US News and World Report* as the #1 Physical Medicine and Rehabilitation Hospital in the nation for 22 consecutive years. In fact, it is the only hospital in the country, which holds the number 1 stature for 22 years. RIC is a pioneer in providing cutting edge rehabilitation care through its research programs in addition to its leadership position in providing care to patients who have suffered catastrophic injuries such as stroke, brain injury, or spinal cord injury, as well as patients struggling with orthopedic conditions, arthritis, chronic pain, Alzheimer's, Parkinson's, cancer and many other debilitating conditions. In addition to its number 1 status, RIC also has the greatest number and amounts of national Institute of Health funding in the field of rehabilitation.

Since its founding in 1954, RIC has fostered and maintained positions of leadership not only in innovative patient care, but in the educating of physical medicine specialists and cutting edge research, that has resulted in many of the most important advances in the treatment of the conditions noted above, many of which are now being implemented, worldwide. RIC's research is patient-centered, meaning that researchers work directly with patient subjects, applying engineering and technology solutions to real

patient problems. RIC's research draws heavily on its own patient populations, especially those with neurologic disorders.

In 1974, twenty years after its' founding, RIC built the world's first freestanding rehabilitation hospital. The hospital was the first of its kind, in that it brought together the continuum of physical rehabilitation care under one roof, dedicated singularly to the treatment of disabled patients. That building continues today, and many changes and enhancements to the original design over the past 38 years have helped maintain an adequate infrastructure for patient care and, to a lesser extent, research. However, the facility no longer meets RIC's needs for current patient care or research space and is significantly lacking in meeting RIC's future space needs. Most critical among the facility's shortcomings is the fact that it is not designed to facilitate the integral interactions between clinicians and researchers, which ultimately drive innovations and care processes. Further, there is little space for incorporating best practice clinical care standards such as private medication rooms and universal access in all bathrooms that have evolved since the original design.

The proposed project, which will replace RIC's existing hospital, will improve the health care and well being of the populations served by RIC in a variety of important ways, including but not limited to:

- the hospital's capacity to admit and treat inpatients will be increased, therein reducing delays in admitting patients;
- the number of private patient rooms will be increased beyond the 62 currently available, which will provide greater accessibility for patients;
- patient units will be combined with research and therapy areas, consistent with the highly-successful treatment model that has evolved at RIC;

- patient rooms designed and sized to accommodate all needed equipment for contemporary patient care will be provided;
- space for outpatient programs that have been forced to move out of the hospital due to a lack of suitable space will be provided, improving continuity of care;
- space will be provided for selected research programs that have been forced to fit into constrained and often inaccessible space due to a lack of adequate space, or have been relocated to space outside of the flagship facility;;
- space designed for specific equipment, never envisioned when the hospital was originally designed, will be provided; and
- appropriate space will be provided to facilitate family participation in the rehabilitation process.

Each of these goals will be immediately met upon the opening of the replacement hospital.

While the majority of RIC's patients are Illinois residents, unlike most inpatient rehabilitation providers, RIC has a national and international market area, in addition to its local market. For RIC, patients travel across the country, and from countries around the world.

A Zip Code-specific analysis of RIC's FY 2012 inpatient admissions is attached to demonstrate the broad, and in fact, world-wide origin of the hospital's patient population. The attached analysis reveals that approximately 42.8% of RIC's inpatients are Chicago residents, 46.9% are Illinois residents, living outside of Chicago, and approximately 10.3% come from outside of Illinois. During FY 2012, RIC treated residents of 47 states, and 44 Illinois counties. In addition to serving local and national patients, RIC continues to grow its referral sources from international hospitals. In fiscal year 2012, RIC served 82 patients who were referred from 68 countries. This represents a 10% increase in international patients served. Over the past four years, RIC has seen a

23% growth in international patients, due to increased referral efforts with foreign embassies, strengthened relationships with international providers, and increased visibility in social network/internet sources that highlight RIC's world-class patient care and research.

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ALTERNATIVES

Through the course of planning over the past five years, RIC has critically evaluated several options to ameliorate its capacity constraints and provide secure, long-term capacity to serve RIC's growing local, regional, national and international patient demand. This has become even more evident during the past year, when RIC added seventeen additional beds, and continued to operate above the IDPH's target occupancy rate.

One of the differentiating elements to RIC's new care model and design is the creation of an Ability Lab™ that will be on each patient recovery unit. It is within the RIC Ability Lab™ that clinical care and research come together, around the patient, to create more effective solutions to patient's issues, faster and more efficiently than anywhere else in the world. The Ability Lab™ will include a combination of equipment, smart devices and cutting-edge technology that will represent not only current best practice rehabilitation care but also new and innovative practices that hold promise for future methods of advancing patient ability. Through RIC's planning, it has become very clear that there are no alternatives to RIC's Ability Lab™, and any alternative solutions must incorporate the same capability within an RIC facility.

Through RIC's planning process that has led to the filing of this Certificate Of Need application, a number of alternatives or options were evaluated. Those options are discussed below.

Option 1: Attempt to renovate the current structure and simultaneously construct a new bed tower separate from existing facility.

In 2005, RIC, in partnership with Northwestern Memorial Hospital (NMH), acquired the land owned by the Jessie Brown Veterans Affairs Medical Center at the Lakeside Campus. At that time, RIC began planning for a new bed tower to occupy 30% of the eastern portion of that land, which would be RIC's share of the parcel. During planning, RIC learned the maximum it could build on that land would not exceed 415,000 square feet in the approximately 40,000 square foot footprint, due to existing Floor to Area ratio ("FAR") constraints and requirements to jointly plan any construction with NMH. The 40,000 square foot did not allow for an efficient floor ratio to maximize the Ability Lab™ concept and create a high quality nursing care delivery model.

In order to create space for the full integration of RIC programming and eliminate space presently housed in downtown office buildings, it quickly became clear that RIC would need to maintain its current facility across the street at 345 E. Superior Street and operate both facilities simultaneously.

Introducing a second facility virtually eliminated the efficiencies RIC sought in putting research and clinical care together in one facility. As described, the fundamental driver of RIC's differentiation is the integration of research with clinical care, and without

a large enough footprint and space, this would not be possible. RIC today operates some clinical services and much of the administrative space outside of the Flagship Hospital on Superior Street. While sufficient for clinical operations, this is not optimal for coordinating among staff, and in particular between clinicians and researchers.

The primary concern with this alternative is it did not position RIC for long-term stability. Northwestern University (NU) is the land owner of the existing hospital and provides the use of the space to RIC under a land lease. Any capital changes made to the existing facility must be approved by NU, with potential restrictions on what could be done. Due to their need, NU has expressed interest in assuming control of the facility before the end of the lease. Making substantial capital improvements to the facility does not provide any future use beyond the term of the existing lease. RIC would not control its own future ability to provide services in the existing building and as a result, this option would not be in the long-term interests of RIC nor the patients.

Another major downside to this option is the lack of parking. Today, RIC provides limited parking onsite, with the majority of parking provided in third party garages located several blocks away. RIC's patient base has special needs related to parking and access. Today, RIC provides valet service, but that service is inconvenient and costly. In addition there are limits regarding the number of valet parking spaces available.

The costs to renovate the existing facility and construct the new facility would be significant, and in fact not meaningfully less than RIC's preferred option. Renovation of the existing facility alone is estimated to cost over \$100 million in hard costs*. While this cost would provide for additional capability, due to the small footprint (18,500 square feet) the space would be very inefficient, increasing operating costs. Building a second facility would cost an additional \$200 million in hard costs*. At the time of RIC's initial analysis, Jones Lang LaSalle, a large construction management and real estate consulting firm was engaged to verify these conclusions. More recently, Power Construction validated and updated the costs for this option.

In addition to the actual costs of renovation and construction, operating two facilities would be significantly inefficient. RIC would need to maintain multiple duplicative services, including heating and air conditioning plants, facilities and engineering staff and resources, mechanical and engineering maintenance, elevator maintenance, security, food service, environmental services, and energy consumption. Finally, while a new facility would have advantages of the latest efficiency technologies, the existing facility would not operate as efficiently as a new facility due to the outdated infrastructure, skin, etc.

Estimated total cost of this option: in excess of \$305 Million in hard costs*

*Hard cost estimates do not include cost of architecture, engineering, technology, furniture, fixtures and equipment, and other professional services. These costs are estimated to be 40% of the hard cost.

Option 2: Construct a new facility remote from Northwestern Memorial Hospital and the Medical Campus.

RIC considered building a facility outside of the medical campus, conceptually considering a suburban Chicago location. The most significant concern of this alternative is the potential loss and inconvenience of patients from Northwestern Memorial Hospital (NMH) and Ann and Robert H. Lurie Children's Hospital of Chicago ("Lurie"). Neither NMH nor Lurie operate rehabilitation services, and therefore refer virtually all appropriate patients to RIC. RIC concluded that the close proximity to NMH and Lurie is necessary in order to continue providing access to care for the hospital's common patients. With approximately 50% of RIC's inpatients coming from NMH, physical proximity is critical to RIC's work.

In addition, proximity to NMH and Lurie is critical for patient care. NMH and RIC have developed processes and technology infrastructure to coordinate care between the organizations to provide safe and seamless cost efficient care across providers. As an example, medical information of patients being discharged from NMH to RIC can be viewed on-line by RIC physicians in advance of patient transfer. This capability allows RIC to ensure proper precautions, equipment, and accommodations are in place to ensure patient safety and comfort. No other rehabilitation provider in Chicago has coordinated systems with NMH and as a result, referrals to any other providers would be less efficient and risk interruptions and patient safety in transferring patients.

From a cost perspective, while a suburban facility would be less expensive to

construct, it would require more costly operating expenses such as emergency services and operating rooms, and likely higher labor costs as RIC has historically had more difficulty hiring staff for suburban locations. Today, RIC does not operate an emergency department or operating room facilities, and does not plan to have these services in the new facility. Instead, RIC relies on NMH for such services. If RIC were to create a free-standing suburban hospital, it would lose immediate access to NMH services and therefore would need to duplicate these essential services. This duplication would be prohibitively costly to build, operate-and maintain.

Finally, the contiguous location of RIC, NMH, Lurie, and NU facilitates research and training. RIC's relationship and collaboration with Northwestern University (NU) for research and training is critical to the future of RIC as it pursues advances in science to integrate with clinical care. NU researchers use RIC facilities for applied research, and RIC's researchers participate in animal lab research in NU facilities. Moreover, RIC is the clinical training site for 40 residents each year from the McGraw Medical Center; specifically, RIC is the residency training program for NU students in physical medicine and rehabilitation. As noted before, a distant location would most likely require duplicating services for both organizations and be difficult for the NU residents. There are three components of this training program: RIC is the primary training site for one of the largest Physical Medicine and Rehabilitation training program in the country; RIC is the rehabilitation rotation location for residents who are in other McGraw programs; and 170 Northwestern medical students are at RIC throughout the school year, with 30

students in one-month electives and an additional ten students who spend the summer at the hospital.

If RIC were to leave the McGaw Medical Center campus, it is unclear how NMH would respond, including potentially build rehabilitation beds to have closer services for its patients. This would result in unnecessary additional capital costs to the local healthcare system.

Estimated total cost of this option: \$270 million in hard costs* (see note above regarding hard costs). This cost does not include the cost of land. While difficult to estimate land costs, the eventual solution would require RIC to acquire land, assuming an attractive location would be possible to find.

Option 3: Make improvements to the facility's infrastructure and utilize other healthcare resources that are available to serve all or a portion of the population proposed to be served by the project.

RIC considered whether it would be possible to make improvements to the existing hospital and seek to meet the demand for increased services by utilizing other existing healthcare resources, particularly those within RIC's alliance hospitals. This option was rejected for several reasons. Most notably, RIC's programs are truly unique – as demonstrated by the large and growing number of patients from outside Chicago and across the world. With the largest rehabilitation research enterprise in the country, the largest physical medicine and rehabilitation residency program in the country, the largest number of complex rehabilitation patients, the most advanced technology and equipment,

RIC has no peer hospital in Illinois. As additional evidence of RIC's recognized expertise, RIC receives referrals from most other hospitals in Illinois, including those with inpatient rehabilitation facilities (IRF).

RIC has developed twelve outpatient sites remote from the Flagship Hospital to bring needed access to physical rehabilitation services to patients needing care. While these sites are essential to patient therapies, they do not provide inpatient rehabilitation services. Among the other rehabilitation providers in Illinois, RIC has ten existing strategic alliances with acute care providers serving patients across the state. These hospitals are:

- Advocate Illinois Masonic Medical Center (Chicago)
- Alexian Brothers Hospital Network (Elk Grove Village)
- Blessing Hospital (Quincy)
- RML Specialty Hospital (Hinsdale)
- Silver Cross Hospital (Joliet)
- Southern Illinois Healthcare (Herrin)
- Franciscan Saint Margaret Mercy Healthcare Centers (Northwest Indiana)
- Franciscan Saint Anthony Health - Crown Point (Northwest Indiana)
- Franciscan Saint Anthony Health - Michigan City (Northwest Indiana)
- St. Alexius Medical Center (Hoffman Estates)

Through these alliances, RIC operates the inpatient rehabilitation services, works with the rehabilitation patients in the medical/surgical units, and offers improved access to care remote from its main campus in Streeterville. These strategic alliances offer appropriate staff and resources to provide excellent care. In fact, RIC currently refers patients to an alliance location if the Flagship Hospital is full and if the patient can be appropriately cared for in the alliance Hospital. This is a common practice, particularly as the Flagship Hospital has been operating at such high occupancy rates. Patients benefit from RIC protocols and expertise in their local markets. However, for other, more complex patients including all pediatric patients - RIC does not refer patients to the alliances because the required staff expertise and resources are only available at the Flagship Hospital (and will be available only at the new research Hospital).. This referral pattern is a testament to the truly unique expertise that exists at the RIC's Flagship Hospital.

RIC's alliance hospitals do not currently have an Ability Lab™ as part of the space or care paradigm. This concept is being pioneered at the Flagship Hospital and as the concept is proven and improved, RIC may seek to distribute relevant elements to alliances. However, none of the alliance facilities have available space, technologies or research to appropriately incorporate the concept of the Ability Lab™ into the care model. Significant work and training would be required if RIC's alliances were to be able to care for patients in the same way as they are treated in the downtown facility.

RIC estimated the cost for this alternative, using a combination of renovations to the existing structure and enhancements to the alliance locations. As noted above, renovation costs for the existing Flagship Hospital are significant in a facility for which RIC does not own the land. In addition, since there would be no other facility downtown, RIC's patients would need to be diverted to other locations before the renovations were complete. Shutting down inpatient care units during renovation is costly from an operating income perspective, which is not calculated in the estimate provided. A phase premium has been estimated into the cost due to the time delays that would be required to accommodate ongoing operations.

After renovations would be completed, RIC's existing Flagship Hospital would continue to be inadequate and the resulting space would be inefficient for carrying out RIC's care model would continue to exist. A renovated facility still would not have sufficient space for incorporating Ability Labs™ and enough private rooms to meet the demand for patients.

Estimated total cost of this option: \$290 million in hard costs* (see note above regarding hard cost).

Option 4: Construct a new hospital with adequate space and appropriate design that can meet the needs of patients and which is located proximate to the McGaw Medical Campus.

Option 4 was selected for several strategic, operating and financial reasons, including:

- Based upon the data presented, RIC is at capacity. In order to support current needs and documented growth, RIC must build a new facility.
- Renovation of the existing facility would be cost prohibitive.
- A new facility design is necessary to facilitate clinical excellence. The future of medicine is the integration of scientists and physicians working together in the same space, solving patient problems quickly, improving recovery, and discovering cures. In order for this to occur, the hospital's space must accommodate and support this innovation.
- The new hospital must be located proximate to the McGaw campus, insuring the continuity of RIC's relationships with other medical partners. Strategically, RIC's proximity and link with campus partners Northwestern Memorial Hospital, Northwestern University and the new site of the Ann and Robert H. Lurie Children's Hospital of Chicago is critical to RIC's ability to support its patients, advance research, attract clinicians, and improve rehabilitation medicine. Moreover, NMH and Lurie Children's are two of RIC's most critical and largest referral sources, and these institutions rely on RIC to provide expert rehabilitation services that are easily accessible to their patients.
- The new RIC facility located on the McGaw Medical Center campus will provide all the campus partners with the highest level of patient safety.

Seamless transfer of patients within the campus into an integrated facility will maximize patient oversight and treatment, thereby improving quality.

- RIC's continued presence within the Northwestern medical campus will insure patients' access to specialty and ancillary services.
- Locating the new facility proximate to the McGaw campus will help attract world-class clinicians to the medical center, and facilitate educational and training opportunities for clinicians, including medical residents and students.
- RIC's continued presence on the Northwestern campus promotes the overall medical center by leveraging RIC's national and international stature.
- RIC's facility in Streeterville insures that the Northwestern medical campus will continue to provide a broad continuum of medical services and will better position the Northwestern healthcare providers as they separately and collectively seek better outcomes and efficiencies in implementing the comprehensive changes confronting healthcare providers.
- Operating one facility, rather than two adjoining facilities, will result in

significant cost and treatment efficiencies. A single facility will avoid unnecessary duplication of services and will facilitate the coordination of care by clinicians and researchers within RIC.

- The establishment of the hospital at the new site will secure RIC's long-term future because ownership of the property is held by RIC.
- RIC's new Research Hospital will benefit from a more efficient physical plant, incorporating advances in resource-saving technologies while serving more patients. RIC can avoid creating duplicative services and focus its financial resources on the unique services it provides.
- The proposed site and the ability to integrate parking supports RIC's desire to respond to the unique patient care requirement of our patients.

Estimated total cost of this option: \$330 million in hard costs* (See note above regarding hard cost.)

The four options detailed above include a comparison of the project (Option 4) with the alternative options. The comparison includes total costs, patient access, quality and financial benefits in both the short term and long term.

SIZE OF THE PROJECT

Rehabilitation Institute of Chicago's new Research Hospital will include only two areas having IHFSRB-adopted space guidelines, the patient units and the imaging department. While not designated as such, the guidelines, because they evolve as a result of past-approved projects, are based on the requirements and needs of acute care hospitals. (The last modernization project involving a rehabilitation hospital that was reviewed by the State Agency was submitted in 2003.) As a result, and because of the special requirements associated with the patient population to be served by this project, the space standards identified in Section 1110, APPENDIX B cannot be reasonably used to evaluate this or any other rehabilitation project.

As an example of the design requirements unique to the type of facility being proposed, attached is a September 21, 2012 letter from the project architect to the Illinois Capital Development Board discussing the design of the patient toilet/shower to be provided adjacent to each of the 242 patient rooms. The letter notes that Illinois Accessibility Code (IAC) requires that a percentage (10%) of the patient toilets need provide 18" of clearance to facilitate grab bar placement. The letter explains that because of RIC's patients' needs, all patient toilets should be grab bar-equipped on either side of the toilet, rather than 18" from the wall, as stipulated in the code. A diagram of the proposed patient toilet design is attached, with the design also incorporating a five-foot

wheelchair turning radius, often not found in patient toilets originally designed for medical/surgical rooms. The proposed toilets, are each approximately 77 NSF, as opposed to patient toilets typically provided on medical/surgical units, which require approximately 40 NSF. Also attached is an email response to the letter confirming that RIC's plans are consistent with the IAC's intent.

The patient room, itself, provides another very simple example of the unique design aspects of a rehabilitation hospital, not found in a medical/surgical patient room or most acute care hospital rehabilitation units. The IHFSRB's guideline for a comprehensive physical rehabilitation unit is 660 DGSF per bed---the same as for a medical/surgical room, with the licensure requirements of a medical/surgical patient room incorporating a minimum of 18" of clearance on either side and at the foot of the bed. Alternatively, a contemporarily designed rehabilitation patient's room would include, at minimum, a five-foot wheelchair turning radius, in addition to adequate equipment storage space. This would necessitate a higher DGSF than the IHFSRB's guideline, in order to accommodate the necessary wheelchair access.

Last, many rehabilitation units in acute care hospitals were originally designed as medical/surgical units. When the units were converted for use as a rehabilitation unit, cost constraints often resulted in design compromises, such as limited circulation space, smaller than ideal patient toilets, etc. In contrast, the new Research Hospital, due to the special circumstances of its patients and its commitment to research, surpasses the ADA requirements, increasing the amount of space provided on the patient units, dramatically.

Comprehensive Physical Rehabilitation Units

A total of 242 private patient rooms will be located on eight units, ranging in size from 24 to 36 beds, with a total of 184,026 DGSF being provided. As a result, 760 DGSF per bed will be provided on the rehabilitation units, for those functions typically found on a patient unit, including patient rooms, family areas, clean and soiled utility rooms, nurses stations, medication rooms, equipment storage, etc. (Each of the floors on which the rehabilitation units are located will also provide research and therapy space, referred to in this and the Master Design CON application as Ability Labs™).

Imaging

Imaging services will be provided at two sites in the proposed building. The hospital's main imaging department, to be located on the fourteenth floor, will consist of the following:

- one MRI room,
- one CT room,
- two general radiology/fluoroscopy rooms,
- three procedure rooms containing C-arms, to be used for injections,
- one dexascan room,
- one ultrasound room, and
- eight pre-procedure/Phase II recovery stations, similar to those found in an ASTC.

In addition, and as a convenience to outpatients, two general radiology rooms will be located in the medical office building (“MOB”), occupying the 15th, 16th and 17th floors of the building. These units will be used primarily by the patients of the physicians with offices in the MOB, which may or may not be affiliated with RIC.

The room complement identified above for the applicant’s imaging function suggests a need for 15,700 DGSF, based on the guidelines found in Section 1110, APPENDIX B. The design of the main imaging department consists of 13,901 DGSF, and the imaging facilities to be located in the MOB consist of 785 DGSF, a total of 14,686 DGSF.

| SIZE OF PROJECT | | | | |
|---------------------------------|-----------------------------|-----------------------------|----------------------------|------------------|
| DEPARTMENT/SERVICE | PROPOSED BGSF/DGSF | STATE STANDARD | DIFFERENCE | MET STANDARD? |
| Comp. Phys. Rehabil. Imaging | 760 DGSF/bed 13,901 DGSF | 660 DGSF/bed 15,700 DGSF | 100 DGSF/bed 1,799 DGSF | No Yes |

HDR Architecture, Inc.
Gensler

September 21, 2012

11 East Madison Street
Chicago, IL 60602
P 312-456-0123
f 312-456-0124

Mr. Doug Gamble
Capital Development Board
3rd Floor William G. Stratton Building
401 South Spring Street
Springfield, IL 62706

RE: Rehabilitation Institute of Chicago New Research Hospital

Dear Mr. Gamble:

On behalf of our client, the Rehabilitation Institute of Chicago (RIC), HDR Architecture and Gensler hereby request an interpretation of the Illinois Accessibility Code (IAC) relative to the design of RIC's New Research Hospital. Specifically, we focus our inquiry on the design of the inpatient toilet rooms attached to each patient room.

As the top-ranked rehabilitation hospital, RIC cares for patients of all levels of ability. As a result, RIC has extensive knowledge of the environmental needs of patients with limited abilities and of the clinical teams that care for them. Through a rigorous design process that included RIC expert staff as well as patient involvement, RIC has applied its expertise to the design of the patient toilet rooms in its proposed new hospital. It is extremely important that patient toilet rooms be designed to allow patients of varying levels of ability to access the toilet safely either independently or with the assistance of a caregiver.

Depending on the diagnosis or injury, RIC patients most often suffer from limited mobility and strength on one side of their body. Therefore the physical environment for administering their daily care as well as enabling the therapeutic interventions can be different for a patient suffering from a left-sided vs. a right-sided weakness. This instability affects how caregivers position themselves to facilitate a safe patient transfer. It also affects how a patient may be instructed by a therapist to perform a safe transfer independently.

We understand, according to the IAC that a required percentage of new patient rooms shall be designed with the patient toilet located on a center line 18" from a side wall in order to facilitate grab bar placement. This requirement does not allow RIC to best meet the needs of the diverse variety of patient conditions it

ATTACHMENT 14

ES

treats. RIC feels that the proposed patient toilet room design (see attached plan) meets the intent of the IAC while providing the safest and most flexible therapeutic situation for the broadest cross section of its patients. Specifically, the design calls for drop-down grab bars on both sides of the toilet, enabling patients to safely and independently transfer from either side of the toilet depending on their ability and/or therapeutic plan of care. When necessary, the grab bars can be raised to enable multiple caregivers to assist with a patient transfer. As a result of this design, all patients are accommodated safely regardless of their diagnosis or injury and therefore meet the intent of the IAC. It is our intent to design all patient toilet rooms using this plan in order to promote an enhanced level of accessibility throughout the new facility. We seek your concurrence that our design satisfies the requirements of the IAC.

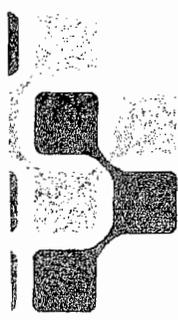
Per your process, I have attached a draft response letter for your signature. In the meantime, please contact me at todd.eicken@hdrinc.com or 773-380-7937 should you have any questions. We look forward to your review and response. Thank you.

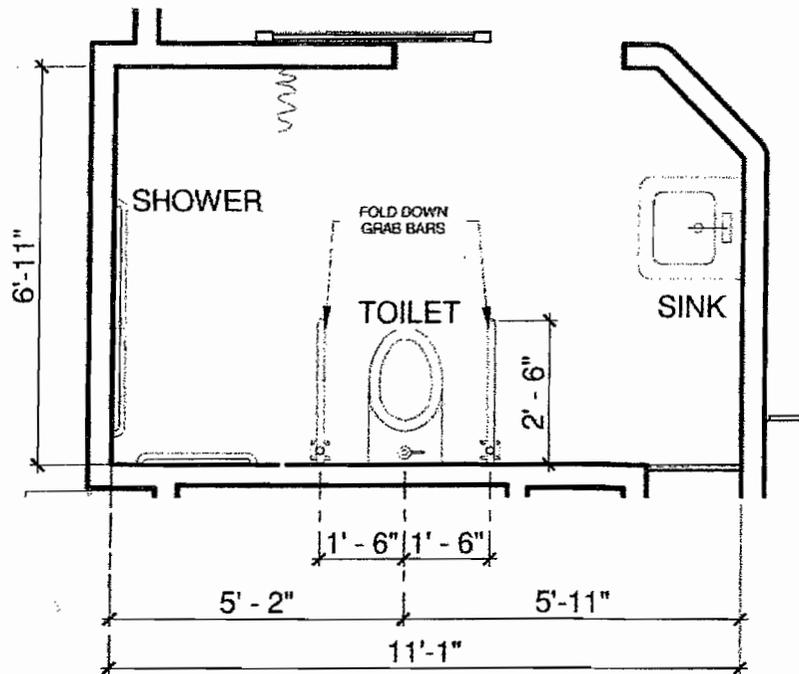
Sincerely;

HDR Architecture, Inc.

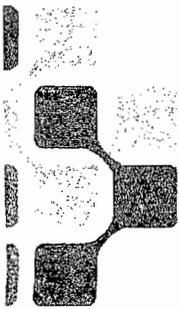


R. Todd Eicken
Sr. Vice President





REHABILITATION INSTITUTE OF CHICAGO
 PROPOSED PATIENT TOILET ROOM LAYOUT



From: Gamble, Doug [mailto:Doug.Gamble@Illinois.gov]
Sent: Wednesday, October 10, 2012 2:07 PM
To: Eicken, Robert T.
Subject: RE: IAC Interpretation

Hi Todd

The Capital Development Board is in receipt of your letter dated September 21, 2012 regarding the Rehabilitation Institute of Chicago. Specifically, we find that the proposed plan for accessible patient toilet rooms that was attached to your letter meets the intent of the provisions in the Illinois Accessibility Code for an accessible toilet.

Douglas I. Gamble

Douglas I. Gamble

Accessibility Specialist

State of Illinois

Capital Development Board

3rd Floor Stratton Building

401 South Spring Street

Springfield, Illinois 62706

FS

ATTACHMENT 14

PROJECT SERVICES UTILIZATION

The new Research Hospital will include two services for which the IHFSRB maintains utilization standard: comprehensive physical rehabilitation beds and imaging. 242 beds will be provided, and the imaging department will consist of the following modalities:

- Two general radiology/fluoroscopy rooms in the main department and two radiographic units located on the floor of the medical office building to be leased by RIC, provided for the convenience of outpatients.
- Three C-arms, used exclusively for injections.
- One MRI unit.
- One CT unit.
- One ultrasound unit.
- One dexascan unit.

The utilization standards pertaining to MRI, CT, and dexascan are not applicable to this project, because only a single unit of each modality will be provided, and each modality is beneficial in the diagnosis process for rehabilitation patients. The C-arms are used in a clinic that operates with limited hours (less than 40 hours per week), consistent with physician availability. Injections, using the C-arms are provided to outpatients, exclusively.

RIC does not currently provide MRI or CT services, relying on other providers, primarily Northwestern Memorial Hospital, to provide these services. The inclusion of these services in the proposed project will result in a great convenience to RIC inpatients

and outpatients, and eliminate the need to transport inpatients out of the hospital for these services.

The table below identifies projected utilization for the comprehensive physical rehabilitation beds and the imaging services for the first two years following the new Research Hospital's opening, 2018 and 2019. Imaging utilization projections are based on anticipated annual growth rates 2% through 2016 and 5% through 2019. Anticipated growth is primarily the result of increased admissions and patient days, as well as the availability and easy access to the modalities by outpatients upon the opening of the new Research Hospital, which will greatly diminish the reliance on outside providers.

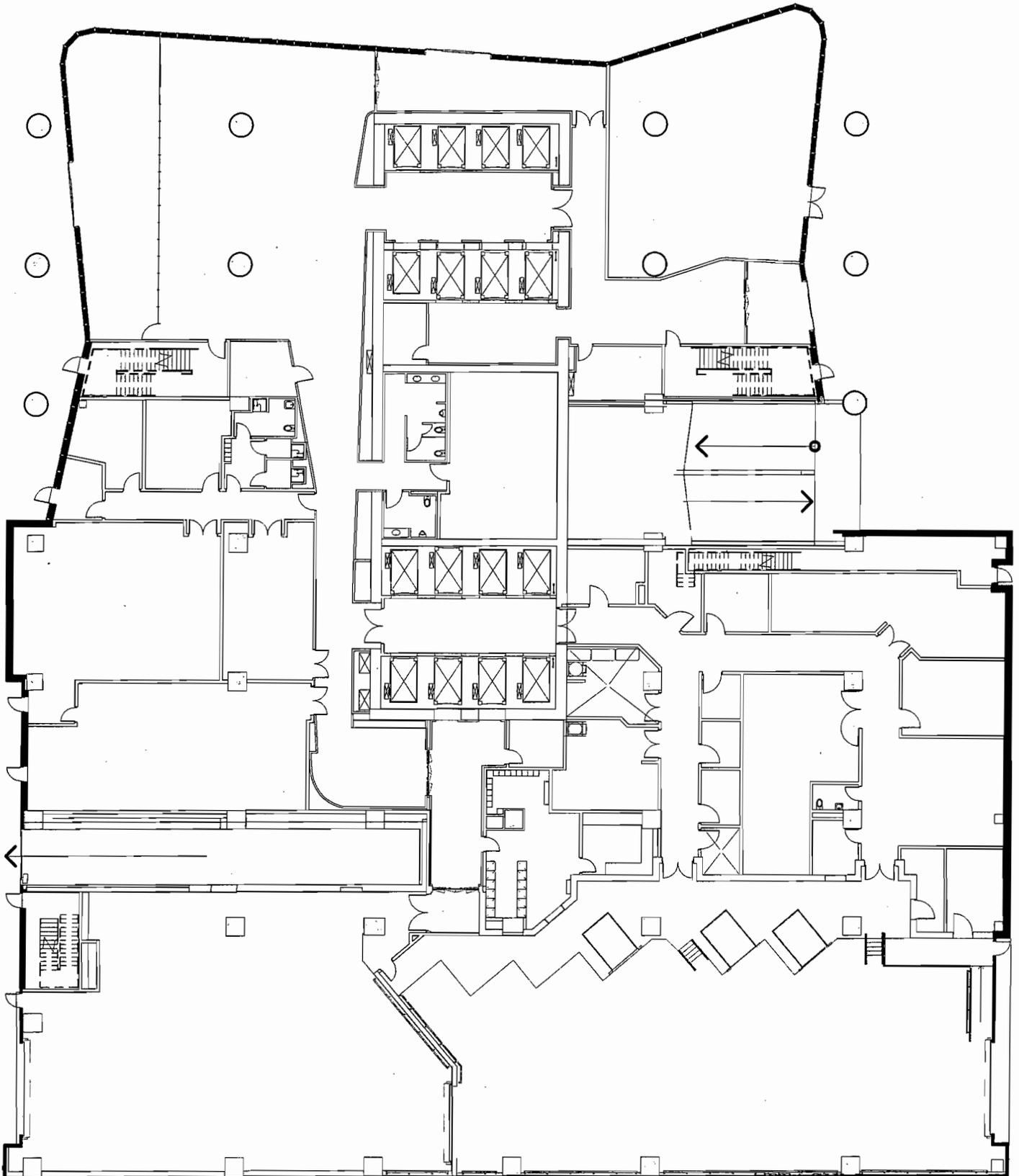
| Dept./ Service | Historical Utilization (Patient Days) (TREATMENTS) ETC. | PROJECTED UTILIZATION | | STATE STANDARD | MET STANDARD? |
|-------------------|---|--------------------------|--------|-------------------|------------------|
| | | YEAR 1 | YEAR 2 | | |
| Comp. Phys. Rehab | 52,838 pt days | 86% | 91% | 85% | yes |
| Gen'l radiology | 8,159 proc. | 10,403 | 10,924 | 24,000+ | no |
| Ultrasound | 874 proc. | 1,063 | 1,116 | N/A | N/A |
| CT | not provided | 716 | 752 | N/A | N/A |
| MRI | not provided | 1,693 | 1,778 | N/A | N/A |
| C-arm | 1,584 proc | 1,375 | 1,444 | none | N/A |

RELATIONSHIP TO PREVIOUSLY APPROVED MASTER DESIGN PROJECT

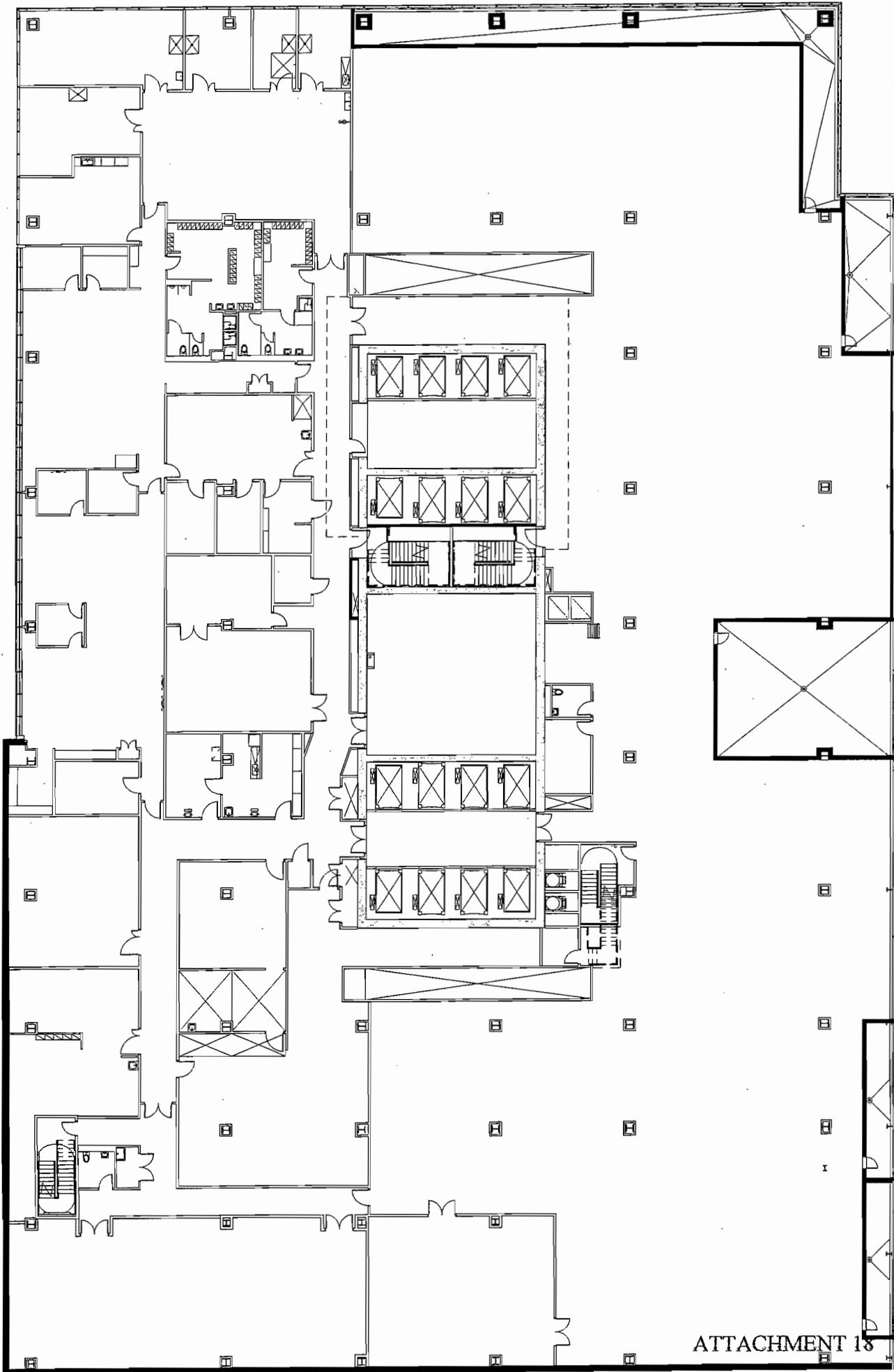
The proposed establishment of the Research Hospital is programmatically identical to the Master Design Project unanimously approved by the Illinois Health Facilities and Services Review Board on April 17, 2012. As planning progressed on the project, consistent with the Master Design Permit, the space program and project budget were refined, and the bed complement was reduced minimally, from 272 to 242 beds. There have been no changes, however, to any of the clinical services to be provided, the facility's location, the population to be served, or the general conceptual design of the hospital.

Consistent with technical assistance discussions held with IHFSRB staff during the development of this application, the space to be leased by RIC as well all applicable costs associated with the single floor in the medical office building to be located in the building housing RIC have been included in this application. As noted elsewhere in this application, three floors of medical office space will be provided in the building by an outside developer. RIC has committed to lease one of the floors, which will house physicians' offices, a small outpatient imaging function, and therapy/research space (see ATTACHMENT 42C). This floor of the medical office building is being included in this application because a portion of the space is "clinical" and the associated capital costs exceed the \$12.18M threshold.

A copy of schematic architectural plans is attached.

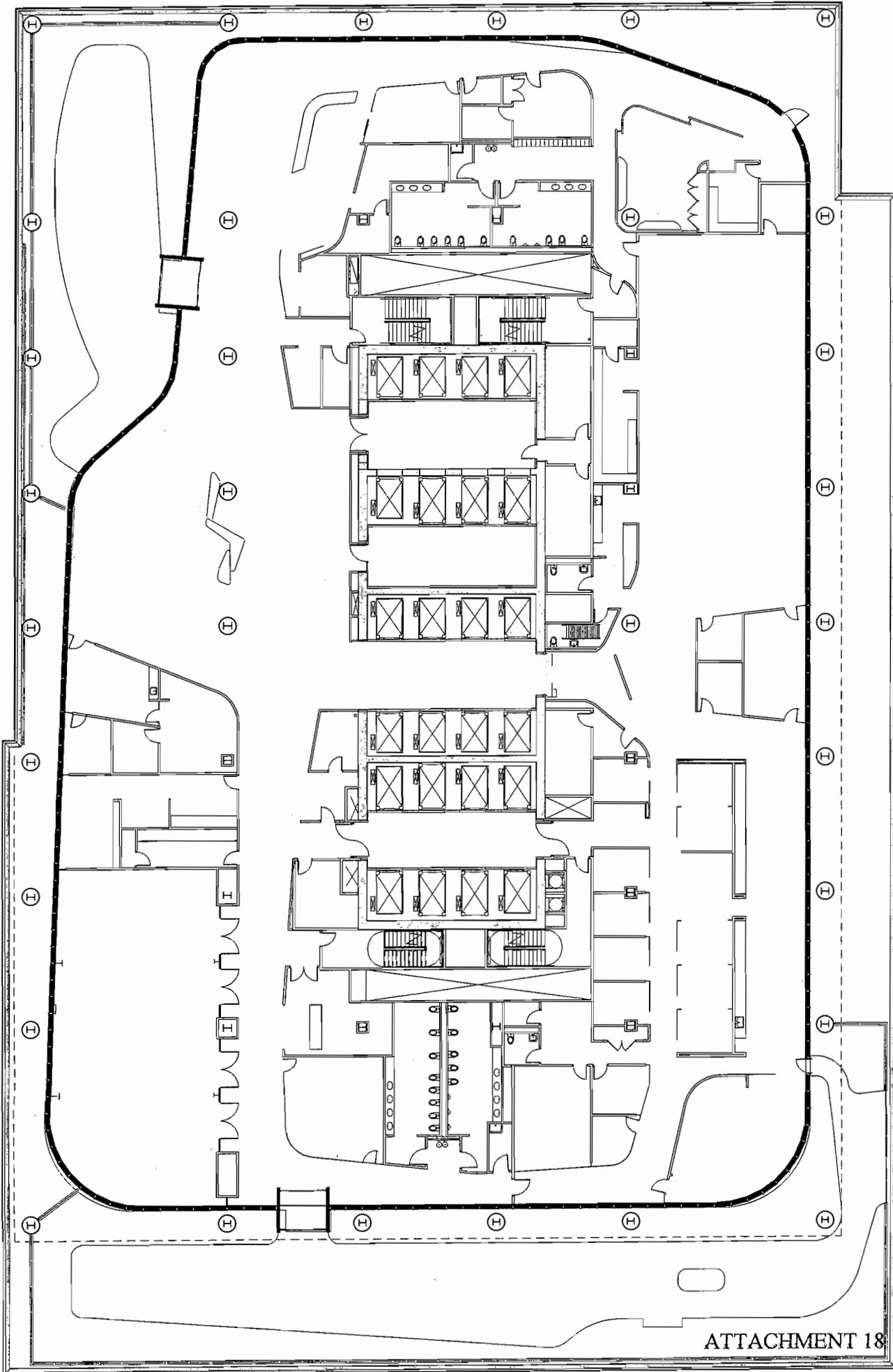


LEVEL 1 - FACILITIES AND RETAIL

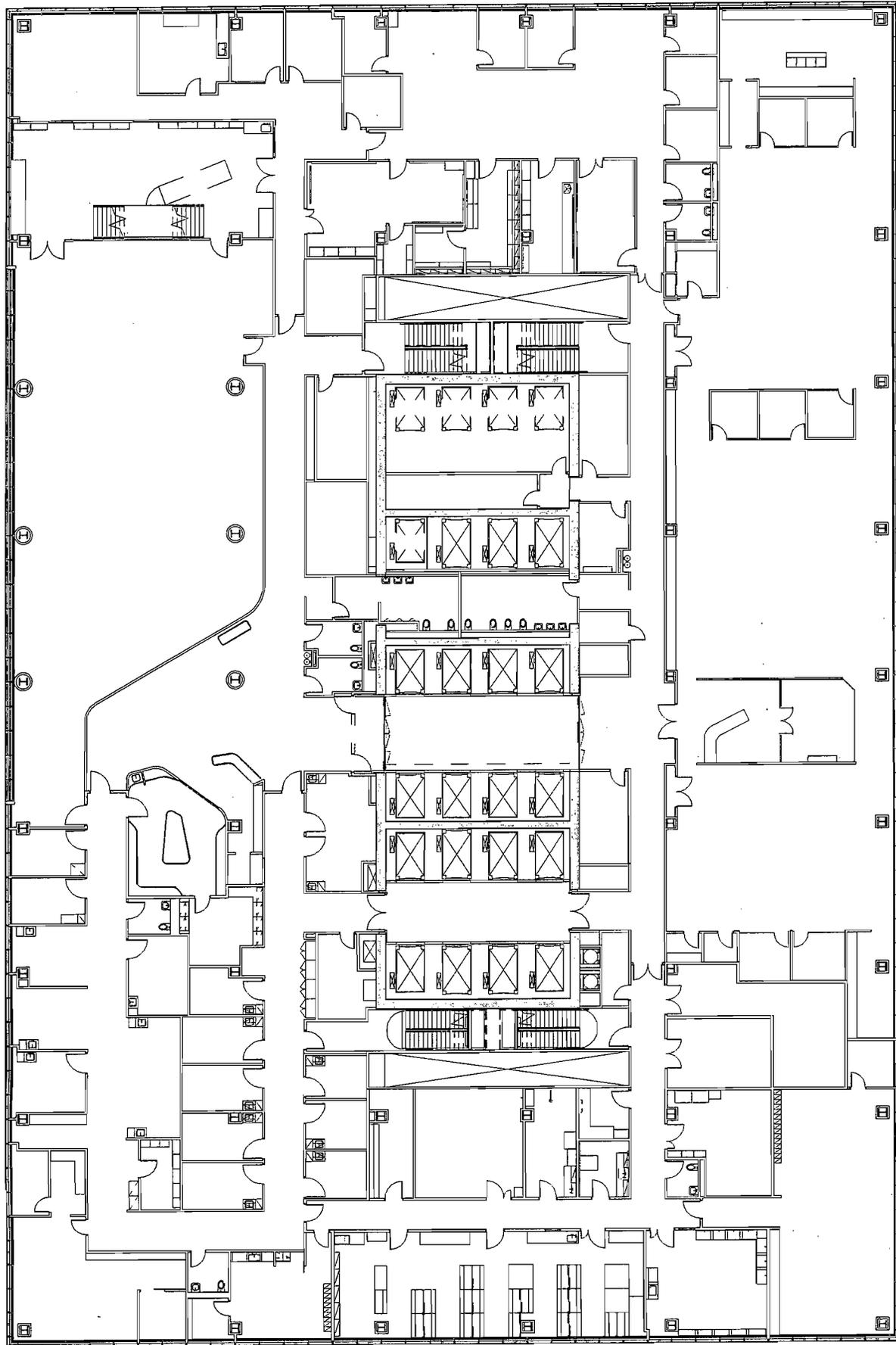


LEVEL 9 - FACILITIES AND CORE/SHARED

ATTACHMENT 18

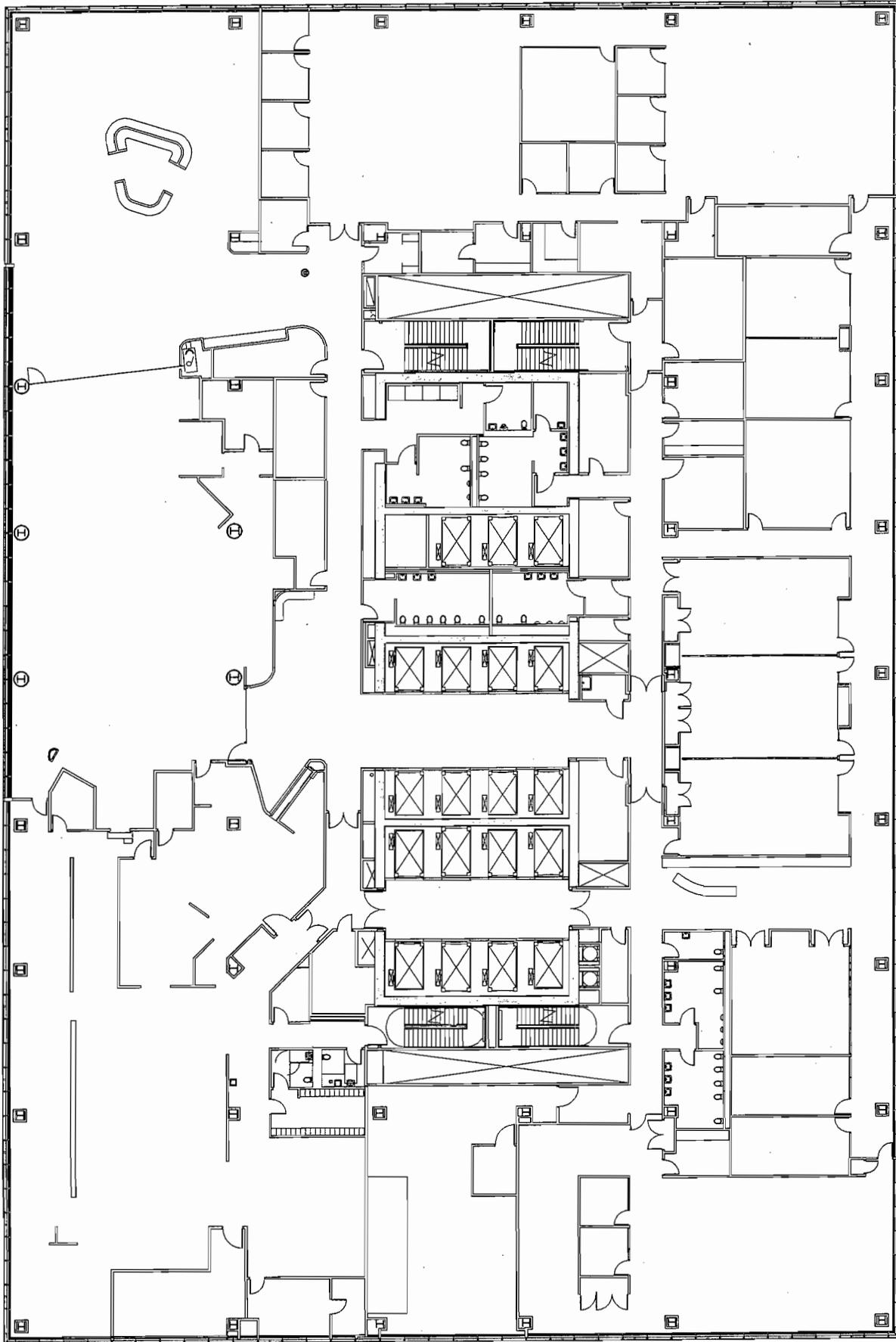


LEVEL 10 - ADMINISTRATION, EDUCATION AND RETAIL

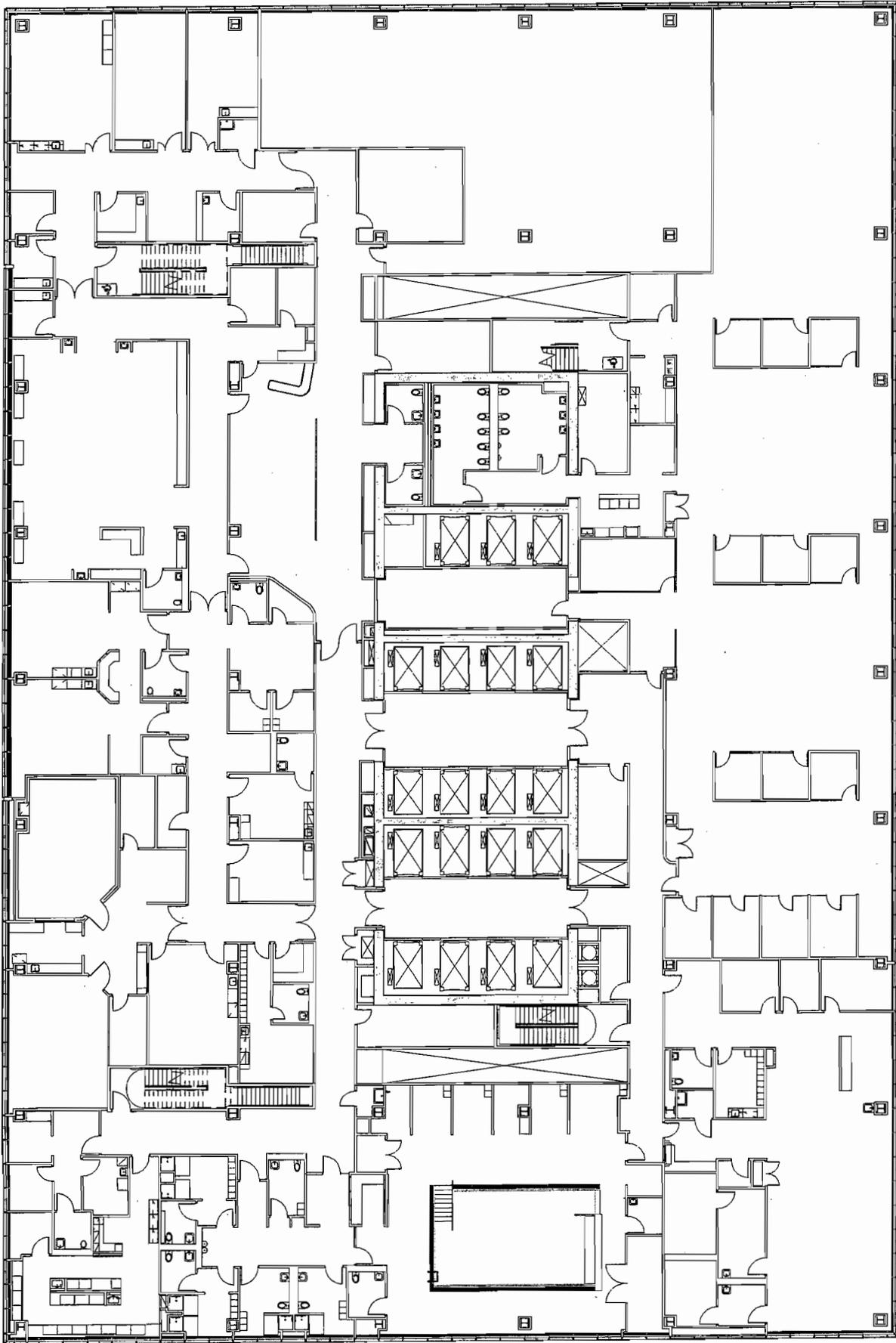


LEVEL 11 - ABILITY LAB, ADMINISTRATION, CLINICAL RESEARCH AND REHABILITATION

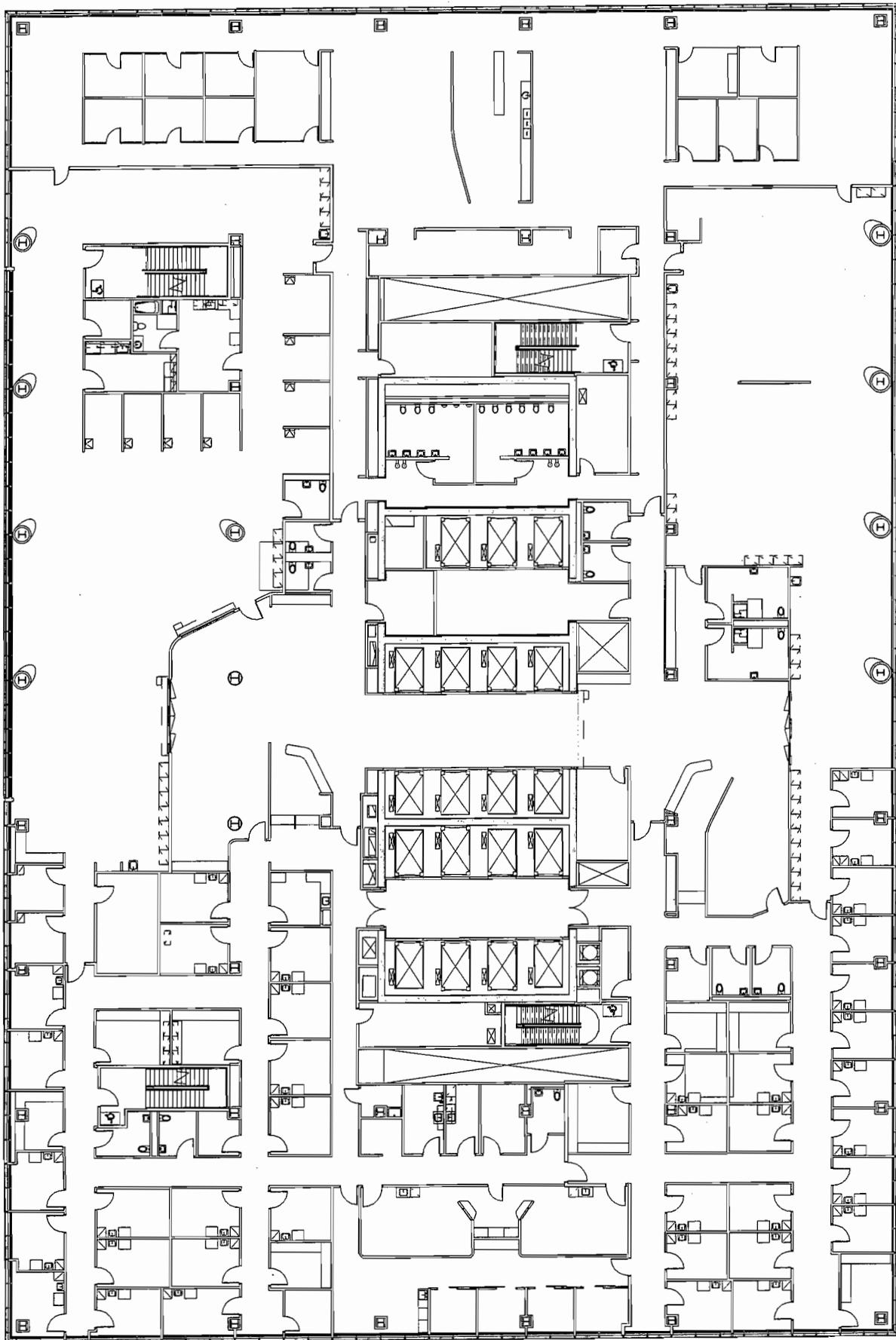
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LEVEL 12 - DIETARY AND ADMINISTRATION/EDUCATION

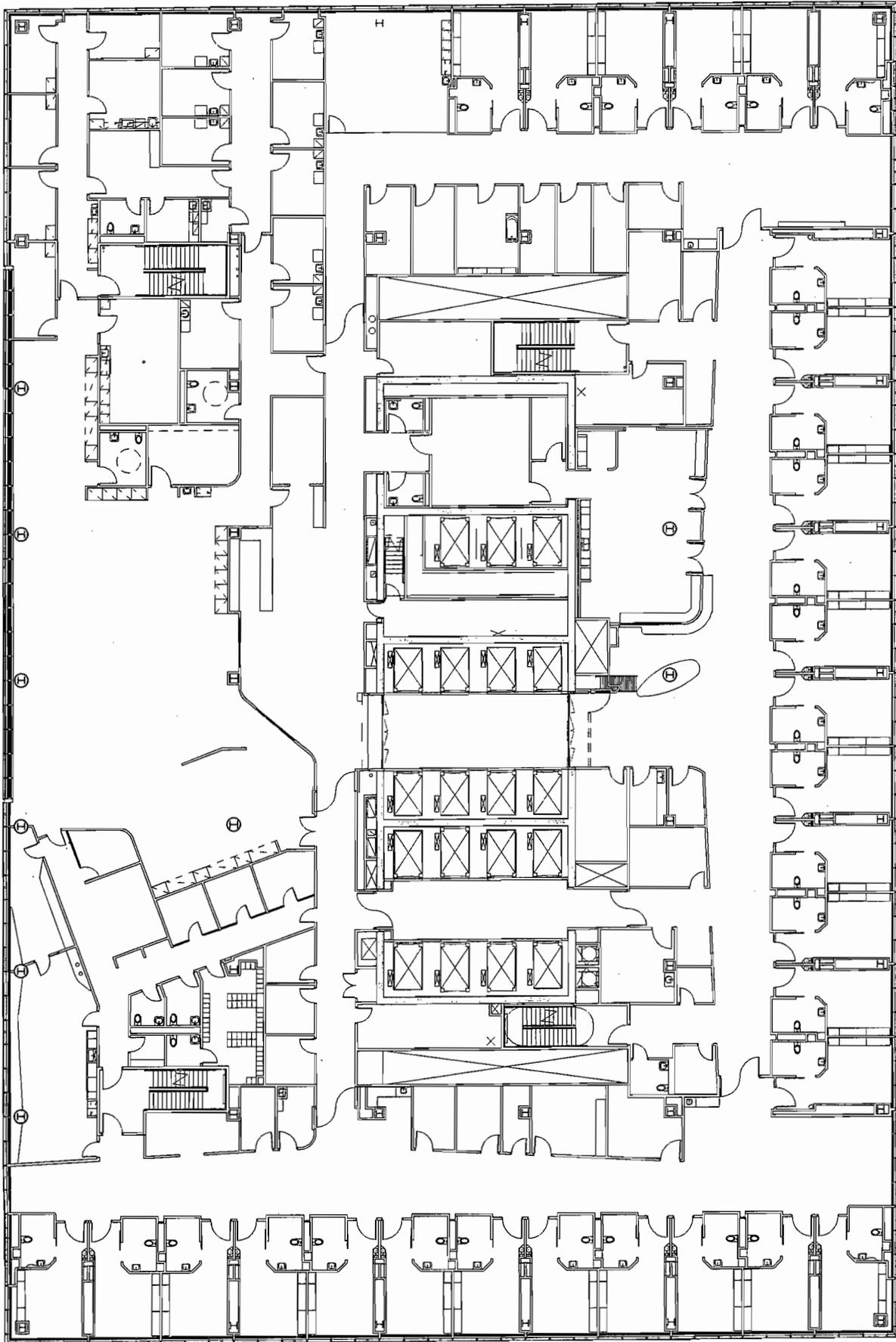


LEVEL 14 - ADMINISTRATION, LAB, PHARMACY, RADIOLOGY AND
REHABILITATION

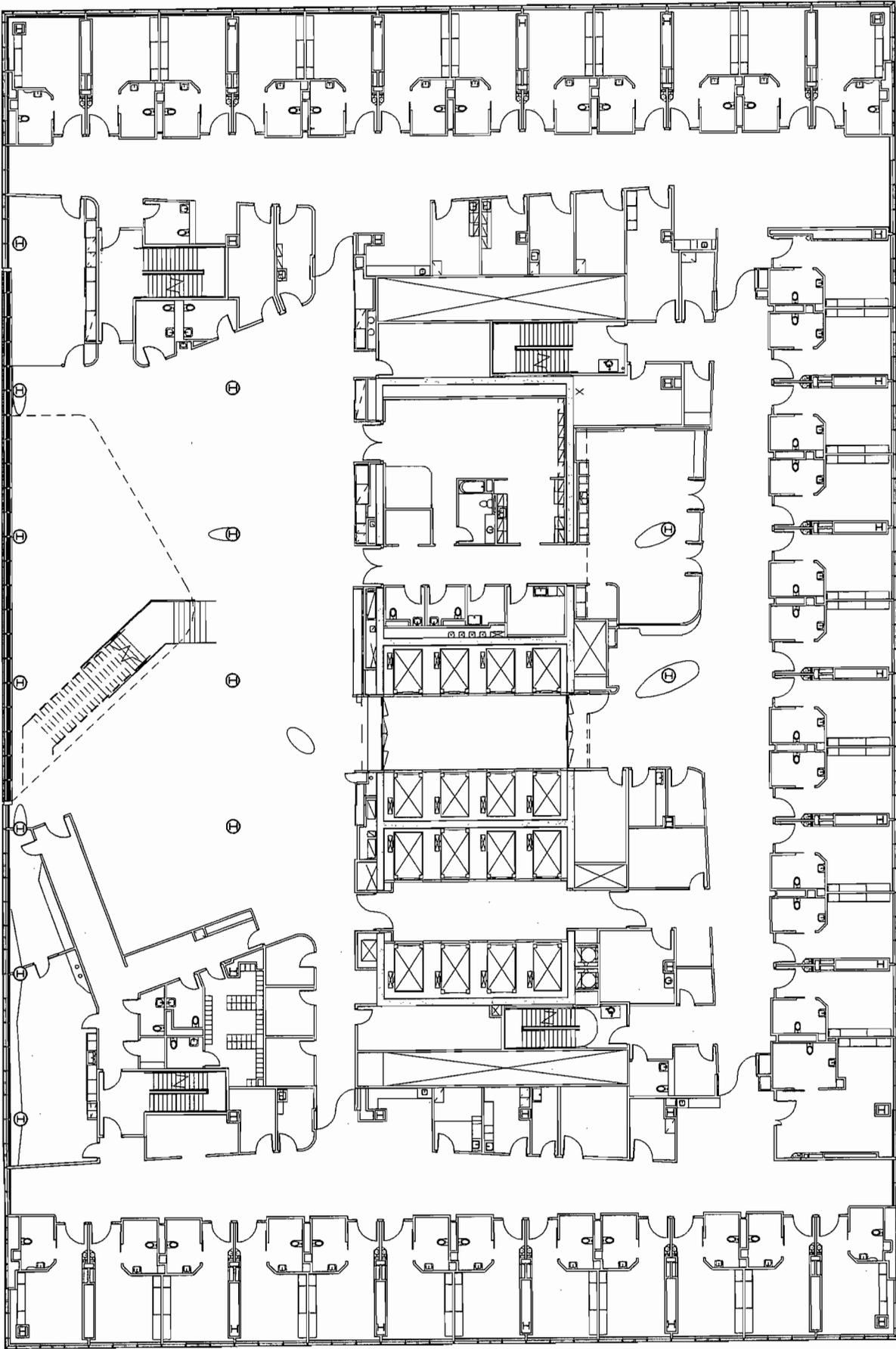


LEVEL 15 - OUTPATIENT AND RADIOLOGY

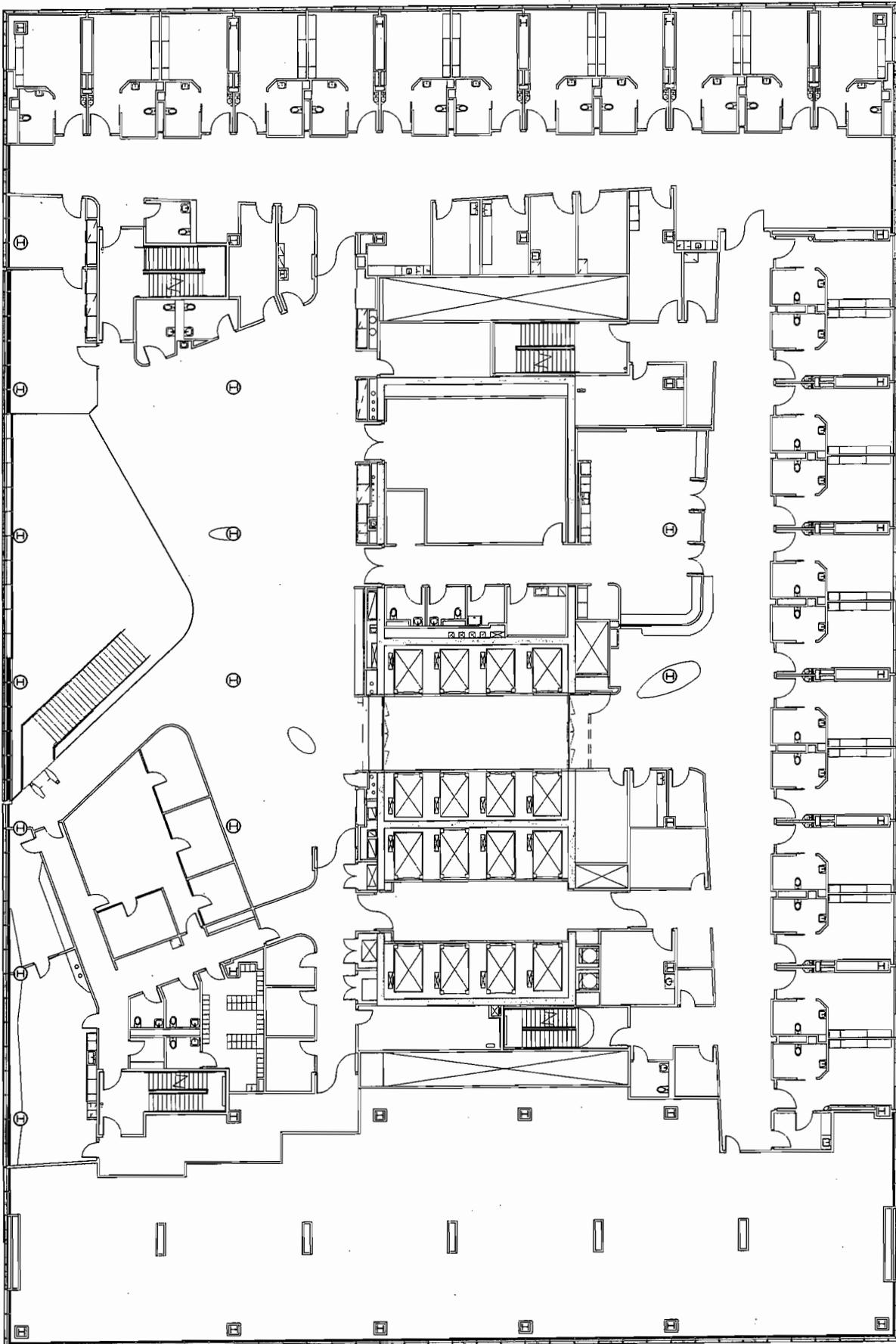
ATTACHMENT 18



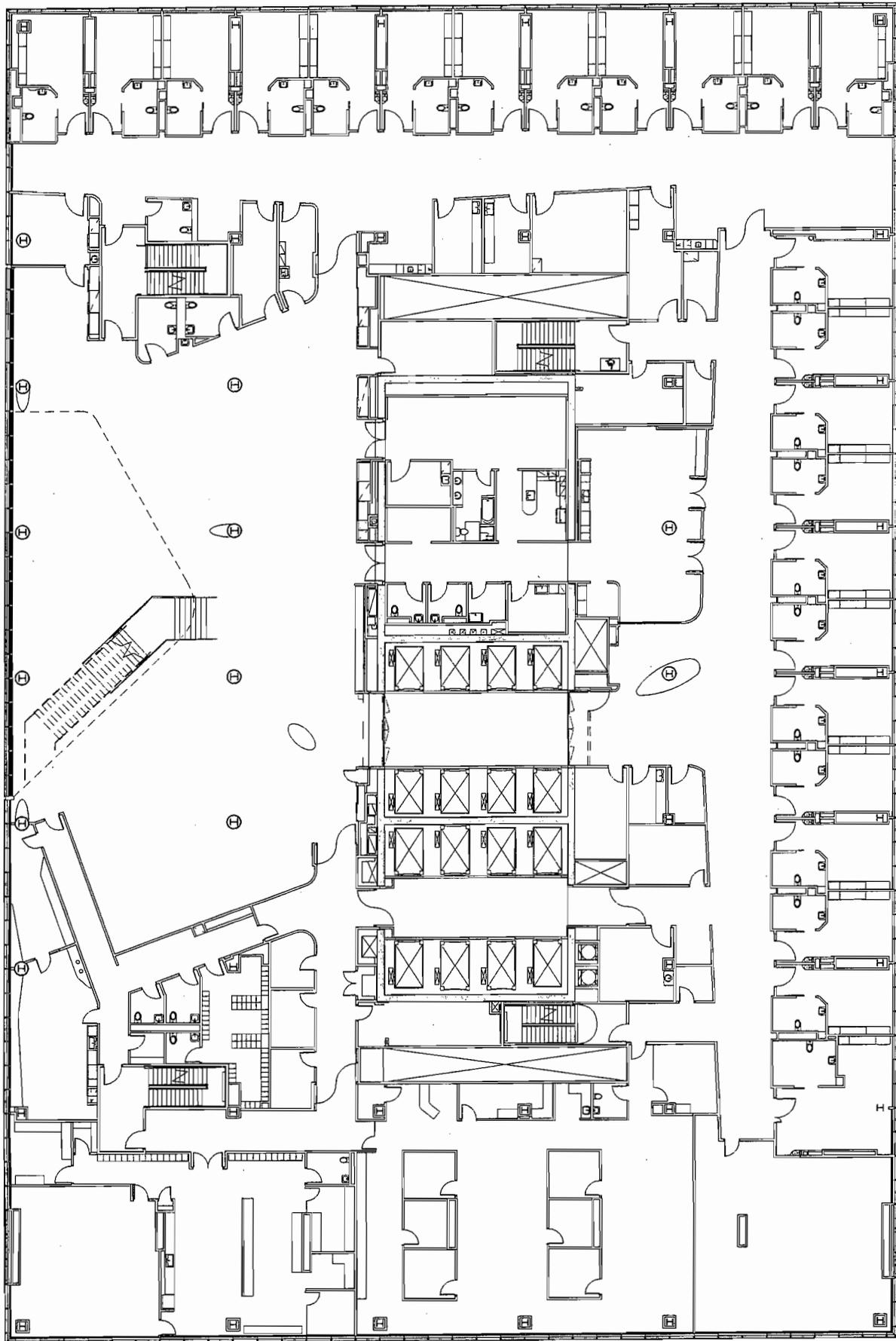
LEVEL 18 - OUTPATIENT, INPATIENT, REHABILITATION AND ABILITY LAB



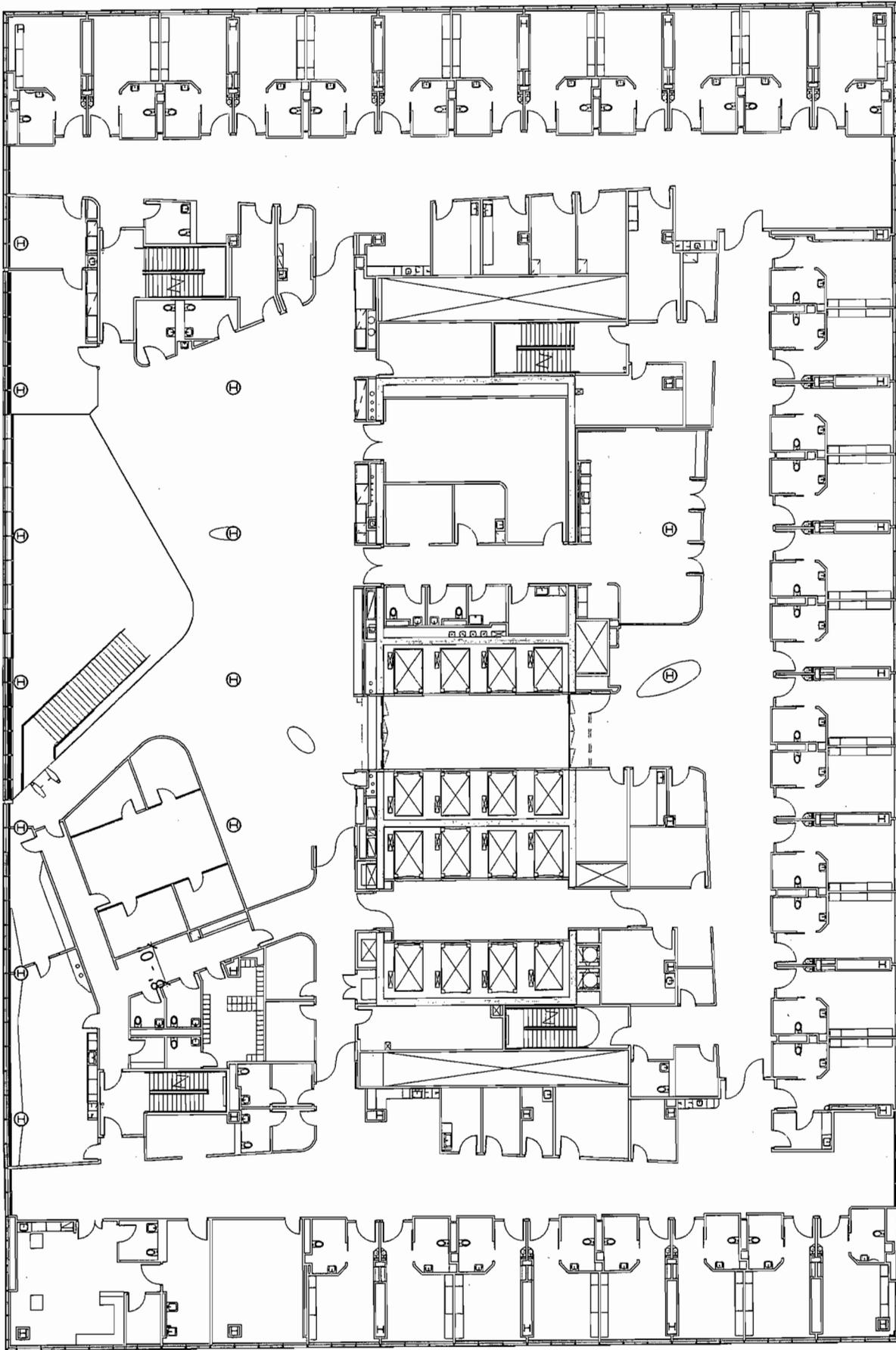
LEVEL 19 - INPATIENT AND ABILITY LAB



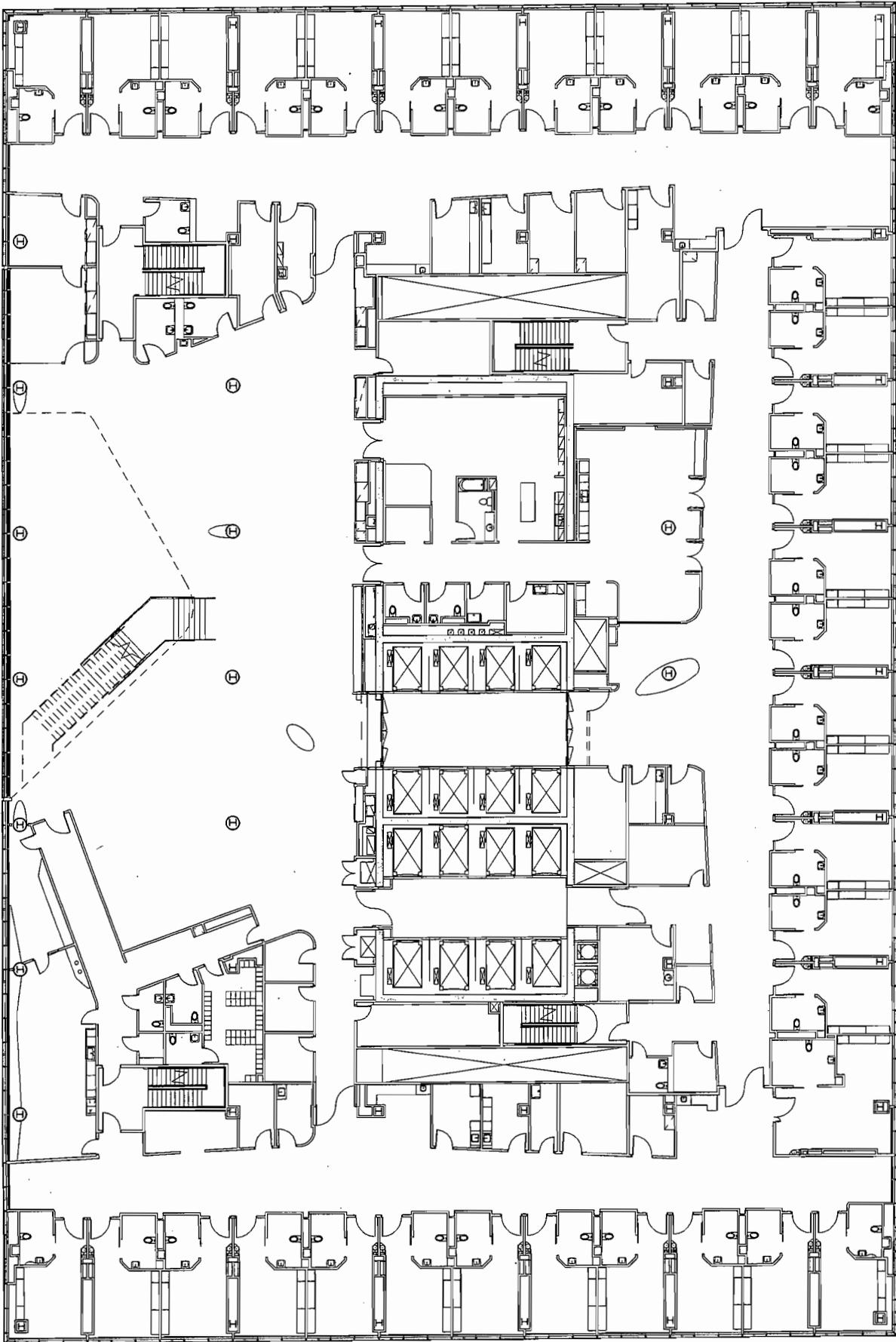
LEVEL 20 - ADMINISTRATION, INPATIENT AND ABILITY LAB



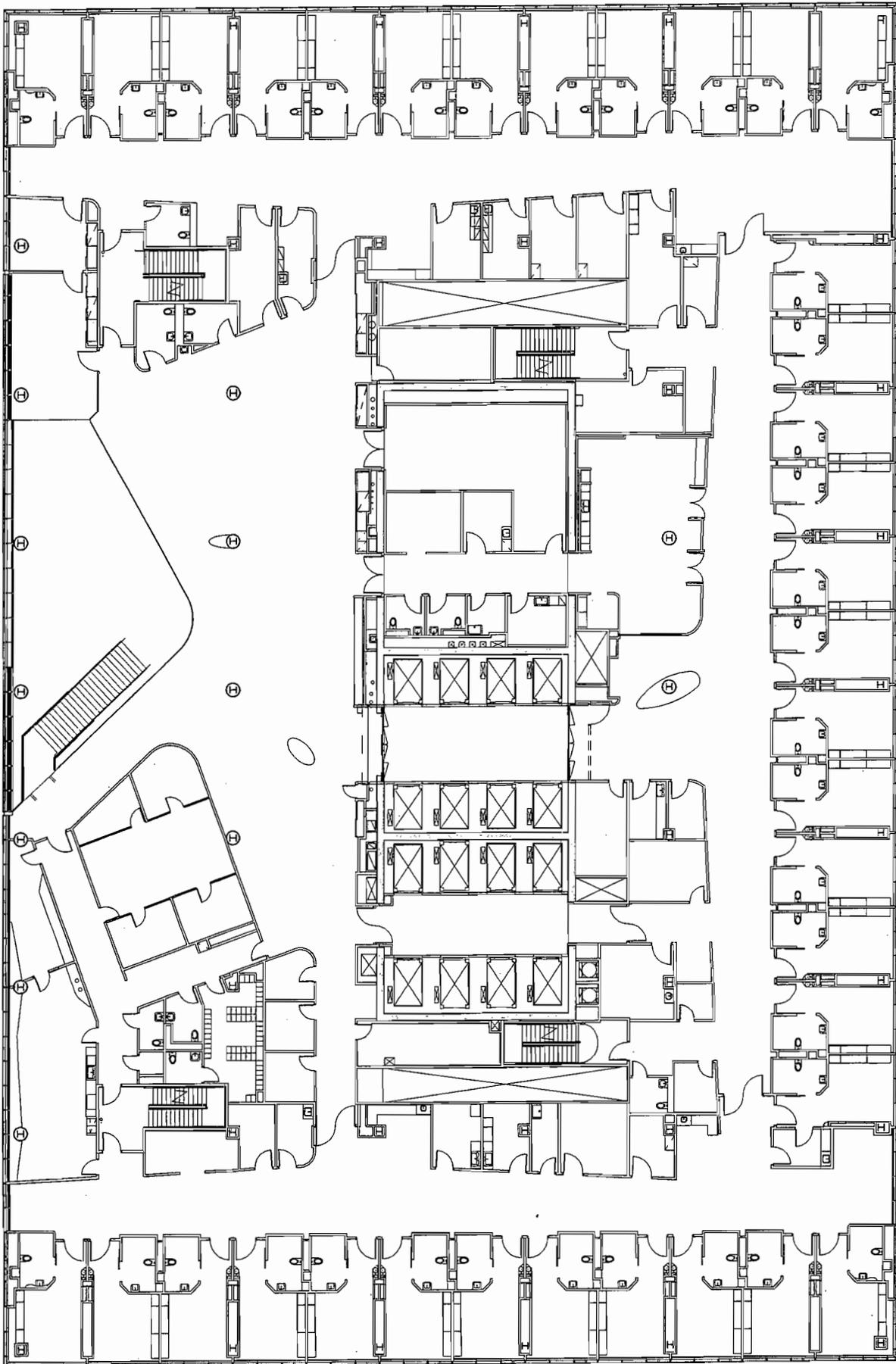
LEVEL 21 - INPATIENT, ADMINISTRATION AND ABILITY LAB



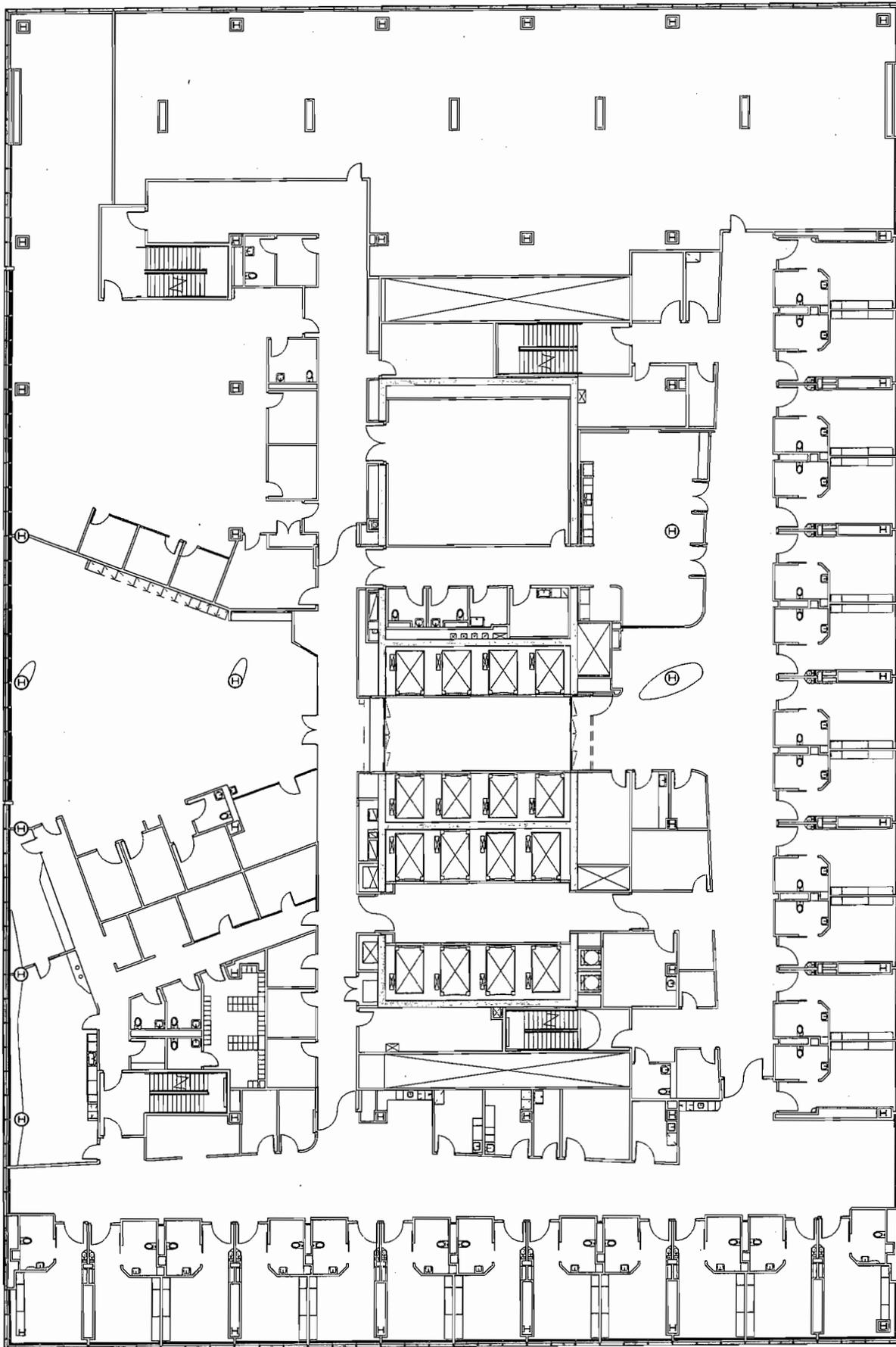
LEVEL 22 - ADMINISTRATION, DIALYSIS, ON CALL, INPATIENT AND
ABILITY LAB



LEVEL 23 - INPATIENT AND ABILITY LAB

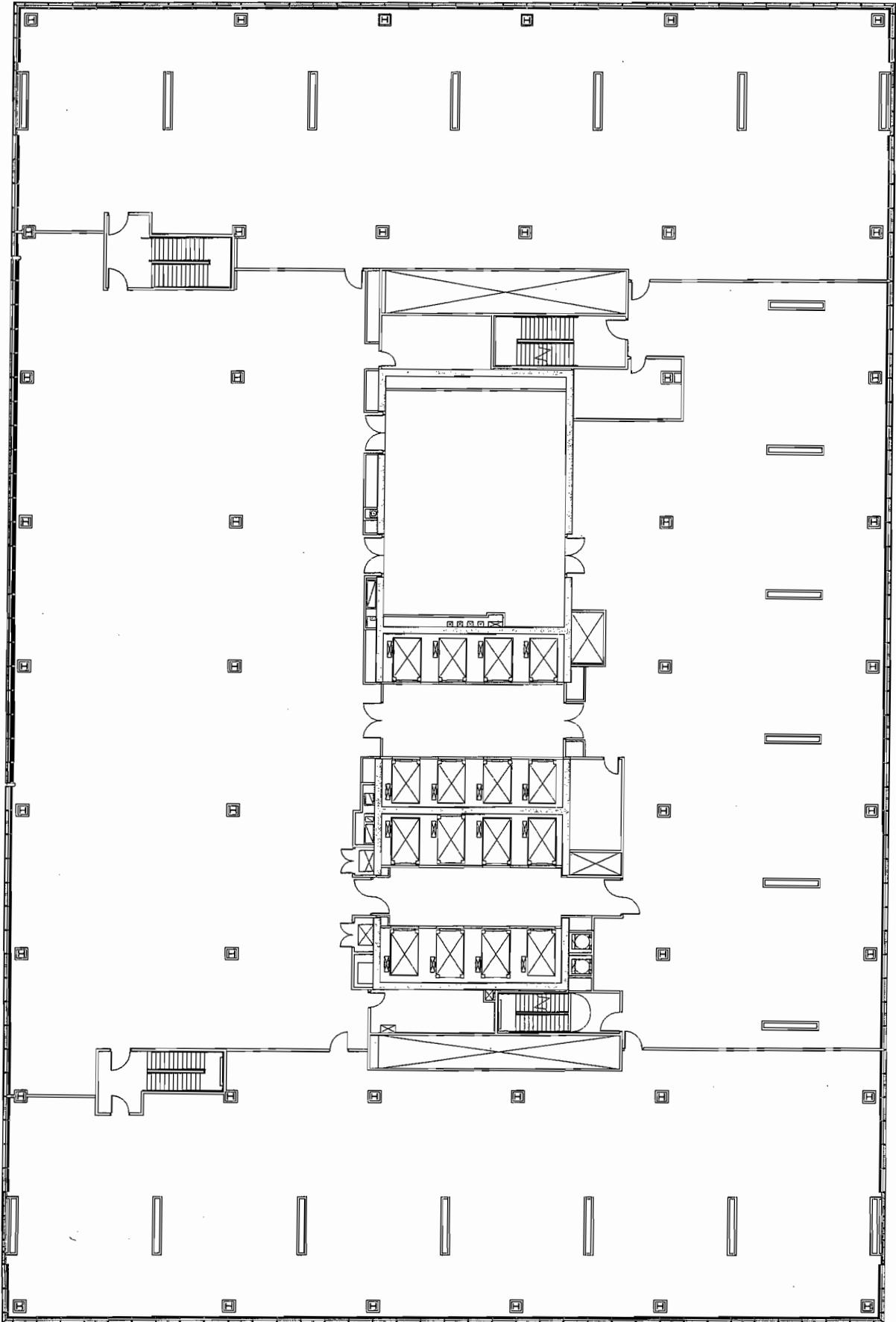


LEVEL 24 - INPATIENT AND ABILITY LAB

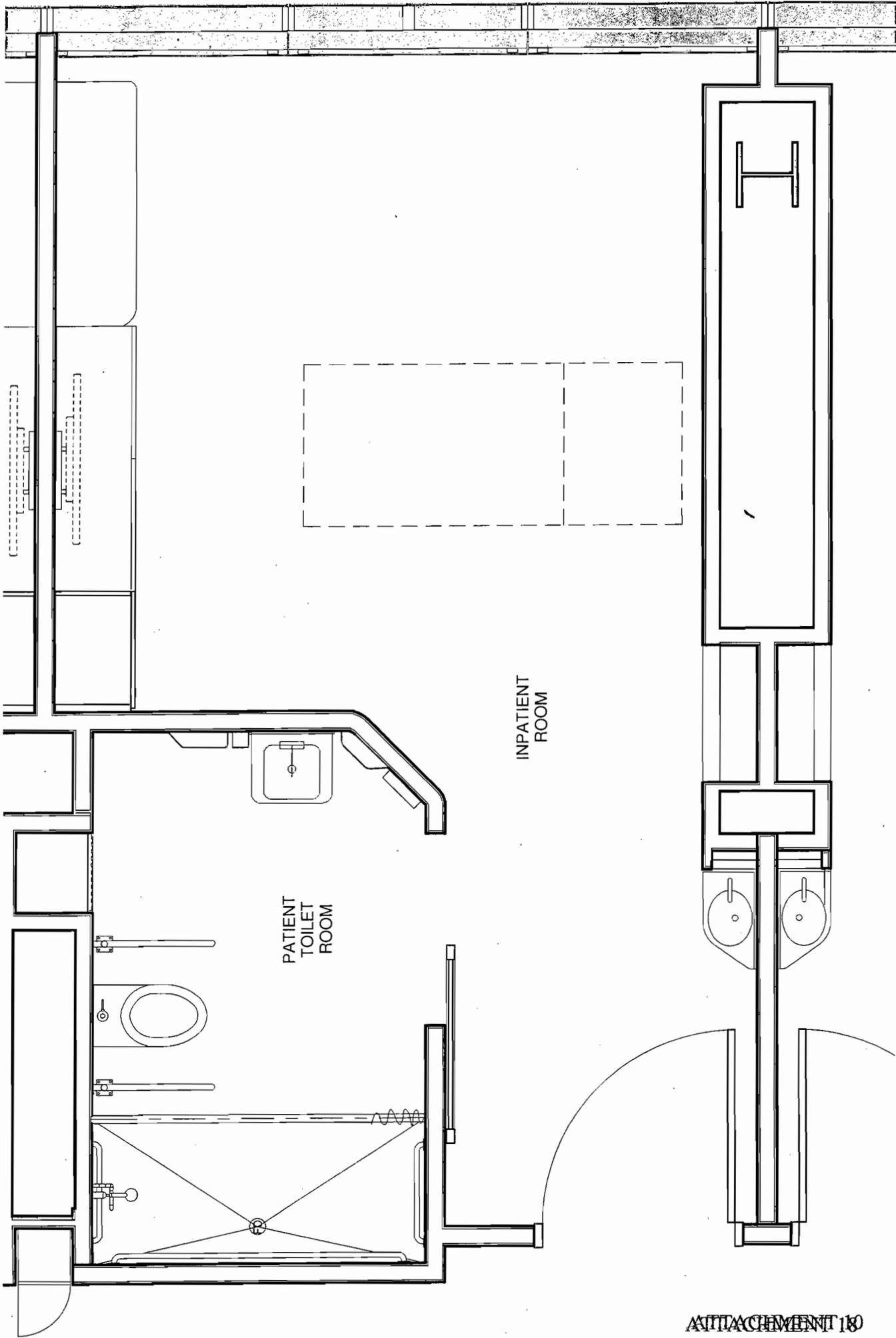


LEVEL 25 - ADMINISTRATION, ON CALL, RESEARCH, INPATIENT AND
ABILITY LAB

ATTACHMENT 18



LEVEL 26 - ADMINISTRATION



INPATIENT ROOM

PATIENT TOILET ROOM

TYPICAL INPATIENT ROOM

ATTACHMENT 18

108A

PLANNING AREA NEED

The need for comprehensive physical rehabilitation beds in the City of Chicago has been calculated at 461 beds, with 574 beds being available in 12 hospitals, including RIC. Because of the state-, regional-, national-, and even world-wide draw of patients to RIC's programs, an argument could be made that, perhaps more than any other Illinois hospital, area-wide bed need planning methodologies have little relevance on the critical planning of RIC. Stated another way, all 12 Chicago hospitals approved to provide inpatient comprehensive physical rehabilitation are not programmatically similar. As a result, the demand for their services vary, significantly. For example, and based on 2011 IDPH Hospital *Profile* data, while RIC's occupancy rate was 87.7%, only three other providers operated at or above 60% utilization, and five of the twelve operated at less than 50% occupancy. In addition, and as further evidence of the demand for the inpatient rehabilitation services provided at RIC, during the first five months of 2012, seventeen additional beds were added to the hospital's bed complement, and the addition of those beds did not result in a lower occupancy rate at RIC. Rather, as the beds became available, the ability to admit additional patients was addressed, and during the first nine months of 2012, RIC's occupancy rate was 89.8%. As a result of the continued demand for services as provided by RIC, while the "calculated bed need" identifies an "excess of 96 comprehensive physical rehabilitation beds in the City of Chicago, that calculation, because of the unique nature of RIC is of little relevance when examining bed need at RIC. As discussed elsewhere in this application, unlike the rehabilitation units located in

acute care hospitals, RIC attracts patients from well beyond the communities and neighborhoods surrounding the acute care hospitals, has relationships with many hospitals that routinely refer patients to RIC, and offers a programmatic scope that is unparalleled.

On May 13, 2011 RIC was approved to add seventeen beds under the “20-bed rule”, and those beds were phased in during the first six months of 2012. During the period covering January-September, 2012 the average monthly occupancy rate at RIC was 89.8%.

SERVICE TO PLANNING AREA RESIDENTS

As discussed throughout this application, RIC, as a result of its cutting edge rehabilitation services attracts patient from throughout the world. That said, an analytical analysis reveals that nearly 90% of the hospital's patients are Illinois residents and nearly 47% reside in the City of Chicago. While RIC views Chicago as its primary service area (PSA), because nearly 43% of the patients come from other parts of Illinois, the entire state is viewed by RIC as its Geographic Service Area (GSA) (Please see discussion and ZIP Code-specific analysis in ATTACHMENT 12). As a result, the primary purpose of the project is to provide health care services to residents of its GSA.

SERVICE DEMAND

Rehabilitation Institute of Chicago receives the vast majority of its inpatients as direct transfers from acute care hospitals—including hospitals with rehabilitation units—which results in a unique set of circumstances for assessing bed need. As a result, a technical assistance conference was conducted with IHFSRB staff on October 11, 2012 to discuss the usefulness of attempting to secure letters from individual physicians, projecting anticipated referrals. Through the technical assistance process it was agreed that the applicant would provide the methodology that it used to project admissions, patient days and bed need, identify the historic source of patients, and provide letters from the primary referral sources, addressing anticipated future transfers. That information, in lieu of traditional “physician referral letters” is contained in this ATTACHMENT.

During the 12-month period ending August 31, 2012 Northwestern Memorial Hospital referred 54% of the patients admitted to RIC, and 5.4% were referred from Ann and Robert H. Lurie Children’s Hospital of Chicago (“Lurie”). Approximately 30% of the admissions to RIC came from other Chicagoland hospitals, and 10% came from outside the metropolitan Chicago area.

Over the past ten years, RIC has developed strategic alliances with nine acute care hospitals across Illinois and Indiana, at which RIC operates inpatient rehabilitation services. Over the past ten years, in planning for, developing and operating those alliances, RIC has developed a sophisticated utilization projection model, which has continued to be refined over the years. In each instance, RIC conducted a bed need analysis, using the proprietary model, which has proven to be accurate, within 10%. In planning for the new Research Hospital, and given the magnitude of the project, RIC retained HealthCare Futures to verify and confirm the assumptions used in the model by RIC. HealthCare Futures is a strategic consulting firm that has worked with many of the leading hospitals and health systems in the country, including Northwestern and the University of Chicago. HealthCare Futures conducted a detailed market analysis, which it synthesized with RIC's methodology, to create a new, more rigorous projection methodology, specifically for RIC, and with the ability to project on a 10-year horizon.

That methodology, which ultimately identified the appropriate bed complement for the Research Hospital, incorporated key variables resulting in the calculated bed need.

Those variables included:

1. Projected population growth or decline
 - 8- county Chicago area
2. Diagnosis-specific groups:
 - stroke
 - traumatic brain injury
 - non-traumatic brain injury
 - spinal cord injury
 - neurological conditions (e.g. Parkinson's, Alzheimers)
 - amputees

- lower extremity fractures
 - lower extremity replacement
 - other musculoskeletal (e.g. multiple fractures, trauma)
 - cancer
 - other general conditions (e.g. burn, transplant, cardiac)
3. Age groups
 - under age 65
 - 65+
 4. Historical discharges from acute care hospitals
 - Northwestern Memorial Hospital
 - Lurie Children's Hospital of Chicago
 - all other Chicago area hospitals
 5. Historical transfer site
 - inpatient rehabilitation facility (hospital)
 - skilled nursing facility
 - LTACH
 6. RIC Referral Sources
 - Northwestern Memorial Hospital
 - Lurie Children's Hospital of Chicago
 - all other Chicago area hospitals
 - hospitals outside Chicago area
 7. Projected changes in utilization at primary referral sources
 - Northwestern Memorial Hospital (projected by NMH)
 - Lurie Children's Hospital of Chicago (projected in conjunction with Lurie Children's)
 8. Anticipated changes to referral sites from acute care hospitals
 - from skilled nursing facilities to inpatient rehabilitation facilities
 - from LTACHs to inpatient rehabilitation facilities
 9. Changes to average length of stay (ALOS)
 - age group
 - diagnosis group
 - Chicago area
 - outside Chicago area

Utilization, in the form of projected admissions and patient days were calculated for 2018 and 2019, the first and second years of the Research Hospital's operation. 3,596 patients are projected to be admitted, and 75,799 patient days of care are projected to be provided in 2018, with 3,818 admissions and 80,621 patient days projected for the following year. The table below summarizes the projections.

| RIC Bed Projections | | |
|-----------------------------------|--------------|--------------|
| Admissions | 2018 | 2019 |
| Stroke | 616 | 654 |
| Traumatic Brain Injury | 276 | 293 |
| Non-Traumatic Brain Injury | 247 | 262 |
| Spinal Cord Injury | 507 | 538 |
| Neurologic Conditions | 291 | 309 |
| Amputee | 78 | 83 |
| Fracture-Lower Extremity | 82 | 87 |
| Replacement-Lower Extremity | 2 | 2 |
| All Other Ortho | 285 | 302 |
| Cancer | 238 | 253 |
| All Other General | 654 | 695 |
| Peds | <u>320</u> | <u>340</u> |
| | 3,596 | 3,818 |
| Patient Days | 2018 | 2019 |
| Stroke | 13,076 | 13,907 |
| Traumatic Brain Injury | 5,932 | 6,309 |
| Non-Traumatic Brain Injury | 4,786 | 5,091 |
| Spinal Cord Injury | 17,045 | 18,129 |
| Neurological Conditions | 5,348 | 5,688 |
| Amputee | 1,440 | 1,532 |
| Fracture-Lower Extremity | 1,157 | 1,231 |
| Replacement-Lower Extremity | 19 | 20 |
| All Other Ortho | 4,471 | 4,756 |
| Cancer | 3,902 | 4,150 |
| All Other General | 10,497 | 11,165 |
| Peds | <u>8,126</u> | <u>8,643</u> |
| Total | 75,799 | 80,621 |
| Total ADC and Planned Beds | 2018 | 2019 |
| ADC | 207.7 | 220.9 |
| Beds | 242 | 242 |
| Occupancy | 86% | 91% |

The projected patient days support 260 beds in 2019, based on the IHFSRB's 85% target utilization rate. 242 beds, which would result in a 91% occupancy rate are being proposed for a variety of reasons, including to lend conservatism to the project, because the proposed all private room configuration will allow greater flexibility, and in response to design considerations.

Should the IHFSRB's staff desire it to do so, the applicant would welcome the opportunity to review the methodology and associated calculations in detail with staff at its convenience.

November 1, 2012

Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, Illinois 62761

Dear Illinois Health Facilities and Services Review Board,

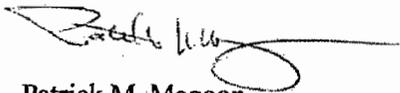
Please accept this letter as an indication of Ann & Robert H. Lurie Children's Hospital of Chicago's support for the Rehabilitation Institute of Chicago's ("RIC") plan to develop a replacement hospital three blocks from our hospital.

Lurie Children's is RIC's significant referral source for its pediatric rehabilitation program, with one-hundred thirty seven (137) patients being admitted directly from Lurie Children's to RIC during the last year. In addition, our two hospitals have developed joint direct patient care, clinical research, and medical education programs that have been beneficial to our patients and the community, in general.

We look forward to continuing our close relationship with RIC in the area of pediatric rehabilitation, and anticipate that by 2019 one-hundred seventy five (175) pediatric patients will require direct admission to RIC.

Please do not hesitate to contact me if I can be of any assistance to you as you proceed with your development plans.

Sincerely,



Patrick M. Magoon
President and CEO



November 5, 2012

Mr. Dale Galassie
Chairman
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

**Re: Letter of Support
Rehabilitation Institute of Chicago
Proposed New Research Hospital**

Dear Mr. Galassie:

This letter is provided to support the Rehabilitation Institute of Chicago ("RIC") proposed new Research Hospital, and to quantify the number of referrals made to RIC from Northwestern Memorial Hospital ("NMH").

NMHI does not currently provide inpatient rehabilitation services, but rather refers acute care patients requiring rehabilitation services to RIC. During the twelve month period ending August 31, 2012, 1,379 patients were admitted to RIC from NMH.

Sincerely,

A handwritten signature in black ink, appearing to be 'C. Lind', written over a horizontal line.

Carol M. Lind
Vice President
Northwestern Memorial HealthCare

SERVICE ACCESSIBILITY

Review Criterion 1110.630.b)5) states that; "The number of beds being established or added for each category of service is necessary to improve access for planning area residents." RIC is clearly unique in the scope of services it provides, including direct patient care, research, and training; and this standing is reflected in the hospital's high utilization rates, delayed admissions, and waiting lists, particularly when compared to other providers of comprehensive physical rehabilitation services. As discussed in ATTACHMENT 15, the proposed bed complement is not excessive, but rather is a response to a proven bed need determination methodology that RIC has developed over the years when evaluating the potential addition of Alliance hospitals. As a result, the proposed beds are necessary to improve access for planning area residents.

UNNECESSARY DUPLICATION/MALDISTRIBUTION

The proposed project will not result in unnecessary duplication. As discussed thoroughly in the Master Design application, provided as the APPENDIX to this application, RIC provides a scope of physical rehabilitation services unparalleled in the Chicago area, and as a result attracts patients that cannot be successfully treated by other area providers. In addition, and as discussed in ATTACHMENT 15, a proven bed need methodology, developed and refined over the past ten years, was used to ensure that the proposed bed complement is not excessive. Last, while the proposed project addresses the establishment of a new health care facility according to the IHFSRB's rules, upon the opening of the Research Hospital, the existing Flagship Hospital will be discontinued, therein eliminating the potential for duplicative facilities.

There are 110 ZIP Code areas located within a 30-minute drive (adjusted per IHFSRB rule), 79 of which are in the City of Chicago, and 31 of which are located in the near northern and western suburbs. The 2012 population of the 110-ZIP Code area, based on projections developed by Geolytics, Inc. is 3,171,176.

Below are listed the providers of inpatient comprehensive physical rehabilitation services within the area described in the paragraph above:

- Advocate Illinois Masonic Medical Center, Chicago
- Holy Cross Hospital, Chicago

- Louis A. Weiss Memorial Hospital, Chicago
- Mercy Hospital and Medical Center, Chicago
- Rush University Medical Center, Chicago
- Saint Joseph Hospital, Chicago
- Saint Mary of Nazareth Hospital, Chicago
- Schwab Rehabilitation Hospital, Chicago
- Swedish Covenant Hospital, Chicago
- University of Illinois Medical Center at Chicago
- Loyola University Medical Center, Maywood
- Rush Oak Park Hospital, Oak Park
- VHS Westlake Hospital, Melrose Park

The project, as proposed, will not result in a maldistribution of services. As noted above, the existing Flagship Hospital will be discontinued upon the opening of the new Research Hospital, and as a result, no additional providers will be added to the service area. While some of the facilities listed above have failed to reach the IDPH's 85% target utilization standard, RIC has surpassed the target every year since 2008, according to IDPH data, and the bed need methodology described in ATTACHMENT 15, projects utilization rates in excess of the 85% standard, through the second year following the project's completion. Importantly, the methodology is specific to RIC, taking into account the atypically broad geographic area from which RIC attracts patients, the scope of services offered by RIC, and the research and teaching programs that are absent with other providers, particularly the rehabilitation programs located in acute care hospitals. These unique aspects of RIC, as well as the reputation it has developed for clinical excellence, outcomes and innovation, differentiate it from all other providers in the State. As a result, it is not anticipated that the project will cause any other area provider's utilization level to fall below the 85% standard, nor will it cause the lowering of the utilization of any provider not operating at the standard.

STAFFING

Rehabilitation Institute of Chicago's Flagship Hospital operates at, and in many instances, significantly above all IDPH licensure and JCAHO staffing-related requirements. That practice will continue following RIC's move to the new Research Hospital, and it is anticipated that the Flagship Hospital's entire clinical staff will transition to the new Research Hospital. Each physician, nursing and allied health category identified in Section 1110.630.e are currently employed by RIC. Additional staff, as required by the projected increase in number of beds, and patient days of care and outpatient services provided will be added to the existing staff approximately thirty days prior to the opening of the new Research Hospital, with much of the orientation process taking place at the Flagship Hospital, prior to that facility's discontinuation.

Normal methods of recruitment, including advertisements in professional journals and publications, as well as local newspapers will be used to notify prospective employees of opportunities. Because of RIC's reputation for clinical excellence, no difficulties in the recruitment of highly qualified staff are anticipated.

Attached is the Curriculum Vitae of the current Medical Director.

- 1) **PERSONAL DATA** JAMES A. SLIWA, D.O.
 Professor
 Department of Physical Medicine & Rehabilitation
 Feinberg School of Medicine -Northwestern University
 Chief Medical Officer
 Senior V.P. Medical Affairs
 Chief Quality & Safety Officer
 Rehabilitation Institute of Chicago
jqliwa@ric.org
-
- 2) **EDUCATION**
 Undergraduate: B.A., Biology and Religion
 Indiana University, Bloomington Indiana 1974
 Graduate: D.O., 1980
 Chicago College of Osteopathic Medicine, 1976-1980
- 3) **POSTDOCTORAL EDUCATION:**
 Rotating Internship, 1980-1981
 Chicago Osteopathic Hospital
 Resident, Physical Medicine and Rehabilitation, 1981-1984
 Northwestern University Medical School/Rehabilitation Institute Rehabilitation Institute of Chicago
- 4) **BOARD CERTIFICATION:**
 Fellow, American Osteopathic College of Rehabilitation Medicine, 1994
 Fellow American Academy of Physical Medicine and Rehabilitation, 1987
 Diplomate, 1987
 American Osteopathic Board of Rehabilitation Medicine
 Diplomate, 1985
 American Board of Physical Medicine and Rehabilitation
 Diplomate, 1981
 National Board of Osteopathic Examiners
- LICENSURE**
- | | | |
|----------|------------|-----------|
| Illinois | 036-062666 | 7/31/2011 |
| Indiana | 02000969A | 7/31/2011 |
| DEA | AS1440990 | |
- 5) **HONORS & AWARD**
 Teacher of the Year 1994, 1996, 1997, 2000
 New Jersey Medical School Excellence in Teaching Award, 1999
 Golden Apple Award, 2001
 Mentor of the Year, 2002, 2004
 Best Doctors, Chicago Metro Area
 1993, 1995, 1997, 1999, 2001, 2003, 2005, 2007, 2009, 2011
 Best Doctors, America 2001, 2002, 2004, 2005, 2007, 2008, 2009, 2011
 Sigma Sigma Phi (Osteopathic Honor Society)
 Edward Lowman Award 2008

- 6) **MILITARY SERVICE:** None
- 7) **FACULTY APPOINTMENTS**
Assistant Chief Resident, 1983
Chief Resident, 1984
Clinical Instructor, Department of Rehabilitation Medicine, 1984-1989
Assistant Professor/Clinical Rehabilitation Medicine, 1989-1993
Associate Professor/Rehabilitation Medicine, 1993, 2003
Professor – September 1, 2003
Director of Residency Training, 1987 - present
Instructor, Loyola University Medical Center – 1996 - 2004
- 8) **HOSPITAL STAFF APPOINTMENTS**
Attending Physician, Rehabilitation Institute of Chicago, 1984-present
Attending Physician, Mercy Hospital, 1985-1987
Consultant, Northwestern Memorial Hospital, 1988-present
Consultant Health Data Institute, Elmhurst IL, 1988-1990
- 9) **ADMINISTRATIVE APPOINTMENTS**
Medical Director of Outpatient Department, 1988-1989
Secretary/Treasurer, Combined Medical Staff, 1987-1989
Medical Director - Clinical Operating Group II, 1996-2000
Consultant – Loyola University, 1996 - present
Medical Director General Rehabilitation 2000 – 2007
Chief Medical Officer, 2007 - present
Senior V.P. of Medical Affairs, 2007 - present
Chief Quality & Safety Officer 2007 - present
- 10) **TEACHINGS:**
A) **Medical Student Lectures**
I) First Year.
Northwestern University Medical School – Patient, Physician and Society Course
Communication Skills Unit, (2 hours per week 8 weeks) 1992, 1993, 1994, 1995, 1996, 1997,
1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005
II) Second Year
Physical Diagnosis of the Physically Impaired, 1984, 1985, 1986, 1987
III) Third and Fourth Year
Pain Management, 1991,
Communication Skills, 1987, 1988, 1989, 1990, 1991, 1992
Low Back Pain (Lecture given to each rotation through RIC), Junior Class, 1985, 1986 1987,
1988, 1989, 1990, 1991, 1992, 1999, 2000, 2001, 2002, 2003, 2004, 2005
Physicians Reaction to Disability, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992

B) Scheduled Teachings/Resident Lectures Series

Monthly Case Conference 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 20001, 2002
Rehab of Cancer Patient, October 1994, 1999, 2000
Rehab of MS patient, September 1994, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004,
2005, 2006, 2007, 2008, 2009, 2009, 2011
Post Polio Syndrome 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008,
2009, 2011
Burn Rehab 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010
Resident CQI – Monthly, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011
Physiatric Exam – 2001, 2002, 2003, 2004, 2005, 2006, 2007
Parkinson's 2001, 2002, 2003, 2004, 2005, 2006
Low Back Pain 2000
Communication Skills 2000
Myofascial Pain Syndrome, Residents, September, 1990, Chicago, IL
Low Back & Pain, Residents, August, 1990 Lake Side Veterans Administration
Rehab of the Burn Patient, 1989, Resident Lecture Series, Chicago, IL
Stroke Rehabilitation, 1986, Resident Lecture Series, Chicago, IL
Testing of Less Accessible Regions, 1986, Resident Lecture Series, Chicago, IL
EMG Techniques Normal and Abnormal Findings, 1986, Resident Lecture Series, Chicago, IL
Manipulation, 1985, Resident Lecture Series, Chicago, IL
EMG of Less Accessible Regions, 1986, Chicago, IL
Rehab in Stroke Patients, Resident Lecture Series, Chicago, IL 1984, 1985, 1986
Exercise Physiology, 1982, Resident Lecture Series, Chicago, IL
Modalities, 1982, Resident Lecture Series, Chicago, IL
Low Back and Pain, Resident Lecture Series, Northwestern Memorial Hospital, April, 1990,
Chicago, IL
Electrodiagnosis in the Rheumatoid Patient: Chronic Compression Neuropathies, 1985, 1984,
Rheumatology Journal Club Conference, Chicago, IL

C) CLINICAL TEACHINGS

Bed side teaching on inpatient service 1984 – Present
Outpatient Clinic – 3 to 4 residents per week 1984 – Present

D) OTHER TEACHINGS

MS Society Regional Conference, 1991, Chicago, IL
The Approach to Musculoskeletal Problems, 1988, Chicago, IL
Future Directions in Rehabilitation Care, Nurses, P.T., O.T., 1988, Chicago, IL
Osteopathic Naprapathy, and Chiropractic Medicine, 1984, Physical Therapy Students,
Chicago, IL
Amputations, 1982-1983, Certified Occupational Therapy Assistant Program, Chicago,
Indications for Manipulative Interventions in Pain Disorders, April, 1992, Chicago, IL
Day Rehab for Burn Patients, Loyola University Medical Center, April, 1996
Managing MS Symptoms, University of Chicago, May, 1996
Spirituality, Health and Healing from a Doctors Prospective, RIC, May, 1996
Rehabilitation and Supportive Care of the Cancer Patient, Comprehensive Rehabilitation of the
Cancer Patient, 1991.
Hope and Healing: The Miracle of Faith Crisis; Understanding the Medical Aspects of Disability,
1991
The Concurrent Trend in Rehab Medicine, St. Margaret's Hospital, 1990

Wellness for the Person with Multiple Sclerosis, Multiple Sclerosis Conference, April 1990, Chicago, IL.
Geriatric Clinical Care Conference, Low Back Syndrome in Older Adults, Department of Internal Medicine, April, 1989
Back Problems, 1987, Rehabilitation Institute of Chicago Women's Board, Chicago, IL
Severe Disability, 1983, Attorneys Presentation, Chicago Bar Association, Chicago, IL

D) Invited Lectures/Courses

Guest Lecturer – Department of Physical Medicine & Rehabilitation, Emory University, June 2011
Guest Lecturer – Department of Physical Medicine & Rehabilitation, LOMA Linda University, April 24, 2009
Long Term Rehabilitation Therapist for Optimal Functionality in Burn Patients.
Fire and Casualty Senior November 2007, Chicago, Illinois
Multiple Sclerosis: Diagnosis, Treatment and Management of symptoms.
Course Co-Director - Rehabilitation Institute of Chicago
Rehabilitation Medical Management. Updates in Burn Rehabilitation
July 2006. Rehabilitation Institute of Chicago
Incorporating CQI Experience in Residency Training.
AAP Annual Meeting March 2006
Rehabilitation/function loss and Palliative Care:
Rehabilitation Institute of Chicago, June 2005
The Challenge of Non-Economic Damages in Civil
Litigation Course: DePaul University College of Law
“Rehabilitation and Litigation” April 2005
Contemporary Issues in Cancer Rehabilitation – Course
Co-Director June 2003, Rehabilitation Institute of Chicago
Keynote Speaker – MS and Wellness: A balance of Activities in your daily life.
The Fannie & Charles Panikoff Research Symposium, Rosemont Illinois May 2003
Visiting Professor
1999 New Jersey Medical School
2000 Schwab Rehabilitation
2000 Loyola University Dept. of PM&R
Clinical Ethics in Rehabilitation Medicine, Association of Academic Physiatrists, 2000
Burn Course, Multi-Disciplinary Care of the Burn Patients: Resuscitation Through Rehab:
Co-Director, 1996
Rehabilitation Management of Focal HIV Related Cerebral Dysfunction: Focus on
Toxoplasmosis, AAPM&R, Oct, 1996
Advanced Concepts of Evaluating Peripheral Nerve, 1984, Course Faculty, Clinical
Electrophysiology, Chicago, IL
Rehab Transplant Patients, Schwab, Grand Rounds, September, 1996
Personality and Leadership Styles: Association of Academic Physiatrists 1993, 1994
Multiple Sclerosis Update: American Academy of PM&R Annual Meeting 1994, 1995
Appropriate Settings for the Rehabilitation of the Geriatric Patient. American Academy of
PM&R Annual Meeting, 1995
The Annual Weber Lecture, American Osteopathic College of Rehabilitation Annual
Meeting, Orlando, 1995
Practical Strategies in Primary Care, "Overview of Rehabilitation Services 1992, 1993, 1994
Chicago Review Course in Physical Medicine and Rehabilitation, Rehabilitation in

Multiple Sclerosis 1993, 1994, 1995
 Chicago Review Course in Physical Medicine and Rehabilitation, Rehabilitation in Post-Polio
 1993, 1994, 1995
 Integrated Approach to Lumbar Dysfunction, "Nature of Lumbar Injuries", Rehabilitation
 Institute of Chicago, 1992, 1993, 1994, 1995, 1996, 1997
 Efficient Medical Care of the Disabled Person in the Community, Update on Rehab
 Care in the 90's, Rehabilitation Institute of Chicago, September, 1992.
 Acute and Chronic Low Back Pain, Practical Strategies in Primary Care, Cook County
 Graduate School, 1991, 1992, 1993, 1994
 Diagnostic Consideration in Acute Low Back Pain, Practical Strategies in Primary Care,
 Cook County Graduate Medical School, Chicago, IL. 1989, 1990
 Rehabilitation of the Head Injured Patient, 1991, Olympia Fields Osteopathic Medical
 Center
 Pulmonary Problems in the Disabled, Pathophysiology - A Physiatrist Approach, Medical
 Problems of the Chronically Disabled, October, 1989, Rehabilitation Institute of Chicago,
 Chicago, IL
 The Diagnostic Approach to Acute Low Back Pain, October, 1989, Rehabilitation Institute of
 Chicago, Chicago, IL
 Rehabilitation of the Burn Patient, Life Care Planning for the Severely Disabled, September,
 1989, Rehabilitation Institute of Chicago, Chicago, IL
 Diagnosis in Management in Acute Low Back Pain, July, 1989, Christ Community Hospital,
 Department of Emergency Medicine, Chicago, IL
 Changing Trends/Future Direction in Rehab Care, Rehabilitation Institute of Chicago June,
 1989
 History and Current Trends in Rehabilitation Medicine, Rehabilitation Institute of Chicago, IL
 Treatment of Pain and Spasticity after Spinal Cord Injury, American Osteopathic College of
 Rehabilitation Medicine, April, 1989
 Sexual Dysfunction after Spinal Cord Injury. American Osteopathic College of
 Rehabilitation Medicine, April, 1989
 Heart Transplant, 1988, Rehabilitation Institute of Chicago, Grand Rounds,
 Northwestern Memorial Hospital, Medical Grand Rounds, Chicago, IL
 Life after Northwestern Memorial Hospital, Rehabilitation of Stroke Patient, 1985,
 Northwestern Memorial Grand Rounds, Chicago, IL
 Role of Rehabilitation Following a Cerebral Vascular Accident, 1984, Chicago,
 Osteopathic Medical Center Grand Rounds, Chicago, IL
 Rehabilitation of the Stroke Patient, 1983, American Osteopathic College of
 Rehabilitation Medicine, Chicago, IL
 Traditional Rehabilitation Techniques, 1982, 87th Annual A.O.A., Convention, Joint
 Session, Chicago, IL

11) HOSPITAL COMMITTEE SERVICE

Member, Planning & Operating Committee, 1996
 Member, Day Rehab Task Force Committee, 1996
 Member, Learning Resource Center Committee, 1995-present
 Member, Cancer Committee, Northwestern Memorial Hospital, 1995-1997
 Member, Loyola University Medical Center Burn Team Committee, 1995-present
 Member, Government Affairs Committee
 Member, Environmental Task Force, 1984
 Member, Seven Day Services Committee, 1984,

Member, Morbidity and Mortality Committee, 1984-1987
Member, Quality Assurance Committee, 1984 - 1989
Member, Utilization Review Committee, Chairman, 1984-1989
Member, C.P.R. Committee, 1984
Member, Medical Education Committee, 1981-1984
Member, Medical Records Committee, 1981-1984
Medical Director Committee 2000 - present

Departmental:

Promotions and Tenure Committee, 1994-present
Resident Advisory Committee, 1987-present
Resident Research Committee, 1987-present
Chairman, Resident Review Committee, 1987-present
Chairman, Medical Education Committee, 1987-present
Faculty Executive Committee 1997, 1998

Medical School:

Graduate Medical Education Committee, 1989-present
Subcommittee Member – Housestaff & Attending Relations
Member, House Staff Hours Committee
Northwestern University Multiple Sclerosis Search Committee Member
Pediatric Search Committee - Chair
Northwestern University Cancer Committee - Member
Medical School Admissions Interviewer, 1990, 1991

12) PROFESSIONAL ACTIVITIES:

Membership

American Medical Association
American Academy of Physical Medicine and Rehabilitation
American Congress of Rehabilitation Medicine
Illinois Society of Physical Medicine and Rehabilitation
American Osteopathic Association
American Osteopathic College of Rehabilitation Medicine
Chicago Medical Society
Association of Academic Physiatrists
Sigma Sigma Phi-National Honorary Osteopathic Fraternity
Multiple Sclerosis Society - Northern Illinois Chapter
Professional Advisory Committee - Multiple Sclerosis Society
Institute of Medicine of Chicago – 2003 - present

Leadership

President - American Osteopathic Board of Rehabilitation Medicine, 1992-1996
President Elect - 1993-1994 - AAP Council of Residency Program Directors
President American Osteopathic College of Rehabilitation Medicine, 1995-1996
President Elect - American Osteopathic College Rehabilitation Medicine - 1995
Executive Committee - American Osteopathic College of Rehabilitation Medicine
Association of Academic Physiatrists Program Committee
American Academy of Physical Medicine and Rehabilitation, Alternate Delegate to the
American Osteopathic College of Rehabilitation Medicine
Chairman, Education Committee, American Osteopathic College of Rehabilitation Medicine

American Osteopathic Association - Bureau of Osteopathic Specialists, 1997 - 2000
 AAP Newsletter Advisory Panel
 Association of Academic Physiatrists – Chairman, Graduate Medical Education, Committee, 1998-2000
 American Academy of Physical Medicine and Rehabilitation, Study Guide Subcommittee, Neuromuscular Rehabilitation and Electrodiagnosis
 National Comprehensive Cancer Network Task Force on Bone Cancer Treatment Guidelines
 National Comprehensive Cancer Network Task Force on Supportive Care
 Continuing Medical Education Editor American Journal of Physical Medicine and Rehabilitation 2001 - Present
 Resident Review Committee (RRC), for Physical Medicine & Rehabilitation January 2000, 2006
 Item Writer American Board of Physical Medicine & Rehabilitation
 Oral Examiner American board of Physical Medicine & Rehabilitation
 American Board of Physical Medicine and Rehabilitation – Director 2008
 Oral Examination Subcommittee – Vignette Writing 2002 – Present
 Program Directors Advisory Committee of the American Board of Physical Medicine & Rehabilitation
 Board of Governors, Association of Academic Physiatrists, 2003 – 2005
 AMA Designated Medical School Representative 2003 – Present
 American Board of Physical Medicine & Rehabilitation – Director 2008

13) RESEARCH GRANTS/CONTRACTS:

Project Director, Rehabilitation Services Administration
 Long Term Training Grant, 1987
 Project Director, Rehabilitation Services Administration
 Long Term Training Grant, 1991
 Project Director, Rehabilitation Services Administration
 Long Term Training Grant, 1994
 Co Project Director, Rehabilitation Service Administration
 Long Term Training Grant, 1997, \$500,000.00
 Project Investigator, the Value of Routine IVP and Chest X-rays in Spinal Cord Injury. MRSCICS Grant, 1985
 Co-Investigator Quantification of Reflex and Intrinsic Changes in Spastic Units of MS Patients. National Multiple Sclerosis Society, 1997.
 Project Investigator: Spirituality, Quality of Life and Functional Recovery Following Medical Rehabilitation, Fetzer Institute, 1997

14) SCHOLARLY ACTIVITIES (Publications)

BOOKS/CHAPTERS:

Fisher M, Sliwa J: Medical Problems in the Chronically Disabled. Aspen Publisher, 1990

 Sliwa, James A., Case Management Model: Rehabilitation. Outpatient Case Management Strategies for a New Reality. American Hospital Publishing Company, 1994.

 Couser, James Jr., Sliwa, James A., Medical Management of Long-Term Disability, 2nd Edition. Butterworth - Heinemann Publishing Com., 1996 Refereed Journal Articles

Sliwa, James A., Project Editor: Outpatient Rehabilitation Services: A Guide to Planning and Management. American Hospital Publishing Co., 1991

Sliwa, James A, Cohen BA, Multiple Sclerosis. Rehabilitation Medicine Principles and Practice, Third Edition. Edited by Joel DeLisa and Bruce Gans. Lippincott – Raven Publishers Philadelphia 1998

Sliwa, James A, Marciniak C. Physical Rehabilitation of the Cancer Patient Palliative Care and Rehabilitation of Cancer Patients. CF von Guenten (ed) Kluwer Academic Publishers, Boston 1999

PEER REVIEWED PUBLICATIONS

Davidoff G, Roth E, Guarracini M, Sliwa J, Yarkony G: Function-Limiting Dysesthetic Pain Syndrome Among Traumatic Spinal Cord Injury Patients: A Cross Section Study. Pain. 29, 39-48, 1987

Davidoff G, Guarracini M, Roth E, Sliwa J, Yarkony G: Trazodone Hydrochloride in the Treatment of Dysesthetic Pain in Traumatic Myelopathy: A Randomized, Double Blind, Placebo-Controlled Study. Pain. Vol., 29, 151-161, 1987

Sliwa J, Blendonohy P: Stroke Rehabilitation in a Patient with a History of Heart Transplantation. Archives of Physical Medicine and Rehabilitation, Vol., 69,973-975, 1988

Sliwa J, Marciniak C: A Complication of Nasogastric Tube Removal. Archives of Physical Medicine and Rehabilitation, Vol., 70, 702-704, 1989.

Sliwa J, Wiesner S, Novak A, Charuk G: Concurrent Musculoskeletal Pain in a Patient with Symptomatic Lower Extremity Arterial Insufficiency. Archives of Physical Medicine and Rehabilitation, Vol., 70, 848-850, 1989.

Sliwa, J, Anderson S, Griffin J: Cardiovascular Response to Gait Training and Ambulation in a Hemiparetic Heart Recipient. Archives of Physical Medicine and Rehabilitation, Vol., 71, 424-425, 1990.

Sliwa J, Smith J: Rehabilitation of Neurologic Disability Related to Human Immunodeficiency Virus. Archives of Physical Medicine and Rehabilitation, Vol., 72, 759-762, 1991.

Sliwa J, MacLean, J: Ischemic Myelopathy: A Review of Spinal Vascular and Related Clinical Syndromes, Archives of Physical Medicine and Rehabilitation, Vol, 73, 365-372, 1992.

Sliwa J, Lim A, Roth E: A Second Traumatic Cervical Spinal Cord Injury: Associated Risk Factors. International Medical Society of Paraplegia, Vol., 30, 288-291, 1992.

Sliwa J, Lis S: Drug Induced Dysphagia, Archives of Physical Medicine and Rehabilitation, Vol. 74, No. 4, 445-447, April 1993

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Rev. 07/09

PERFORMANCE REQUIREMENTS

The proposed research hospital will provide 242 comprehensive physical rehabilitation beds, consistent with minimum of 100 beds to be located in a freestanding facility developed for the provision of that service.



Rehabilitation Institute of Chicago

345 East Superior Street
Chicago, Illinois 60611-2664
312-238-1000 telephone
www.ric.org

November 2, 2012

Illinois Health Facilities and
Services Review Board
Springfield, Illinois

To Whom It May Concern:

Please be advised that it is fully anticipated that Rehabilitation Institute of Chicago's comprehensive physical rehabilitation beds will reach the IHFSRB's target occupancy level by, at minimum, the second year following the proposed project's completion, and that they will maintain that level.

Sincerely,

A handwritten signature in cursive script that reads "Nancy E. Paridy".

Nancy Paridy
Senior Vice President,
General Counsel and Government Affairs

CLINICAL SERVICE AREAS OTHER THAN CATEGORIES OF SERVICE

The proposed project includes four clinical services that are not IDPH-designated “categories of service”, having utilization standards identified in Section 1110, APPENDIX B. Each of those four services are imaging modalities, including the proposed equipment complement: four (4) general radiology/fluoroscopy rooms, one (1) MRI unit, one (1) CT unit, and one (1) ultrasound room. RIC currently provides seven (7) general imaging units and five (5) ultrasound units. Neither CT nor MRI are provided at the hospital, with those modalities routinely being provided primarily by Northwestern Memorial Hospital.

With the exception of two of the four general radiology/fluoroscopy units, all of the equipment will be located in the main imaging department. Two general radiology units, to be used exclusively by outpatients, will be located on the floor of the medical office building intended to be leased by RIC. These two units are being provided as a convenience to the patients of physicians on that floor, and will be available only during normal physician office hours.

Two unique aspects of RIC’s imaging services impact the utilization and capacity of the services. The first, as noted above, is the historical reliance on other providers—particularly Northwestern Memorial Hospital—for both inpatient and

outpatient imaging services, with no MRI or CT equipment being located in RIC. In addition, a portion of RIC's general radiology procedures, particularly outpatient procedures, are routinely performed outside of RIC.

The second unique aspect of RIC's imaging practice is a direct result of the patients served. Specifically, discussions with RIC's Radiology Manager suggest that the amount of time required to perform an imaging study on an RIC patient is approximately twice that experienced in the acute care hospital setting, as a result of the difficulties associated with transferring, positioning and re-positioning patients with compromised abilities to assist in those processes. As a result, for planning purposes, the applicant's have reduced the desired utilization level for general imaging from 8,000 procedures per year, per unit to 4,000. The remaining modalities experience similar difficulties. However, and because only one unit of each of the other three modalities will be provided, RIC did not identify utilization targets appropriate for a rehabilitation patient population.

Please refer to ATTACHMENT 15 for a discussion of the methodology used to project modality-specific utilization.

RIC's provision of the services discussed above will not cause any other provider's utilization to drop below the IHFSRB's standard, nor is it anticipated that any provider not operating at the standard will be impacted in any substantial manner.

Rehabilitation Institute, Inc. and Affiliates

Consolidated Financial Statements as of and
for the Years Ended August 31, 2011 and 2010,
and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Finance and Audit Committee of
Rehabilitation Institute, Inc.
Chicago, Illinois

We have audited the accompanying consolidated balance sheets of Rehabilitation Institute, Inc. and Affiliates (the "Company") as of August 31, 2011 and 2010, and the related consolidated statements of operations and changes in net assets, and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Rehabilitation Institute, Inc. and Affiliates as of August 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 5 to the consolidated financial statements, the consolidated financial statements include investments valued at \$142,212,000 (31.0% of total assets) and \$119,091,000 (29.1% of total assets) as of August 31, 2011 and 2010, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. In addition, the defined benefit pension plan assets disclosed in Note 12 to the consolidated financial statements includes investments of \$28,197,000,000 and \$21,833,000 as of August 31, 2011 and 2010, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners.

As discussed in Note 2 to the consolidated financial statements, the Company adopted the presentation and disclosure provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2011-07, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debt and Allowance for Doubtful Accounts for Certain Health Care Entities*.

Deloitte & Touche LLP

November 22, 2011

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED BALANCE SHEETS AS OF AUGUST 31, 2011 AND 2010 (Dollars in thousands)

| | 2011 | 2010 |
|---|--------------------------|--------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 33,378 | \$ 30,265 |
| Patient accounts receivable — less allowance for doubtful accounts of \$8,510 and \$6,513 in 2011 and 2010, respectively | 23,834 | 20,693 |
| Inventories of supplies | 1,033 | 1,112 |
| Estimated third-party payor settlements | 1,450 | 1,192 |
| Prepaid expenses | 3,806 | 4,677 |
| Pledges receivable | 9,648 | 6,691 |
| Grants receivable | 4,503 | 4,974 |
| Other current assets | <u>2,787</u> | <u>2,646</u> |
| Total current assets | 80,439 | 72,250 |
| INVESTMENTS: | | |
| Unrestricted | 145,341 | 116,872 |
| Donor and other restricted | <u>92,804</u> | <u>82,023</u> |
| Total investments | 238,145 | 198,895 |
| INVESTMENTS IN JOINT VENTURES | 11,940 | 12,459 |
| PLEDGES RECEIVABLE — Net of current portion | 34,659 | 30,302 |
| LAND, BUILDING, AND EQUIPMENT — Net | 91,432 | 92,699 |
| DEFERRED COSTS, INTANGIBLES, AND OTHER LONG-TERM ASSETS | <u>2,081</u> | <u>2,083</u> |
| TOTAL ASSETS | <u>\$ 458,696</u> | <u>\$ 408,688</u> |
| LIABILITIES AND NET ASSETS | | |
| CURRENT LIABILITIES: | | |
| Current portion of long-term debt | \$ 249 | \$ 14,785 |
| Accounts payable and accrued expenses | 11,868 | 12,389 |
| Accrued salaries and wages | 13,167 | 11,760 |
| Deferred revenue | 3,796 | 5,162 |
| Current portion of self-insurance reserve | <u>1,000</u> | <u>2,000</u> |
| Total current liabilities | 30,080 | 46,096 |
| SELF-INSURANCE RESERVES — Net of current portion | 3,906 | 3,276 |
| ACCRUED PENSION BENEFITS | 40,352 | 48,179 |
| OTHER NONCURRENT LIABILITIES | 21,325 | 13,390 |
| LONG-TERM DEBT — Net of current portion | <u>110,912</u> | <u>95,890</u> |
| Total liabilities | <u>206,575</u> | <u>206,831</u> |
| NET ASSETS: | | |
| Unrestricted | 118,010 | 85,841 |
| Temporarily restricted | 83,714 | 67,691 |
| Permanently restricted | <u>50,397</u> | <u>48,325</u> |
| Total net assets | <u>252,121</u> | <u>201,857</u> |
| TOTAL | <u>\$ 458,696</u> | <u>\$ 408,688</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS FOR THE YEAR ENDED AUGUST 31, 2011 (Dollars in thousands)

| | Unrestricted Net Assets | Temporarily Restricted Net Assets | Permanently Restricted Net Assets | Total |
|---|----------------------------|---|---|-------------------|
| NET PATIENT SERVICE REVENUE | | | | |
| Patient service revenue (net of contractual allowances and discounts) | \$ 157,237 | | | \$ 157,237 |
| Provision for bad debts (Note 2) | (1,859) | | | (1,859) |
| Net patient service revenue less provision for bad debts | <u>155,378</u> | <u>\$ -</u> | <u>\$ -</u> | <u>155,378</u> |
| OTHER REVENUE AND SUPPORT: | | | | |
| Grants | 16,271 | | | 16,271 |
| Affiliation and partnerships | 9,908 | | | 9,908 |
| Unrestricted contributions | 4,453 | | | 4,453 |
| Net assets released from restriction for operating purposes | 5,570 | | | 5,570 |
| Other revenue | <u>7,415</u> | | | <u>7,415</u> |
| Total other revenue and support | <u>43,617</u> | <u>-</u> | <u>-</u> | <u>43,617</u> |
| Total revenue and support | <u>198,995</u> | <u>-</u> | <u>-</u> | <u>198,995</u> |
| EXPENSES: | | | | |
| Salaries, wages, and employee benefits | 120,282 | | | 120,282 |
| Supplies and other | 41,350 | | | 41,350 |
| Professional fees and purchased services | 18,208 | | | 18,208 |
| Depreciation and amortization | 10,835 | | | 10,835 |
| Interest | <u>1,951</u> | | | <u>1,951</u> |
| Total expenses | <u>192,626</u> | <u>-</u> | <u>-</u> | <u>192,626</u> |
| INCOME FROM OPERATIONS | <u>6,369</u> | <u>-</u> | <u>-</u> | <u>6,369</u> |
| NONOPERATING GAINS (LOSSES): | | | | |
| Investment returns | 16,097 | | | 16,097 |
| Loss on interest rate swap | (1,116) | | | (1,116) |
| Other gains and losses | <u>396</u> | | | <u>396</u> |
| Total nonoperating gains | <u>15,377</u> | <u>-</u> | <u>-</u> | <u>15,377</u> |
| EXCESS OF REVENUE, SUPPORT AND GAINS OVER EXPENSES AND LOSSES | 21,746 | - | - | 21,746 |
| PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST | 7,847 | | | 7,847 |
| RESTRICTED CONTRIBUTIONS | | 15,507 | 2,072 | 17,579 |
| INVESTMENT RETURN ON RESTRICTED INVESTMENTS | | 8,586 | 76 | 8,662 |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR CAPITAL PURPOSES | 2,500 | (2,500) | | - |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATING PURPOSES | | (5,570) | | (5,570) |
| TRANSFER FOR ENDOWMENT REPLENISHMENT | <u>76</u> | | <u>(76)</u> | <u>-</u> |
| CHANGE IN NET ASSETS | 32,169 | 16,023 | 2,072 | 50,264 |
| NET ASSETS — Beginning of year | <u>85,841</u> | <u>67,691</u> | <u>48,325</u> | <u>201,857</u> |
| NET ASSETS — End of year | <u>\$ 118,010</u> | <u>\$ 83,714</u> | <u>\$ 50,397</u> | <u>\$ 252,121</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS FOR THE YEAR ENDED AUGUST 31, 2010

(Dollars in thousands)

| | Unrestricted Net Assets | Temporarily Restricted Net Assets | Permanently Restricted Net Assets | Total |
|---|----------------------------|---|---|-------------------|
| NET PATIENT SERVICE REVENUE | | | | |
| Patient service revenue (net of contractual allowances and discounts) | \$ 146,755 | | | \$ 146,755 |
| Provision for bad debts (Note 2) | (2,010) | | | (2,010) |
| Net patient service revenue less provision for bad debts | <u>144,745</u> | <u>\$ -</u> | <u>\$ -</u> | <u>144,745</u> |
| OTHER REVENUE AND SUPPORT: | | | | |
| Grants | 16,760 | | | 16,760 |
| Affiliation and partnerships | 8,199 | | | 8,199 |
| Unrestricted contributions | 4,387 | | | 4,387 |
| Net assets released from restriction for operating purposes | 5,810 | | | 5,810 |
| Other revenue | 7,080 | | | 7,080 |
| Total other revenue and support | <u>42,236</u> | <u>-</u> | <u>-</u> | <u>42,236</u> |
| Total revenue and support | <u>186,981</u> | <u>-</u> | <u>-</u> | <u>186,981</u> |
| EXPENSES: | | | | |
| Salaries, wages, and employee benefits | 111,090 | | | 111,090 |
| Supplies and other | 39,821 | | | 39,821 |
| Professional fees and purchased services | 17,496 | | | 17,496 |
| Depreciation and amortization | 11,083 | | | 11,083 |
| Interest | 2,264 | | | 2,264 |
| Total expenses | <u>181,754</u> | <u>-</u> | <u>-</u> | <u>181,754</u> |
| INCOME FROM OPERATIONS | <u>5,227</u> | <u>-</u> | <u>-</u> | <u>5,227</u> |
| NONOPERATING GAINS (LOSSES): | | | | |
| Investment returns | 9,369 | | | 9,369 |
| Loss on interest rate swap | (7,233) | | | (7,233) |
| Other gains and losses | 8,555 | | | 8,555 |
| Total nonoperating gains | <u>10,691</u> | <u>-</u> | <u>-</u> | <u>10,691</u> |
| EXCESS OF REVENUE, SUPPORT AND GAINS OVER EXPENSES AND LOSSES | 15,918 | - | - | 15,918 |
| PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST | (21,489) | | | (21,489) |
| RESTRICTED CONTRIBUTIONS | | 39,657 | 4,509 | 44,166 |
| INVESTMENT RETURN | | 5,063 | 249 | 5,312 |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR CAPITAL PURPOSES | 1,254 | (1,254) | | - |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATING PURPOSES | | (5,810) | | (5,810) |
| TRANSFER FOR ENDOWMENT REPLENISHMENT | 249 | | (249) | - |
| CHANGE IN NET ASSETS | (4,068) | 37,656 | 4,509 | 38,097 |
| NET ASSETS — Beginning of year | <u>89,909</u> | <u>30,035</u> | <u>43,816</u> | <u>163,760</u> |
| NET ASSETS — End of year | <u>\$ 85,841</u> | <u>\$ 67,691</u> | <u>\$ 48,325</u> | <u>\$ 201,857</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED AUGUST 31, 2011 AND 2010

(Dollars in thousands)

| | 2011 | 2010 |
|--|-------------------------|-------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Change in net assets | \$ 50,264 | \$ 38,097 |
| Adjustments to reconcile change in net assets to net cash provided by operating activities: | | |
| Pension-related changes other than net periodic pension cost | (7,847) | 21,489 |
| Provision for retirement costs | 7,527 | 3,465 |
| Retirement plan contributions | (7,507) | (4,400) |
| Depreciation and amortization | 10,835 | 11,083 |
| Net unrealized (gains) losses on investments | (16,925) | (12,814) |
| Net realized (gains) losses on investments | (6,315) | (873) |
| Net unrealized (gain) loss on swap valuation | (592) | 5,978 |
| Restricted contributions for endowment | (2,072) | (4,509) |
| Restricted contributions for land, building, and equipment | (4,862) | (5,122) |
| Termination of real estate purchase option | | (9,568) |
| Equity income in joint ventures — net of cash distributions received | 519 | 431 |
| Provision for uncollectible accounts | 2,120 | 2,260 |
| Changes in: | | |
| Patient accounts receivable | (5,001) | (3,739) |
| Inventories | 79 | (7) |
| Estimated third-party payor settlements | (258) | (90) |
| Pledges receivable | (7,314) | (32,126) |
| Other assets | 1,094 | (4,911) |
| Accounts payable and accrued expenses | (750) | 3,196 |
| Accrued salaries and wages | 1,407 | 594 |
| Other liabilities | (2,039) | 4,559 |
| Net cash provided by operating activities | <u>12,363</u> | <u>12,993</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of land, buildings, and equipment (net of disposals) | (7,594) | (34,220) |
| Purchases of investments | (46,429) | (39,829) |
| Sales of investments | 38,196 | 35,264 |
| Termination of real estate purchase option | - | 9,568 |
| Escrowed cash | - | (2,000) |
| Net cash used in investing activities | <u>(15,827)</u> | <u>(31,217)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Payment of debt principal | (204) | (61,743) |
| Issuance of long-term debt | - | 90,675 |
| Issuance costs of long-term debt | (153) | (1,103) |
| Restricted contributions for endowment | 2,072 | 4,509 |
| Restricted contributions for land, building, and equipment | 4,862 | 5,122 |
| Net cash provided by financing activities | <u>6,577</u> | <u>37,460</u> |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 3,113 | 19,236 |
| CASH AND CASH EQUIVALENTS — Beginning of year | <u>30,265</u> | <u>11,029</u> |
| CASH AND CASH EQUIVALENTS — End of year | <u>\$ 33,378</u> | <u>\$ 30,265</u> |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION — Total interest paid | <u>\$ 3,696</u> | <u>\$ 3,123</u> |
| SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITY — Assets acquired under a capital lease | <u>\$ 691</u> | <u>\$ -</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED AUGUST 31, 2011 AND 2010
(Columnar dollar amounts in thousands)

1. REHABILITATION INSTITUTE, INC. AND AFFILIATES

Rehabilitation Institute, Inc. (RII) was incorporated to promote and encourage rehabilitation services in the communities it serves. RII serves as the sole corporate member of Rehabilitation Institute of Chicago (“Institute”), Rehabilitation Institute Research Corporation (“Research Corporation”), and Rehabilitation Institute of Chicago Enterprises, Ltd. (RICE). The accompanying consolidated financial statements include the accounts of RII and affiliates (collectively referred to as the “Corporations”) for which it serves as the parent corporation through ownership, the authority to approve Board membership, or the holding of certain reserve powers. Certain members of RII’s Board of Directors are board members of the subsidiary corporations.

The Institute is a not-for-profit rehabilitation hospital, that provides comprehensive rehabilitative inpatient and outpatient services and programs.

The Research Corporation engages in, sponsors, and promotes medical and scientific research relating to the prevention and treatment of physical disabilities. On November 18, 2010, RII’s Board of Directors approved the consolidation of the Research Corporation into the Institute. Effective August 31, 2011, all the assets and liabilities of the Research Corporation were transferred to the Institute. Additionally, all contracts, receivables, payables and obligations of the Research Corporation were assigned to the Institute.

RICE is a for-profit corporation which is currently not engaged in any business activities.

All significant intercompany balances and transactions have been eliminated in consolidation. RII, the Institute and the Research Corporation are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code (the “Code”) and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits with banks and money market accounts with a maturity of less than 90 days from the date of purchase and are stated at cost which approximates fair value. Cash and cash equivalents held in the investment portfolio are classified as unrestricted investments.

Patient Accounts Receivable

Patient accounts receivable are stated at net realizable value. Accounts receivable are reduced by an allowance for doubtful accounts. In evaluating the collectability of accounts receivable, the Institute analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts. For receivables associated with services provided to patients who have third-party coverage, the Institute analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary. For receivables associated with self-pay patients, the Institute records a provision for bad debts and charity care in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates (or the discounted rates, if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

The Institute's allowance for doubtful accounts increased from 21.5 percent of net patient accounts receivable at August 31, 2010, to 24.2 percent of net patient accounts receivable at August 31, 2011. In addition, the Institute's self-pay writeoffs increased \$976,000 from \$3,398,000 for fiscal 2010 to \$4,374,000 for fiscal 2011. Both increases were the result of negative trends experienced in the collection of amounts from self-pay patients in fiscal 2011. The Institute has not changed its charity care or uninsured discount policies during fiscal 2010 and 2011. The Institute does not maintain a material allowance for doubtful accounts from third-party payors, nor did it have significant writeoffs from third-party payors.

Financial Instruments

The Corporations' financial instruments consist primarily of cash, accounts receivable, investments, accounts payable, long-term debt, and an interest rate swap agreement. The carrying amounts for cash, accounts receivable, investments, accounts payable, and long-term debt approximate their fair values. The fair value of the interest rate swap agreement is disclosed in Note 10.

Investments

Unrestricted investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the consolidated balance sheets. Fair value is determined primarily on the basis of quoted market prices. Investments are classified as either long-term or short-term based on management's intent with respect to the expected use and reinvestment of such investments.

Investments in alternative securities, which consist primarily of hedged equity, international hedged equity, private equity partnerships, real assets partnerships, and absolute return funds, are accounted for at net asset value (NAV) reported by the fund, which approximates fair value, under a method similar to the equity method.

Investment return (including realized and unrealized gains and losses on investments, interest, and dividends) is included in excess of revenues, support, and gains over expenses and losses unless the income or loss is restricted by donors, in which case the investment return is recorded directly to temporarily restricted net assets. In addition, the Corporations report as other revenue allocated earnings on an amount of investments equal to the average self-insurance reserve balance during the fiscal year.

Derivative Instruments

Derivative instruments, specifically interest rate swaps, are recorded on the consolidated balance sheets at their respective fair values. The change in the fair value of the derivative instrument is reflected in nonoperating gains (losses).

Inventories

Inventories, consisting primarily of pharmaceuticals and supplies, are stated at the lower of cost, on the first in, first out method, or market.

Deferred Costs and Intangibles

Goodwill, underwriter fees, and other bond issuance costs are included with deferred costs, intangibles, and long-term assets in the accompanying consolidated balance sheets. The Institute evaluates goodwill for impairment on an annual basis. Deferred bond issuance costs and underwriter fees related to the variable rate demand bonds and commercial paper revenue notes are being amortized on a straight-line basis (which approximates the effective interest method) over the period the debt instruments are expected to be outstanding.

Property and Equipment

Land, buildings, and equipment are stated at cost less accumulated depreciation. Depreciation is provided utilizing the straight-line method over the estimated useful lives of depreciable assets. Estimated useful lives are ten to forty years for building and components and four to ten years for furniture and equipment.

Asset Impairment

The Institute evaluates long-lived assets for impairment on an annual basis. Long-lived assets are considered to be impaired whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable from future cash flows. Recoverability of long-lived assets to be held and used is measured by a comparison of the carrying amount of an asset to future cash flows expected to be generated by the asset. When such assets are considered to be impaired, the impairment loss recognized is measured by the amount by which the carrying value of the asset exceeds the fair value of the asset. No impairment losses have been recognized in fiscal 2011 or 2010.

Income Tax Provision

A provision for income taxes of \$278,000 and \$97,000 is reported for the years ended August 31, 2011 and 2010, respectively, for estimated unrelated business income. Additionally, the Corporations perform an annual review of all tax positions and measure the potential tax benefit on the financial statements in which there is uncertainty as to whether the tax position will ultimately be sustained as filed within a tax return. The potential impact of the uncertainty on the Corporations' consolidated financial statements is minimal.

Net Assets

Resources are classified for reporting purposes into three net asset categories as unrestricted, temporarily restricted, and permanently restricted, according to the absence or existence of donor-imposed restrictions.

Temporarily restricted net assets are those whose use by the Corporations has been limited by donors to a specific time period or purpose. Temporarily restricted net assets at August 31, 2011 and 2010, principally represent amounts restricted for specific program purposes and future capital projects. Permanently restricted net assets represent contributions to be held in perpetuity, the income from which is restricted to support specific programs and charity care.

Net Patient Service Revenue

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive settlements under third-party reimbursement agreements with third-party payors. Estimated settlements are accrued in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Contributions

Unconditional promises to give cash or other assets are reported at fair value at the date the promise is received. Unrestricted contributions are reported as other revenues and support. Contributions are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the assets donated. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statements of operations and changes in net assets as net assets released from restriction. Net assets released from restriction for operating purposes are included within other revenues and support. Gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service. Donor-restricted contributions whose restrictions are met in the same reporting period as received are reported as unrestricted contributions in the consolidated statements of operations and changes in net assets.

Grant Revenue

Grant funds for research activities received prior to the incurrence of program expenses are recorded as deferred revenues and are recognized as revenues during the period in which the program expenses are incurred.

Excess of Revenue, Support, and Gains over Expenses and Losses

The consolidated statements of operations and changes in net assets include revenues, support, and gains in excess of expenses and losses. Transactions deemed by management to be related to principal operations are reported as revenues, support, and expenses. Peripheral and incidental transactions are reported as nonoperating gains and losses. Changes in unrestricted net assets which are excluded from revenues, support, and gains in excess of expenses and losses include pension-related changes other than net periodic pension cost and contributions of long-lived assets including assets acquired using contributions that by donor restriction were to be used for the purpose of acquiring such assets.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued accounting guidance that amends current disclosure requirements under existing fair value accounting standard. It requires entities to disclose separately the amounts of significant transfers into and out of Level 1 and Level 2 fair value measurements along with the reasons for those transfers. In addition, it also requires entities to present separately information about purchases, sales, issuances, and settlements on a gross basis rather than as one net number in the reconciliation for fair value measurements using significant unobservable inputs

(Level 3). This guidance is effective for the Corporations' consolidated financial statements for the year ended August 31, 2011, except for Level 3 fair value measurement disclosure that is effective for the year ending August 31, 2012. The Corporations prospectively adopted this guidance, which resulted in additional disclosure in the fair value measurements footnote; however, it had no material impact on the Corporations' consolidated financial statements.

In August 2010, the FASB issued accounting guidance that clarifies the methods to be used for measuring charity care for disclosure. It requires health care entities to use cost as the measurement basis for charity care disclosures and that cost be identified as the direct and indirect cost of providing the charity care. This also requires disclosure of the method used to identify or determine such costs. The Corporations elected to adopt the new guidance effective September 1, 2010, and applied retrospectively to all periods presented. Adoption of this guidance had no impact on the Corporations' consolidated financial statements but resulted in additional disclosures as presented in Note 16.

In August 2010, the FASB issued accounting guidance that amends current accounting for insurance claims and related insurance recoveries for health care entities. The amendment clarifies that health care entities should not net insurance recoveries against a related claim liability. Additionally, the amount of the claim liability should be determined without consideration of insurance recoveries. The adoption is not expected to materially impact the consolidated financial statements.

In July 2011, the FASB issued accounting guidance that amends the presentation and disclosure of patient service revenue, provision for bad debts, and the allowance for doubtful accounts for certain health care entities. The Corporations elected to adopt the new guidance effective September 1, 2010, and applied retrospectively to all periods presented. Such adoption did not have a material impact on the Corporations' consolidated financial statements but resulted in a change in the presentation of the provision for bad debts in the consolidated statement of operations and changes in net assets and additional disclosures as presented above and in Note 15.

3. CONCENTRATIONS OF CREDIT RISK

The Institute grants credit without collateral to its patients. The mix of net receivables from patients and third-party payors as of August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|----------------------|--------------|--------------|
| Medicare | 20 % | 18 % |
| Medicaid | 12 | 10 |
| Blue Cross | 17 | 18 |
| Commercial and other | <u>51</u> | <u>54</u> |
| | <u>100 %</u> | <u>100 %</u> |

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4. INVESTMENT INCOME

The composition of investment return on the Corporations' investment portfolio for the years ended August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|-----------------|-----------------|
| Interest and dividend income — net of fees and expenses | \$ 1,679 | \$ 1,154 |
| Net realized gains on sale of investments | 6,315 | 873 |
| Net change in unrealized gains and losses | <u>16,925</u> | <u>12,814</u> |
| Investment gains | <u>\$24,919</u> | <u>\$14,841</u> |

Changes in net unrealized gains and losses are included with nonoperating gains and losses in the accompanying consolidated statements of operations and changes in net assets. Investment returns are included in the accompanying consolidated statements of operations and changes in net assets for the years ended August 31, 2011 and 2010, and are as follows:

| | 2011 | 2010 |
|---|-----------------|-----------------|
| Other revenue | \$ 160 | \$ 160 |
| Nonoperating gains — investment return | 16,097 | 9,369 |
| Investment return on restricted investments | <u>8,662</u> | <u>5,312</u> |
| Investment gains | <u>\$24,919</u> | <u>\$14,841</u> |

5. FAIR VALUE MEASUREMENT

Accounting guidance establishes a framework for measuring fair value, establishes a fair value hierarchy, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement and should be determined based on the assumptions that market participants would use in pricing the asset or liability in a hypothetical transaction at the measurement date.

The fair value hierarchy requires the Corporations to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 — Quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets and liabilities in non-active markets, and inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.

Level 3 — Unobservable inputs for which there is little or no market data available and are based on the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The Corporations report investments in equity securities with readily determinable fair values and all investments in debt securities at fair value. Fair value of equity securities is determined primarily on the basis of quoted market prices.

The Corporations' shares in mutual funds are stated at fair value based on quoted market prices, which represents the net asset value of shares held by the Corporations at year-end.

The fair value of governmental fixed income obligations is primarily determined using techniques consistent with the income approach. Significant observable inputs to the income approach include data points for benchmark constant maturity curves and spreads.

The fair value of investments in corporate and other bonds is primarily determined using techniques that are consistent with the market approach. Significant observable inputs include benchmark yields, reported trades, observable broker/dealer quotes, and issuer spreads.

Investments in alternative securities consist of large-cap equity, small-cap equity, international equity, hedge funds, including hedged equity, international hedged equity, and absolute return funds, private and equity partnerships, real asset partnerships and guaranteed investment contracts.

In the case of large-cap equity, small-cap equity, international equity, and hedge funds, the holdings are in offshore corporations that are valued monthly. The underlying fund holdings are primarily exchange traded, readily marketable securities — both equities and bonds. A small percentage of holdings are in private investments and derivatives. All hedged equity, international hedged equity and absolute return has pricing policies that depend on outside pricing services to validate their pricing.

In the case of real assets partnerships and private and equity partnerships, the holdings are valued quarterly. The holdings are primarily private and not exchange traded. The fair value of these partnership investments is estimated by management of the limited partnerships based on audited financial statements and other relevant factors. As many factors are considered in arriving at the estimated fair value, the Corporations routinely monitor and assess methodologies and assumptions used in valuing these partnership interests.

In the case of guaranteed investment contracts, the holdings are valued monthly. The fair values have been determined to approximate contract values as the terms of the contract prohibit transfer or assignment of rights under the contract and provide for all distributions at a contract value, frequent resetting of contractual interest rates based upon market conditions, no significant liquidity restrictions and no defined maturities. In addition, management has determined that no adjustment from contract values is required for credit quality considerations.

The fair value of the interest rate swap agreement was determined using an industry standard valuation model, which is based on a market approach.

The information about the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2011, is as follows:

| | Level 1 | Level 2 | Level 3 | Total Fair Value |
|---|-------------------------|-------------------------|--------------------------|--------------------------|
| Investments: | | | | |
| Cash and equivalents | \$ 14,542 | \$ - | \$ - | \$ 14,542 |
| Mutual funds | 6,917 | | | 6,917 |
| Large-cap equity | 25,480 | | 22,569 | 48,049 |
| Small-cap equity | 4,791 | | 1,226 | 6,017 |
| Governmental fixed income | | 12,568 | | 12,568 |
| International equity | 13,855 | 7,407 | 10,543 | 31,805 |
| International hedged equity | | | 10,013 | 10,013 |
| Corporate and other bonds | | 10,373 | | 10,373 |
| Hedged equity | | | 18,984 | 18,984 |
| Private and equity partnerships | | | 15,732 | 15,732 |
| Real assets partnerships | | | 22,750 | 22,750 |
| Absolute return | | | 39,019 | 39,019 |
| Guaranteed investment contracts | | | 1,376 | 1,376 |
| Total investments at fair value | <u>\$ 65,585</u> | <u>\$ 30,348</u> | <u>\$ 142,212</u> | <u>\$ 238,145</u> |
| Liabilities — obligations under interest rate swap agreement | | | | |
| | <u>\$ -</u> | <u>\$ 11,375</u> | <u>\$ -</u> | <u>\$ 11,375</u> |

Changes related to the fair values based on Level 3 inputs in fiscal 2011, are summarized as follows:

| | Large-Cap Equity | Small-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Private and Equity Partnerships | Real Assets Partnerships | Absolute Return | Guaranteed Investment Contracts | Totals |
|---|-------------------------|------------------------|-------------------------|-----------------------------|-------------------------|---------------------------------|--------------------------|-------------------------|---------------------------------|--------------------------|
| Beginning balance — September 1, 2010 | \$ 12,570 | \$ 5,288 | \$ 11,801 | \$ 5,294 | \$ 20,602 | \$ 11,491 | \$ 19,072 | \$ 32,973 | \$ - | \$ 119,091 |
| Reclassification of fund | | | \$ (4,455) | \$ 4,455 | | | | | | |
| Total gains — realized/unrealized | 2,499 | (486) | 207 | 264 | 1,219 | 3,061 | 4,100 | 2,643 | (29) | 13,478 |
| Purchases/receipts | 7,500 | | 3,000 | | 3,000 | 1,951 | 404 | 4,283 | 1,725 | 21,863 |
| Sales/disbursements | | (3,576) | (10) | | (5,837) | (771) | (826) | (880) | (320) | (12,220) |
| Ending balance — August 31, 2011 | <u>\$ 22,569</u> | <u>\$ 1,226</u> | <u>\$ 10,543</u> | <u>\$ 10,013</u> | <u>\$ 18,984</u> | <u>\$ 15,732</u> | <u>\$ 22,750</u> | <u>\$ 39,019</u> | <u>\$ 1,376</u> | <u>\$ 142,212</u> |

The information about the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2010, is as follows:

| | Level 1 | Level 2 | Level 3 | Total Fair Value |
|---|-----------------|-----------------|------------------|------------------|
| Investments: | | | | |
| Cash and equivalents | \$ 10,224 | \$ - | \$ - | \$ 10,224 |
| Large-cap equity | 14,611 | 11,936 | 12,570 | 39,117 |
| Small-cap equity | 3,806 | | 5,288 | 9,094 |
| Governmental fixed income | | 8,972 | | 8,972 |
| International equity | 12,746 | 6,185 | 11,801 | 30,732 |
| International hedged equity | | | 5,294 | 5,294 |
| Corporate and other bonds | | 11,324 | | 11,324 |
| Hedged equity | | | 20,602 | 20,602 |
| Private and equity partnerships | | | 11,491 | 11,491 |
| Real assets partnerships | | | 19,072 | 19,072 |
| Absolute return | | | 32,973 | 32,973 |
| Total investments at fair value | \$41,387 | \$38,417 | \$119,091 | \$198,895 |
| Liabilities — obligations under interest rate swap agreement | \$ - | \$11,967 | \$ - | \$ 11,967 |

Government securities and corporate obligations are included in Level 2 because of the matrix pricing characteristics of these instruments.

Changes related to the fair values based on Level 3 inputs in fiscal 2010, are summarized as follows:

| | Large-Cap Equity | Small-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Private and Equity Partnerships | Real Assets Partnerships | Absolute Return | Totals |
|---|------------------|------------------|----------------------|-----------------------------|-----------------|---------------------------------|--------------------------|------------------|------------------|
| Beginning balance — September 1, 2009 | \$11,167 | \$5,046 | \$ 4,724 | \$ 7,051 | \$20,083 | \$ 9,058 | \$16,304 | \$ 30,481 | \$103,914 |
| Total gains — realized/unrealized | 1,403 | 242 | 1,077 | 1,138 | 567 | 908 | 2,164 | 2,191 | 9,690 |
| Purchases/receipts | | | 6,000 | | | 1,935 | 1,314 | 19,810 | 29,059 |
| Sales/disbursements | | | | (2,895) | (48) | (410) | (710) | (19,509) | (23,572) |
| Ending balance — August 31, 2010 | \$12,570 | \$5,288 | \$11,801 | \$ 5,294 | \$20,602 | \$11,491 | \$19,072 | \$ 32,973 | \$119,091 |

All Level 3 investments are recorded at the net asset value (NAV) reported by the fund, which the Corporations conclude approximates fair value. The majority of Level 3 large-cap equity, small-cap equity, international hedged equity, hedged equity, real assets partnerships, and absolute return funds are redeemable at NAV under the original terms of the agreements. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the NAV of the funds and, consequently, the fair value of the Corporations' interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported

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NAV. It is therefore reasonably possible that if the Corporations were to sell these investments in the secondary market, a buyer may require a discount to the reported NAV, and the discount could be significant.

The following table summarizes the fair value measurements in alternative investments calculated using a net asset value (or its equivalent) with redemption restrictions:

| | Fair Value 2011 | Fair Value 2010 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|-----------------------------------|--------------------|--------------------|-------------------------|-------------------------|-----------------------------|
| 1 Absolute Return | \$ 39,019 | \$ 32,973 | None | Quarterly, Annually | 45-120 days |
| 2 Hedged equity | 18,984 | 20,602 | None | Quarterly, Annually | 30-90 days |
| 3 International equity | 10,543 | 11,801 | None | Monthly | 5-30 days |
| 4 International hedged equity | 10,013 | 5,294 | None | Annually | 60-120 days |
| 5 Private equity and partnerships | 15,732 | 11,491 | \$5,431 | None | None |
| 6 Real assets partnerships | 22,750 | 19,072 | \$1,800 | Quarterly, None | 60 days |
| 7 Small-cap equity | 1,226 | 5,288 | None | Semi-Annually | 30 days |

1. This category includes investments in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. It also includes investments in a limited partnership that engages in event-driven investment strategies including merger arbitrage, distressed and bankrupt corporate debt, convertible arbitrage, healthcare long and short positions, and event-driven equities. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one to three year restriction on redemption. Investments representing approximately 7 percent of the value of the investments in this category cannot be fully redeemed because the fund is still in the initial lock up period which expires September 30, 2012. Additionally, this same investment includes restrictions that limit redemptions to 25 percent of the investment quarterly.
2. This category includes investments in hedge funds that invest in both fundamental long and short positions primarily in U.S. common stocks. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one year restriction on redemption. Investments representing approximately 13 percent of the value of the investments in this category cannot be redeemed because the fund is still in the initial lock up period which expires April 30, 2012.
3. This category includes investments in commingled funds that invest primarily in emerging markets and Asian markets. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
4. This category includes an emerging markets hedge fund and a hedge fund of funds that invests both long and short primarily in emerging market equities. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. Approximately 57 percent of the investments in this category are in a hedge fund that limits liquidity to once every three years. The next available liquidation date is September 30, 2013.
5. This category includes investments in partnership funds that specialize in large company buy-outs as well as distressed debt. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. Investments in this category cannot be redeemed until after ten years from inception. Current lock up expirations range from 2015 to 2018.

6. This category includes a hedge fund that invests primarily in fixed income arbitrage and portable alpha investments and other funds that specialize in opportunistic real estate, private equity structure and private investments in commodity related companies. The fair value of the investments in this category have been estimated using the net asset value of the Corporations' ownership interest in partners' capital. Twenty-six percent of the investments in this category cannot be fully redeemed because the investments include restrictions that limit redemptions for eight to ten years from inception with remaining expirations ranging from 2013 to 2018. The remaining 74 percent is held in a fund with only a one year lock up which has expired. Redemptions on this fund are available quarterly with a maximum redemption of 1/3 of the investment annually after a 60 day notice.
7. This category includes an investment in a fund that specializes in micro-cap investments concentrated in energy, consumer, healthcare and technology. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. The original lockup has expired on this fund, but the liquidity is limited to 50 percent twice per year.

At August 31, 2011 and 2010, commitments for additional funding for alternative investment totaled \$7,231,000 and \$10,029,000, respectively.

6. INVESTMENTS IN STRATEGIC ALLIANCES (JOINT VENTURES)

The Institute is a joint venture partner and provides direction for the following rehabilitation programs:

- *Southern Illinois Hospital Services* — The Institute holds a 12 percent ownership interest in the entity that operates the acute care rehabilitation unit and outpatient rehabilitation.
- *Advocate Illinois Masonic Medical Center* — The Institute holds a 50 percent ownership interest in the entity that operates for the purpose of developing, implementing, and operating a comprehensive continuum of high quality, cost competitive inpatient acute rehabilitation services.

Similarly, the Institute is a member of a two-member limited liability company for the following joint venture rehabilitation program:

- *Alexian Brothers Hospital Network* — The Institute holds a 49 percent ownership interest in the entity that provides the full continuum of rehabilitation services provided at various Alexian Brothers Hospital Network facilities.

Investments in joint ventures are accounted for using the equity method of accounting. Administrative fees earned by the Institute from joint ventures are recognized in the period to which they relate. Amounts recognized as joint venture income, including management services and affiliation fees earned from joint ventures, are reported as other revenue and support in the accompanying consolidated statements of operations and changes in net assets.

A summary of financial information for joint venture activities for the years ended August 31, 2011 and 2010, is shown below:

| | 2011 | 2010 |
|--|-----------------|-----------------|
| Joint venture operations: | | |
| Net patient service revenue | \$ 47,544 | \$ 43,807 |
| Expenses | <u>40,750</u> | <u>38,604</u> |
| Excess of revenue over expenses | <u>\$ 6,794</u> | <u>\$ 5,203</u> |
| Components of joint venture income: | | |
| Institute share of joint venture revenues and expenses | \$ 2,970 | \$ 2,251 |
| Management services and affiliation fees — net | <u>670</u> | <u>617</u> |
| Joint venture income recognized by the Institute | <u>\$ 3,640</u> | <u>\$ 2,868</u> |

Cash distributions received from joint ventures amounted to approximately \$3,491,000 and \$2,683,000 in 2011 and 2010, respectively.

The Institute also has five other agreements which require management of the various aspects of other alliance hospital rehabilitation programs. Included in other current assets at August 31, 2011 and 2010, is \$1,414,000 and \$1,268,000, respectively, representing amounts due from strategic alliance partners for fees and reimbursement of expenses incurred by the Institute on behalf of those partners.

7. LAND, BUILDINGS, AND EQUIPMENT

A summary of cost and accumulated depreciation as of August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|--|------------------|------------------|
| Land | \$ 33,054 | \$ 32,971 |
| Building and fixtures | 122,933 | 121,542 |
| Furniture and equipment | <u>84,125</u> | <u>80,981</u> |
| Total land, buildings and equipment | 240,112 | 235,494 |
| Less accumulated depreciation | (155,281) | (144,733) |
| Construction in progress | <u>6,601</u> | <u>1,938</u> |
| Total net land, buildings, and equipment | <u>\$ 91,432</u> | <u>\$ 92,699</u> |

Construction in progress primarily relates to costs incurred by the Institute related to facility renovation and replacement projects.

During fiscal 2010, the Corporations entered into an agreement that exchanged \$28,000,000 and an existing parcel of vacant land with a carrying value of \$2,700,000 for a parcel to be considered for future development. Also during fiscal 2010, the Corporations terminated its option to purchase a parcel of land in exchange for \$9,568,000 from Northwestern Memorial Hospital. The gain is included in nonoperating gains in the accompanying consolidated statement of operations and changes in net assets.

8. PLEDGES RECEIVABLE

Pledges receivable at August 31, 2011 and 2010, is comprised of the following:

| | 2011 | 2010 |
|---|------------------|------------------|
| Restricted for specific operating purposes or future capital acquisitions | \$ 43,307 | \$ 35,485 |
| Restricted for permanent endowment | <u>1,000</u> | <u>1,508</u> |
| | <u>\$ 44,307</u> | <u>\$ 36,993</u> |

A schedule of the expected timing of pledge receipts at August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|------------------|------------------|
| Pledges receivable — less than one year | \$ 9,648 | \$ 6,691 |
| Pledges receivable — one to five years | 26,982 | 30,302 |
| Pledges receivable more than five years | <u>7,677</u> | <u>-</u> |
| | <u>\$ 44,307</u> | <u>\$ 36,993</u> |

The Institute and the Research Corporation have discounted pledges at the rate of 1% to 5%, respectively. Pledge receivable amounts are shown net of such present value discounts of \$2,555,000 and \$1,631,000 as of August 31, 2011 and 2010, respectively.

9. LONG-TERM DEBT

A summary of long-term debt at August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|-------------------|------------------|
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009A, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2039 | \$ 22,630 | \$ 22,765 |
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009B, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2032 | 52,700 | 52,700 |
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009C, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2039 | 15,210 | 15,210 |
| Commercial paper revenue notes, effective November 2005, principal amount not to exceed \$20,000,000 under a Pooled Financing Program maturing November 1, 2015. The notes have maturities between 1 and 270 days and rollover continuously. The notes bear interest at current commercial paper rates (range of 0.14% to 0.32% and 0.28% to 0.32% at August 31, 2011 and 2010, respectively) | 20,000 | 20,000 |
| Capital lease | <u>621</u> | <u>-</u> |
| Total long-term debt | 111,161 | 110,675 |
| Less current installments of long-term debt | <u>(249)</u> | <u>(14,785)</u> |
| Long-term debt — net of current installments | <u>\$ 110,912</u> | <u>\$ 95,890</u> |

On April 1, 1997, the Institute entered into a Master Trust Indenture (MTI) of which the Institute is currently the only member of the Obligated Group formed pursuant to the MTI. The purpose of the MTI is to provide a mechanism for the efficient and economical issuance of notes by individual members of the Obligated Group using the collective borrowing capacity and credit rating of the Obligated Group. The MTI requires members of the Obligated Group to make principal and interest payments on notes issued for their benefit, as well as other Obligated Group members if the other members are unable to make such payments. Obligations under the MTI are joint and several obligations of Obligated Group members. On April 1, 1997, the Illinois Finance Authority issued variable rate demand revenue bonds, Series 1997, in the aggregate principal amount of \$52,700,000 on behalf of the Institute. The Series 1997 bonds were issued pursuant to the MTI, and were fully redeemed on December 10, 2009.

On December 10, 2009, the Illinois Finance Authority issued variable rate demand revenue bonds, Series 2010A, Series 2010B, and Series 2010C (collectively "Series 2010 Bonds") in the aggregate principal amount of \$90,675,000 on behalf of the Institute. Each series of the Series 2009 Bonds was issued pursuant to the related bond indenture.

Interest payable on the Series 2009 Bonds may, at the option of the Institute and subject to the terms and conditions of the related bond indenture, be converted to alternative variable rate modes or into fixed rates. While the Series 2009 Bonds operate in certain variable rate modes, holders of such bonds have a tender option that allows them to tender Series 2009 Bonds prior to maturity. The Institute has an agreement with a financial institution to remarket any bonds tendered. In addition, each series of the Series 2009 Bonds is secured by an irrevocable letter of credit from one of two commercial banks that expires on December 10, 2012.

Under each letter of credit, the related commercial bank would make a liquidity advance in the amount necessary to purchase the related Series 2009 Bonds tendered in the event such Series 2009 Bonds are not remarketed. Assuming no existing events of default, the first installment of any liquidity advance principal repayment to the related commercial bank would not become due until twelve months following the related liquidity drawing. Some or all of the Series 2009 Bonds may be accelerated upon the occurrence of certain specified events.

The Institute is required to meet certain covenants including the delivery of audited financial statements, minimum debt service coverage, unrestricted cash and investments to funded indebtedness, and limitation on short-term indebtedness. As of August 31, 2011, the Institute was in compliance with these covenants.

On November 8, 2005, the Illinois Finance Authority approved a final resolution adopting the plan of financing for the Institute to issue Commercial Paper Revenue Notes in a principal amount not to exceed \$20,000,000 under its Pooled Financing Program. The Commercial Paper Revenue Notes are secured by a direct pay letter of credit from a financial institution that expires on November 30, 2014. Under this agreement, the financial institution would make liquidity advances to the Institute in the amount necessary to purchase the Commercial Paper Revenue Notes in the event the notes do not rollover. Principal repayments on any liquidity advance are due in semi-annual installments, commencing on the first anniversary of such principal drawing and ending on the third anniversary of such principal drawing. The Institute used such funds to purchase and implement clinical, financial, and administrative healthcare information systems.

On March 1, 2003, the Institute entered into a Project Loan Agreement, supplementing and amending the MTI dated as of April 1, 1997, providing for the issuance of a Direct Note Obligation in the amount of \$16,000,000. The purpose of the Agreement is to enable the Institute to finance, refinance, and/or be reimbursed for, all or a portion of the cost of acquiring, constructing, and/or installing capital projects. On March 5, 2003 and August 28, 2003, the Institute borrowed \$6,333,960 and \$7,715,213, respectively, through the Illinois Finance Authority pursuant to the Project Loan Agreement. Borrowings under the Project Loan Agreement are unsecured. This loan agreement was fully repaid on December 10, 2009.

Effective April 30, 2004, the Institute executed a \$7,000,000 Term Note with a commercial bank. The purpose of the Term Note was to provide initial capital funding to the Alexian Brothers Healthcare Network joint venture. Borrowings under the Term Note are unsecured. This Term Note was fully repaid on December 3, 2009.

The Institute had maintained a \$7,000,000 unsecured line of credit agreement with a commercial bank. Outstanding draws under the line of credit bear interest at London Interbank Offered Rate (LIBOR) plus 150 basis points. The line of credit expired on April 30, 2010.

On October 5, 2010, the Institute entered into a five year capital lease agreement with an office equipment leasing company for rental of office equipment. The capitalized cost of the lease obligation is \$691,000.

Scheduled annual principal repayments, assuming remarketing of the Series 2009 Bonds and the Commercial Paper Revenue Notes, on long-term debt and capital lease obligation for the ensuing five fiscal years and thereafter are as follows:

| | |
|------------------------------------|-------------------|
| 2012 | \$ 273 |
| 2013 | 315 |
| 2014 | 313 |
| 2015 | 321 |
| 2016 | 20,157 |
| Thereafter | <u>89,960</u> |
| | 111,339 |
| Less interest on capitalized lease | <u>(178)</u> |
| | <u>\$ 111,161</u> |

10. INTEREST RATE SWAP AGREEMENT

In December 2007, Corporations entered into an interest rate swap agreement to offset future fluctuations in interest rates related to the Institute's variable rate debt. The swap agreement was a hedge for the Series 1997 variable rate bonds resulting in the swap of variable rate debt to a fixed rate. The Corporations have elected to not apply hedge accounting to this agreement. During fiscal 2010, the Series 1997 variable rate bonds were redeemed, and the Corporations chose not to link the swap to the Series 2009 variable rate debt.

The terms of the swap agreement is as follows:

| Notional Amount | Effective Date | Maturity | Receive | Pay |
|-----------------|-------------------|---------------|----------------------|--------|
| \$ 52,700 | December 18, 2007 | April 1, 2032 | 67% of 1-month LIBOR | 3.40 % |

The fair value of the swap agreement at August 31, 2011 and 2010, within the consolidating balance sheets of \$11,375,000 and \$11,967,000, respectively, is recorded as a component of other noncurrent liabilities. The Institute recorded the net mark-to-market fair value adjustment on the swap as a gain of \$592,000 and a loss of \$5,978,000 for the years ended August 31, 2011 and 2010, respectively, within the excess of revenue and support over expenses and gains in the consolidated statements of operations and changes in net assets.

The net amounts paid under the interest rate swap agreement increased interest expense by \$441,000 for the year ended August 31, 2010. Beginning December 10, 2009, the net amounts paid under the interest rate swap agreement increased nonoperating losses by \$1,708,000 and \$1,255,000 for the years ended August 31, 2011 and 2010, respectively.

11. LEASE OBLIGATIONS

The Institute leases facilities for certain outpatient rehabilitation programs, as well as administrative office space under various noncancelable operating lease arrangements. Future minimum rental commitments under operating leases are as follows: fiscal years 2012 — \$2,873,000; 2013 — \$2,640,000; 2014 — \$2,360,000; 2015 — \$2,344,000; 2016 — \$1,946,000; and thereafter — \$5,376,000. Total rental expense for facilities, parking and equipment under operating leases for the years ended August 31, 2011 and 2010, was \$5,015,000 and \$4,936,000, respectively.

Under the terms of an agreement with Northwestern University, also a member of the McGaw Medical Center (see Note 18), the Institute leases the land at 345 East Superior, Chicago, Illinois, on which the Institute's inpatient facility is situated, for \$10 per year through December 31, 2069.

12. EMPLOYEES' RETIREMENT PLAN

The Corporations have a noncontributory defined benefit pension plan ("Plan") which provides retirement benefits to substantially all eligible employees. The normal retirement benefit of the Plan is a monthly retirement income, which is computed based on an average of the employee's monthly earnings and is payable upon the participant's retirement date and continues for the participant's lifetime. The Corporations make annual contributions to the Plan in accordance with the funding requirements of the Employee Retirement Income Security Act as calculated by an outside consulting actuary. The Corporations use a measurement date of August 31 for plan liabilities and assets. The assets of the Plan are held in trust by The Northern Trust Company and are comprised of U.S. Government obligations, common stock, mortgage-backed securities, The Northern Trust Company collective short-term investment funds, and alternative investments, which consist primarily of large-cap equity, hedged equity, and absolute return funds.

The Corporations recognize the cost related to employee service using the Unit Credit Cost method. Gains and losses, calculated as the difference between estimates and actual amounts of plan assets and the projected benefit obligation, are amortized over the expected future service period. Prior service cost is being amortized over 15 years.

The change in the projected benefit obligations and changes in plan assets for the defined benefit plan during fiscal 2011 and 2010 and the assumptions used in making these estimates:

| | 2011 | 2010 |
|--|--------------------|--------------------|
| Change in benefit obligation: | | |
| Projected benefit obligation — beginning of year | \$ 106,436 | \$ 80,059 |
| Service cost | 4,023 | 2,872 |
| Interest cost | 5,214 | 4,889 |
| Actuarial (gain) loss | (3,400) | 20,822 |
| Benefits paid | <u>(2,280)</u> | <u>(2,206)</u> |
| Benefit obligation — end of year | <u>\$ 109,993</u> | <u>\$ 106,436</u> |
| Change in plan assets: | | |
| Fair value of plan assets — beginning of year | \$ 58,257 | \$ 52,434 |
| Actual return on plan assets | 6,157 | 3,629 |
| Employer contributions | 7,507 | 4,400 |
| Benefits paid | <u>(2,280)</u> | <u>(2,206)</u> |
| Fair value of plan assets — end of year | <u>\$ 69,641</u> | <u>\$ 58,257</u> |
| Unfunded status — included in accrued pension benefits | <u>\$ (40,352)</u> | <u>\$ (48,179)</u> |

The components of net periodic pension cost for fiscal August 31, 2011 and 2010, are as follows:

| | 2011 | 2010 |
|--|-------------------|-----------------|
| Components of net periodic pension cost: | | |
| Service cost | \$ 4,023 | \$ 2,872 |
| Interest cost | 5,214 | 4,889 |
| Expected return on plan assets | (5,479) | (5,227) |
| Amortization of unrecognized net loss | 3,756 | 918 |
| Amortization of unrecognized prior service cost | <u>13</u> | <u>13</u> |
| Net periodic pension cost | <u>\$ 7,527</u> | <u>\$ 3,465</u> |
| Amounts recorded in unrestricted net assets, but not yet recognized as a component of periodic benefit cost for the plan as of August 31, 2011 and 2010: | | |
| Prior service cost | \$ 40 | \$ 53 |
| Unrecognized actuarial loss | <u>40,503</u> | <u>48,337</u> |
| Total amounts recorded in unrestricted net assets | <u>\$ 40,543</u> | <u>\$48,390</u> |
| Pension-related changes other than net periodic pension cost recognized as changes in unrestricted net assets for the plan for fiscal 2011 and 2010: | | |
| Unrecognized actuarial (gain) loss arising during the year | \$ (4,078) | \$22,420 |
| Amortization of unrecognized actuarial loss | (3,756) | (918) |
| Prior service credit | <u>(13)</u> | <u>(13)</u> |
| Total recognized as changes in unrestricted net assets | <u>\$ (7,847)</u> | <u>\$21,489</u> |
| Accumulated benefit obligation | <u>\$ 100,478</u> | <u>\$97,014</u> |

A summary of the expected amounts to be included in the net periodic pension cost in fiscal 2012 is as follows:

| | |
|--------------------|----------------|
| Prior service cost | \$ 13 |
| Net actuarial loss | <u>3,213</u> |
| | <u>\$3,226</u> |

| | 2011 | 2010 |
|--|-----------|--------|
| Weighted-average assumptions for balance sheet liability at end of year: | | |
| Discount rate | 5.35 % | 5.00 % |
| Expected long-term rate of return | 8.00 | 8.00 |
| Rate of compensation increase | 3.00 | 3.00 |
| Weighted-average assumptions for benefit cost at beginning of year: | | |
| Discount rate | 5.00 % | 6.20 % |
| Expected long-term rate of return | 8.00 | 8.20 |
| Rate of compensation increase | 3.00 | 3.00 |
| Estimated future benefit payments: | | |
| Fiscal 2012 | \$ 3,250 | |
| Fiscal 2013 | 3,234 | |
| Fiscal 2014 | 3,622 | |
| Fiscal 2015 | 4,066 | |
| Fiscal 2016 | 4,477 | |
| Fiscal 2017–2021 | 30,583 | |
| Expected fiscal 2012 contributions | \$ 13,564 | |

The Corporations' overall expected long-term rate of return on assets is 8.00%. The expected long-term rate of return is based on the portfolio as a whole and not on the sum of returns on individual asset categories. The return is based exclusively on historical returns, without adjustments.

The Corporations have developed a plan investment policy, which is reviewed and approved by the Investment Committee and the Board of Directors. The policy established goals and objectives of the fund, distinction of responsibilities, allocation, liquidity and diversification of assets, and performance evaluation for managers. The policy dictates a target asset allocation and an allowable range for such categories based on quarterly investment fluctuations. Investments are managed by independent advisors who are monitored by management and the Investment Committee.

The target allocation and acceptable ranges and actual asset allocation as of August 31, 2011, was as follows:

| Asset Class | Target | Range | Actual |
|-----------------------------|--------------|---------|----------------|
| Large-cap equity | 30 % | 25%–35% | 29.9 % |
| Small-cap equity | 5 | 0–10 | 4.9 |
| International equity | 15 | 10–20 | 13.0 |
| Fixed income | 20 | 15–25 | 17.5 |
| Absolute return | 10 | 5–15 | 11.5 |
| Hedged equity | 10 | 5–15 | 9.6 |
| International hedged equity | 5 | 0–10 | 3.4 |
| Real assets | 5 | 0–10 | 4.2 |
| Cash and cash equivalents | | | <u>6.0</u> |
| Total | <u>100 %</u> | | <u>100.0 %</u> |

The target allocation and acceptable ranges and actual asset allocation as of August 31, 2010, was as follows:

| Asset Class | Target | Range | Actual |
|-----------------------------|---------------|--------------|----------------|
| Large-cap equity | 30 % | 25%–35% | 28.6 % |
| Small-cap equity | 5 | 0–10 | 4.7 |
| International equity | 15 | 10–20 | 14.1 |
| Fixed income | 20 | 15–25 | 16.8 |
| Absolute return | 10 | 5–15 | 7.8 |
| Hedged equity | 10 | 5–15 | 10.8 |
| International hedged equity | 5 | 0–10 | 3.7 |
| Real assets | 5 | 0–10 | 4.2 |
| Cash and cash equivalents | | | <u>9.3</u> |
| Total | <u>100 %</u> | | <u>100.0 %</u> |

The Corporations monitor the asset allocation and execute required rebalancing of the portfolio allocation on a regular basis in response to fluctuations in market conditions and the overall portfolio composition.

The information about the plan assets measured at fair value on a recurring basis as of August 31, 2011, is as follows:

| | Level 1 | Level 2 | Level 3 | Total Fair Value |
|-----------------------------------|-----------------|-----------------|-----------------|-----------------------------|
| Assets: | | | | |
| Cash and equivalents | \$ 101 | \$ 3,718 | \$ - | \$ 3,819 |
| Large-cap equity | 13,927 | | 6,997 | 20,924 |
| Small-cap equity | 1,991 | 1,469 | | 3,460 |
| Governmental fixed income | | 7,095 | | 7,095 |
| International equity | 5,375 | 2,602 | 1,124 | 9,101 |
| International hedged equity | | | 2,369 | 2,369 |
| Corporate and other bonds | | 5,166 | | 5,166 |
| Hedged equity | | | 6,743 | 6,743 |
| Real assets partnerships | | | 2,913 | 2,913 |
| Absolute return | | | <u>8,051</u> | <u>8,051</u> |
| Total assets at fair value | <u>\$21,394</u> | <u>\$20,050</u> | <u>\$28,197</u> | <u>\$69,641</u> |

Changes related to the pension investments fair values based on Level 3 inputs in 2011, are summarized as follows:

| | Large-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Real Assets Partnerships | Absolute Return | Totals |
|--|---------------------|-------------------------|-----------------------------------|------------------|--------------------------------|--------------------|------------------|
| Beginning balance — September 1, 2010 | \$ 5,319 | \$ 1,097 | \$ 2,143 | \$ 6,298 | \$ 2,430 | \$ 4,546 | \$ 21,833 |
| Total gains — realized/unrealized | 1,178 | 27 | 226 | 469 | 483 | 656 | 3,039 |
| Purchases/receipts | 500 | | | | | 3,000 | 3,500 |
| Sales/disbursements | | | | (24) | | (151) | (175) |
| Ending balance — August 31, 2011 | <u>\$ 6,997</u> | <u>\$ 1,124</u> | <u>\$ 2,369</u> | <u>\$ 6,743</u> | <u>\$ 2,913</u> | <u>\$ 8,051</u> | <u>\$ 28,197</u> |

The information about the plan assets measured at fair value on a recurring basis as of August 31, 2010, is as follows:

| | Level 1 | Level 2 | Level 3 | Total Fair Value |
|-----------------------------|------------------|------------------|------------------|---------------------|
| Assets: | | | | |
| Cash and equivalents | \$ 4,999 | \$ - | \$ - | \$ 4,999 |
| Large-cap equity | 5,392 | 5,900 | 5,319 | 16,611 |
| Small-cap equity | 1,582 | 1,175 | | 2,757 |
| Governmental fixed income | | 4,001 | | 4,001 |
| International equity | 4,945 | 2,168 | 1,097 | 8,210 |
| International hedged equity | | | 2,143 | 2,143 |
| Corporate and other bonds | | 6,262 | | 6,262 |
| Hedged equity | | | 6,298 | 6,298 |
| Real assets partnerships | | | 2,430 | 2,430 |
| Absolute return | | | 4,546 | 4,546 |
| Total assets at fair value | <u>\$ 16,918</u> | <u>\$ 19,506</u> | <u>\$ 21,833</u> | <u>\$ 58,257</u> |

Changes related to the pension investments fair values based on Level 3 inputs in 2010, are summarized as follows:

| | Large-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Real Assets Partnerships | Absolute Return | Totals |
|--|---------------------|-------------------------|-----------------------------------|------------------|--------------------------------|--------------------|------------------|
| Beginning balance — September 1, 2009 | \$ 4,726 | \$ 458 | \$ - | \$ 4,768 | \$ 2,041 | \$ 5,737 | \$ 17,730 |
| Total gains — realized/ unrealized | 593 | 139 | 143 | 39 | 389 | 545 | 1,848 |
| Purchases/receipts | | 500 | 2,000 | 1,500 | | 10 | 4,010 |
| Sales/disbursements | | | | (9) | | (1,746) | (1,755) |
| Ending balance — August 31, 2010 | <u>\$ 5,319</u> | <u>\$ 1,097</u> | <u>\$ 2,143</u> | <u>\$ 6,298</u> | <u>\$ 2,430</u> | <u>\$ 4,546</u> | <u>\$ 21,833</u> |

In addition, the defined benefit pension plan assets disclosed above includes investments of \$28,197,000 and \$21,833,000 as of August 31, 2011 and 2010, respectively, whose fair values have been estimated by fund managers in the absence of readily determinable fair values.

The majority of Level 3 investments are recorded at the net asset value (NAV) reported by the fund, which the Corporations conclude approximates fair value. The majority of Level 3 large-cap equity, international equity, international hedged equity, hedged equity, real asset partnerships, and absolute return funds are redeemable at NAV under the original terms of the agreements. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the NAV of the funds and, consequently, the fair value of the Corporations' interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported NAV. It is therefore reasonably possible that if the Corporations were to sell these investments in the secondary market, a buyer may require a discount to the reported NAV, and the discount could be significant.

The following table summarizes the fair value measurements in alternative investments calculated using a net asset value (or its equivalent) with redemption restrictions:

| | Fair Value 2011 | Fair Value 2010 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|--------------------------------|--------------------|--------------------|-------------------------|-------------------------|--------------------------------|
| 1. Absolute return | \$ 8,051 | \$ 4,546 | None | Quarterly, Annually | 45-65 days |
| 2. Hedged equity | 6,743 | 6,298 | None | Quarterly, Annually | 30-90 days |
| 3. International equity | 1,124 | 1,097 | None | Monthly | 30 days |
| 4. International hedged equity | 2,369 | 2,143 | None | Annually | 90 days |
| 5. Real assets partnerships | 2,913 | 2,430 | None | Quarterly | 60 days |

1. This category includes investments in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. It also includes investments in a limited partnership that engages in event-driven investment strategies including merger arbitrage, distressed and bankrupt corporate debt, convertible arbitrage, healthcare long and short positions, and event-driven equities. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one to three year restriction on redemption. Investments representing approximately 27 percent, as of August 31, 2011 and 2010, of the value of the investments in this category cannot be fully redeemed because the investment includes restrictions that limit aggregate redemptions to a third of the value of the investment per year.
2. This category includes investments in hedge funds that invest both long and short primarily in U.S. common stocks. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. All investments in this category have past their initial lock up periods.
3. This category includes investments in a limited partnership that invests in Asian markets. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.

4. This category includes an investment in a hedge fund of funds that invests both long and short primarily in emerging market equities. The fair value of the investment in this category has been estimated using the net asset value per share of the investments. All investments in this category have past their initial lock up periods.
5. This category includes a hedge fund that invests primarily in fixed income arbitrage and portable alpha investments. The fair value of the investments in this category have been estimated using the net asset value of the Plan's ownership interest in partners' capital. Redemptions on this fund are available quarterly with a maximum redemption of one third of the investment annually after a 60 day notice.

In fiscal 2011 the Corporations determined they had unintentionally failed to include several deferred compensation plans within their previous year financial statements. The error had no net effect on the Corporations' previously reported financial position, results of operations or cash flows. The assets and liabilities for these plans totaling \$8,216,000 each at August 31, 2011, are included in unrestricted investments and other noncurrent liabilities in the consolidated balance sheet. Equal and offsetting investment income and related compensation expense for the plans of \$663,000 for the year ended August 31, 2011, is recorded net within nonoperating gains (losses) in the consolidated statements of operations and changes in net asset. Prior year financial statements have not been restated as management concluded the error was not material.

13. SELF INSURANCE LIABILITY

The Institute maintains insurance programs for professional liability risks, workers' compensation, and employee health and dental, which have varying degrees of self-insured retention. Included in self-insurance reserves in the accompanying consolidated balance sheets is approximately \$3,935,000 and \$4,381,000 at August 31, 2011 and 2010, respectively, representing the Institute's estimate of the ultimate cost for the self-insured portion of known professional liability claims, as well as claims incurred but not reported as of the balance sheet date. Estimated self-insured professional liability claims have been discounted at a rate of 3%, representing a total discount of \$398,000 and \$421,000 at August 31, 2011 and 2010, respectively. Included in self-insurance reserves in the accompanying consolidated balance sheets is approximately \$971,000 and \$895,000 at August 31, 2011 and 2010, respectively, representing the Institute's estimate of the ultimate cost for the self-insured portion of known workers' compensation claims and employee health claims, as well as claims incurred but not reported as of the balance sheet date.

14. ENDOWMENT

The Corporations' endowment consists of approximately 70 individual funds established for a variety of purposes. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law — The Corporations have interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Corporations classify as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund, when applicable. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the organization
- (7) The investment policies of the organization

Endowment Investment and Spending Policies — The Corporations have adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment.

The endowment funds are pooled as part of the overall Corporations' portfolio and managed under the direction of the Investment Committee of the Board of Directors and their approved policy. Investment returns consist of realized and unrealized returns, net of investment manager fees. Returns are consistently allocated across all asset categories. The Investment Committee of the Board of Directors is responsible for defining and reviewing the investment policy to determine an appropriate long-term asset allocation policy. Investments in the portfolio are diversified by asset class and investment manager and style.

The objective of the investment policy is to generate an annual total rate of return for the fund sufficient to finance annual distributions; grow the value of the corpus of the funds annually by at least the annual rate of inflation; and cause the real value of the funds to increase. These results, if not attainable in any given year, should be achieved on average over long periods of time to the extent allowed by returns in the broad markets. The Corporations have established market-related benchmarks to evaluate the endowment funds' performance on an ongoing basis.

The Audit and Finance Committee of the Board approves the annual spending policy for program support. In establishing the annual spending policy, the Corporations' main objectives are to provide for intergenerational equity over the long-term, the concept that future beneficiaries will receive the same level of support as current beneficiaries on an inflation adjusted basis, and to maximize annual support to the programs supported by the endowment. The spending rate was 4.5% for the fiscal years ended August 31, 2011 and 2010, and income from the endowment fund provided \$2,899,000 and \$3,048,000 of support for the Corporations' programs during the fiscal years ended August 31, 2011 and 2010, respectively. The spending rate is applied to the average of ending market values for the trailing twelve calendar quarters ended June 30.

Changes in endowment net assets for the fiscal year ended August 31, 2011 consisted of the following:

| | Board Designated | Temporarily Restricted | Permanently Restricted | Total |
|---|---------------------|---------------------------|---------------------------|------------------|
| Endowment net assets — beginning of year | <u>\$ 1,000</u> | <u>\$ 21,398</u> | <u>\$ 48,325</u> | <u>\$ 70,723</u> |
| Investment return: | | | | |
| Investment income | | 567 | | 567 |
| Net appreciation (realized and unrealized) | | <u>8,020</u> | <u>76</u> | <u>8,096</u> |
| Total investment return | <u>-</u> | <u>8,587</u> | <u>76</u> | <u>8,663</u> |
| Contributions | | | <u>2,072</u> | <u>2,072</u> |
| Appropriation of endowment assets for expenditure | | <u>(2,899)</u> | | <u>(2,899)</u> |
| Transfer to unrestricted | | | <u>(76)</u> | <u>(76)</u> |
| Endowment net assets — end of year | <u>\$ 1,000</u> | <u>\$ 27,086</u> | <u>\$ 50,397</u> | <u>\$ 78,483</u> |

Changes in endowment net assets for fiscal year ended August 31, 2010 consisted of the following:

| | Board Designated | Temporarily Restricted | Permanently Restricted | Total |
|---|---------------------|---------------------------|---------------------------|------------------|
| Endowment net assets — beginning of year | <u>\$ -</u> | <u>\$ 19,383</u> | <u>\$ 43,816</u> | <u>\$ 63,199</u> |
| Investment return: | | | | |
| Investment income | | 431 | | 431 |
| Net appreciation (realized and unrealized) | | <u>4,632</u> | <u>249</u> | <u>4,881</u> |
| Total investment return | <u>-</u> | <u>5,063</u> | <u>249</u> | <u>5,312</u> |
| Contributions | <u>1,000</u> | | <u>4,509</u> | <u>5,509</u> |
| Appropriation of endowment assets for expenditure | | <u>(3,048)</u> | | <u>(3,048)</u> |
| Transfer to unrestricted | | | <u>(249)</u> | <u>(249)</u> |
| Endowment net assets — end of year | <u>\$ 1,000</u> | <u>\$ 21,398</u> | <u>\$ 48,325</u> | <u>\$ 70,723</u> |

Funds With Deficiencies — From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or UPMIFA requires the Corporations to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were \$76,000 as of August 31, 2010. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that was deemed prudent by the Board of Directors.

15. NET PATIENT SERVICE REVENUE

The Institute has agreements with third-party payors that provide for payments to the Institute at amounts different from its established rates. A summary of the payment arrangements with major third-party payors is as follows:

Medicare — The Institute participates as a provider of health care services under a Medicare provider agreement. The provisions of this agreement stipulate that services will be reimbursed under a prospective payment system. Prospective payment rates are determined based on clinical and diagnosis factors associated with services provided to Medicare beneficiaries. The Institute's Medicare cost reports have been audited by the Medicare fiscal intermediary through August 31, 2007.

Medicaid — The Institute is reimbursed by the Illinois Department of Public Aid at per diem formula rates for services rendered to Medicaid inpatients. The Institute also receives incremental Medicaid reimbursement for specific programs and services at the discretion of the State of Illinois Medicaid program. Total incremental reimbursement under these programs and services amounted to \$4,003,000 and \$1,985,000 in fiscal 2011 and 2010, respectively. Medicaid reimbursement may be subject to periodic adjustment, as well as to changes in existing payment methodologies and rates, based on the amount of funding available to the Medicaid program.

In November 2006, the Centers for Medicare and Medicaid Services approved the Illinois Hospital Assessment Program to improve Medicaid reimbursement for Illinois hospitals. The Illinois Hospital Assessment Program has subsequently been approved through June 30, 2013. Due to the tax assessment provisions contained in the legislation, implementation of the program impacted both operating revenues and expense in the consolidated statements of operations and changes in net assets. For each of the years ended August 31, 2011 and 2010, additional Medicaid payments of \$7,225,000 were included in net patient service revenue and the tax assessment of \$6,635,000 were included in supplies and other expense. Accordingly, during each of the years ended August 31, 2011 and 2010, the Corporations recorded a net benefit of \$590,000.

The Institute recognizes patient service revenue associated with the services provided to patients who have third-party payor coverage on the basis of contractual rates for the service rendered. For uninsured patients that do not qualify for charity care, the Institute recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a portion of the Institute's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Institute records a provision for bad debts related to uninsured patients in the period the services are provided.

The Institute recognizes patient service revenue associated with services provided to patients who have third-party payor coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Institute recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a significant portion of the Institute's uninsured patients will be unable

or unwilling to pay for the services provided. In addition, a portion of the Institute's insured patients will be unable or unwilling to pay the portion of their bill for which they are financially responsible. The Institute records a provision for bad debts related to uninsured patients and to insured patients for the portion of their bill for which they are financially responsible in the period the services are provided. Patient service revenue, net of contractual allowances and discounts (but before the provision for bad debts and excluding the Illinois Hospital Assessment Program revenue), recognized in the period from these major payor sources, is as follows:

| | 2011 | 2010 |
|----------------------|--------------|--------------|
| Medicare | 28 % | 29 % |
| Medicaid | 11 | 10 |
| Blue Cross | 26 | 25 |
| Commercial and other | <u>35</u> | <u>36</u> |
| | <u>100 %</u> | <u>100 %</u> |

Due to the nature of the Institute's patient base, the majority of uninsured patients qualify for Medicare or Medicaid programs, resulting in a very limited amount of self pay revenue.

16. COMMUNITY BENEFIT

It is an inherent part of the Institute's mission to provide necessary medical care free of charge, or at a discount, to individuals without insurance or other means of paying for such care. As the amounts determined to qualify for charity care are not pursued for collection, they are not reported as patient service revenue. Using the published Community Services Administration poverty guidelines, the Institute provides care to patients without charge at amounts less than its discounted rates. The Institute uses a sliding scale that provides charity care to individuals with incomes of up to 400% of these guidelines. The Institute provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its discounted rates. The Institute maintains records to identify and monitor the level of charity care it provides. These records include the amount of charges foregone for services and supplies furnished under its charity care policy, as well as equivalent service statistics.

In addition, the Institute maintains records that estimate the cost of unreimbursed services provided and supplies furnished under its charity care policy and the excess of cost over reimbursement for Medicaid patients. Actual cost for providing the care is estimated in the table below based the cost to charge ratios reported in the previous years cost reports. The Medicaid cost report is used for the portion related to the Medicaid population and the Medicare cost report is used for all other charity care.

The following information summarizes the level of charity care provided for the years ended August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|-----------------|-----------------|
| Excess of allocated costs over reimbursement for services provided to Institute Medicaid patients | \$ 6,801 | \$ 4,613 |
| Benefit of State of Illinois Medicaid Add-on payments (Note 15) | (4,003) | (1,985) |
| Net benefit under the Medicaid Provider Assessment Program (Note 15) | <u>(590)</u> | <u>(590)</u> |
| Excess of allocated cost over reimbursement for services provided to Institute Medicaid patients | 2,208 | 2,038 |
| Estimated costs and expenses incurred to provide charity care in the Institute | <u>1,041</u> | <u>626</u> |
| Total cost of unreimbursed services provided | <u>\$ 3,249</u> | <u>\$ 2,664</u> |

Many of the Institute's patients are reluctant and do not provide the information necessary to qualify for charity care. Therefore, management believes that a portion of the Institute's provision for bad debt represents patients that do not have the financial ability to pay.

17. FUNCTIONAL EXPENSES

The Corporations incur expenses for the provision of health care services, conduct of research and medical education programs, fundraising, and related general and administrative activities. For the years ended August 31, 2011 and 2010, expenses related to providing these services are as follows:

| | 2011 | 2010 |
|----------------------------|-------------------|-------------------|
| Health care services | \$ 150,462 | \$ 141,246 |
| Research services | 20,456 | 20,001 |
| General and administrative | 19,044 | 17,869 |
| Fundraising | <u>2,664</u> | <u>2,638</u> |
| | <u>\$ 192,626</u> | <u>\$ 181,754</u> |

18. RELATED PARTIES

The Corporations engage in transactions in the ordinary course of business with organizations with which members of the boards of directors are affiliated. Such transactions are conducted at arm's length and are fully disclosed to the boards of directors.

In addition, the Institute is a cooperative member of the McGaw Medical Center and has agreements for medical and support services with other cooperative member entities. Services provided to and by these member entities are charged at negotiated rates. Northwestern University and Northwestern Memorial Hospital are members of McGaw Medical Center. Payments to Northwestern University during fiscal 2011 and 2010 were approximately \$4,062,000 and \$3,153,000, respectively. Payments to Northwestern Memorial Hospital during fiscal 2011 and 2010 were approximately \$3,391,000 and \$2,514,000, respectively. Payments to McGaw Medical Center during fiscal 2011 and 2010 were \$2,611,000 and \$2,694,000, respectively.

19. NEW RESEARCH HOSPITAL PROJECT

The Corporation is in the design phase for the development and construction of a new research hospital to replace its existing flagship facility located in Chicago, Illinois. Current plans call for groundbreaking in 2013 and completion by early 2016. In connection therewith, the Corporation is in the early stages of a major capital campaign to fund the new research hospital.

As of August 31, 2011, the Corporation has received contributions, consisting of cash and unconditional promises to contribute, of approximately \$49,200,000 to be used for the design and construction of the new hospital (see Note 8). In addition, the Corporation has received conditional promises to contribute totaling approximately \$10,000,000 of which \$9,000,000 has not been recognized in the consolidated financial statements as of August 31, 2011. Conditions include matching gift requirements and other milestones associated with the construction of the new research hospital. The \$9,000,000 will be recognized as the related conditions are substantially met.

20. COMMITMENTS AND CONTINGENCIES

Litigation — The Corporations are involved in litigation arising in the normal course of business. In consultation with legal counsel, management believes that reserves are adequate and estimates that these matters will be resolved without material adverse effect on the Corporations' financial position or results of operations.

Regulatory Investigations — The U.S. Department of Justice and other federal agencies routinely conduct regulatory investigations and compliance audits of health care providers. The Corporations are subject to these regulatory efforts. Management is currently unaware of any regulatory matters which may have a material adverse effect on the Corporations' financial position or results of operations.

Insurance Coverage — The Institute is commercially insured for excess professional liability, general liability, and workers' compensation claims. There are no assurances that the Institute will be able to renew existing policies or procure coverage on similar terms in the future.

21. SUBSEQUENT EVENTS

The Corporation has evaluated subsequent events through November 22, 2011, the date the financial statements were issued.

* * * * *

Rehabilitation Institution of Chicago
As of and for the year ended August 31,

| | \$ in 000's | | | |
|---|-------------|------------|------------|--------------|
| | 2010 | 2011 | 2012 | Projected |
| Current Ratio | \$ 72,250 | \$ 80,439 | \$ 83,544 | \$ 94,756 |
| Current Assets | 31,446 | 30,080 | 33,788 | 54,851 |
| Current Liabilities | 2.30 | 2.67 | 2.47 | 1.73 |
| Current Ratio | | | | 1.91 |
| Net Margin Percent | \$ 5,228 | \$ 6,369 | \$ 8,563 | \$ (4,451) |
| Operating Income | 186,731 | 198,994 | 211,834 | 290,530 |
| Operating Revenue | 2.8% | 3.2% | 4.1% | -1.5% |
| Net Margin Percent | | | | 0.9% |
| Percent Debt to Total Capitalization | \$ 110,675 | \$ 111,161 | \$ 110,911 | \$ 204,813 |
| Total Indebtedness—all debt | 85,842 | 118,010 | 121,784 | 475,847 |
| Unrestricted net assets | \$ 195,517 | \$ 229,171 | \$ 232,695 | \$ 680,659 |
| Total capitalization | 56.3% | 48.5% | 47.7% | 30.1% |
| Capitalization Ratio | | | | 27.4% |
| Debt Service Coverage Ratio | \$ 15,919 | \$ 21,746 | \$ 10,606 | \$ 2,915 |
| Revenue in excess of Expenses | (9,600) | (11,190) | (3,239) | (6,871) |
| Net Unrealized (gain)/losses on investments | (9,668) | (592) | 5,043 | - |
| Realized G/L on Sale of Land | 5,978 | 10,835 | 12,452 | 30,988 |
| Change in Interest rate swap valuation | 11,083 | 10,835 | 12,452 | 29,594 |
| Depreciation and Amortization | 2,264 | 1,951 | 1,900 | 6,470 |
| Interest | \$ 15,975 | \$ 22,749 | \$ 26,762 | \$ 33,703 |
| Income Available for Debt Service | \$ 5,495 | \$ 6,147 | \$ 6,401 | \$ 20,000 |
| Maximum annual debt service | 2.91 | 3.70 | 4.18 | 1.69 |
| Maximum Debt Service Coverage Ratio | | | | 1.95 |
| Days Cash on Hand | \$ 30,285 | \$ 33,378 | \$ 34,708 | \$ 25,314 |
| Cash and cash equivalents | 116,872 | 145,342 | 154,844 | 198,790 |
| Unrestricted Investments | 147,137 | 178,720 | 189,652 | 224,104 |
| Total unrestricted cash | 181,504 | 192,625 | 203,251 | 294,980 |
| Total operating expenses | (11,083) | (10,835) | (12,452) | (30,988) |
| Less depreciation and amortization | \$ 170,421 | \$ 191,790 | \$ 190,799 | \$ 263,993 |
| Total operating expenses less depreciation and amortization | 315.1 | 356.8 | 362.8 | 309.9 |
| Days Cash on Hand | | | | 321.1 |
| Cushion Ratio | \$ 147,137 | \$ 178,720 | \$ 189,652 | \$ 224,104 |
| Total unrestricted cash | 5,495 | 6,147 | 6,401 | 20,000 |
| Maximum annual debt service | 26.78 | 29.07 | 29.63 | 11.21 |
| Cushion Ratio | | | | 12.18 |

ATTACHMENT 41

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Rehabilitation Institute of Chicago

Edward B. Case
Executive Vice President
Chief Financial Officer

345 East Superior Street
Chicago, IL 60611-2654
312-238-7625 telephone
312-238-7554 fax
ecase@ric.org

November 6, 2012

Ms. Courtney Avery
Illinois Health Facilities
and Services Review Board
525 W. Jefferson Street, 2nd Floor
Springfield, IL 62761

To Whom It May Concern:

The sources of funding, as identified in Section VIII of the Rehabilitation Institute of Chicago's (RIC) Certificate of Need application addressing the establishment of its proposed Research Hospital, will, to the best of my current knowledge, result in the lowest net cost available to the applicant.

As identified in Section VIII, the project's financing will be a combination of four sources: 1), cash from the operations of the existing hospital, 2) investments held by RIC, 3) debt to be incurred in the form of tax exempt bonds, and 4) philanthropic support. To date, \$141 million in philanthropic support has been either pledged to the project or received from donors.

A copy of RIC's FY 2011 Audited Financial Statement is included in the Certificate of Need application as ATTACHMENT 39.

Due to the magnitude of the project cost, the entire cost cannot be addressed through the use of cash and liquid assets. The proposed financing plan, will, however, allow the applicant to maintain a current ratio in excess of 1.5.

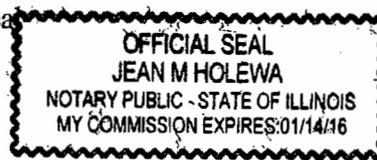
Very truly yours,

Edward B. Case
Executive Vice President
Chief Financial Officer

Notarization:
Subscribed and sworn to before me
This 6th day of November, 2012

Signature of Notary

Seal



ATTACHMENT 42A & 42B

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COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE

| Department (list below) | A | | B | | C | | D | | E | | F | | G | | H | | Total Costs (G + H) | |
|----------------------------------|-----|---------------|------|------|---------|------|-------|------|------|------|-------|-----------|-------------|---------|---------|--|---------------------------|-------------|
| | New | Cost/Sq. Foot | Mod. | Foot | New | DGSF | Circ. | DGSF | Mod. | DGSF | Circ. | Const. \$ | (A x C) | Mod. \$ | (B x E) | | | |
| Reviewable | | | | | | | | | | | | | | | | | | |
| Rehabilitaion Units | \$ | 476.15 | | | 184,026 | | | | | | | \$ | 87,623,980 | | | | \$ | 87,623,980 |
| Imaging-Main | \$ | 547.35 | | | 13,116 | | | | | | | \$ | 7,179,043 | | | | \$ | 7,179,043 |
| Imaging-MOB | \$ | 547.35 | | | 785 | | | | | | | \$ | 429,670 | | | | \$ | 429,670 |
| Ther/Research-Hos | \$ | 431.65 | | | 148,863 | | | | | | | \$ | 64,256,714 | | | | \$ | 64,256,714 |
| Ther/Research-MC | \$ | 431.65 | | | 27,753 | | | | | | | \$ | 11,979,582 | | | | \$ | 11,979,582 |
| Pharmacy | \$ | 422.75 | | | 3,683 | | | | | | | \$ | 1,556,988 | | | | \$ | 1,556,988 |
| Acute Dialysis | \$ | 431.65 | | | 1,046 | | | | | | | \$ | 451,506 | | | | \$ | 451,506 |
| Laboratory | \$ | 493.95 | | | 1,356 | | | | | | | \$ | 669,796 | | | | \$ | 669,796 |
| | \$ | 457.53 | | | 380,628 | | | | | | | \$ | 174,147,279 | | | | \$ | 174,147,279 |
| Non-Reviewable | | | | | | | | | | | | | | | | | | |
| Admin & Education | \$ | 316.00 | | | 137,081 | | | | | | | \$ | 43,317,596 | | | | \$ | 43,317,596 |
| Retail | \$ | 380.00 | | | 2,478 | | | | | | | \$ | 941,640 | | | | \$ | 941,640 |
| Physicians' Offices | \$ | 316.00 | | | 14,008 | | | | | | | \$ | 4,426,528 | | | | \$ | 4,426,528 |
| Research Support | \$ | 316.00 | | | 7,305 | | | | | | | \$ | 2,308,380 | | | | \$ | 2,308,380 |
| Facilities | \$ | 292.00 | | | 28,473 | | | | | | | \$ | 8,314,116 | | | | \$ | 8,314,116 |
| Lobby | \$ | 380.00 | | | 7,743 | | | | | | | \$ | 2,942,340 | | | | \$ | 2,942,340 |
| Dietary | \$ | 288.00 | | | 17,663 | | | | | | | \$ | 5,086,944 | | | | \$ | 5,086,944 |
| Core, Mechanical & Bldg Gross | \$ | 292.00 | | | 263,682 | | | | | | | \$ | 76,995,144 | | | | \$ | 76,995,144 |
| | \$ | 301.68 | | | 478,433 | | | | | | | \$ | 144,332,688 | | | | \$ | 144,332,688 |
| contingency | \$ | 15.00 | | | 859,061 | | | | | | | \$ | 12,885,915 | | | | \$ | 12,885,915 |
| TOTAL | \$ | 385.73 | | | | | | | | | | \$ | 331,365,882 | | | | \$ | 331,365,882 |

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OPERATING and CAPITAL COSTS per
ADJUSTED PATIENT DAY

Projected Adjusted patient Days: 50,083

Projected Operating Costs, 2018

| | | |
|----------------------|----|-------------------|
| salaries & benefits: | \$ | 172,103,000 |
| supplies: | \$ | <u>43,619,000</u> |
| | \$ | 215,722,000 |

| | |
|--|-------------|
| Projected Operating Cost per Adjusted Patient Day: | \$ 4,307.29 |
|--|-------------|

Projected Capital Costs, 2018

| | | |
|--|----|------------|
| depreciation, amortization, and interest: | \$ | 37,458,000 |
|--|----|------------|

| | |
|---|-----------|
| Projected Capital Costs per Adjusted Patient Day: | \$ 747.92 |
|---|-----------|

SAFETY NET IMPACT STATEMENT

Rehabilitation Institute of Chicago is not a member of a multi-hospital health care system, and as a result, there are not other hospitals that have an opportunity or the ability to cross-subsidize safety net services provided by RIC. While RIC is not an acute care provider and the scope of safety net services it can provide is somewhat limited (it does not provide Emergency Department services, for example), it does provide considerable safety net services in the form of charity care. During calendar 2011, 10.2% of the admissions to the hospital and 6.2% of the outpatient services provided were categorized as "charity care". This commitment will continue with the opening of the new Research Hospital. In addition, and as discussed elsewhere in this application, RIC provides rehabilitation services that are not available anywhere else in the Chicago area, and routinely accepts referrals from other rehabilitation providers.

With the opening of the new Research Hospital, the Flagship Hospital will be discontinued. The discontinuation of that facility, however, will not have any impact on any other hospital's ability to provide safety net services.

After paginating the entire, completed application, indicate in the chart below, the page numbers for the attachments included as part of the project's application for permit:

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|-----------------------------|--|--------------|
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APPENDIX

Master Design
Certificate of Need Application

Approved April 13, 2012

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

| | | | |
|--------------------|-------------------------------------|---------------------|------------------------------|
| Facility Name: | Rehabilitation Institute of Chicago | | |
| Street Address: | 345 E. Superior Street | | |
| City and Zip Code: | Chicago, IL 60611 | | |
| County: | Cook | Health Service Area | 6 Health Planning Area: A-01 |

Applicant /Co-Applicant Identification

[Provide for each co-applicant [refer to Part 1130.220].

| | | | |
|----------------------------------|---|--|--|
| Exact Legal Name: | Rehabilitation Institute of Chicago | | |
| Address: | 345 E. Superior Street. Chicago, IL 60611 | | |
| Name of Registered Agent: | | | |
| Name of Chief Executive Officer: | Joanne C. Smith, MD | | |
| CEO Address: | 345 E. Superior Street. Chicago, IL 60611 | | |
| Telephone Number: | 312-238-0815 | | |

Type of Ownership of Applicant/Co-Applicant

| | | | | |
|-------------------------------------|---------------------------|--------------------------|---------------------|--------------------------------|
| <input checked="" type="checkbox"/> | Non-profit Corporation | <input type="checkbox"/> | Partnership | |
| <input type="checkbox"/> | For-profit Corporation | <input type="checkbox"/> | Governmental | |
| <input type="checkbox"/> | Limited Liability Company | <input type="checkbox"/> | Sole Proprietorship | <input type="checkbox"/> Other |

- o Corporations and limited liability companies must provide an Illinois certificate of good standing.
- o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact

[Person to receive all correspondence or inquiries during the review period]

| | |
|-------------------|--|
| Name: | Nancy Paridy |
| Title: | Senior Vice President, General Counsel |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street |
| Telephone Number: | 312-238-6208 |
| E-mail Address: | nparidy@ric.org |
| Fax Number: | 312-238-2117 |

Additional Contact

[Person who is also authorized to discuss the application for permit]

| | |
|-------------------|--------------------------------------|
| Name: | Barry Fleischer |
| Title: | Planning Team, New Research Hospital |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior Street |
| Telephone Number: | 312-238-0816 |
| E-mail Address: | bfleischer@ric.org |
| Fax Number: | 312-238-2117 |

Additional Contacts

[Person to receive all correspondence or inquiries during the review period]

| | |
|-------------------|--|
| Name: | Honey Jacobs Skinner |
| Title: | Partner |
| Company Name: | Sidley Austin LLP |
| Address: | 1 South Dearborn Street, Chicago, IL 60603 |
| Telephone Number: | (312) 853-7577 |
| E-mail address: | miskinner@sidley.com |
| Fax Number: | (312) 853-7036 |

| | |
|-------------------|--|
| Name: | Jack Axel |
| Title: | President |
| Company Name: | Axel & Associates, Inc. |
| Address: | 675 North Court, Suite 210, Palatine, IL 60067 |
| Telephone Number: | (847) 776-7101 |
| E-mail address: | jacobmaxel@msn.com |
| Fax Number: | (847) 776-7004 |

Post Permit Contact

[Person to receive all correspondence subsequent to permit issuance-THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960

| | |
|-------------------|--|
| Name: | Nancy Paridy |
| Title: | Senior Vice President, General Counsel |
| Company Name: | Rehabilitation Institute of Chicago |
| Address: | 345 E. Superior St |
| Telephone Number: | 312-238-6208 |
| E-mail Address: | nparidy@ric.org |
| Fax Number: | 312-238-2117 |

Site Ownership

[Provide this information for each applicable site]

| | |
|--|----------------------------------|
| Exact Legal Name of Site Owner: | Rehabilitation Institute Chicago |
| Address of Site Owner: | As above |
| Street Address or Legal Description of Site: | |
| Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statement, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease or a lease. | |
| APPEND DOCUMENTATION AS ATTACHMENT 2 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. See attached. | |

Operating Identity/Licensee

[Provide this information for each applicable facility, and insert after this page.]

| | | | |
|---|-------------------------------------|--------------------------|---------------------|
| Exact Legal Name: | Rehabilitation Institute of Chicago | | |
| Address: | As above | | |
| <input checked="" type="checkbox"/> | Non-profit Corporation | <input type="checkbox"/> | Partnership |
| <input type="checkbox"/> | For-profit Corporation | <input type="checkbox"/> | Governmental |
| <input type="checkbox"/> | Limited Liability Company | <input type="checkbox"/> | Sole Proprietorship |
| | | <input type="checkbox"/> | Other |
| <ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. | | | |
| APPEND DOCUMENTATION AS ATTACHMENT 3 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. See attached. | | | |

Organizational Relationships

Provide (for each co-applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. See attached.

Flood Plain Requirements

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2005-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at www.FEMA.gov or www.illinoisfloodmaps.org. This map must be in a readable format. In addition please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2005-5 (<http://www.hfsrb.illinois.gov>).

APPEND DOCUMENTATION AS ATTACHMENT 5 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. Not applicable.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS ATTACHMENT 5 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. See attached Appendix.

DESCRIPTION OF PROJECT**1. Project Classification**

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- Substantive
 Non-substantive

Part 1120 Applicability or Classification:

[Check one only.]

- Part 1120 Not Applicable
 Category A Project
 Category B Project
 DHS or DVA Project

2. Narrative Description

Provide in the space below, a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does **NOT** have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

See next page.

Narrative Description

The proposed Master Design project seeks approval for the Rehabilitation Institute of Chicago ("RIC") to expend funds in excess of the capital threshold for the purpose of planning a new research facility to be located at 630 N. McClurg Court in Chicago, two blocks south of the existing hospital. Throughout this application, RIC refers to its current hospital as the "RIC Flagship Hospital," which is located at 345 East Superior Street in Chicago. The new hospital is referred to as RIC's new "Research Hospital."

RIC has been engaged in a detailed planning process over the last several years to assess its facility needs and to identify the needs of patients as well as clinicians, and the future of physical rehabilitation medicine. Last summer, RIC retained external expertise for detailed planning and design. In this regard, RIC has been assisted by Rise Group for facility construction management, KSA for programming, HDR|Gensler collaboration for architectural design services, and Power Construction for budgeting and construction. See Attachment 12 for designations of these firms and their role in facility development. This application is being filed because we believe that the planning process will require us to spend in excess of the \$11,885,440 threshold and approximately \$7.5 million has been spent so far.

Throughout the planning process, RIC analyzed the growing market demand for its unique services and the increasing complexity of the patients who come to the hospital for care. This planning process concluded that RIC's existing hospital lacks sufficient beds and clinical space to accommodate patients' needs, and that it has been grossly undersized for many years. Continued renovation of the facility is not an option as the existing structure is not large enough to meet current needs, and the necessary expansions and updates are not possible given the current infrastructure. A new facility is needed that will facilitate and enhance the close collaboration of researchers and clinicians in the care of existing patients and in the development of future innovations in the field of physical rehabilitation. This application will address the planning process, and will explain the rationale for the scope and size of the project. A separate Certificate of Need permit application for the establishment of a new hospital at the proposed site will be filed at the culmination of the planning process.

The Master Design project includes the following key components:

- The construction of 272-bed inpatient rehabilitation hospital with all single patient rooms. This includes an increase of 90 licensed beds based upon the demonstrated market need and capacity constraints of the RIC Flagship Hospital further identified in this application.
- Development of unique collaborative research and clinical spaces, known as Ability Labssm, which are designed to seamlessly integrate the latest applied research to patient care in a way that results in advancing ability while inspiring hope.

- Development of clinical space in the building for outpatient rehabilitation and day rehabilitation services.
- Development of applied research space (e.g., dry-lab, computer and robotic equipment spaces) for projects that are not yet suitable for patient therapy
- Development of all related clinical support spaces, including ancillary diagnostic equipment as well as physician and staff offices as well as other necessary services. RIC may consider whether additional imaging capability, in particular MRI and CT, should be incorporated in the design plan.
- Assessment relating to whether additional parking and medical office capacity should be developed proximate to the new facility.
- A central power plant.

It is anticipated that construction will commence in early 2013 with a planned opening of the new Research Hospital in 2016. All architectural, construction management and related contracts will include a contingency with respect to Certificate of Need approval.

During the Master Certificate of Need, the following activities will occur:

- Grid Confirmation
- Structural Concept Design
- Alternate Structure Analysis
- Foundation and Structural Schematic Design
- MEP System Load Studies and Concept Design
- Preliminary Civil, Utility Design
- Preliminary Code and Zoning
- Completion of Design and Construction Documents

The Project appears to be non-substantive as defined by Section 1110.40(c).

Project Costs and Sources of Funds

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must equal.

| Project Costs and Sources of Funds | | | |
|--|---------------------|--------------------|---------------------|
| USE OF FUNDS | CLINICAL | NONCLINICAL | TOTAL |
| Preplanning Costs | \$122,772 | \$71,228 | \$194,000 |
| Site Surveys and Soil Investigation | \$103,280 | \$59,920 | \$163,200 |
| Site Preparation | | | \$0 |
| Off Site Work | | | \$0 |
| New Construction Contracts | | | \$0 |
| Modernization Contracts | | | \$0 |
| Contingencies | \$2,009,286 | \$1,165,714 | \$3,175,000 |
| Architectural/Engineering Fees | \$9,543,682 | \$5,536,890 | \$15,080,572 |
| Consulting and Other Fees | \$3,964,475 | \$2,300,042 | \$6,264,517 |
| Movable or Other Equipment During Construction (project related) | | | \$0 |
| Bond Issuance Expense | | | \$0 |
| Net Interest Expense During Construction (project related) | | | \$0 |
| Fair Market Value of Leased Space or Equipment | | | \$0 |
| Other Costs to be Capitalized | \$903,441 | \$524,143 | \$1,427,584 |
| Acquisition of Building or Other Property (excluding land) | | | \$0 |
| TOTAL USES OF FUNDS | \$16,646,937 | \$9,657,936 | \$26,304,873 |
| SOURCES OF FUNDS | CLINICAL | NONCLINICAL | TOTAL |
| Cash and Securities | \$16,646,937 | \$9,657,936 | \$26,304,873 |
| Pledges | | | \$0 |
| Gifts and Bequests | | | \$0 |
| Bond Issues (project related) | | | \$0 |
| Mortgages | | | \$0 |
| Leases (fair market value) | | | \$0 |
| Government Appropriations | | | \$0 |
| Grants | | | \$0 |
| Other Funds and Sources | | | \$0 |
| TOTAL SOURCES OF FUNDS | \$16,646,937 | \$9,657,936 | \$26,304,873 |

NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AS A SCHEDULE IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

NSF - 1000-1000

We have completed the lines on the chart which are applicable to a Master Design Project. Also, of significance and as further elaborated upon in the narrative portions of the application, clinical and substantial research functions are uniquely integrated.

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

| |
|---|
| <p>Land acquisition is related to project <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Purchase Price: \$ _____</p> <p>Fair Market Value: \$ _____</p> |
| <p>The project involves the establishment of a new facility or a new category of service <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes, provide the dollar amount of all non-capitalized operating start-up costs (including operating deficits) through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100.</p> <p>Estimated start-up costs and operating deficit cost is \$ _____.</p> |

Project Status and Completion Schedules

| |
|---|
| <p>Indicate the stage of the project's architectural drawings:</p> <p><input type="checkbox"/> None or not applicable <input type="checkbox"/> Preliminary</p> <p><input checked="" type="checkbox"/> Schematics <input type="checkbox"/> Final Working</p> |
| <p>Anticipated project completion date (refer to Part 1130.140): <u>March, 2016</u></p> <p>Anticipated completion date of master planning process: <u>August, 2013</u></p> |
| <p>Indicate the following with respect to project expenditures or to obligation (refer to Part 1130.140):</p> <p><input type="checkbox"/> Purchase orders, leases or contracts pertaining to the project have been executed.</p> <p><input checked="" type="checkbox"/> Project obligation is contingent upon permit issuance. Provide a copy of the contingent "certification of obligation" document, highlighting any language related to CON Contingencies</p> <p><input type="checkbox"/> Project obligation will occur after permit issuance.</p> |
| <p>APPEND DOCUMENTATION AS ATTACHMENTS IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</p> |

State Agency Submittals

| |
|---|
| <p>Are the following submittals up to date as applicable:</p> <p><input type="checkbox"/> Cancer Registry Not Applicable</p> <p><input type="checkbox"/> APORS Not Applicable</p> <p><input checked="" type="checkbox"/> All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted</p> <p><input type="checkbox"/> All reports regarding outstanding permits Not Applicable</p> <p>Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.</p> |
|---|

*This application is solely for planning purposes.

Cost Space Requirements

Provide in the following format, the department/area DGSF or the building/area BGSF and cost. The type of gross square footage, either DGSF or BGSF, must be identified. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. Explain the use of any vacated space.

| Dept. / Area | Cost | Gross Square Feet | | Amount of Proposed Total Gross Square Feet That Is: | | | |
|-----------------------|------|-------------------|----------|---|------------|-------|---------------|
| | | Existing | Proposed | New Const. | Modernized | As Is | Vacated Space |
| REVIEWABLE | | | | | | | |
| Medical Surgical | | | | | | | |
| Intensive Care | | | | | | | |
| Diagnostic Radiology | | | | | | | |
| MRI | | | | | | | |
| Total Clinical | | | | | | | |
| NON REVIEWABLE | | | | | | | |
| Administrative | | | | | | | |
| Parking | | | | | | | |
| Gift Shop | | | | | | | |
| Total Non-clinical | | | | | | | |
| TOTAL | | | | | | | |

APPEND DOCUMENTATION AS ATTACHMENTS IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM

This application is solely for planning purposes. Also, the estimates are based upon preliminary discussions. Furthermore, as is set forth in the narratives of this applications, research and clinical care are uniquely interwoven.

Facility Bed Capacity and Utilization

Complete the following chart, as applicable. Complete a separate chart for each facility that is a part of the project and insert following this page. Provide the existing bed capacity and utilization data for the latest Calendar Year for which the data are available. Include observation days in the patient day totals for each bed service. Any bed capacity discrepancy from the Inventory will result in the application being deemed incomplete.

| Rehabilitation Institute FACILITY NAME: of Chicago | | CITY: Chicago | | | |
|---|-------------------------------|---------------|--------------|-------------|---------------|
| REPORTING PERIOD DATES: From: January 1, 2010 to: December 31, 2010 | | | | | |
| Category of Service | Authorized Beds | Admissions | Patient Days | Bed Changes | Proposed Beds |
| Medical/Surgical | | | | | |
| Obstetrics | | | | | |
| Pediatrics | | | | | |
| Intensive Care | | | | | |
| Comprehensive Physical Rehabilitation | 165 (11/2011) 182 (1/2012) | 2,472 | 52,718 | 90 | 272 |
| Acute/Chronic Mental Illness | | | | | |
| Neonatal Intensive Care | | | | | |
| General Long Term Care | | | | | |
| Specialized Long Term Care | | | | | |
| Long Term Acute Care | | | | | |
| Other ((identify) | | | | | |
| TOTALS: | 165 (11/2011) 182 (1/2012) | 2,472 | 52,718 | 90 | 272 |

*On May 5, 2011, RIC notified the State of Illinois that it was adding 17 additional licensed beds in January, 2012. As of January, 2012, RIC shall be licensed for 182 acute comprehensive rehabilitation beds.

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manger or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Rehabilitation Institute of Chicago in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.

Joanne C. Smith
SIGNATURE

Joanne C. Smith, MD
PRINTED NAME

President and CEO
PRINTED TITLE

Nancy Paridy
SIGNATURE

Nancy Paridy
PRINTED NAME

Senior Vice President, General Counsel
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 12th day of January, 2012

Notarization:
Subscribed and sworn to before me
this 12th day of January, 2012

Jean M Holewa
Signature of Notary
Seal **OFFICIAL SEAL
JEAN M HOLEWA
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:01/14/16**

Jean M Holewa
Signature of Notary
Seal **OFFICIAL SEAL
JEAN M HOLEWA
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:01/14/16**

*Insert EXACT legal name of the applicant

12

SECTION II. DISCONTINUATION ----NOT APPLICABLE

This Section is applicable to any project that involves discontinuation of a health care facility or a category of service. **NOTE:** If the project is solely for discontinuation and if there is no project cost, the remaining Sections of the application are not applicable.

Criterion 1110.130 - Discontinuation

READ THE REVIEW CRITERION and provide the following information:

GENERAL INFORMATION REQUIREMENTS

1. Identify the categories of service and the number of beds, if any that is to be discontinued.
2. Identify all of the other clinical services that are to be discontinued.
3. Provide the anticipated date of discontinuation for each identified service or for the entire facility.
4. Provide the anticipated use of the physical plant and equipment after the discontinuation occurs.
5. Provide the anticipated disposition and location of all medical records pertaining to the services being discontinued, and the length of time the records will be maintained.
6. For applications involving the discontinuation of an entire facility, certification by an authorized representative that all questionnaires and data required by HFSRB or DPH (e.g., annual questionnaires, capital expenditures surveys, etc.) will be provided through the date of discontinuation, and that the required information will be submitted no later than 60 days following the date of discontinuation.

REASONS FOR DISCONTINUATION

The applicant shall state the reasons for discontinuation and provide data that verifies the need for the proposed action. See criterion 1110.130(b) for examples.

IMPACT ON ACCESS

1. Document that the discontinuation of each service or of the entire facility will not have an adverse effect upon access to care for residents of the facility's market area.
2. Document that a written request for an impact statement was received by all existing or approved health care facilities (that provide the same services as those being discontinued) located within 45 minutes travel time of the applicant facility.
3. Provide copies of impact statements received from other resources or health care facilities located within 45 minutes travel time, that indicate the extent to which the applicant's workload will be absorbed without conditions, limitations or discrimination.

APPEND DOCUMENTATION AS ATTACHMENTS IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

NOT APPLICABLE

SECTION III – BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES - INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Criterion 1110.230 – Background, Purpose of the Project, and Alternatives

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest the information has been previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data. Not Applicable

APPEND DOCUMENTATION AS ATTACHMENT 11 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed, as applicable and appropriate for the project. [See 1110.230(b) for examples of documentation.]
4. Cite the sources of the information provided as documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to achieving the stated goals as appropriate.

For projects involving modernization, describe the conditions being upgraded if any. For facility projects, include statements of age and condition and regulatory citations if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Agency Report.

APPEND DOCUMENTATION AS ATTACHMENT 12 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

- 1) Identify **ALL** of the alternatives to the proposed project:

Alternative options **must** include:

- A) Proposing a project of greater or lesser scope and cost;
 - B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;
 - C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and
 - D) Provide the reasons why the chosen alternative was selected.
- 2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality and financial benefits in both the short term (within one to three years after project completion) and long term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**
- 3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENTS IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM

SECTION IV - PROJECT SCOPE, UTILIZATION, AND UNFINISHED/SHELL SPACE

Criterion 1110.234 - Project Scope, Utilization, and Unfinished/Shell Space

READ THE REVIEW CRITERION and provide the following information:

SIZE OF PROJECT:

1. Document that the amount of physical space proposed for the proposed project is necessary and not excessive. This must be a narrative.
2. If the gross square footage exceeds the BGSF/DGSF standards in Appendix B, justify the discrepancy by documenting one of the following:
 - a. Additional space is needed due to the scope of services provided, justified by clinical or operational needs, as supported by published data or studies;
 - b. The existing facility's physical configuration has constraints or impediments and requires an architectural design that results in a size exceeding the standards of Appendix B;
 - c. The project involves the conversion of existing space that results in excess square footage.

Provide a narrative for any discrepancies from the State Standard. A table must be provided in the following format with Attachment 14.

| SIZE OF PROJECT | | | | |
|--------------------|--------------------|----------------|------------|---------------|
| DEPARTMENT/SERVICE | PROPOSED BGSF/DGSF | STATE STANDARD | DIFFERENCE | MET STANDARD? |
| | | | | |

APPEND DOCUMENTATION AS ATTACHMENT 14, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. SEE ATTACHED.

PROJECT SERVICES UTILIZATION:

This criterion is applicable only to projects or portions of projects that involve services, functions or equipment for which HFSRB has established utilization standards or occupancy targets in 77 Ill. Adm. Code 1100.

Document that in the second year of operation, the annual utilization of the service or equipment shall meet or exceed the utilization standards specified in 1110. Appendix B. A narrative of the rationale that supports the projections must be provided.

A table must be provided in the following format with Attachment 15.

| UTILIZATION | | | | | |
|-------------|----------------|---|-----------------------|----------------|---------------|
| | DEPT./ SERVICE | HISTORICAL UTILIZATION (PATIENT DAYS) (TREATMENTS) ETC. | PROJECTED UTILIZATION | STATE STANDARD | MET STANDARD? |
| YEAR 1 | | | | | |
| YEAR 2 | | | | | |

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. SEE ATTACHED.

UNFINISHED OR SHELL SPACE: Not applicable.

Provide the following information:

1. Total gross square footage of the proposed shell space;
2. The anticipated use of the shell space, specifying the proposed GSF to be allocated to each department, area or function;
3. Evidence that the shell space is being constructed due to
 - a. Requirements of governmental or certification agencies; or
 - b. Experienced increases in the historical occupancy or utilization of those areas proposed to occupy the shell space.
4. Provide:
 - a. Historical utilization for the area for the latest five-year period for which data are available; and
 - b. Based upon the average annual percentage increase for that period, projections of future utilization of the area through the anticipated date when the shell space will be placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT 16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ASSURANCES:

Submit the following:

1. Verification that the applicant will submit to HFSRB a CON application to develop and utilize the shell space, regardless of the capital thresholds in effect at the time or the categories of service involved.
2. The estimated date by which the subsequent CON application (to develop and utilize the subject shell space) will be submitted; and
3. The anticipated date when the shell space will be completed and placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT 17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION V. - MASTER DESIGN AND RELATED PROJECTS

This Section is applicable only to proposed master design and related projects.

Criterion 1110.235(a) - System Impact of Master Design

Read the criterion and provide documentation that addresses the following:

1. The availability of alternative health care facilities within the planning area and the impact that the proposed project and subsequent related projects will have on the utilization of such facilities;
2. How the services proposed in future projects will improve access to planning area residents;
3. What the potential impact upon planning area residents would be if the proposed services were not replaced or developed; and
4. The anticipated role of the facility in the delivery system including anticipated patterns of patient referral, any contractual or referral agreements between the applicant and other providers that will result in the transfer of patients to the applicant's facility.

Criterion 1110.235(b) - Master Plan or Related Future Projects

Read the criterion and provide documentation regarding the need for all beds and services to be developed, and also, document the improvement in access for each service proposed. Provide the following:

1. The anticipated completion date(s) for the future construction or modernization projects; and
2. Evidence that the proposed number of beds and services is consistent with the need assessment provisions of Part 1100; or documentation that the need for the proposed number of beds and services is justified due to such factors, but not limited to:
 - a. limitation on government funded or charity patients that are expected to continue;
 - b. restrictive admission policies of existing planning area health care facilities that are expected to continue;
 - c. the planning area population is projected to exhibit indicators of medical care problems such as average family income below poverty levels or projected high infant mortality.
3. Evidence that the proposed beds and services will meet or exceed the utilization targets established in Part 1100 within two years after completion of the future construction of modernization project(s), based upon:
 - a. historical service/beds utilization levels;
 - b. projected trends in utilization (include the rationale and projection assumptions used in such
 - c. projections);
 - d. anticipated market factors such as referral patterns or changes in population characteristics (age, density, wellness) that would support utilization projections; and anticipated changes in delivery of the service due to changes in technology, care delivery techniques or physician availability that would support the projected utilization levels.

Criterion 1110.235(c) - Relationship to Previously Approved Master Design Projects

READ THE CRITERION which requires that projects submitted pursuant to a master design permit are consistent with the approved master design project. Provide the following documentation:

1. Schematic architectural plans for all construction or modification approved in the master design permit;
2. The estimated project cost for the proposed projects and also for the total construction/modification projects approved in the master design permit;
3. An item by item comparison of the construction elements (i.e. site, number of buildings, number of floors, etc.) in the proposed project to the approved master design project; and
4. A comparison of proposed beds and services to those approved under the master design permit.

APPEND DOCUMENTATION AS ATTACHMENT 18, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

B. Criterion 1110.630 - Comprehensive Physical Rehabilitation

1. Applicants proposing to establish, expand and/or modernize Comprehensive Physical Rehabilitation category of service must submit the following information:
2. Indicate bed capacity changes by Service: Indicate # of beds changed by action(s):

| Category of Service | # Existing Beds | # Proposed Beds |
|---|-----------------|-----------------|
| <input type="checkbox"/> Comprehensive Physical Rehabilitation | 165 (11/2011) | 272 |
| <input checked="" type="checkbox"/> Comprehensive Physical Rehabilitation | 182 (1/2012) | 272 |

3. READ the applicable review criteria outlined below and submit the required documentation for the criteria:

| APPLICABLE REVIEW CRITERIA | Establish | Expand | Modernize |
|--|-----------|--------|-----------|
| 1110.630(b)(1) - Planning Area Need - 77 Ill. Adm. Code 1100 (formula calculation) | X | | |
| 1110.630(b)(2) - Planning Area Need - Service to Planning Area Residents | X | X | |
| 1110.630(b)(3) - Planning Area Need - Service Demand - Establishment of Category of Service | X | | |
| 1110.630(b)(4) - Planning Area Need - Service Demand - Expansion of Existing Category of Service | | X | |
| 1110.630(b)(5) - Planning Area Need - Service Accessibility | X | | |
| 1110.630(c)(1) - Unnecessary Duplication of Services | X | | |
| 1110.630(c)(2) - Maldistribution | X | | |
| 1110.630(c)(3) - Impact of Project on Other Area Providers | X | | |
| 1110.630(d)(1) - Deteriorated Facilities | | | X |
| 1110.630(d)(2) - Documentation | | | X |
| 1110.630(d)(3) - Documentation Related to Cited Problems | | | X |
| 1110.630(d)(4) - Occupancy | | | X |
| 1110.630(e)(1) and (2) - Staffing | X | X | |
| 1110.630(e)(2) - Personnel Qualifications | X | | |
| 1110.630(f) - Performance Requirements | X | X | X |
| 1110.630(g) - Assurances | X | X | X |

APPEND DOCUMENTATION AS ATTACHMENTS IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

R. Criterion 1110.3030 - Clinical Service Areas Other than Categories of Service

1. Applicants proposing to establish, expand and/or modernize Clinical Service Areas Other than Categories of Service must submit the following information:
2. Indicate changes by Service: Indicate # of key room changes by action(s):

| Service | # Existing Key Rooms | # Proposed Key Rooms |
|--------------------------|----------------------|----------------------|
| <input type="checkbox"/> | | |
| <input type="checkbox"/> | | |
| <input type="checkbox"/> | | |

3. READ the applicable review criteria outlined below and submit the required documentation for the criteria:

| PROJECT TYPE | REQUIRED REVIEW CRITERIA | |
|---|--------------------------|---------------------------------------|
| New Services or Facility or Equipment | (b) - | Need Determination - Establishment |
| Service Modernization | (c)(1) - | Deteriorated Facilities |
| | | and/or |
| | (c)(2) - | Necessary Expansion |
| | | PLUS |
| | (c)(3)(A) - | Utilization - Major Medical Equipment |
| | | Or |
| | (c)(3)(B) - | Utilization - Service or Facility |
| APPEND DOCUMENTATION AS ATTACHMENT 37, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | | |

The following Sections **DO NOT** need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18 month period prior to the submittal of the application):

- Section 1120.120 Availability of Funds – Review Criteria
- Section 1120.130 Financial Viability – Review Criteria
- Section 1120.140 Economic Feasibility – Review Criteria, subsection (a)

VIII. - 1120.120 - Availability of Funds

The applicant shall document that financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable: Indicate the dollar amount to be provided from the following sources:

| | | |
|--------------|------------------------------|--|
| \$34,000,000 | a) | Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to: |
| | 1) | the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and |
| | 2) | interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion; |
| | b) | Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience. |
| | c) | Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts; |
| | d) | Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including: |
| | 1) | For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated; |
| | 2) | For revenue bonds, proof of the feasibility of securing the specified amount and interest rate; |
| | 3) | For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.; |
| | 4) | For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment; |
| | 5) | For any option to lease, a copy of the option, including all terms and conditions. |
| | e) | Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent; |
| | f) | Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt; |
| | g) | All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project. |
| \$34,000,000 | TOTAL FUNDS AVAILABLE | |

APPEND DOCUMENTATION AS ATTACHMENT 39, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

IX. 1120.130 - Financial Viability

All the applicants and co-applicants shall be identified, specifying their roles in the project funding or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

1. All of the projects capital expenditures are completely funded through internal sources
2. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent
3. The applicant provides a third party surety bond or performance bond letter of credit from an A rated guarantor. The project will be funded through internal sources.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT 40 IN NUMERICAL SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion. When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

| Provide Data for Projects Classified as: | Category A or Category B (last three years) | | | Category B (Projected) |
|--|---|--|--|------------------------|
| Enter Historical and/or Projected Years | | | | |
| Current Ratio | | | | |
| Net Margin Percentage | | | | |
| Percent Debt to Total Capitalization | | | | |
| Projected Debt Service Coverage | | | | |
| Days Cash on Hand | | | | |
| Cushion Ratio | | | | |

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

2. Variance

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT 41 IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM

X. 1120.140 - Economic Feasibility

This section is applicable to all projects subject to Part 1120.

A. Reasonableness of Financing Arrangements

The applicant shall document the reasonableness of financing arrangements by submitting a notarized statement signed by an authorized representative that attests to one of the following:

- 1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or See attachment 42A.
- 2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:
 - A) A portion or all of the cash and equivalents must be retained in the balance sheet asset accounts in order to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or
 - B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing Not applicable.

This criterion is applicable only to projects that involve debt financing. The applicant shall document that the conditions of debt financing are reasonable by submitting a notarized statement signed by an authorized representative that attests to the following, as applicable:

- 1) That the selected form of debt financing for the project will be at the lowest net cost available;
- 2) That the selected form of debt financing will not be at the lowest net cost available, but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors;
- 3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs The following are solely related to the cost for
Read the criterion and provide the following: the Master Design.

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

| COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE | | | | | | | | | | | |
|---|-------------------------|------|----------------------|--------|-----------------------|--------|----------------------|--------------------|---|---|--------------------------|
| Department (list below) | A | B | C | | D | | E | F | G | H | Total Cost (G + H) |
| | Cost/Square Foot New | Mod. | Gross Sq. Ft. New | Circ.* | Gross Sq. Ft. Mod. | Circ.* | Const. \$ (A x C) | Mod. \$ (B x E) | | | |
| | | | | | | | | | | | |
| Contingency | | | | | | | | | | | |
| TOTALS | | | | | | | | | | | |

* Include the percentage (%) of space for circulation

D. Projected Operating Costs Not Applicable

The applicant shall provide the projected direct annual operating costs (in current dollars per equivalent patient day or unit of service) for the first full fiscal year at target utilization but no more than two years following project completion. Direct cost means the fully allocated costs of salaries, benefits and supplies for the service.

E. Total Effect of the Project on Capital Costs Not Applicable

The applicant shall provide the total projected annual capital costs (in current dollars per equivalent patient day) for the first full fiscal year at target utilization but no more than two years following project completion.

APPEND DOCUMENTATION AS ATTACHMENT 42, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. See attached.

XI. Safety Net Impact Statement Not applicable.

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for **ALL SUBSTANTIVE AND DISCONTINUATION PROJECTS:**

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.
2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.
3. How the discontinuation of a facility or service might impact the remaining safety net providers in a given community, if reasonably known by the applicant.

Safety Net Impact Statements shall also include all of the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.
2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.
3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 43.

| Safety Net Information per PA 96-0031 | | | |
|---------------------------------------|------|------|------|
| CHARITY CARE | | | |
| Charity (# of patients) | Year | Year | Year |
| Inpatient | | | |
| Outpatient | | | |
| Total | | | |
| Charity (cost in dollars) | Year | Year | Year |
| Inpatient | | | |
| Outpatient | | | |
| Total | | | |
| MEDICAID | | | |
| Medicaid (# of patients) | Year | Year | Year |
| Inpatient | | | |
| Outpatient | | | |
| Total | | | |

| | | | |
|--------------------|--|--|--|
| Medicaid (revenue) | | | |
| Inpatient | | | |
| Outpatient | | | |
| Total | | | |

APPEND DOCUMENTATION AS ATTACHMENT 43 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM
 Not applicable

XII. Charity Care Information

Charity Care information **MUST** be furnished for **ALL** projects.

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three audited fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer. (20 ILCS 3960/3) Charity Care must be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 44.

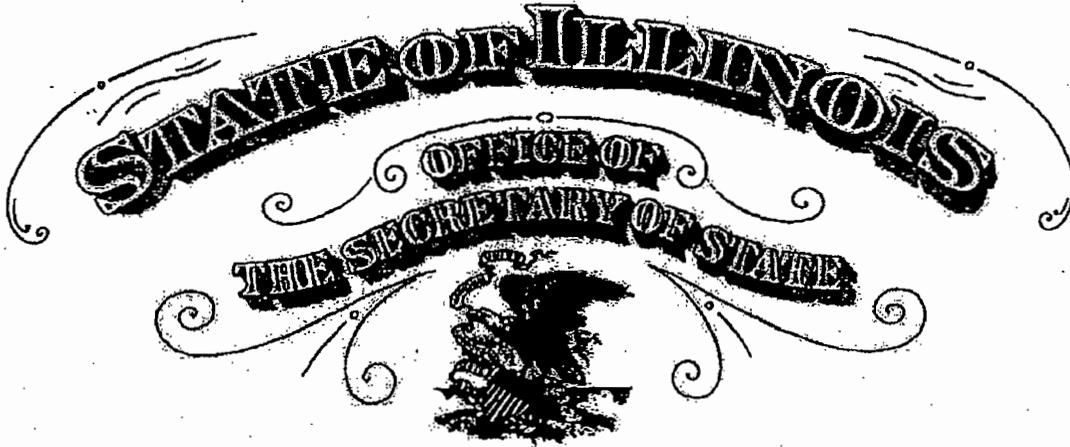
| CHARITY CARE | | | |
|----------------------------------|-------------|-------------|-------------|
| | Year-2009 | Year-2010 | Year-2011 |
| Net Patient Revenue | 141,360,000 | 144,475,000 | 155,378,000 |
| Amount of Charity Care (charges) | 1,165,324 | 1,387,937 | 2,513,983 |
| Cost of Charity Care | 523,395 | 568,031 | 1,041,161 |

APPEND DOCUMENTATION AS ATTACHMENT 44 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM

Notes:

- 1) As of FY 2011 RIC is reporting patient service revenue net of the provision for bad debts. In the prior years the provision for bad debt was reported in expenses. In the net patient revenue above for FY 2009 and FY 2010 the provision for bad debt has been netted from patient service revenue to be consistent with this new methodology.
- 2) The cost of charity was calculated for FY 2011 using the cost to charge ratio from FY 2010. Once the FY 2011 Medicaid cost report has been completed the cost of charity will be updated using the updated cost to charge ratio.

File Number 3272-594-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

REHABILITATION INSTITUTE OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 05, 1951, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1130702358

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 3RD day of NOVEMBER A.D. 2011

Jesse White

SECRETARY OF STATE

ATTACHMENT 1

THIS DOCUMENT WAS)
PREPARED BY AND)
AFTER RECORDING)
RETURN TO:)



Doc#: 0984931082 Fee: \$44.00
Eugene "Gene" Moore FRI# Fee: \$10.00
Cook County Recorder of Deeds
Date: 12/16/2009 02:48 PM Pg: 1 of 8

DLA Piper LLP (US))
203 North LaSalle Street, Suite 1900)
Chicago, Illinois 60601)
Attn: David Glickstein, Esq.)

1/14 01180542



[This space reserved for recording data.]

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED (the "Deed") is made as of this 14th day of December, 2009, by GHB-630 LLC, a Delaware limited liability company (the "Grantor"), having an office at 625 N. Michigan Ave., Chicago, Illinois 60611, to REHABILITATION INSTITUTE OF CHICAGO, an Illinois not-for-profit corporation (the "Grantee"), having an office at 345 E. Superior St., Chicago, Illinois 60611.

WITNESSETH:

That the Grantor, for and in consideration of the sum of TEN AND 00/100THS DOLLARS (\$10.00) and other good and valuable consideration in hand paid by the Grantee, the receipt and sufficiency of which are hereby acknowledged, by these presents does GRANT, REMISE, RELEASE, ALIEN, SELL AND CONVEY unto the Grantee and its successors and assigns, FOREVER, all of the real estate situated in the County of Cook and State of Illinois described on Exhibit A attached hereto and made a part hereof (the "CBS Land"), together with all right title and interest of Grantor in and to (a) all strips and gores of land lying adjacent to the CBS Land, (b) all rights (including all air rights), easements and appurtenances belonging or pertaining to the CBS Land and (c) all roads, streets, alleys or public or private rights of way adjoining the CBS Land (collectively, the "Property"), subject only to those matters described on Exhibit B attached hereto and made a part hereof (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, subject only to the Permitted Exceptions, unto the Grantee and its successors and assigns forever.

Grantor does covenant, promise and agree, to and with the Grantee and its successors and assigns, that it has not done, or suffered to be done, anything whereby the Property is, or may be, in any manner encumbered or charged, except as herein recited, and that it WILL WARRANT AND FOREVER DEFEND the Property against persons lawfully claiming, or to claim the same, by, through or under Grantor but not otherwise, except for claims arising under or by virtue of the Permitted Exceptions.

CENTRAL31291483

RECORDED & INDEXED
DEC 16 2009
COOK COUNTY REC'D

ATTACHMENT 2

IN WITNESS WHEREOF, the Grantor has caused its name to be signed to these presents on the day, month and year first set forth above.

GRANTOR:

GHB-630 LLC, a Delaware limited liability company

By:

[Signature]
Name: Michael Newman
Title: Authorized Signatory

City of Chicago
- Dept. of Revenue
896774



Real Estate
Transfer
Stamp
\$129,000.00

12/16/2009 14:01

Batch 493,844

CENTRAL012911463

ATTACHMENT 2

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County and State aforesaid, DO
HEREBY CERTIFY that Michael Newman, as ROBERT HILL SYMONY of
GHB-630 LLC, a Delaware limited liability company (the "Company"), personally known to
me to be the same person whose name is subscribed to the foregoing instrument as such
Michael Newman appeared before me this day in person and acknowledged he/she
signed and delivered said instrument as his/her free and voluntary act, and as the free and
voluntary act of said Company, for the uses and purposes therein set forth.

GIVEN UNDER my hand and Notarial Seal this 10th day of DECEMBER, 2009.

Notary Public: ADAM LONG

09/10/2013
Commission Expiration:



CENTRALJ12911483

ATTACHMENT 2

Exhibit A to Special Warranty Deed

Legal Description

All of Lots 5 and 12 and that part of Lot 4 lying West of the West line of McClurg Court and that part of Lot 13 lying West of the West line of McClurg Court in Circuit Court Partition of Ogden Estate Subdivision of parts of Blocks 20, 31 and 32 in Kinzie's Addition to Chicago in Section 10, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

TAX PIN 17-10-204-006

CENTRALJ12911413

A-1

ATTACHMENT 2

Exhibit B to Special Warranty Deed

Permitted Exceptions

1. Real estate taxes for calendar year 2009, a lien not due and payable.
2. Matters arising due to acts done or suffered by or through Grantee.

CENTRAL 12911483

B-1

ATTACHMENT 2

File Number 3272-594-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

REHABILITATION INSTITUTE OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 05, 1951, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



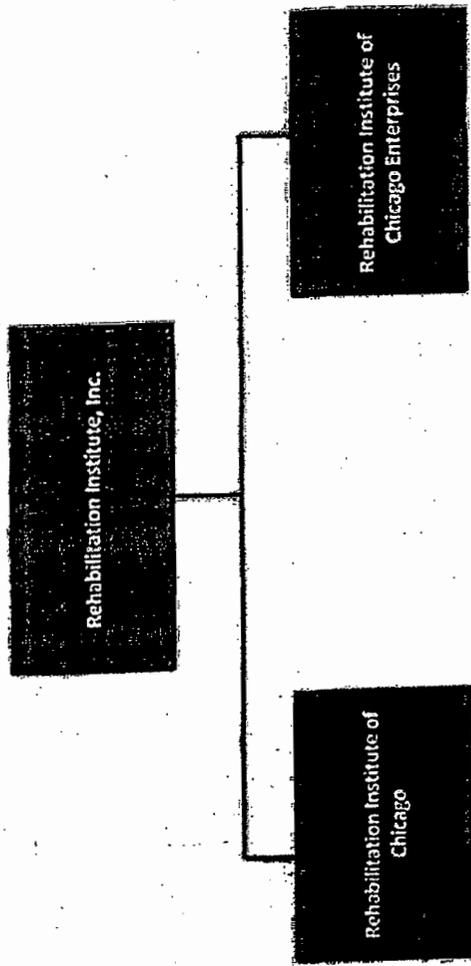
Authentication #: 1130702358
Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 3RD day of NOVEMBER A.D. 2011

Jesse White

SECRETARY OF STATE

Rehabilitation Institute of Chicago Legal Structure



State of Illinois 2065073
Department of Public Health

LICENSE PERMIT CERTIFICATION REGISTRATION

Any person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois Statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

ERIC CONYER, M.D.
ACTING DIRECTOR

| | | |
|-----------------|----------|---------|
| EXPIRATION DATE | CATEGORY | NUMBER |
| 12/31/12 | BCAD | 0001958 |

FULL LICENSE
REHABILITATION HOSP
EFFECTIVE: 01/01/12

BUSINESS ADDRESS

REHABILITATION INSTITUTE OF CHICAGO
345 EAST SUPERIOR STREET
CHICAGO, ILL 60611

The face of this license has a covered background printed by authority of the State of Illinois. 407

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

REMOVE THIS CARD TO CARRY AS AN
IDENTIFICATION

State of Illinois 2065073
Department of Public Health
LICENSE PERMIT CERTIFICATION REGISTRATION

REHABILITATION INSTITUTE OF CHICAGO

| | | |
|-----------------|----------|---------|
| EXPIRATION DATE | CATEGORY | NUMBER |
| 12/31/12 | BCAD | 0001958 |

FULL LICENSE
REHABILITATION HOSP
EFFECTIVE: 01/01/12

11/08/11

REHABILITATION INSTITUTE OF CHICAGO
345 EAST SUPERIOR STREET

CHICAGO ILL 60611

FEE RECEIPT NO.

State of Illinois 2065073
Department of Public Health

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

Any person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois Statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

CRAIG CONOVER, M.D.
 ACTING DIRECTOR

Issued under the Authority of
 The State of Illinois
 Department of Public Health

| EXPIRATION DATE | CATEGORY | ID NUMBER |
|-----------------|----------|-----------|
| 12/31/12 | EGED | 0001958 |

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 EFFECTIVE: 01/01/12

BUSINESS ADDRESS

REHABILITATION INSTITUTE OF CHICAGO
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CHICAGO IL 60611

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State of Illinois 2065073
Department of Public Health

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 3Jf5 EAST SJj>FRWR STREET
 CHICAGO IL 60611

FEE RECEIPT NO.


 The Joint Commission

October 21, 2011

JoAnne C. Smith, MD, MBA
 President and Chief Executive Officer
 Rehabilitation Institute of Chicago
 345 East Superior Street
 Chicago, IL 60611

Joint Commission ID #: 7299
 Program: Hospital Accreditation
 Accreditation Activity: 60-day Evidence of
 Standards Compliance
 Accreditation Activity Completed: 10/14/2011

Dear Dr. Smith:

The Joint Commission would like to thank your organization for participating in the accreditation process. This process is designed to help your organization continuously provide safe, high-quality care, treatment, and services by identifying opportunities for improvement in your processes and helping you follow through on and implement these improvements. We encourage you to use the accreditation process as a continuous standards compliance and operational improvement tool.

The Joint Commission is granting your organization an accreditation decision of Accredited for all services surveyed under the applicable manual(s) noted below:

Comprehensive; Accreditation Manual for Hospitals

This accreditation cycle is effective beginning July 30, 2011. The Joint Commission reserves the right to shorten or lengthen the duration of the cycle; however, the certificate and cycle are customarily valid for up to 36 months.

Please visit www.jointcommission.org The Joint Commission web site for updated information related to your accreditation decision.

We encourage you to share this accreditation decision with your organization's appropriate staff, leadership, and governing body. You may also want to inform the Centers for Medicare and Medicaid Services (CMS), state or regional regulatory services, and the public you serve of your organization's accreditation decision.

Please be assured that The Joint Commission will keep the report confidential, except as required by law. To ensure that The Joint Commission's information about your organization is always accurate and current, our policy requires that you inform us of any changes in the name or ownership of your organization or the health care services you provide.

Sincerely,

Ann Scott Blouin RN, Ph.D.

Ann Scott Blouin, RN, Ph.D.
 Executive Vice President
 Accreditation and Certification Operations

Rehabilitation Institute of Chicago

Nancy E. Paridy, J.D., LL.M.
 Senior Vice President, General Counsel
 & Government Affairs / Corporate Secretary

345 East Superior Street
 Chicago, Illinois 60611-2614
 312-238-6208 (tele), 312-238-7144 (fax)
 nparidy@ric.org

December 21, 2011

Ms. Courtney Avery, Administrator
 Illinois Health Facilities and
 Services Review Board
 525 West Jefferson Street, 2nd Floor
 Springfield, IL 62761

RE: Illinois Historic Resources Preservation Act (IHRP)

Dear Ms. Avery:

This letter is submitted, following consultation with agency staff, to certify that this project, which seeks permission to expend dollars in excess of the capital threshold, will have no impact on historic resources since it is for planning purposes only. It will not involve (1) the demolition of any structure; (2) the construction of any new building; or (3) the modernization of existing buildings.

Very truly yours,

Nancy E. Paridy

Nancy E. Paridy, J.D., LL.M.
 Senior Vice President, General Counsel
 & Government Affairs

NEP/jh

J1

Attachment 6

Cost Space Requirements*

| Dept./ Area | Cost | Departmental Gross Square Feet | | Amount of Proposed Total Gross Square feet that is: | | | |
|---|------|--------------------------------|----------|---|------------|------|---------------|
| | | Existing | Proposed | New Construction | Modernized | AsIs | Vacated Space |
| REVIEWABLE | | | | | | | |
| !Rehabilitation | | | 383,283 | 383,283 | 0 | 0 | |
| 'Research Clinical inc Rehabilitation Therapy | | | 27,711 | 27,711 | 0 | 0 | |
| \Radiology | | | 15,153 | 15,653 | 0 | 0 | |
| !Pharmacy | | | 4,596 | 4,596 | 0 | 0 | |
| -Acute Dialysis | | | 1,658 | 1,658 | 0 | 0 | |
| :lab | | | 3,751 | 3,751 | 0 | 0 | |
| :Total Clinical | | | 436,651 | 436,651 | | | |
| NON REVIEWABLE | | | | | | | |
| :Administrative | | | 138,468 | 138,468 | 0 | 0 | |
| !Retail | | | 1,116 | 1,116 | 0 | 0 | |
| iResearch Support | | | 61,363 | 61,363 | 0 | 0 | |
| !Facilities | | | 20,760 | 20,760 | 0 | 0 | |
| .Dietry | | | 21,620 | 21,620 | 0 | 0 | |
| lobby | | | 10,002 | 10,002 | 0 | 0 | |
| !Total Non-Clinical | | | 253,329 | 253,329 | | | |
| :TOTAL | | | 689,979 | 689,979 | | | |

*Estimates as of December 19, 2011

BACKGROUND OF APPLICANT

1. List of healthcare facilities owned or operated by the applicant, including licensing, and certification if applicable.

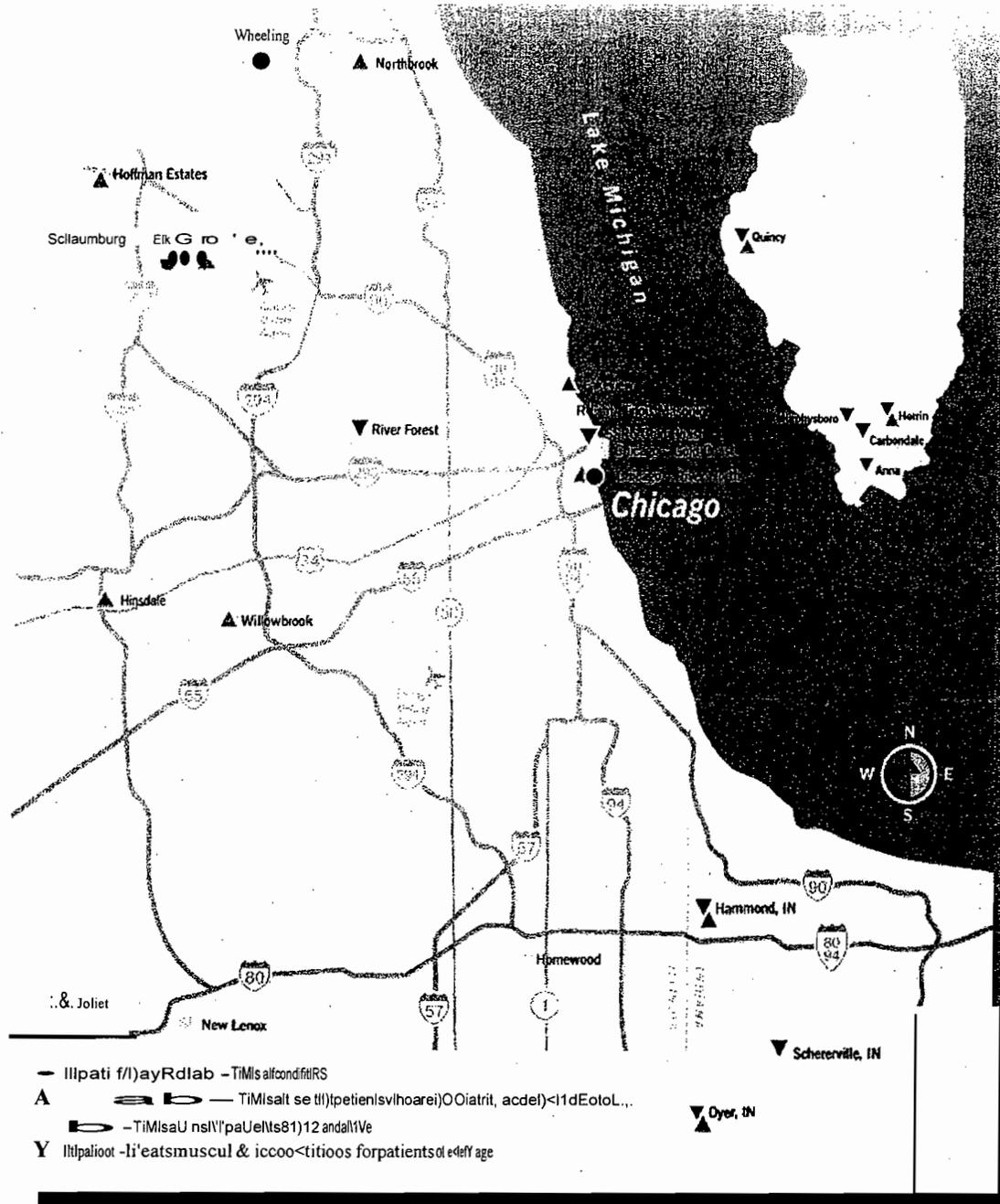
This healthcare facility owned and operated by applicant is RIC, located at 345 East Superior, Chicago, IL 60611. Attached hereto and made a part hereof is RIC's Hospital License and the Joint Commission Accreditation. See below a list of all other facilities owned and solely operated by RIC; these facilities are outpatient or day rehabilitation programs that do not require a specific licensure or accreditation.

- a. The primary location for the provision of services is RIC's existing flagship hospital located at 345 East Superior Street in Chicago. The project will replace the existing facility and create a new, expanded and modernized facility two blocks from the current location. Through the new facility, RIC will provide better access to patients and provide its unique healthcare services to a growing number of aging residents of Chicagoland, as well as a growing number of patients from across the country and the world. RIC will deliver care in a modern facility which will improve health outcomes as well as patient safety. RIC will be the scientific center for advancing human ability, leading a healthcare revolution. Effective January 2, 2012, the facility has 182 licensed comprehensive rehabilitation beds.
- b. Northbrook (755 Skokie Boulevard, Northbrook, IL 60062)
- c. Willowbrook (6705 Kingery Highway, Willowbrook, IL 60527)
- d. River Forest (420 Thatcher Avenue, River Forest, IL 60305)
- e. Spine and Sports Rehabilitation Center (1030 N. Clark Street, Chicago, IL 60610)
- f. Center for Pain Management (980 N. Michigan Avenue Suite 800, Chicago, IL 60611)
- g. River North (307 W. Grand Avenue, Chicago, IL 60610)
- h. Ravenswood (1945 W. Wilson Avenue Suite 100, Chicago, IL 60640)
- i. Wheeling (5150 Capitol Drive, Wheeling, IL 60090)
- J. Homewood (1055 W. 175th Street Suite 101, Homewood, IL 60430)
- k. Elk Grove Village (800 Biesterfield Road, Eberle Medical Office Building, Suite 635, Elk Grove Village, IL 60007)
- l. Southern Illinois (317 S. 14th Street Suite 3, Herrin, IL 62948)

m. Helen M. Galvin Health and Fitness Center (710 N. Lake Shore Drive, 3rd Floor, Chicago, IL 60611)

2. The attached map identifies these locations.
3. There are no adverse action(s) taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application; See attached letter.
4. Authorization requirement: See letter attached from Nancy E. Paridy, Senior Vice President, General Counsel & Government Affairs.
5. Not applicable.

RIC Sites of Care



Rehabilitation Institute of Chicago

January 9, 2012

Ms. Courtney Avery, Administrator
Illinois Health Facilities and Services Review Board
2nd Floor
525 West Jefferson Street
Springfield, Illinois 62761

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs / Corporate Secretary

345 East Superior Street
Chicago, Illinois 60611-2654
312-238-6203 telephone
312-238-7554 fax
nparidy@ric.org

Dear Ms. Avery:

In accordance with Review Criterion 1110.230.b, Background of the Applicant, we are submitting this letter assuring the Illinois Health Facilities Planning Board that:

1. The Rehabilitation Institute of Chicago ("RIC) does not have any adverse actions against any facility owned and operated by the applicant during the three (3) year period prior to the filing of this application, and
2. RIC authorizes the State Board and Agency access to information to verify documentation or information submitted in response to the requirements of Review Criterion 1110.230.b or to obtain any documentation or information which the State Board or Agency finds pertinent to this application.

If we can in any way provide assistance to your staff regarding these assurances or any other issue relative to this application, please do not hesitate to call me.

Very truly yours,

Nancy E. Paridy C. a "J

Nancy E. Paridy, J.D., LL.M.
Senior Vice President, General Counsel
& Government Affairs

State of Illinois)
) SS:
County of Cook)

On this, the 9th day of January, 2012, before me a notary public, the undersigned officer, personally appeared Nancy E. Paridy, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

Jean M. Holewa
Notary Public



NEP/jh

PURPOSE OF THE PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.

Preeminence of RIC as a Leader in Physical Medicine and Rehabilitation Care, Research, and Education

RIC was founded in 1954 by Dr. Paul Magnuson, former Medical Director of the Veterans' Administration. Dr. Magnuson was passionate about proper treatment for people with disabilities as a result of his experience in World War II. He established RIC to bring forth post-acute, life-enabling care for military heroes and civilians alike. Since that time, RIC has been a pioneer in providing cutting edge rehabilitation care while maintaining a leadership position in rendering care for patients who have suffered catastrophic injuries such as stroke, brain injury, spinal cord injury or as well as patients struggling with orthopedic conditions, arthritis, chronic pain, Alzheimer's, Parkinson's, cancer and many other debilitating conditions.

Today, RIC is widely recognized as the premier rehabilitation provider in the country, and arguably in the world. RIC enjoys the unique position of being rated the #1 Physical Medicine and Rehabilitation Hospital in the nation by *US News and World Report* for 21 consecutive years. (See chart below.) In 2010, for the first time, RIC earned the highest percent favorable rating among all specialties, including cardiology, neurology, orthopedics, cancer and pediatrics. In addition, RIC has the largest margin between its top ranking and the hospital that was ranked second among all specialty hospitals.

US News and World Report
Best Hospitals Ranking
(Select Provider Ranking by Percentage of Votes)

| Provider | City, State | 2007 | 2008 | 2009 | 2010 | 2011 |
|---|-----------------|------|------|------|------|------|
| Rehabilitation Institute of Chicago | Chicago, IL | 65% | 68% | 68% | 65% | 82% |
| Kessler Institute for Rehabilitation | West Orange, NJ | 35% | 36% | 41% | 40% | 49% |
| University of Washington Medical Center | Seattle, WA | 34% | 37% | 37% | 34% | 42% |
| Mayo Clinic | Rochester, MN | 24% | 24% | 24% | 23% | 33% |
| TIRR Memorial Herman | Houston, TX | 29% | 31% | 30% | 24% | 36% |
| Spaulding Rehabilitation Hospital | Boston, MA | 11% | 11% | 19% | 24% | 37% |
| Craig Hospital | Englewood, CO | 16% | 17% | 16% | 17% | 24% |
| Gap Between RIC and # 2 Facility | | 30% | 32% | 27% | 25% | 33% |

Note: The percentage shown represents the percent of physicians who named a hospital as one of the top five providers in the publication's annual survey.

It is noteworthy to consider RIC's peer group of rehabilitation organizations shown above are not located in Illinois, but are regional and national leaders, including organizations that are part of

large, prestigious academic medical centers such as TIRR Memorial Herman (Memorial Herman Healthcare System) and Spaulding Rehabilitation Hospital (part of Harvard System). In many ways, even these regional and national leaders are not at RIC's level when measured by ranking of clinical care (as shown above) and rehabilitation research (as will be described below). RIC can be better compared to top national academic health centers such as Johns Hopkins in Baltimore, Maryland, which is the only other hospital of any kind to hold the #1 Best Hospitals ranking for as long as RIC.

In addition to world-class patient care, a significant driver of RIC's success is the strength of its research. With \$75 million in single and multi-year grants and an annual operating budget of over \$20 million, RIC is the largest rehabilitation research organization in the world. In fact, RIC has received substantially more funding from the National Institutes of Health than any other rehabilitation provider in the world. Over 200 researchers and 30 principal investigators conduct research at RIC, as well as through collaborations with local academic partners at Northwestern University, University of Chicago and University of Illinois Chicago, as well as international partners in Canada, Korea, China, Switzerland and other countries across the globe. Some of the world's most innovative and groundbreaking research has come from RIC's laboratories, including the world's first bionic arm, initially developed in 2002 and recently showcased on global forum TED GLOBAL¹ which hosted RIC's own Dr. Todd Kuiken, MD, PhD describing the latest advancement in prosthetics.

Most notably, RIC holds seven (7) federal research designations, more than any other specialty hospital in the nation. Federal research designations represent multi-year, multi-million dollar grants to serve as recognized centers in the following areas:

- Spinal Cord Injury Model System
- Brain Injury Model System
- Stroke Rehabilitation Research and Training Center'
- Rehabilitation Outcomes and Research Training Center'
- Rehabilitation Engineering Research Center
- Neurological Rehabilitation-Bionic Medicine
- Technologies for Children with Orthopedic Disabilities

¹ RIC is the only hospital in the country to hold this designation

By comparison to other top rehabilitation providers, RIC again far surpasses its peer group. The most designations any other rehabilitation hospital including those on the *US News and World Report's* Best Hospitals ranking holds is two (2) similar designations. This is another demonstration of RIC's unique expertise and strengths.

¹ TED GLOBAL is an international conference where innovative leaders from around the world share projects, designs and ideas as part of the well-known TED Series of conferences. TED began as a forum to share "ideas worth spreading" and has grown to be one of the most sought-after forums for innovators, thinkers and doers.

RIC's research is patient-centered, meaning that researchers work directly with patient subjects, applying engineering and technology solutions to real patient problems. RIC's research draws heavily on its own patient populations, especially those with neurologic disorders. Patient examples below demonstrate the real impact RIC's research has on patients.

One 8-year old child with advanced cerebral palsy was unable to walk more than a few steps, in spite of intensive standard physical therapy. She was given a trial of intensive training with a pediatric Lokomat®, a robotic gait trainer that drives the legs in a prescribed movement pattern as the patient is suspended above a treadmill. To enable continued training, her family moved from the west coast to Illinois, to allow more prolonged and effective therapy with the Lokomat®. She is now able to walk independently for long distances.

A 27-year-old U.S. Marine Sergeant was injured in a motorcycle accident, losing her left arm as a result. RIC and the surgical staff at Northwestern Memorial Hospital provided her with an innovative Targeted Muscle Reinnervation (TMR) procedure, which was pioneered by RIC under the leadership of Todd Kuiken, MD, PhD. The TMR procedure is a surgical technique involving the transfer of an amputee's residual arm nerves to *target* muscles in the chest. After transfer, the arm nerves grow into, or *reinnervate*, the target muscles, which then contract in response to nerve signals generated by attempted movement of missing limb. When muscle reinnervation was complete, recordings from these chest muscles provided clinicians with access to a full array of command signals to control an advanced arm prosthesis, in which many motors need to be controlled separately. Now, she can perform arm movements involving many joints simultaneously, providing smooth, precise and more intuitive and natural movements. She may soon be able to return to active service.

In addition to its highly rated clinical excellence and leading research, RIC also operates the largest medical education program in Physical Medicine and Rehabilitation in the country. RIC's medical education is provided in conjunction with the Department of Physical Medicine and Rehabilitation at Northwestern University's Feinberg School of Medicine. Education is comprised of RIC's prestigious residency program, medical student training, physician fellowships, internships for rehabilitation professionals (e.g., physical and occupational therapy, speech language pathology, nursing) as well as a wide-range of continuing education courses for rehabilitation professionals.

RIC's residency program is one of the most sought-after programs in the country, with 40 residents and accredited fellows each year. The program has trained leaders in rehabilitation medicine who have graduated to become medical directors and industry leaders across the country. RIC's medical student education provides training and elective rotations for Northwestern University's medical students including clerkships and summer externship programs. RIC's Fellowship program offers specialized training each year to a select number of fellows seeking to become expert and outstanding physicians in their subspecialty areas, teaching them the necessary tools to conduct research in the area and become leaders in the field of psychiatry. RIC is unsurpassed in the clinical services it offers, its research programs and as an educational institution.

At the same time that RIC is investing in the future of physical rehabilitation medicine, research and education, it is also fulfilling its broader commitment to our community. As RIC's 2010 Community Benefit Report details, hospital's contributions included \$600,000 in charity care; \$3.8 million in unreimbursed Medicaid and Medicare costs; \$5.8 million in unreimbursed costs attributable to medical education; \$4.6 million in research costs; and \$2.1 million in support for a wide range of programs that directly impact patients. These include Wirtz Sports Program, the Vocational Rehabilitation Program, and the Life Center. This later initiative provides education and a range of resources to patients and families after discharge, and its website is among the top sites selected globally by people seeking information on rehabilitation medicine.

RIC's Current Physical Plant

In 1974, twenty years after its founding, RIC built the world's first freestanding rehabilitation hospital. The hospital was the first of its kind in that it brought together the continuum of physical rehabilitation care under one roof, dedicated singularly to the treatment of disabled patients. That building continues today as RIC's Flagship Hospital, located at 345 East Superior Street in Chicago.

Many changes and enhancements over the past 37 years have helped maintain an adequate infrastructure for patient care and, to a lesser extent, research. However, the facility no longer meets RIC's needs for current patient care or research space and is significantly lacking in meeting RIC's future space needs. It is not designed to facilitate the integral interactions between clinicians and researchers which ultimately drive innovations and care processes. Further, there is little space for incorporating best practice clinical care standards such as private medication rooms and universal access in all bathrooms.

RIC is not able to satisfy the current demand for our services within the facility, much less any future demand for patients. As of January 1, 2012, RIC operated regularly at 90% occupancy, despite only having 45 private rooms. Moreover, in the last fiscal year 2011, RIC was operating at 90% occupancy or greater 3 out of every 4 days, and 95% or greater 1 out of every 5 days. This data is set forth in the chart that appears later in this attachment. Consistently operating at such high occupancy levels within the current bed configuration requires significant movement of patients which increases operating costs and decreases patient satisfaction.

Physical Constraints and Layout

- When the facility was constructed, the state-of-the-practice in rehabilitation was to create semi-private rooms to promote patient socialization and camaraderie. In fact, RIC had 3- and 4-bed "wards" in many rooms. As a result, RIC's current 182 beds are housed within 122 rooms, representing only 62 private rooms and 60 semi-private rooms. Today's clinical standards are significantly different-requiring much more sophistication in infection control monitoring and management of patient bed placement. Moreover, patients today expect to stay in private rooms where they can avoid unnecessary disruptions and where loved ones can stay with them overnight. Instead, RIC patients are

forced to manage relationships with "roommates"-many times more than one during the course of their 3 to 4 week recovery at RIC. RIC staff must address these challenges of coordinating room assignments based not just on infection control, but patient condition, gender and personality. The result is significant inefficiency in the movement of patients between rooms and the corresponding impact on patient satisfaction. Despite these significant space constraints, RIC has been operating at near capacity (90% or higher) for the last five years and the existing facility can no longer meet the demand for beds.

- Due to the need to add beds over the years, RIC has moved many functions out of the hospital building. Most notably, critical specialty outpatient services have been moved to other locations in Chicago. In addition, research and administrative office space has moved to rental space in the Streeterville area. Given the significant need for collaboration and proximity in medical research, particularly in RIC's applied research paradigm, this separation of services has been detrimental to fostering sharing of ideas and has been disruptive to patients' care continuum.
- The current facility has an 18,000 sq. ft. footprint, designed as a rectangle with narrow corridors and two center cores that comprise up to 30% of the footprint. This "racetrack" configuration, while reflecting best practices in hospital design in the 1970s, forces many functions to be squeezed into spaces that are not adequate for today's demands. Specifically, basic storage space for equipment and minimal closet space for patient needs are lacking. While the use of advanced equipment and technology has become essential for therapy, it has increased the need for space within the facilities. Basic assistance devices, like wheelchairs, have further increased the need for space. In fact, in order to accommodate larger patients, wheelchairs and other assistive devices are now customized and take up even more room within the facility. The existing layout and design does not allow for alcoves and proper storage space for equipment and supplies.
- All of RIC's inpatients arrive via medical ambulance after being transferred from an acute care hospital. The current drop-off area is at the lobby level and in direct public view/access. While every effort is made to take patients directly to the patient unit, this configuration is unacceptable for patient privacy and, at best, uncomfortable for public/visitor access to the building.
- The inpatient units in RIC's existing facility lack space for a myriad of functions that have become standard practice in newer facilities. The functions include patient/family support space, dedicated medication rooms, universally accessible bathrooms in every patient room, pressurized air in every patient room, and separate bathrooms for clinical staff. While none of these functions are required to provide outstanding clinical care, their absence represents a challenge to efficiently and effectively treating patients and caring for the well-being of families and staff. As an example, patients stay at RIC on average over 20 days, significantly longer than a typical acute care stay, requiring families and caregivers to disrupt their lives for an extended time. The lack of family

support space and few private rooms means that families spend significant time within the crowded and often stressful inpatient environment with few options for "getting away" or tending to personal or business needs. Family members must leave the floor to find free space, often in the cafeteria, which represents other privacy challenges. Similarly, the lack of dedicated medication room is a challenge for nursing staff to ensure proper and accurate medical administration. As a potential for medical errors, the absence of a medication room is a significant limitation of the existing building's footprint.

- Other building limitations includes single pane windows and lack of insulation on the exterior walls which create very difficult heating/cooler issues to address during Chicago's extreme seasons and increases operating costs. The building's single elevator system is not adequate for separation of transporting trash from patients, and visitors.
- Finally, as the design team has confirmed, RIC's existing room sizes are not designed to contemporary standards. Kurt Salmon Associates (KSA) is the national leader in hospital facility planning and has consulted with most hospitals across the country, including such local hospitals as Northwestern Memorial Hospital, University of Chicago, Rush University Medical Center and Lurie Children's Hospital of Chicago. KSA performed due diligence on RIC's space program and concluded that only one of RIC's six inpatient floors even approached minimum standards. The standards are based on industry accepted practice for the minimum amount of space required on an inpatient unit to safely and comfortably provide patient care and all necessary support (nursing care, therapy, documentation, etc.). The table below shows RIC's current inpatient floors against KSA's minimum recommended standard.

**RIC Flagship Hospital
Departmental Gross Square Foot (DGSF) per Bed**

| Inpatient Floor | Number of Beds | DGSF per Bed |
|-----------------|----------------|--------------|
| 10 | 20 | 750 |
| 9 | 24 | 625 |
| 8 | 27 | 556 |
| 7 | 28 | 536 |
| 6 | 28 | 536 |
| 5 | 23 | 652 |
| 4 | 33 | 455 |

KSA's minimum recommended standard is 750 DGSF.

Infrastructure

- The existing hospital was designed during a period when patients did not require the high-intensity and complexity of services that are required today. Some of the infrastructure needs to accommodate upgrades have been cost prohibitive and therefore only selectively completed. The patient rooms do not all have oxygen, and few are designed for ventilator patients. The hospital's bed management staff needs to keep strict account of proper medical gas needs for every patient, and must engage in a daily room assignment process to make sure that a room is properly equipped for an individual patient.
- Ceiling heights in the facility are standard office building distances and these dimensions have constrained our clinicians. Harnesses and other bulky equipment are used in clinical therapies and they must "work around" the limitations of the hospital's design. Many research areas have "carve out" areas in ceilings as are necessary for proper function of equipment. However the lack of flexibility creates challenges for research and clinical collaboration.

Long-Term Ownership

- Another significant limitation of our current facility is that while RIC owns the hospital building, it does not own the land under the building. In order to build the Flagship Hospital, RIC entered into a 99 year lease with Northwestern University beginning on January 1, 1971 and ending December 31, 2069. Without ownership of the land, the existing facility will never be a sufficient long-term solution for RIC. In addition, Northwestern University has declared a need for the land under the hospital and would not only let the lease expire without renewal, it may want use of the site before the termination date.

In summary, the current facility does not allow for sufficient and necessary expansion, and will be prohibitively costly to renovate to future standards.

RIC's Role in the Future of Rehabilitation Medicine

Historically, rehabilitation care has been a collaborative process involving clinicians..., including physician, nursing and allied health professionals -working together to help patients after they have been through a disabling accident or illness, or suffer from a congenital disability. The rehabilitation process is traditionally one of amelioration, compensation and adaptation. Professionals use increasingly sophisticated devices and therapeutic techniques to adapt individuals' physical activities, their environments and their expectations. As a result, rehabilitation has been focused on improving a patient's function in order to compensate for their lost ability.

While the rehabilitation process continues, new clinical opportunities are presenting exciting prospects for patients. The promises of cutting-edge medical science -and the growing expectations of patients-are driving scientists and collaborating clinicians to push the boundaries of what is possible. Medical advances are being discovered that could not even be imagined years ago. Advances in stem cell therapies, "smart" devices, nanotechnology, and pharmacology are leading to breakthroughs in medicine that will enable patients to restore lost ability, not just compensate for it.

In the past, patients, doctors and families credited miracles when patients of catastrophic injuries showed any improvement. Today, RIC has the tools, technology and talent to make those miracles occur every day, as a result of established clinical protocol. Impossible is no longer part of the medical lexicon used at RIC.

Rehabilitation at RIC is now about recovery, regeneration, and renewal of function. RIC is working -- not just to compensate for disabilities -- but to eliminate their effects. In the near future, rehabilitative clinicians will be able to speak, for the first time, of *cures*. The opportunity to harness tomorrow's technological, scientific and medical advances with world-class rehabilitation medicine and research is significant for patients and for the medical community, but it is not futuristic. IUC has repeatedly created groundbreaking solutions, from the world's first sip-and-puff control system for motorized wheelchairs in 1972 to world's first bionic arm--developed at RIC and showcased in medical journals and global conferences. Attached are several articles from national and local sources that feature RIC's leadership in innovative therapies, such as thought-controlled prosthetics for amputees. RIC's future will be based on even further integration of research and clinical care to create new breakthroughs. For patients served by RIC, the cornerstone of the future in rehabilitation medicine is the new Research Hospital proposed in this application.

RIC's New Care Paradigm

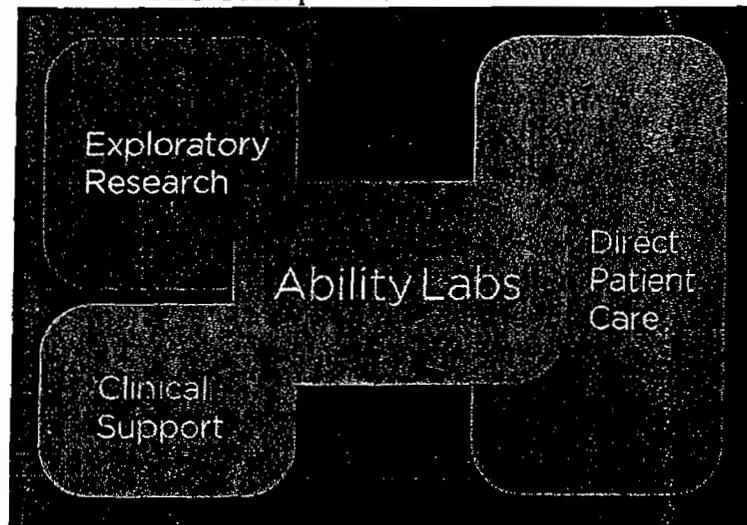
Today, RIC is already moving into the future where breakthroughs occur every day. RIC's approach to care delivery has integrated innovative changes and is continually evolving. That approach fuses live medical research and clinical care, surrounding the patient within the hospital setting. RIC's new Research Hospital will be an inspiring, state-of-the-art environment with the most advanced technology and tools where clinicians and researchers will collaborate live, assessing patient needs and developing solutions to solve patient problems better and faster. This radical new design of rehabilitation will enable RIC to create new possibilities for patient recovery. As RIC has been designing this new care model and physical environment, the planning team has included national leadership in facility design planning and construction. (See attached firm descriptions.)

The core design element of RIC's new Research Hospital will be the physical integration of all of its human-subject and applied research activities surrounding each and every patient. RIC is currently testing new designs that enable the embedding of research and patient care activities, real time, 24/7/365. The result of current tests will be incorporated into the new Research Hospital.

Within the proposed new hospital, RIC's future Patient Recovery Units will be comprised of an active multi-disciplinary team of healthcare professionals. Physicians, therapists, nurses, researchers, engineers, and other specialists will be assigned to a patient upon admission and continuously work with those patients every day. In addition, family members are often part of the care process and frequently spend important daytime and overnight time with their family/loved ones. The activity in and around the Patient Recovery Unit will promote and inspire ability-from design elements like natural light and efficient floor plans to technological advancements with active and passive measurements to track patients' progress. Patients, researchers and clinicians will interact in ways never before conceived in a hospital setting.

A central element of the Patient Recovery Unit is the Ability Lab™ which represents the hub of patient activity on the Unit. The Ability Lab™ is where the majority of day-time activities take place, such as traditional patient therapies as well as applied research activities. It will be designed as an integrated space of therapy and research, where doctors, scientists, and therapists will work together to treat patients and conduct research. It will include a combination of equipment, smart devices and cutting-edge technology that will represent not only current best practice rehabilitation care but also new and innovative practices that hold promise for future methods of advancing patient ability. Clinical and research staff will move through this space together and through their activities create mutual motivation and learning. The Ability Lab™ will represent the bridge between research and direct patient care where solutions to real patient problems will be solved better and faster than anywhere else. The conceptual care model below visually displays the Ability Lab™ concept.

RIC Conceptual Care Model



2. Define the planning area or market area, or other, per the applicant's definition.

Unlike most inpatient rehabilitation providers, RIC has a national and international market area, in addition to its local market. Most other rehabilitation providers capture patients from a local and multi-county area; patients typically travel no more than 30 miles. For RIC, patients travel across the country, and from countries around the world. In addition, RIC has significantly larger percentage of patients from out of state when compared to other top rehabilitation hospitals. The table below shows the percent of patients from out of state for RIC vs. the four other largest inpatient rehabilitation hospitals in Illinois. RIC's 10% out-of-state population is comparable to other specialty hospitals such as Mayo Clinic, Children's Hospital of Philadelphia, and MD Anderson.

Inpatient Rehabilitation Percent
of Patients Out of State CY
2010

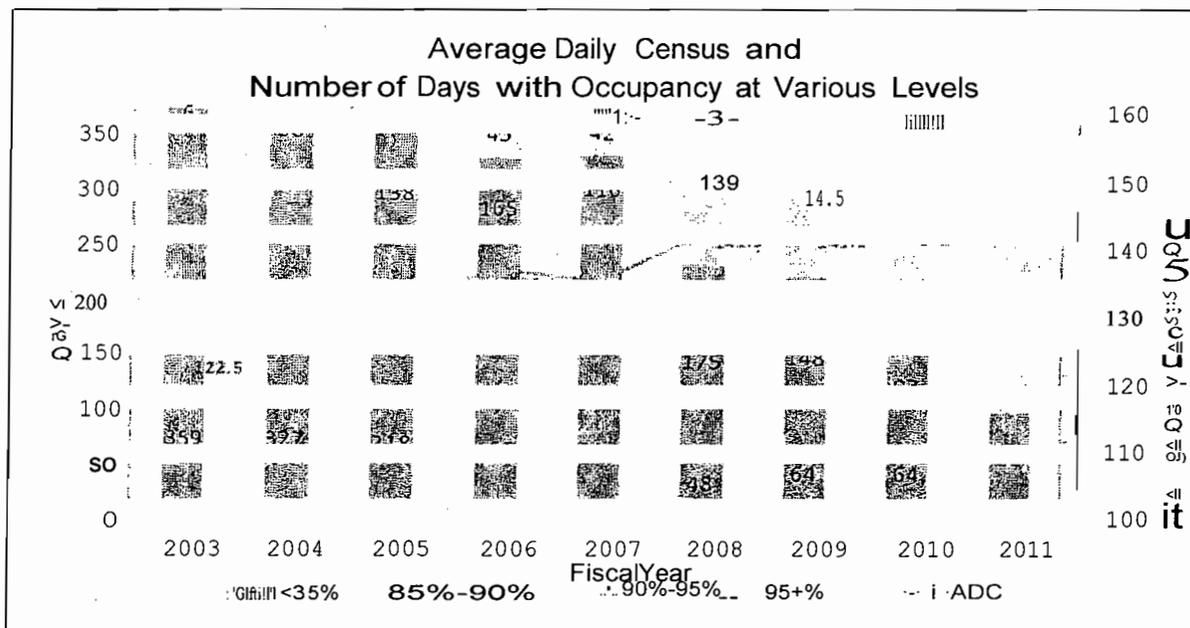
| | % of patients Outside Illinois |
|---------------------------|-----------------------------------|
| RIC | 10.1% |
| Rehabilitation Hospital 1 | 2.3% |
| Rehabilitation Hospital 2 | 2.0% |
| Rehabilitation Hospital 3 | 0.6% |

Source: IHA CompData, CY2010

RIC's global reach and wide local service area make comparisons difficult. For this application however, RIC has calculated a Primary Service Area (PSA) and Secondary Service Area (SSA) for inpatient services using metrics comparable to other providers. Approximately 66% of RIC's inpatients come from Cook County, IL, and is therefore considered the PSA. Another 18% come from the SSA which includes the counties of DuPage, Will, Lake, Kankakee, McHenry, Kane and DeKalb. The remaining 15% of inpatients come from outside the PSA and SSA, which includes patients from 24 states and 18 countries. Of note, when including RIC's outpatient services, the hospital treated patients from 49 states and 43 countries during calendar year 2010.

3. Identify the existing problems or issue that need to be addressed, as applicable and appropriate for the project.

RIC has been operating above optimal 85% occupancy in its existing facility since September, 2007 (which began RIC's 2008 fiscal year. RIC's fiscal year runs from September 1 through August 31). Prior to January 2, 2012, RIC operated 165 inpatient rehabilitation beds², although six (6) of those beds were part of triple-room configurations and were used only when absolutely necessary and for patients who could be safely cohorted such as very young pediatric patients. The majority of RIC's remaining 159 beds were in semi-private rooms, with only 45 rooms having private accommodations. Despite this limitation in capacity, RIC has maintained a census above 90% for the majority of days during the past two fiscal years (see Occupancy Table below).



As noted above, RIC serves patients from the Chicagoland area, which is defined by Cook County and the seven contiguous collar counties (DeKalb, DuPage, Kane, Kankakee, Lake, McHenry and Will). This represents the third largest metropolitan area in the country with over 8 million people. The population has been aging as reported by the US Census data, and is projected to continue to age for the foreseeable future. This dense, populous and aging metropolitan area has contributed to the need for the rehabilitation services that are the focus of RIC's clinical work. These issues are attributable to both accidents (e.g. Brain Injury, Spinal Cord Injury) as well as effects of aging (stroke, and orthopedic conditions such as arthritis).

² Effective, January 3, 2012, RIC increased its licensed bed capacity to 182. As a result, there are now 62 rooms having private accommodations.

The table below lists the top 8 patient conditions in addition to all pediatric patients that RIC treated on an inpatient setting in fiscal year 2011. This list represents 81% of the patient volume during the year.

| Condition | Number of Patients- Fiscal Year 2011 |
|---|--------------------------------------|
| Orthopedic (including fractures and replacement of joints) | 429 |
| Brain Injury (including Traumatic and Non-Traumatic) | 331 |
| Stroke | 377 |
| Spinal Cord Injury | 322 |
| Cancer | 102 |
| Neurological Conditions (including Parkinsons and Alzheimers) | 169 |
| Amputee | 74 |
| Transplant | 47 |
| Pediatrics (all conditions) | 271 |
| Total | 2,122 |

- For all of the conditions RIC treats, patients require extensive rehabilitation services to restore the loss of function suffered as a result of an accident/injury/event. As an example, stroke represents the leading cause of disability in the United States. It is estimated that 795,000 new strokes occur each year in the United States, with the majority occurring in people of older ages. The effects of stroke are numerous and depend on the extent of the damage as well as the specific parts of the brain that are impacted. Stroke patients may suffer from mobility issues due to full or partial paralysis, cognitive impairments which may impact judgment and memory, communication difficulty and a wide range of other issues that prevents a person from successfully navigating participating in their daily lives.

RIC's comprehensive services address all of patient issues for stroke as well as the other conditions noted above. For stroke patients, RIC's Stroke Neurorehabilitation and Recovery Program treats patients with a full team of rehabilitation experts whose goal is to help patients restore function and recover their abilities. As the only designated Stroke Rehabilitation Research and Training Center, RIC has the resources to provide patients with the best possible opportunity for recovery through the most advanced technologies, rehabilitation methods and clinical trials. The RIC team of clinicians is led by a physiatrist—a physician specializing in physical medicine and rehabilitation – and includes physical, occupational and speech therapists, as well as rehabilitation nurses, social workers, psychologists, dieticians, recreation therapists and others as needed. As RIC's care model evolves, researchers are becoming part of the care team as well, identifying research opportunities for the patient and keeping the clinical staff informed of the latest literature and techniques for treating complex conditions. The team creates a customized plan for each patient that includes comprehensive and rigorous therapy in

addition to assistive technology, custom-made braces and splints, seating and positioning-assistive devices, vocational rehabilitation and aquatic therapy.

In addition to RIC's Stroke Neurorehabilitation and Recovery Program, RIC has comprehensive clinical programs for all conditions that integrate research, clinical care, patient and family education, and additional (e.g., assistive technology, vocational rehabilitation) to treat patients and provide the best opportunity to advance each patient's ability. Other examples of RIC's more specialized programs are below:

Prime of Life Stroke

RIC has created a stroke recovery program specially designed for people whose multi-faceted and rigorous lives demand aggressive intervention. Often, those patients are younger and face greater demands, such as caring for a family, continuing a career or community involvement, engaging in an active social life and enjoying intimate relationships.

Like RIC's Stroke Neurorehabilitation and Recovery Program, the Prime of Life Program integrates the traditional therapies and specialized services noted above, with specific emphasis on tailoring activities to achieve patients life goals; vocational, family, recreational. RIC therapists utilize resources such as a kitchen, car, and bedroom that pose real-life challenges patients need to overcome. Experts in rehabilitation engineering and seating and positioning work with patients to make modification to equipment, wheelchairs and even home adaptations that patients will need to use to resume their daily activities and participate in their roles in life as parent, sibling, caregiver, and/or employee.

Important for patients in their prime of life, RIC also introduces all patients to the robust resources for patient and family education through the RIC Life Center (physical and virtual resource center for people with disabilities) and RIC's Galvin Health & Fitness Center for sports programs and exercise activities to maintain healthy lifestyle recovery from stroke.

RIC's stroke research is the largest in the country, and patients benefit from novel therapies not typically available elsewhere. These therapies may include Constraint-Induced Movement Therapy, Robot-Assisted Walking Therapy (Lokomat®), clinical drug therapy trials, and aphasia management. Stroke patients also benefit from the latest advancement in upper extremity/arm therapy through use of the Armeo®. The research behind this device was created by RIC clinicians, who saw a need for improved arm therapy. With the Armeo®, RIC patients conduct exercises using a virtual environment as built-in sensors and software record arm movements so that RIC clinicians can evaluate and track progress for patients.

Brain Injury

The brain contains approximately a hundred billion cells, with a hundred trillion connections among them. Injury and disease can damage the way brain cells function affecting memory, behavior, thinking, problem solving, physical abilities, judgment- even personality. Brain injury is a complex and challenging condition that impacts patients in unique ways. RIC's brain injury

rehabilitation and recovery program treats approximately 400 inpatients with traumatic and non-traumatic brain injuries each year. Also designated a Model System of Care by NIDRR, one of only 16 centers in the country, RIC's program leverages unique talents, resources and research available to RIC patients.

RIC clinicians utilize the brain's adaptive capacity -- known as neuroplasticity -- to reroute connections, relocate compromised areas of function and strengthen remaining connections to maximize ability and quality of life. Meanwhile, RIC researchers work on the newest developments, giving patients early access to cutting-edge treatments.

RIC's specialized team of brain injury experts--with similar composition to other clinical program -- are seasoned staff who have seen many types of brain injury and therefore know that each is unique, with specific needs, capabilities and potential. Therefore, each patient's treatment is completely individualized and modified as recovery progresses. Together, the rehabilitation team, patient and family set appropriate goals and work together to achieve these goals. Similar to other specialized services noted above (Lokomat®, assistive technology, vocational rehabilitation). RIC's brain injury patients benefit from RIC's breadth and depth of services and capabilities.

Spinal Cord Injury

Spinal cord injury is a devastating event that affects over 10,000 new people each year in the United States. In a spinal cord injury, the pathway along which nerves transmit information between the brain and the rest of the body is severed or blocked. An injury to the spinal cord impairs movement and sensation, resulting in the inability for some people to walk or use their arms. Sometimes breathing, sexual function, and bowel and bladder control also may be affected. RIC's team of spinal cord injury experts treats over 300 inpatient spinal cord patients each year and has been designated a Model System of Care by the National Institute on Disability and Rehabilitation Research, one of only 14 centers in the nation with this distinction. As a result of the staff expertise and access to latest research, RIC has more experience treating patients and providing the best opportunities for recovery.

Similar to other RIC programs, the care team is led by a physiatrist and includes other specialists and researchers as needed to create a customized plan of care. RIC clinicians use state-of-the-art rehabilitation tools including body-weight supported treadmill training, robot-assisted walking therapy (Lokomat®) and aquatic therapy to treat patients. RIC researchers are working on new developments, giving patients early access to cutting-edge treatments.

Spinal cord injured patients also benefit from specialized services, which complement the core team in helping patients realize their full potential. These include diaphragmatic pacing, sexual dysfunction clinic, assistive technology center, therapeutic recreation, vocational rehabilitation, wheelchair and seating center and introduction and access to the Wirtz Sports Program where patients are able to participate in a wide variety of adaptive sports programs after discharge from RIC.

Since spinal cord injury affects the whole family, the RIC team provides support to everyone involved. Families are encouraged to participate in therapy and support groups. In addition, caregivers may participate in support groups, hands-on education for care at home and access to the LIFE Center, RIC's interactive library. RIC also helps connect patients and family members with resources in the local community for ongoing care, support and services.

In addition, RIC also offers its unique *Second Look Program* as a recheck for people who have sustained a spinal cord injury in the past. In this program, patients receive a comprehensive medical and rehabilitation review to ensure patients are receiving the latest and most advanced treatment and participating in appropriate research trials.

Pediatrics

RIC treats children of all ages, from birth through adolescence, and with any kind of disability. RIC treats over 200 pediatric inpatient rehabilitation patients each year, more than any other inpatient rehabilitation provider in Illinois.

The causes of pediatric disabilities vary and the best treatments are difficult to determine, requiring an experienced and highly-trained team of experts to care for the entire child. RIC's care team includes physicians, many of whom have dual specialties in both pediatrics and physical medicine and rehabilitation, as well as our physical therapists, occupational therapists, speech-language pathologists and nurses who work extensively with children and adolescents. Understanding the importance of social, emotional and developmental issues, the RIC team also includes a child psychologist, social worker and child life specialist.

During treatment, therapists use developmentally appropriate games, activities, sports and adaptive equipment to strengthen muscles, increase range of motion, and improve coordination, memory, attention span and daily living skills. RIC researchers are working on the newest developments in pediatric rehabilitation, giving patients early access to groundbreaking advances in treatment.

RIC's specialized programs are also geared toward children, including assistive technology, prosthetics and orthotics, and wheelchair seating and positioning. RIC is one of the few providers in country to offer robot-assisted walking therapy through the Pediatric Lokomat®.

Finally, family participation is essential to success, particularly for pediatric population. Family members provide vital insights to help develop an effective treatment plan and continue progress outside of the hospital. Parents and caregivers are involved in the decision-making and communications for each patient. In addition, family member education is designed to ensure patients are appropriately cared for after discharge from RIC.

Musculoskeletal Conditions

Tens of millions of people suffer from musculoskeletal conditions in the US. From low back pain, arthritis, sports and spine injuries, and chronic pain patients treated on an outpatient basis to

fractures and joint replacements treated on an inpatient basis, musculoskeletal conditions are among the fastest growing ailments. The aging population is contributing to the growth of conditions, while new technologies and pharmaceuticals are available to treat conditions safely and effectively.

RIC treats all patients with musculoskeletal conditions, the majority of which are treated on an outpatient-basis. However, RIC has a large population of inpatients, over 400 each year, which include multiple joint replacements, fractures and patients with severe arthritis and associated co-morbid conditions requiring an inpatient hospitalization.

RIC's multi-disciplinary team is again utilized to treat patients and assist them in managing the deteriorating effects of many chronic and arthritic conditions. Physiatrists work closely with rheumatologists, nurses and physical and occupational therapists who specialize in joint and muscle conditions. RIC's services are focused on returning patients to daily activities and take advantage of RIC's resources including aquatic therapy, prosthetics and orthotics, assistive technologies and various support groups. RIC research includes investigating the effects of pharmacologic agents and exercise protocols on patient recovery.

Cancer

RIC has treated cancer patients for over twenty years, but only in the past few years has the field of oncology realized the benefits of inpatient rehabilitation on patients' recovery and quality of life. As a result, while cancer has not traditionally been considered an inpatient rehabilitation condition, the number of cancer patients at RIC has been steadily increasing. Integrated with the Robert H. Lurie Comprehensive Cancer Center at Northwestern University, RIC's cancer program treats patients after treatment at the Lurie Cancer Center.

While medicine is making great strides in the fight against cancer, patients often experience debilitating fatigue, pain, joint stiffness, weakness, emotional strain and limited mobility. Other problems may include swallowing difficulty, poor nutrition, skin breakdown, bowel and bladder dysfunction, and lymphedema - a swelling condition.

RIC's Cancer Rehabilitation Program meets the challenges facing modern cancer fighters and survivors by coordinating physical medicine and rehabilitation interventions with acute oncologic care. By working collaboratively with the Lurie Cancer Center (and other cancer centers, including MD Anderson), RIC's programs ensures the continuity of care for patients and support for families. This innovative approach delivers rehabilitation during and after cancer treatment on either an inpatient or outpatient basis, depending on the patients' needs. The program is one of only a few in the country to work with patients during cancer treatment, coordinating rehabilitation around chemotherapy cycles, radiation treatments and surgery. All of RIC's care is grounded in the most current scientific and clinical evidence. In addition, RIC continues to be engaged in clinical studies on cancer rehabilitation and provides access to the latest advances to restore patient ability.

A discussion of our specialized programs would be incomplete without reference to the patients who have used these therapies and whose lives have improved as a result. We have attached, at the end of this attachment, a few of those patients' stories. They include:

- Regena Guinhawa, who was unable to control her shaking and came to RIC after tremors effectively ruined her ability to enjoy life. Assisted by RIC's clinical team, Ms. Guinhawa's Parkinson's disease was aggressively treated and she was able to see progress immediately.
- Private First Class Thomas Young, who came to RIC after being hit by a bullet as part of a mission in Baghdad. After intensive physical, speech and occupational therapy, Young was able to return to his hometown to live.

Senior Airman Justin Iverson received therapies when his parachute failed to open and he fell 60 to 100 feet to the ground. At RIC, he regained his memory and cognitive skills.

- Glen Lehman, retired U.S. Army sergeant, who lost his arm in Iraq, received RIC's Targeted Muscle Reinnervation procedure which allows amputees to control motorized prosthetic arms with their own neural impulses or thoughts.

U.S. Army Sergeant Eric Edmonson, suffered a traumatic brain injury when his convoy was struck by a improvised explosive device. RIC fitted him with an electric Dynavox device, which allows him to communicate.

- Natalie Davis, 11, received muscle-lengthening surgery followed by extended rehabilitation at RIC to manage the effects of cerebral palsy.

RIC is committed to these individuals and the many others who are not identified here, as the hospital plans for the future and its role in therapy and care as its patients focus on their ability..

4. Cite the sources of the information provided as documentation.

RIC uses various data sources for planning purposes. Thompson Reuters aggregates data from the US Census through the Nielsen Company (Claritas) and provides population demographic data by city, state and zip code. The Illinois Hospital Association's CompData product aggregates patient-level data for all acute care hospitals in Illinois. The number of strokes in the United States was provided by the National Center for Health Statistics and National Heart, Lung, and Blood Institute.

5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.

As noted previously, RIC is known throughout the world as not only a provider of high quality care but a leader and innovator in research in the field of rehabilitation. RIC provides care for patients with various conditions, including stroke, brain injury, spinal cord injury, and multiple

orthopedic problems such as back pain and arthritis. RIC's model of care is designed to bring together the latest research and science to address a patient's problem, and to develop clinical protocols to meet each patient's needs. RIC's new Research Facility will enable the clinical and research team to integrate services around the patient in a way not found anywhere else in the market. Specifically, the improvements in physical layout, all private rooms, advanced technology and innovative therapy space with embedded research will allow the care team to provide a superior service and help patients achieve their maximum abilities.

The RIC care team members are at the core of RIC's services. The care team is led by a physiatrist, a physician specializing in physical medicine & rehabilitation. RIC physiatrists are recognized leaders in the field of rehabilitation. They provide expert care to manage each patient's condition, help avoid complications that could impede progress, map out strategies to maximize recovery and help avoid a recurrence of a disabling condition. (See attached articles.)

Joining the physiatrist is a team of research and clinical experts including physical and occupational therapists and speech language pathologists who work with patients individually and as a team to help address the unique effects of a disabling condition. Whether the goal is (1) to help build strength and balance for better mobility; (2) regain the skills of everyday activities, enhance memory, understanding and communication; or (3) recover the ability to speak and swallow, the team identifies the latest evidence-based practice to help patients regain their independence and return to their communities.

In RIC's model of care, the research team also plays a critical part in the patient recovery. By maintaining current knowledge on the latest diagnostic and therapeutic advances, the research team informs the clinical team regarding the most appropriate treatment for each patient's individual needs. In return, the research team learns first-hand the challenges and complexities of patients which helps drive the research agenda to create more practical patient solutions.

Other professionals on a team include rehabilitation nurses, who assist in medical management of patients, as well as specialists in assistive technology, prosthetics and orthotics, wheelchair positioning, spasticity, therapeutic recreation and vocational rehabilitation. These team members all provide services that address specific needs of each patient.

In addition to care providers, RIC utilizes the latest technology and research protocols to enhance clinical care. One of RIC's unique offerings is the Lokomat®, a robot-assisted walking therapy that helps patients regain their ability to walk after a stroke, brain injury or spinal cord injury. Commercialized and sold by Hocoma, a Swiss-based medical technology company, the Lokomat® is only found in select rehabilitation centers around the country. However, RIC is the only provider to have four Lokomats®, two used for research and two dedicated to clinical care. In addition, RIC was one of the first providers to acquire a pediatric adaptor for Lokomat® and as a result is now one of the few providers in the country to offer pediatric robot-assisted walking therapy for kids as young as four years old.

RIC has also developed technologies that are used for advanced clinical care. Created by RIC clinicians and tested at RIC, the Armeo® is an arm therapy device which uses gaming technology to improve arm movement and grip strength in patients with stroke and other

neurological conditions. Also manufactured by Hocoma, the Armeo® is now commercially available but only found in the Midwest at RIC.

RIC has a major role in the transformation of research related to bionic limbs. Numerous articles chronicle the amazing progress being made by RIC patients who use bionics to regain abilities. (See attached articles.) Although it has partnered with many, one of RIC's major funders related to this research is the Department of Defense. In fact, since 2006, RIC has received over \$18 Million in grants for this innovative research. Numerous articles chronicle the amazing progress being made toward patients having the ability through bionics to regain their ability. Certain articles are attached hereto and incorporated by reference related to the Bionic Program. (See attached articles.)

In addition to research and technological innovation supporting the military, RIC has also sought to embrace all aspects of care relating to soldiers who have been wounded. These patients and their families require specialized case management to support patients, families and their related parties including foreign governments, embassies, insurance carriers, case management companies, and military treatment facilities-both the U.S. Department of Defense and Veteran's Administration. RIC serves these patient populations throughout its System of Care (inpatient, outpatient and day rehabilitation), predominantly at the flagship hospital campus.

RIC's international patients also require care that takes into account the complexities of their personal and clinical condition. Global patients often require multiple services throughout the RIC care continuum, as they are typically very complex patients seeking the unique services that only RIC has to offer, such as bionic medicine or research-based protocols for ambulation following SCI, Stroke or for children with Cerebral Palsy. The RIC Center for Global Patient Services was established September, 2011 to support continued growth in these market segments as well as a growing national and international presence. Global Patient Services consist of dedicated specialized case managers, interpreters, referral liaisons, administrative staff, and leadership.

RIC's international reach positions it to provide assistance in times of crisis. For example, following the 2010 earthquake in Haiti, Suy Bazelais, who had spent twelve days on his back in a makeshift field clinic, came to RIC. Mr. Bazelais's spine had been crushed and he was paralyzed from the waist down. In July, after six months at RIC, he went home to Haiti and walked through the streets. While at RIC, he received specialized physical therapy and occupational therapy. RIC provided all care free of charge.

6. Provide goals with quantified and measurable objectives, with specific timeframes that are related to achieving the stated goals as appropriate.

RIC is leading the healthcare revolution in physical rehabilitation medicine. The time has come to build a new RIC to capitalize on these new treatments and scientific opportunities so that this new facility can radically transform the quality of life for patients today and for many generations to come. Rehabilitation patients do not want RIC to focus on what they can do. They want to focus on what they *cannot do*, and they want RIC to make those things possible.

Twenty-first century biomedical science has opened miraculous doors to knowledge and understanding that were unimagined just a few years ago. Extraordinary possibilities of more rapid scientific progress are waiting to be seized and realized. As bold and innovative as it was in its time, RIC's vision cannot be achieved in a building that was designed and constructed in the early seventies of the last century.

RIC envisions a new flagship facility in which research and patient care will not just coexist but in which these core activities will be fully integrated into the environment, surrounding every patient. In this facility like no other in the world, RIC will achieve scientific advancements and turn those advancements into new treatments for patients on a faster, more productive basis than ever.

The core of the RIC mission is patient care—and the primary goal of the new facility is to improve access to more patients in need of RIC services. As noted earlier, RIC is currently not able to provide services for all the patients seeking admission, due to RIC's capacity constraints. Specifically, RIC has been operating above 90% occupancy and yet continues to limit access to patients. The following table illustrates the number of patients who sought care at RIC but were not admitted due to limitation in capacity.

Limited Access due to RIC Capacity Constraints

| | Calendar Year 2010 | Calendar Year 2011 (Thru October) |
|---------------------------|--------------------|--------------------------------------|
| Patients Lost | 882 | 596 |
| Patient Days ¹ | 16,949 | 12,582 |
| Average Daily Census | 46.4 | 41.3 |

¹Patient days for CY 2010 based on actual average length of stay of 19.2 days for types of patients lost. CY 2011 based on 21.1 average length of stay, which is RIC's overall average for all patients.

The new facility will provide additional beds and all private room configuration to enable greater capacity to serve more patients. The table below shows the projected patient admissions and average daily census goals for opening in 2016 and in 2018- two years after opening.

RIC Patient Volume Goals New Facility Opening and Operating Targets

| Patient Volume Goals | 2016 | 2018 |
|----------------------|-------|-------|
| Inpatient Admissions | 3,896 | 4,298 |
| Number of Beds | 272 | 272 |
| Average Daily Census | 215.9 | 236.8 |
| %Occupancy | 79% | 87% |

Brief Descriptions of Planning, Design and Construction Team Members

Architect Design Firms: HDR and Gensler

HDR has been ranked among the top 4 healthcare design firms in the national by *Modern Healthcare* magazine's annual Design and Construction Survey every year since the survey was established in 1978 and has been ranked the No. 1 firm for the last seven years in a row. Headquartered in Omaha, Nebraska, HDR is a full-service professional practice staffed with architects, engineers, planners, consultants, interior designers and medical equipment planners.

HDR's Chicago office was established in 1996 and continues to serve as a hub for healthcare clients across the country. With more than 7,800 professionals in over 185 offices, HDR is also ranked the world's No 1 healthcare design firm by the World Architecture 100 Survey.

Gensler was founded in 1965 as an architecture, design, planning and consulting firm. Gensler employs more than 2,500 architectural professionals in 35 locations across the world, including the Chicago office -located in the Chicago loop. Gensler is a multiple winner of the prestigious Business Week Design Award, which recognized innovative design solutions. The American Institute of Architects named Gensler Firm of the Year, its highest award to a collaborative practice. *Building Design + Construction* named Gensler No. 1 on the top 300 list of architecture giants and Interior Design magazine has named Gensler the largest interior architecture firm in the US for more than two consecutive decades.

Together, the HDRjGensler team brings a diverse portfolio of work, with a combined emphasis on designing facilities in the healthcare, urban and community, science and technology, civic, mixed-use and commercial markets. The following list of clients is representative of the combined HDRjGensler's experience with local and other leading institutions:

- Advocate Christ Medical Center (Chicago)
- 13lock 37 (Chicago)
- Jolm H. Stroger Hospital (Chicago)
- Fourth Presbyterian Church (Chicago)
- Cleveland Clinic (UAE)
- Parkland Hospital (Texas)
- Shanghai Tower (China)
- MD Anderson Cmcer Center (Texas)

HDRIGensler has demonstrated the creativity, teamwork, and commitment to building an efficient and functional facility for RIC.

Owner's Representative: The Rise Group

The Rise Group is an international program management, technical services and strategy consulting company whose work with clients to deliver capital improvement projects and major infrastructure programs. Rise uses leadership, industry knowledge, process expertise and customized control systems to deliver solutions to tough challenges. As the clients' advocate and

Brief Descriptions of Planning, Design and Construction Team Members

representative, RISE delivers across a spectrum of projects and provides results that add value to project and our clients' underlying business plans.

Headquartered in Chicago and Anchorage, Rise is leading programs across North America and internationally. Rise has been ranked one of the nation's Top 40 Program Managers by *Engineering News-Record* for six consecutive years.

Construction Manager: Power Construction

Founded in 1926 in Chicago, Power Construction is an 85-year old management-owned commercial construction company with a unique business model. Power has focused its geographic reach to just the greater Chicago area, which enables its senior leaders to provide hands-on leadership for each project day-to-day. With more than \$500 million in revenue each year, Power is the largest builder that works exclusively in this region.

Power has chosen to concentrate on serving just five client types that tend to have the more complex kinds of projects. These are healthcare, education, corporate, developer, mixed-use, and hospitality.

Power's list of local clients is impressive and represents a deep level knowledge of the local market to ensure cost-effective and creative solutions for clients. Select clients include:

- Children's Memorial Hospital
- Rush University Medical Center
- Northwestern Memorial Hospital
- Advocate Health and Hospitals Corp.
- NorthShore University HealthSystems
- Resurrection Healthcare Corp.
- Centegra Health System
- Ingalls Health System

Brief Descriptions of Planning, Design and Construction Team MembersSpace Programming Consultant: Kurt Salmon Associates (KSA)

Kurt Salmon Associates (KSA) is a global management consultancy of more than 1,600 consultants in 15 countries across five continents. KSA's healthcare group is the most well-respected in the industry when it comes to developing cutting-edge, operationally efficient facilities.

KSA has worked with many of the largest and most successful hospitals in the country, including local providers Northwestern Memorial Hospital and Children's Memorial Hospital, Rush University Medical Center and University of Chicago.

Kurt Salmon's well-defined methodology involves clinical staff input coupled with their industry benchmark data. For RIC, KSA performed early operational modeling and space flow analysis, including analysis of benchmarks for patient room sizes.

Clinical Care Design Consultant: IDEO

IDEO is an award-winning global design firm that takes a human-centered, design-based approach to helping organizations in the public and private sectors innovate and grow. IDEO has become widely recognized as the leader in innovate design, including its perennial recognition on *Fast Company's* list of the Top 25 Most Innovative Companies. IDEO is credited as the designer of the first Apple mouse, and countless design innovations for famous brands worldwide.

IDEO professional staff identifies new ways to serve and support people by uncovering latent needs, behaviors, and desires. The process has helped numerous new and established companies build brands and design the products, services, spaces, and interactive experiences that bring ideas to life.

IDEO has received accolades from every sector, including being ranked as one of the most innovative companies in the world by Boston Consulting Group (*BusinessWeek*) and being awarded the Smithsonian Cooper-Hewitt National Design Museum's National Design Award for Product Design.

CRAIN'S

CHICAGO BUSINESS.

OCTOBER 2011

From science fiction to fact: Rehabilitation Institute's Todd Kuiken develops computerized limbs for amputees

By Howard Wolinsky

On television's "The Six Million Dollar Man," astronaut Steve Austin was rebuilt as a bionic man after losing his legs and right arm in a crash landing. Todd Kuiken, who was captivated by the program as a teenager in Idaho in the 1970s, is coming closer to constructing his own mechanically enhanced humans.

Dr. Kuiken, director of the Rehabilitation Institute of Chicago's Center for Bionic Medicine and Amputee Services, and his colleagues at Northwestern Memorial Hospital and elsewhere have equipped more than 50 people with computerized arms that are controlled by their nerve impulses. Now he's experimenting with brain-powered legs, under a project funded by the U.S. Army.

"We can do better with legs than arms because their job is simpler. Basically, you need something to stand on as you walk. Captain Hook was able to walk around on what essentially was a stick," Dr. Kuiken says. "We're going to make something much better than a stick."

His prosthetic arms aren't as lifelike or superhuman as the appendages in the TV series, but at about \$100,000 they cost a fraction as much. They also are much easier to operate than conventional strap-and-cable artificial arms, which have changed little from models used in the Civil War.

"Most above-elbow amputees don't wear a prosthesis at all because they're just not good enough," Dr. Kuiken says. "The

state of the art in upper-limb prosthetics was really pretty poor. I felt we could do better."

The breakthrough came after Dr. Kuiken, 51, ran across a scientific paper suggesting that nerves in amputees' stumps could be transferred to other muscles where impulses could be amplified enough to signal external semiconductors. That would allow patients with upper-arm amputations to control a computerized prosthesis, for basic movements such as bending at the elbow to fine-motor hand motions. He began experimenting on lab rats while pursuing dual doctoral degrees in medicine and biomedical engineering at Northwestern University in the late 1980s.

In 2002, he was ready to test the device on a person: Jesse Sullivan, a utility employee from Dayton, Tenn., who had lost both arms the year before after he accidentally touched a high-voltage power line. Dr. Kuiken's surgical colleague at Northwestern Memorial Hospital, Greg Dumanian, relocated four nerves from Mr. Sullivan's stump to his chest muscle, aiming to control his left arm. They then attached a custom-made bionic arm.

After six months of healing, Mr. Sullivan returned to the Rehab Institute for an exam. «we hooked him up and had the hand sitting on the table, and he thought, 'Close hand and the hand closed,' Dr. Kuiken recalls.



Mr. Sullivan now can dress and feed himself, shave; do household chores and work in his garden. More surprising, in experiments using sensors in his prosthetic left hand, he can «feel" what he picks up as if he were using his own hand.

Col. Paul Pasquina, director of the Center for Rehabilitation Sciences Research at Uniformed Services University of the Health Sciences in Bethesda, Md., says Dr. Kuiken has changed the world for upper-arm amputees, many of them injured during military service. "His research in the area of improving human performance by developing novel interface strategies for individuals to better control a prosthesis are revolutionary," he says.

NATIONALGEOGRAPHIC.COM/MAGAZINE | JANUARY 2010

NATIONAL GEOGRAPHIC

Merging Man and Machine

THE BIONIC AGE

Sublime Scottish Islands

FRANKING IN WILDLIFE

CHINA'S SPIRIT WORSHIP

CELEBRATE THE GOSPEL STARDOM

TOUGH LOVE IN SINGAPORE

NATIONAL GEOGRAPHIC

bi on-ics

Etymology: from bi (as in "life") + onics (as in "electronics"); the study of mechanical systems that function like living organisms or parts of living organisms

By Josh Fischman; Photography by Mark Thiessen

Amanda Kitts is mobbed by four- and five-year-olds as she enters the classroom at the Kiddie Kottage Learning Center near Knoxville, Tennessee. "Hey kids, how're my babies today?" she says, patting shoulders and ruffling hair. Slender and energetic, she has operated this day-care center and two others for almost 20 years. She crouches down to talk to a small girl, putting her hands on her knees.

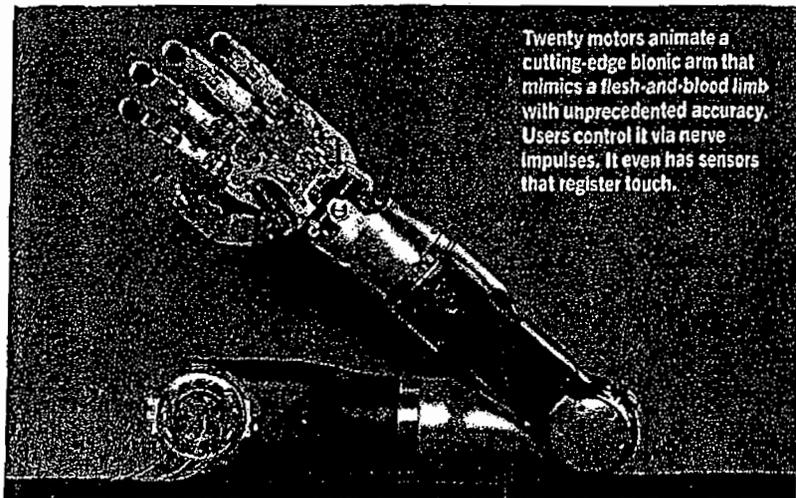
"The robot arm!" several kids cry.

"You remember this, huh?" says Kitts, holding out her left arm. She turns her hand palm up. There is a soft whirring sound. If you weren't paying close attention, you'd miss it. She bends her elbow, accompanied by more whirring.

"Make it do somethingsilly!" one girl says.

"Silly? Remember how I can shake your hand?" Kitts says, extending her arm and rotating her wrist. A boy reaches out, hesitantly, to touch her fingers. What he brushes against is flesh-colored plastic, fingers curved slightly inward. Underneath are three motors, a metal frame, and a network of sophisticated electronics. The assembly is topped by a white plastic cup midway up Kitts's biceps, encircling a stump that is almost all that remains from the arm she lost in a car accident in 2006.

Almost all, but not quite. Within her brain, below the level of consciousness,



Twenty motors animate a cutting-edge bionic arm that mimics a flesh-and-blood limb with unprecedented accuracy. Users control it via nerve impulses. It even has sensors that register touch.

lives an intact image of that arm, a phantom. When Kitts thinks about flexing her elbow, the phantom moves. Impulses racing down from her brain are picked up by electrode sensors in the white cup and converted into signals that turn motors, and the artificial elbow bends.

"I don't really think about it. I just move it," says the 40-year-old, who uses both this standard model and a more experimental arm with even more control. "After my accident I felt lost, and I didn't understand why God would do such a terrible thing to me. These days I'm just excited all the time, because they keep on improving the arm. One day I'll be able to feel things with it and clap my hands

together in time to the songs my kids are singing."

Kitts is living proof that, even though the flesh and bone may be damaged or gone, the nerves and parts of the brain that once controlled it live on. In many patients, they sit there waiting to communicate—dangling telephone wires, severed from a handset. With microscopic electrodes and surgical wizardry, doctors have begun to connect these parts in other patients to devices such as cameras and microphones and motors. As a result, the blind can see, the deaf can hear, and Amanda Kitts can fold her shirts.

Kitts is one of "tomorrow's people," a group whose missing or ruined body



parts are being replaced by devices embedded in their nervous systems that respond to commands from their brains. The machines they use are called neural prostheses or—as scientists have become more comfortable with a term made popular by science fiction writers—bionics. Eric Scllremp, who has been a quadriplegic since he shattered his neck during a swimming pool dive in 1992, now has an electronic device under his skin that lets him move his fingers to grip a fork. To Ann Lewis, a blind woman, can see the shapes of trees with the help of a tiny camera that communicates with her optic nerve. And Tammy Kenny can speak to her 18-month-old son, Aiden, and he can reply, because the boy, born deaf, has 22 electrodes inside his ear that change sounds picked up by a microphone into signals his auditory nerve can understand.

The work is extremely delicate, a series of trials filled with many errors. As scientists have learned that it's possible to link machine and mind, they have also

Doctors and lab personnel attach sensors to tiny ink dots on Kitts's residual arm in order to measure how her muscles respond to her attempts to control them. Unlike the simpler task of fitting the prosthesis, which has *only* a handful of sensors, this setup can take hours.

learned how difficult it is to maintain that connection. If the cup atop Kitts's arm shifts just slightly, for instance, she might not be able to close her fingers. Still, bionics represents a big leap forward, enabling researchers to give people back much more of what they've lost than was ever possible before.

"That's really what this work is about: restoration," says Joseph Pancrazio, program director for neural engineering at the National Institute of Neurological Disorders and Stroke. "When a person with a spinal-cord injury can be in a restaurant, feeding himself, and no one else notices, that is my definition of success."

A history of body-restoration attempts, in the form of man-made hands and legs and feet, lines the shelves in Robert Lipschutz's office at the Rehabilitation Institute of Chicago (RIC). "The basic

technology of prosthetic arms hasn't changed much in the last hundred years," he says. "Materials are different, so we use plastic instead of leather, but the basic idea has been the same: hooks and hinges moved by cables or motors, controlled by levers. A lot of amputees coming back from Iraq get devices like these. Here, try this on," Lipschutz drags a plastic shell off one of his shelves.

It turns out to be a left shoulder and arm. The shoulder part is a kind of breastplate, secured across the chest by a harness. The arm, hinged at the shoulder and elbow, ends in a metal pincer. To extend the arm, you twist your head to the left and press a lever with your chin, and use a little body English to swing the limb out.

It is as awkward as it sounds. And heavy. After 20 minutes your neck hurts from the odd posture and the effort of pressing

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bi-on-ics (CONTINUED)

the levers. Many amputees end up putting such arms aside.

"It's hard for me to give people these devices sometimes," Lipschutz says, "because we just don't know if they will really help." What could help more, he and others at RIC think, is the kind of prosthesis Amanda Kitts has volunteered to test—one controlled by the brain, not by body parts that normally have nothing to do with moving the hand. A technique called targeted muscle reinnervation uses nerves remaining after an amputation to control an artificial limb. It was first tried in a patient in 2002. Four years later Tommy Kitts, Amanda's husband, read about it on the Internet as his wife lay in a hospital bed after her accident. The truck that had crushed her car had also crushed her arm, from just above the elbow down.

"I was angry, sad, depressed. I just couldn't accept it," she says. But what Tommy told her about the Chicago arm sounded hopeful. "It seemed like the best option out there, a lot better than motors and switches," Tommy says. "Amanda actually got excited about it." Soon they were on a plane to Illinois.

Todd Kuiken, a physician and biomedical engineer at RIC, was the person responsible for what the institute had begun calling the "bionic arm." He knew that nerves in an amputee's stump could still carry signals from the brain. And he knew that a computer in a prosthesis could direct electric motors to move the limb. The problem was making the connection. Nerves conduct electricity, but they can't be spliced together with



a computer cable. (Nerve fibers and metal wires don't get along well. And an open wound where a wire enters the body would be a dangerous avenue for infections.)

Kuiken needed an amplifier to boost the signals from the nerves, avoiding the need for a direct splice. He found one in muscles. When muscles contract, they give off an electrical burst strong enough to be detected by an electrode placed on the skin. He developed a technique to reroute severed nerves from their old, damaged spots to other muscles that could give their signals the proper boost.

In October 2006 Kuiken set about rewiring Amanda Kitts. The first step was to salvage major nerves that once went all the way down her arm. "These are the same nerves that work the arm and hand, but we had to create four different muscle areas to lead them to," Kuiken says. The nerves started in Kitts's brain, in the motor cortex, which holds a rough map of the body, but they stopped at the end of her stump—the disconnected telephone wires. In an intricate operation, a surgeon

Kitts imagines a hand movement, and muscle activity in her residual arm—decoded by a computer on her back—causes the actual motion. When she straps on the experimental Johns Hopkins-developed arm at the Rehabilitation Institute of Chicago, she says, "often it feels like I'm not missing anything."

rerouted those nerves to different regions of Kitts's upper-arm muscles. For months the nerves grew, millimeter by millimeter, moving deeper into their new homes.

"At three months I started feeling little tingles and twitches," says Kitts. "By four months I could actually feel different parts of my hand when I touched my upper arm. I could touch it in different places and feel different fingers." What she was feeling were parts of the phantom arm that were mapped into her brain, now reconnected to flesh. When Kitts thought about moving those phantom fingers, her real upper-arm muscles contracted.

A month later she was fitted with her first bionic arm, which had electrodes in the cup around the stump to pick up the signals from the muscles. Now the challenge was to convert those signals into commands to move the elbow and hand. A storm of electrical noise was coming from the small region on Kitts's arm. Somewhere in there was the signal that meant "straighten the elbow" or "turn the wrist." A microprocessor housed

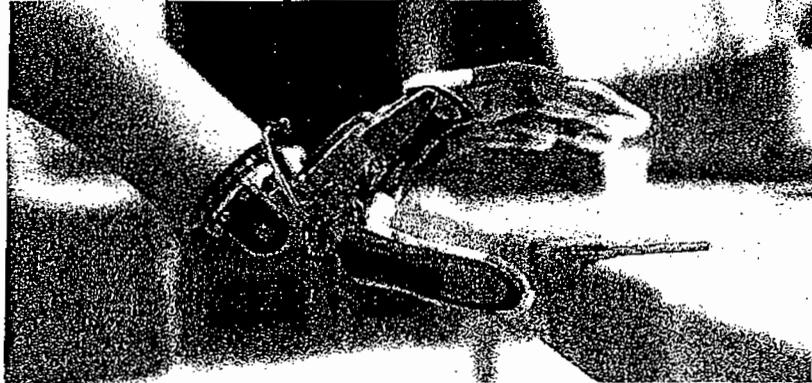
in the prosthesis had to be programmed to fish out the right signal and send it to the right motor.

Finding these signals has been possible because of Kitts's phantom arm. In a lab at the RIC Blair Lock, a research engineer, fine-tunes the programming. He has Kitts slide off the artificial arm so that he can cover her stump with electrodes. She stands in front of a large flat-panel TV screen that displays a disembodied, flesh-colored arm floating in blue space—a visualization of her phantom. Lock's electrodes pick up commands from Kitts's brain radiating down to her stump, and the virtual arm moves.

In a hushed voice, so as not to break her concentration, Lock asks Kitts to turn her hand, palm in. On-screen, the hand turns, palm in. "Now extend *your* wrist, palm up," he says. The screen hand moves. "Is that better than last time?" she asks. "011 yeah. Strong signals," Kitts laughs. Now Lock asks her to line up her thumb alongside her fingers. The screen hand obliges. Kitts opens her eyes wide. "Wow. I didn't even know I could do that!"

Once the muscle signals associated with a particular movement are identified, the computer in the arm is programmed to look for them and respond by activating the correct motor.

Kitts practiced using her arm one floor below Kuiken's office in an apartment set up by occupational therapists with everything a newly equipped amputee might ordinarily use. It has a kitchen with a stove, silverware in a drawer, a bed, a closet with hangers, a bathroom,



The Proto 1 arm developed by the Johns Hopkins University Applied Physics Laboratory gives amputee Amanda Kitts enough fine motor control that she can pick up very small objects, like a key resting on the edge of a table.

stairs—things people use every day without a second thought but that pose huge obstacles to someone missing a limb. Watching Kitts make a peanut butter sandwich in the kitchen is a startling experience. With her sleeve rolled back to reveal the plastic cup; her motion is fluid. Her live arm holds a slice of bread, her artificial fingers close on a knife, the elbow flexes, and she swipes peanut butter back and forth.

"It wasn't easy at first," she says. "I would try to move it, and it wouldn't always go where I wanted." But she worked at it, and the more she used the arm, the more lifelike the motions felt. What Kitts would really like now is sensation. That would be a big help in many actions, including one of her favorites—gulping coffee.

"The problem with a paper coffee cup is that my hand will close until it gets a solid grip. But with a paper cup you never get

a solid grip," she says. "That happened at Starbucks once. It kept squeezing until the cup went 'pop.'"

There's a good chance she'll get that sensation, says Kuiken, again thanks to her phantom. In partnership with bioengineers at the Johns Hopkins University Applied Physics Laboratory, RIC has been developing a new prototype for Kitts and other patients that not only has more flexibility—more motors and joints—but also has pressure-sensing pads on the fingertips. The pads are connected to small, pistonlike rods that poke into Kitts's stump. The harder the pressure, the stronger the sensation in her phantom fingers.

"I can feel how hard I'm grabbing," she says. She can also tell the difference between rubbing something rough, like sandpaper, and smooth, like glass, by how fast the rods vibrate. "I go up to Chicago

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bi-on-ics (CONTINUED)

to experiment with it, and I love it," she says. "I want them to give it to me already so I can take it home. But it's a lot more complicated than my take-home arm, so they don't have it completely reliable yet."

Eric Schremp, unlike Kitts, doesn't need artificial hands. He just needs his natural ones to work. They haven't done that on their own since Schremp broke his neck in 1992, leaving him a quadriplegic. Now, however, the 40-year-old Ohio man can grip a knife or a fork.

He can do this because of an implanted device developed by Hunter Peckham, a bionical engineer at Case Western Reserve University in Cleveland. "Our goal is to restore hand grasping," Peckham says. "Hand use is key to independence."

Schremp's finger muscles and the nerves that control them still exist, but the signals from his brain have been cut off at the neck. Peckham's team ran eight microm-thin electrodes from Schremp's chest under the skin of his right arm, ending at the finger muscles. When a muscle in his chest twitches, it triggers a signal that's sent via a radio transmitter to a small computer hanging from his wheelchair. The computer interprets the signal and radios it back to a receiver implanted in his chest, where the signal is sent by wires down Schremp's arm to his hand. There the signal tells his finger muscles to close in a grip—all within a microsecond.

"I can grab a fork and feed myself," Schremp says. "That means a lot."

About 250 people have been treated with this technique, which is still experimental. But another bionic device has shown that the marriage of mind and machine can be both powerful and enduring, having been implanted in nearly 200,000 people around the world during the past 30 years. That device is the cochlear implant, and Aiden Kenny is among the latest recipients. Tammy Kenny, his mother, remembers when, a year ago, she learned that her baby was beyond the help of hearing aids.

"I would just hold him in my arms and cry," she says, "knowing he couldn't hear me. How would he ever get to know me? One time, my husband banged pots together, hoping for a response." Aiden never heard the noise.

He hears banging pots now. In February 2009 surgeons at Johns Hopkins Hospital snaked thin lines with 22 electrodes into each cochlea, the part of the inner ear that normally detects sound vibrations. In Aiden, a microphone picks up sounds and

sends signals to the electrodes, which pass them directly to the nerves.

"The day they turned on the implant, a month after surgery, we noticed he responded to sound," Tammy Kenny says. "He turned at the sound of my voice. That was amazing." Today, she says, with intensive therapy, he's picking up language, quickly catching up to his hearing peers.

Bionic eyes may soon follow bionic ears. JoAnn Lewis lost her sight years ago to retinitis pigmentosa, a degenerative disease that destroys light-detecting cells in the eyes called rods and cones. Lately, however, she has partially regained her vision as a result of research by Mark Humayun, an ophthalmologist at the University of Southern California and a company called Second Sight.

As is common with this disease, part of an inner layer of her retina had survived. This layer, filled with bipolar and ganglion cells, normally gathers signals from outer rods

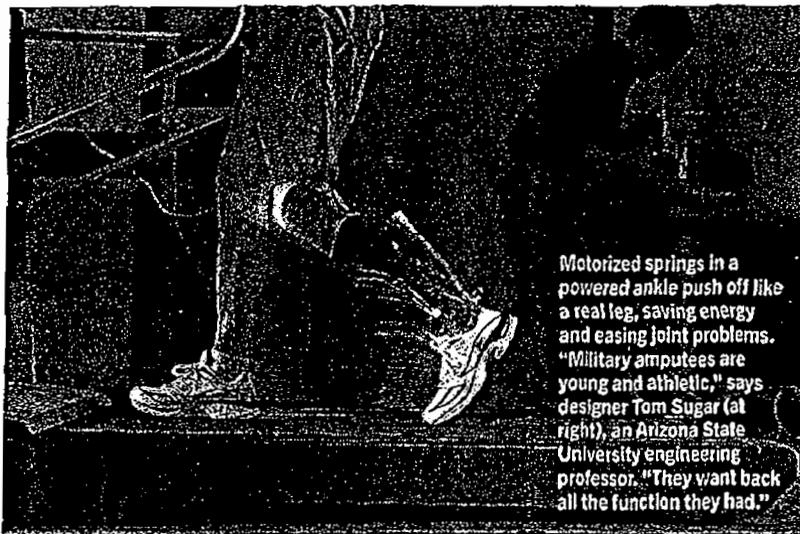


Aiden Kenny got two cochlear implants when he was ten months old. Bypassing parts of his ears that don't work, the implants—visible in an x-ray—carry electronic signals to his auditory nerves. Within months of the surgery, a child who'd grown increasingly quiet spoke the words his hearing parents longed for: Mama and Dada. "You're looking at a real bionic kid," says Johns Hopkins University surgeon John Niparko.

and cones and passes them to fibers that fuse into the optic nerve. No one knew what language the inner retina spoke or how to feed it images it could understand. But in 1992, Humayun began laying, for a short time, a tiny electrode array on the retinas of RP patients undergoing surgery for other reasons.

"We asked them to follow a dot, and they could," he says. "They could see rows, and they could see columns." After another decade of testing, Humayun and his colleagues developed a system they dubbed Argus. (Geek mythology. A giant. Hundreds of eyes.) Patients got a pair of dark glasses with a tiny video camera mounted on them, along with a radio transmitter. Video signals were beamed to a computer worn on a belt, translated to electrical impulse patterns understood by ganglion cells, and then beamed to a receiver resting behind the ear. From there a wire took them inside the eye, to a square array of 16 electrodes gently attached to the retinal surface. The impulses triggered the electrodes. The electrodes triggered the cells. Then the brain did the rest, enabling these first patients to see edges and some coarse shapes.

In the fall of 2006 Humayun, Second Sight, and an international team increased the electrodes in the array to 60. Like a camera with more pixels, the new array produced a sharper image. Lewis, from Rockwall, Texas, was among the first to get one. "Now I'm able to see silhouettes of trees again," she says. "That's one of the last things I remember seeing naturally. Today I can see limbs sticking out this way and that."



Motorized springs in a powered ankle push off like a real leg, saving energy and easing joint problems. "Military amputees are young and athletic," says designer Tom Sugar (at right), an Arizona State University engineering professor. "They want back all the function they had."

Pushing the neural prosthetic concept further, researchers are beginning to use it on the brain itself. Scientists behind a project called BrainGate are attempting to wire the motor cortex of completely immobilized patients directly into a computer so that patients can move remote objects with their minds. So far, test subjects have been able to move a cursor around a computer screen. Researchers are even planning to develop an artificial hippocampus, the part of the brain that stores memories, with the intent of implanting it in people with memory loss.

Not everything will work perfectly. One of the four initial BrainGate patients decided to have the plug removed because it interfered with other medical devices. And JoAnn Lewis says her vision isn't good enough for her to safely cross a

street. Today, however, Kitts has a new, more elastic cup atop her arm that better aligns electrodes with nerves that control the arm.

"It means I can do a lot more with the arm," she says. "A neon sign in Chicago lets me do lots of different hand grasps. I want that. I want to pick up pennies and hammers and toys with my kids." These are reasonable hopes for a replacement part, Kuiken says. "We are giving people tools. They are better than what previously existed. But they are still crude, like a hammer, compared with the complexity of the human body. They can't hold a candle to Mother Nature."

Still, at least the people using the tools can grab the candle. And some can even see it flicker in the dark.



An RIC Story of Ability – Regena Guinhawa

Moving Better, Thinking Clearer, Talking Louder

Regena Guinhawa was used to leading an active life. A native Californian, she loved the beach and headed for the mountains whenever she could. "I loved taking the kids up there, and later, my grandkids," she recalled. "She's always lived her life to the fullest," agreed her son, Russ Byrd.

Regena was 55 years old when she noticed her hands had begun to twitch. "I started shaking a lot, and that got me scared," she said. She was diagnosed with Parkinson's Disease and began taking medication. Initially it helped, but over time, the benefits wore off. "I was delivering Meals on Wheels and I had to stop. I couldn't drive anymore. It made me angry, like I was losing my life.

"After about four years, I was in bad condition. I was down to 100 pounds. My body would freeze. My tremors were getting worse. One time, I didn't stop shaking for six hours and I had to go to the ER," she said. "I never went that long before. I was ready to try anything."

Her son brought her to his home in Chicago. "When she got off the plane, she was in a wheel chair. She couldn't walk at all. She was bent over at a 90-degree angle," he said. "She needed help going to the bathroom. We had to be physically in the shower with her. We needed help, so we made an appointment and brought her to RIC."



Before coming to RIC, Regena Guinhawa experienced uncontrollable shaking and weakness which landed her in the ER.

Treatment Targeted Toward Parkinson's Disease

RIC's Center for Parkinson's Rehabilitation has the nation's largest team of clinicians who are specially trained in treating Parkinson's Disease. Among them was occupational therapist Summer Shepstone. "For people with Parkinson's Disease, a lot of the problem is perception. They think they're moving normally, but they're much slower and stiffer—for instance, they think they're walking normally, but they're taking small, shuffling steps," she said. "To overcome the symptoms, they have to increase their efforts. We cue them to increase their awareness. . . we teach them to cue themselves."

Rehabilitation Institute of Chicago

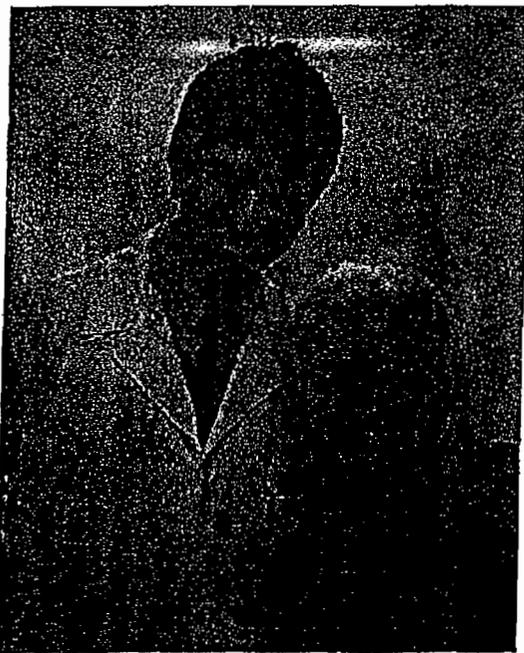
#1 Reliably in America

A Story of Ability

Because fear, anxiety and pain play crippling roles for Parkinson's patients, RIC therapists also teach stretches, progressive relaxation and other techniques that help patients lead more productive lives,

Shepstone was part of the team guided by Dr. Santiago Toledo, medical director of the Center for Parkinson's Rehabilitation. Under their care, Regena quickly improved. "The therapists got me to lay on my back straight out. It was the first time I'd done that in years," she said. "They taught me how to work through a lot of things."

Her son saw the progress immediately. "We were so excited. She came here and stopped shaking," her son said. "Within two weeks of inpatient treatment, she could put on her own shoes now, her own clothing. She was able to start putting makeup on again, and obviously that lifted her huge."



Making an Appointment
To schedule an appointment,
or make a referral, call RIC
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Visit Us Online www.ric.org



Cutting-Edge Research Trials

Regena even took part in a cutting-edge research trial at RIC. Researchers are harnessing the sensor tracking technology in smart phones to help track movements of patients with Parkinson's Disease. Using mathematical algorithms, they can better assess how patients move as they go through their day-to-day lives outside a doctor's office, even tracking a patient's progress over time. "

These modern mobile phones have very good movement sensors built in," said Konrad Kording, PhD, director of RIC's Economics of Movement Lab. "This technology allows us to monitor how the patients' lives get more active after they've come to RIC."

Regena has begun to live her life pain-free and is making plans for the future. "I'm ready to go to the beach, to see Lake Michigan," she said. "And I'd like to travel to California and see my other grandchildren and my great-grandchildren."

Go to www.ric.org/parkinsons to see a short video on Regena's story.



RIC Military Recovery Programs – Stories of Advancing Ability



Iverson returned to his unit and awaits full active duty

TOMAS YOUNG

Coming Back From Spinal Cord Injury

Private First Class Thomas Young, 25, was riding in a truck, part of a mission in Baghdad, when it was hit by insurgent snipers from above. He was hit with a bullet that went through his collarbone and hit his spinal cord leaving him with a permanent spinal cord injury and paralyzed from the chest down. After he was stabilized at Walter Reed Army Medical Center and returned home, he was cleared to go to RIC. Young participated in physical therapy, speech therapy and occupational therapy 5 days a week regaining strength and the ability to be more independent in his self care.

Young has returned to his hometown and is busy traveling and spending time with his fiancée.



RIC is honored to deliver the nation's **most exceptional rehabilitation care** to our nation's most deserving citizens

JUSTIN IVERSON

Return to Active Duty

Senior Airman Justin Iverson spent his 21st birthday in Baghdad, assigned to a military team recruiting and training local police. After returning home from harm's way, he assumed MP duties in Georgia. But the war left him like so many fellow returning military—a self-described "adren line junky," craving the challenge and excitement of scuba diving, white-water rafting and skydiving. In summer 2010, 22-year-old Iverson was in Florida making his fifth skydiving jump of the day—the 49th of his life—when his parachute canopy collapsed during a turn. He fell between 60 and 100 feet to the ground. The accident left Iverson with multiple traumas and a brain injury.

He was treated at St. Joseph's Hospital in Tampa and James A. Haley Veteran's Hospital. When Iverson's physicians decided he was ready for outpatient care, they agreed that RIC was "the best place he could be. He credits RIC for getting his memory and cognitive skills to "click back" and for strengthening his left-side weakness. (Justin is left handed.)

By March 2011, Iverson had returned to his base, his unit and currently awaits clearance to return to full active duty.

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Rehabilitation Institute of Chicago

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Human Stories of Ability

GLEN LEHMAN

State-of-the-Art Bionic Arms

Glen Lehman, a retired U.S. Army sergeant who lost his arm in Iraq, is one of approximately a dozen service members who have lost limbs to receive RIC's state-of-the-art Targeted Muscle Reinnervation (TMR) procedure, which allows for amputees to control motorized prosthetic arms with their own neural impulses or thoughts.

"It feels great; it feels intuitive. It is a lot better than the other prosthetic I have now," said Lehman, whose forearm and elbow were blown off in a Baghdad grenade attack in 2008.

"The other one is still controlled by muscle impulse, you just flex muscle to make it move. It is not intuitive. This arm is more trained to me, whereas the other arm I had to train to it," he said.

With his Bionic Arm, Lehman can pinch his finger and thumb together, lift his forearm and bend his elbow, and turn his wrist just by thinking about those actions.

RIC continues to develop this technology and has been working to adapt these scientific findings to improve control over lower limb prostheses.



ERIC EDMUNDSON

Coming Back from Traumatic Brain Injury (TBI)

U.S. Army Sergeant Eric Edmundson was severely injured when an improvised explosive device (IED) struck his convoy, resulting in a traumatic brain injury (TBI). Doctors once thought he would remain in a vegetative state for life. However, after months of comprehensive therapy at RIC, Edmundson regained the ability to eat and even enjoyed a piece of cake at RIC on his 26th birthday. Through RIC's advanced technology center, he was fitted with an electric Dynavox device, which allows him to communicate. He even re-learned how to maneuver a fishing pole so he could go fishing again—his favorite pastime—while on a fishing trip with his therapists at Lake Michigan. On June 30, 2007, Edmundson actually walked out the front doors of RIC into the arms of his wife and daughter as he was discharged. His friends and family gathered to celebrate the accomplishments they thought he'd never achieve again.

Today Edmundson and his wife celebrate the birth of their second child. The family continues to enjoy life riding bikes, fishing and hunting and being together.

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Standing Tall, Scoring Goals

Natalie Davis' Cerebral Palsy Patient Story

Natalie Davis, //, is no stranger to therapy. She has had ongoing treatments, medication and medical techniques to manage the effects of cerebral palsy since she was a baby. Today; after a muscle-lengthening surgery in January and extended rehabilitation at the Rehabilitation Institute of Chicago—including cutting-edge robot-assisted walking therapy—she is ready to take on the world...or at least the competitors on the soccer field.

Cerebral palsy (CP) is a neurological condition sometimes resulting in orthopaedic consequences, affecting muscle tone, reflexes, coordination, balance and ability to walk. There are severe to mild cases. Natalie has a more mild form called spastic diplegia CP, characterized by difficulty moving and walking due to tight, stiff muscles (spasticity) in her arms and legs. She has worn leg braces since she was a toddler and uses a walker to help her walk short distances, relying on a wheelchair for longer distances. Her difficulties are purely physical; she communicates well, is a good student and has many friends at Emily G. Johns School in Plano, Ill.

Natalie began receiving physical and occupational therapy through a DeKalb County early intervention program when she was six months old. When she was five, she had a rhizotomy-surgery to reduce spasticity by cutting certain nerve roots as they enter the spinal cord. She also received multiple Botox treatments, a cutting edge treatment for loosening muscles and helping ease spasticity.

Like many adolescents with CP, Natalie began to grow, and when her muscles couldn't keep up with the growth of her bones, she stopped seeing improvements in her mobility. This is common for children with CP during the pre-adolescent growth spurt, because as their bones grow, spastic muscles become tighter and tighter. In Natalie's case, tight hamstrings and a rolled-in ankle caused her to walk with a crouch, risking permanent damage to adjacent joints. "Natalie had started using her wheelchair more and more, which can be hard to deal with for a child that age," says France Malate, her physical therapist at RIC.

As Natalie's ability to walk worsened, her parents consulted with local experts Deborah Gaebler-Spira, M.D., director of the Cerebral Palsy Program at RIC



and a specialist in pediatric physical medicine and rehabilitation, and Luciano Dias, M.D., a pediatric orthopaedic surgeon on the attending staff at both Children's Memorial Hospital and RIC. In January, she underwent a five-hour surgery at Children's Memorial to lengthen her hamstrings and loosen the tension and spasticity in her leg muscles in hopes of increasing her ability to walk.

Innovative Technology

As soon as her casts were removed, Natalie was admitted to RIC's pediatric unit for intensive rehabilitation with the goal of getting her back on her feet and walking. The pediatric floor is specially designed for children with a variety of neurological and orthopaedic conditions, to receive intensive rehabilitation in a friendly environment. The floor includes multiple tricycles and bikes for kids to ride as part of therapy, a classroom so kids can continue their studies while they recover, and multiple games including Nintendo Wii and a basketball hoop that help make therapy fun. The pediatric rehabilitation team focuses on making life in the hospital as normal as possible, and the presence of other children in similar situations provides companionship, support, encouragement and inspiration.

During her month-long stay on the unit, Natalie's therapists worked with her as she healed. She had to relearn things such as transferring from the bed to her chair because at first, she relied mainly on her

wheelchair. As she began to regain strength in the muscles that were weakened as a result of having been surgically lengthened, she began to stand and take small, slow steps.

She also received care from specialized rehabilitation nurses each day. "Natalie is a very sweet, determined little girl," said Caryn Summerville, one of Natalie's nurses on the inpatient pediatric rehabilitation unit. "It's amazing to see the progress that patients make and the confidence gained throughout their stay at RIC."

Therapy goals also included regaining endurance, increasing mobility and range of motion, improving coordination and balance, and regulating her gait pattern, or the way her feet move to take steps. Malate reports that she was a model patient, willing to do anything to help achieve her goals and driven by the hope that one day soon she could play soccer, her favorite sport.

"When we asked her what her ultimate goal would be, she told us she wanted to play soccer, so that helped us design therapies that would get her to where she wanted to be," he said.

The Pediatric Lokomat® Advantage

In her quest to walk more easily and play soccer, Natalie was fortunate to have access to robot-assisted walking therapy on the Lokomat, a high-tech treadmill with an robotic frame attached by straps to the outside of the legs. It is designed to improve gait, or one's walking pattern, speed and endurance. The Lokomat controls the movement of the patient's hip and knee. The computer-controlled format provides users with real-time visual feedback on their progress through a virtual-reality gaming interface that motivates the children and provides instruction through cartoon characters and games. The computer controls the pace and measures the body's response to the movement. Natalie, for instance, could see immediately if she was putting too much weight on one leg by watching a ninja or a cowboy walk across a computer screen.

When her steps began to falter or become weak, the robot sensed it and the virtual reality character would start to head for a tree. When she engaged more and improved her gait, the robot sensed it and headed for a gold coin—worth extra points. "It's quite the



contraption," says her mother, Christine Davis. "Natalie really did enjoy using it, and we did see improved strength and endurance in her walking."

Without this state-of-the-art device, walking therapy requires two physical therapists to manually move the patient's legs while another therapist supports the patient's body. This type of manual therapy is very tiring for both the therapists and the patient and can only be sustained for about 10 minutes at a time. With the machine supporting the patient's weight and controlling the legs, therapy can be much more sustained, consistent—and effective.

RIC was the first hospital in the U.S. to obtain a Lokomat for adult patients when the federal Food and Drug Administration approved it in 2002; the pediatric version became available in early 2009, just in time for Natalie to reap its benefits. RIC researchers are now examining and tracking the effects of this therapy for both adults and children, and continue to participate in new research and clinical trials that provide more data on its effectiveness.

"RIC is committed to discovering new treatments that maximize the abilities of children with cerebral palsy," says Dr. Gaebler-Spira. "There is an immense need for research in this area, and RIC is dedicated to examining

the vast opportunities and discovering new treatments that advance ability for those living with CP."

Before starting Lokomat therapy, Natalie was able to walk about 200 feet at a slow to moderate pace, taking a few breaks to rest. By the time her inpatient stay was over, she was able to walk up to 30 minutes on the Lokomat at a fairly quick pace of more than a mile an hour, reports Malate. "Our goal in Natalie's rehabilitation was to maintain the positive effects of her surgery for as long as possible," he says. "With the Lokomat, we found the perfect tool to help in that mission."

When asked what she would tell other kids who might be thinking about Lokomat therapy, Natalie said, "It's awesome! It's fun and it really will help."

In addition to Lokomat therapy three times a week, Natalie also participated in occupational therapy to work on fine motor skills and activities of daily living such as bathing and dressing, pool therapy and art therapy (her favorites, her mother reports); and group activities like cooking with other children on the unit. To keep up

with school, she worked with a certified teacher each day through a special tutoring program between RIC and Chicago Public Schools.

"She is *so* much stronger: her mother reports. "Without even thinking about it, she will pick up her walker, hold it in the air and move it to where she wants it. Natalie's posture also has improved dramatically. "She is about two inches taller than she was before her surgery and therapy," says her mom. "She stands nice and tall."

And, for the first time in her life, she can kick a soccer ball. "We're really proud of her and the work she has put in to get where she is today," said her mother.

Natalie is now back at home in Plano with her parents, older sister and younger brother, where she is walking with much more strength and endurance. Today, Natalie is enjoying her summer including swimming, bicycling and playing with her family and friends. And there is a soccer program in nearby Oswego that Natalie's family is looking into so Natalie can achieve her goal of playing soccer.

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | UmutatiVe Volume |
|-------|-----------|------------|-------------------|---------------------|
| 60611 | Cook IL | 111 | 4.3% | 4.3% |
| 60610 | CookIL | 98 | 3.8% | 8.0% |
| 60615 | Cook IL | 65 | 2.5% | 10.5% |
| 60637 | Cook IL | 48 | 1.8% | 12.3% |
| 60619 | Cook IL | 48 | 1.8% | 14.2% |
| 60657 | Cook IL | 44 | 1.7% | 15.9% |
| 60617 | Cook IL | 42 | 1.6% | 17.5% |
| 60620 | Cook IL | 38 | 1.5% | 18.9% |
| 60628 | Cook IL | 36 | 1.4% | 20.3% |
| 60614 | Cook IL | 36 | 1.4% | 21.7% |
| 60616 | Cook IL | 33 | 1.3% | 22.9% |
| 60618 | Cook IL | 30 | 1.1% | 24.1% |
| 60653 | Cook IL | 29 | 1.1% | 25.2% |
| 60613 | Cook IL | 27 | 1.0% | 26.2% |
| 60625 | Cook IL | 26 | 1.0% | 27.2% |
| 60640 | Cook IL | 25 | 1.0% | 28.2% |
| 60605 | Cook IL | 25 | 1.0% | 29.1% |
| 60639 | Cook IL | 25 | 1.0% | 30.1% |
| 60649 | Cook IL | 23 | 0.9% | 31.0% |
| 60608 | Cook IL | 23 | 0.9% | 31.9% |
| 60621 | Cook IL | 22 | 0.8% | 32.7% |
| 60062 | Cook IL | 22 | 0.8% | 33.6% |
| 60601 | Cook IL | 22 | 0.8% | 34.4% |
| 60626 | Cook IL | 20 | 0.8% | 35.2% |
| 60609 | Cook IL | 19 | 0.7% | 35.9% |
| 60645 | Cook IL | 18 | 0.7% | 36.6% |
| 60612 | Cook IL | 17 | 0.7% | 37.2% |
| 60643 | Cook IL | 17 | 0.7% | 37.9% |
| 60647 | CookIL | 17 | 0.7% | 38.5% |
| 60629 | Cook IL | 17 | 0.7% | 39.2% |
| 60085 | Lakell | 17 | 0.7% | 39.8% |
| 60660 | Cook IL | -16 | 0.6% | 40.4% |
| 60402 | Cook IL | 16 | 0.6% | 41.1% |
| 60045 | Lakell | 16 | 0.6% | 41.7% |
| 60641 | CookIL | 16 | 0.6% | 42.3% |
| 60201 | CookIL | 16 | 0.6% | 42.9% |
| 60638 | Cook IL | 16 | 0.6% | 43.5% |
| 60623 | Cook IL | 15 | 0.6% | 44.1% |
| 60712 | Cook IL | 15 | 0.6% | 44.7% |
| 60411 | Cook IL | 15 | 0.6% | 45.2% |
| 60630 | CookIL | 14 | 0.5% | 45.8% |
| 60477 | Cook IL | 14 | 0.5% | 46.3% |
| 60632 | Cook IL | 13 | 0.5% | 46.8% |
| 60659 | Cook IL | 13 | 0.5% | 47.3% |
| 60646 | Cook IL | 13 | 0.5% | 47.8% |
| 60624 | Cook IL | 12 | 0.5% | 48.3% |
| 60462 | Cook IL | 12 | 0.5% | 48.7% |
| 60651 | Cook IL | 12 | 0.5% | 49.2% |
| 60521 | DuPage IL | 12 | 0.5% | 49.6% |
| 60655 | Cook IL | 12 | 0.5% | 50.1% |
| 60804 | Cook IL | 11 | 0.4% | 50.5% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010 - August 31, 2011)

| Zip | County | Discharges | % of Total Volume | Cumulative Volume |
|-------|-------------|------------|-------------------|-------------------|
| 60707 | Cook IL | 11 | 0.4% | 50.9% |
| 60453 | Cook IL | 11 | 0.4% | 51.4% |
| 60443 | Cook IL | 11 | 0.4% | 51.8% |
| 46307 | Lake IN | 11 | 0.4% | 52.2% |
| 60409 | Cook IL | 11 | 0.4% | 52.6% |
| 60634 | Cook IL | 11 | 0.4% | 53.0% |
| 60035 | Lake IL | 11 | 0.4% | 53.5% |
| 60030 | Lake IL | 10 | 0.4% | 53.8% |
| 46385 | Porter IN | 10 | 0.4% | 54.2% |
| 60010 | Lake IL | 10 | 0.4% | 54.6% |
| 60410 | Will IL | 9 | 0.3% | 55.0% |
| 60527 | DuPage IL | 9 | 0.3% | 55.3% |
| 60478 | Cook IL | 9 | 0.3% | 55.6% |
| 60622 | Cook IL | 9 | 0.3% | 56.0% |
| 60654 | Cook IL | 9 | 0.3% | 56.3% |
| 60432 | Will IL | 9 | 0.3% | 56.7% |
| 60142 | McHenry IL | 9 | 0.3% | 57.0% |
| 60123 | Kane IL | 9 | 0.3% | 57.4% |
| 60108 | DuPage IL | 9 | 0.3% | 57.7% |
| 60098 | McHenry IL | 9 | 0.3% | 58.1% |
| 60661 | Cook IL | 8 | 0.3% | 58.4% |
| 60636 | Cook IL | 8 | 0.3% | 58.7% |
| 60435 | Will IL | 8 | 0.3% | 59.0% |
| 60425 | Cook IL | 8 | 0.3% | 59.3% |
| 60422 | Cook IL | 8 | 0.3% | 59.6% |
| 60656 | Cook IL | 8 | 0.3% | 59.9% |
| 60803 | Cook IL | 8 | 0.3% | 60.2% |
| 60014 | McHenry IL | 8 | 0.3% | 60.5% |
| 60172 | DuPage IL | 8 | 0.3% | 60.8% |
| 60107 | Cook IL | 8 | 0.3% | 61.1% |
| 60073 | Lake IL | 8 | 0.3% | 61.4% |
| 60068 | Cook IL | 8 | 0.3% | 61.7% |
| 60067 | Cook IL | 8 | 0.3% | 62.0% |
| 60061 | Lake IL | 8 | 0.3% | 62.4% |
| 60015 | Lake IL | 8 | 0.3% | 62.7% |
| 60076 | Cook IL | 8 | 0.3% | 63.0% |
| 60202 | Cook IL | 8 | 0.3% | 63.3% |
| 60302 | Cook IL | 8 | 0.3% | 63.6% |
| 46324 | Lake IN | 8 | 0.3% | 63.9% |
| 46342 | Lake IN | 8 | 0.3% | 64.2% |
| 46360 | La Porte IN | 8 | 0.3% | 64.5% |
| 60467 | Cook IL | 7 | 0.3% | 64.8% |
| 60126 | DuPage IL | 7 | 0.3% | 65.0% |
| 60631 | Cook IL | 7 | 0.3% | 65.3% |
| 46383 | Porter IN | 7 | 0.3% | 65.6% |
| 60601 | Cook IL | 7 | 0.3% | 65.8% |
| 60464 | Cook IL | 7 | 0.3% | 66.1% |
| 60004 | Cook IL | 7 | 0.3% | 66.4% |
| 60438 | Cook IL | 7 | 0.3% | 66.6% |
| 60077 | Cook IL | 7 | 0.3% | 66.9% |
| 60644 | Cook IL | 7 | 0.3% | 67.2% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | cumulative Volume |
|--------|-------------|------------|-------------------|-------------------|
| 60093 | Cookll | 7 | 0.3% | 67.4% |
| 60106 | DuPageiL | 7 | 0.3% | 67.7% |
| 60525 | Cookll | 7 | 0.3% | 68.0% |
| 46311 | Lake IN | 7 | 0.3% | 68.2% |
| 60565 | DuPageiL | 7 | 0.3% | 68.5% |
| 60305 | Cookll | 7 | 0.3% | 68.8% |
| 60417 | Willll | 7 | 0.3% | 69.1% |
| 60449 | Willll | 7 | 0.3% | 69.3% |
| 60440 | Willll | 7 | 0.3% | 69.6% |
| 60827 | Cook IL | 7 | 0.3% | 69.9% |
| 60430 | Cook IL | 6 | 0.2% | 70.1% |
| 60022 | Cookll | 6 | 0.2% | 70.3% |
| 60446 | Willll | 6 | 0.2% | 70.5% |
| 60016 | Cook IL | 6 | 0.2% | 70.8% |
| 60439 | Cookll | 6 | 0.2% | 71.0% |
| 60901 | Kankakeell | 6 | 0.2% | 71.2% |
| 60046 | Lakell | 6 | 0.2% | 71.5% |
| 61021 | LeeiL | 6 | 0.2% | 71.7% |
| 60652 | Cookll | 6 | 0.2% | 71.9% |
| 60805 | Cook IL | 6 | 0.2% | 72.2% |
| 60304 | Cookll | 6 | 0.2% | 72.4% |
| 60465 | Cook IL | 6 | 0.2% | 72.6% |
| 60005 | Cookll | 5 | 0.2% | 72.8% |
| 60031 | Lakell | 5 | 0.2% | 73.0% |
| 60087 | Lakell | 5 | 0.2% | 73.2% |
| 60558 | Cook IL | 5 | 0.2% | 73.4% |
| 46322 | Lake IN | 5 | 0.2% | 73.6% |
| 60490 | Willll | 5 | 0.2% | 73.8% |
| 60441 | Willll | 5 | 0.2% | 74.0% |
| 60545 | Kendallll | 5 | 0.2% | 74.1% |
| 60013 | McHenry II | 5 | 0.2% | 74.3% |
| 60426 | Cook IL | 5 | 0.2% | 74.5% |
| 4933"0 | Kent MI | 5 | 0.2% | 74.7% |
| 46405 | Lake IN | 5 | 0.2% | 74.9% |
| 46394 | Lake IN | 5 | 0.2% | 75.1% |
| 60156 | McHenry IL | 5 | 0.2% | 75.3% |
| 60428 | Cook IL | 5 | 0.2% | 75.5% |
| 60423 | Willll | 5 | 0.2% | 75.7% |
| 60455 | Cook IL | 5 | 0.2% | 75.9% |
| 60048 | Lakell | 5 | 0.2% | 76.1% |
| 60089 | Lakell | 5 | 0.2% | 76.3% |
| 0642 | Cook IL | 5 | 0.2% | 76.4% |
| 60178 | DeKalb IL | 5 | 0.2% | 76.6% |
| 60450 | Grundy IL | 5 | 0.2% | 76.8% |
| 60064 | Lakell | 5 | 0.2% | 77.0% |
| 60152 | McHenry IL | 5 | 0.2% | 77.2% |
| 60706 | Cook IL | 5 | 0.2% | 77.4% |
| 61350 | La Salle IL | 5 | 0.2% | 77.6% |
| 60516 | DuPageiL | 4 | 0.2% | 77.7% |
| 60148 | DuPageiL | 4 | 0.2% | 77.9% |
| 60504 | DuPagell | 4 | 0.2% | 78.1% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | Cumulative Volume |
|-------|---------------|------------|-------------------|-------------------|
| 46375 | Lake IN | 4 | 0.2% | 78.2% |
| 60101 | DuPage IL | 4 | 0.2% | 78.4% |
| 60119 | Kaneil | 4 | 0.2% | 78.5% |
| 60HO | Kaneil | 4 | 0.2% | 78.7% |
| 60175 | Kanell | 4 | 0.2% | 78.8% |
| 60534 | Cook IL | 4 | 0.2% | 79.0% |
| 60102 | McHenry IL | 4 | 0.2% | 79.1% |
| 60429 | Cook IL | 4 | 0.2% | 79.3% |
| 60491 | Wiiiil | 4 | 0.2% | 79.4% |
| 60451 | Wiiiil | 4 | 0.2% | 79.6% |
| 60053 | Cookll | 4 | 0.2% | 79.7% |
| 60056 | CookiL | 4 | 0.2% | 79.9% |
| 60060 | Lakell | 4 | 0.2% | 80.0% |
| 60026 | Cook IL | 4 | 0.2% | 80.2% |
| 60193 | Cook II | 4 | 0.2% | 80.4% |
| 60099 | LakeiL | 4 | 0.2% | 80.5% |
| 60069 | lakell | 4 | 0.2% | 80.7% |
| 46368 | Porter IN | 4 | 0.2% | 80.8% |
| 60452 | Cook II | 4 | 0.2% | 81.0% |
| 60404 | Wiiiil | 4 | 0.2% | 81.1% |
| 46410 | Lake IN | 4 | 0.2% | 81.3% |
| 60090 | CookiL | 4 | 0.2% | 81.4% |
| 60091 | Cook IL | 4 | 0.2% | 81.6% |
| 60047 | LakeiL | 4 | 0.2% | 81.7% |
| 60018 | Cookll | 4 | 0.2% | 81.9% |
| 61701 | McLean IL | 4 | 0.2% | 82.0% |
| 61342 | La Salle IL | 4 | 0.2% | 82.2% |
| 61615 | Peoria II | 4 | 0.2% | 82.3% |
| 61010 | Ogle IL | 4 | 0.2% | 82.5% |
| 60546 | Cook II | 4 | 0.2% | 82.7% |
| 61102 | Winnebago IL | 4 | 0.2% | 82.8% |
| 60914 | Kankakeell | 3 | 0.1% | 82.9% |
| 60714 | CookiL | 3 | 0.1% | 83.0% |
| 60461 | Cookll | 3 | 0.1% | 83.1% |
| 62711 | Sangamon IL | 3 | 0.1% | 83.3% |
| 62526 | Macon IL | 3 | 0.1% | 83.4% |
| 61571 | TazeweiiiL | 3 | 0.1% | 83.5% |
| 60442 | Will IL | 3 | 0.1% | 83.6% |
| 60115 | DeKalb IL | 3 | 0.1% | 83.7% |
| 60964 | Kankakeell | 3 | 0.1% | 83.8% |
| 60436 | Will IL | 3 | 0.1% | 84.0% |
| 61764 | Livingston IL | 3 | 0.1% | 84.1% |
| 61028 | Jo Daviess IL | 3 | 0.1% | 84.2% |
| 61832 | Vermilion IL | 3 | 0.1% | 84.3% |
| 61364 | La Salle IL | 3 | 0.1% | 84.4% |
| 60154 | Cook IL | 3 | 0.1% | 84.5% |
| 61053 | Carrollll | 3 | 0.1% | 84.6% |
| 60419 | Cook III | 3 | 0.1% | 84.8% |
| 60160 | Cook IL | 3 | 0.1% | 84.9% |
| 60169 | CookiL | 3 | 0.1% | 85.0% |
| 60181 | OuPage IL | 3 | 0.1% | 85.1% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | cumulative Volume |
|-------|----------------|------------|-------------------|----------------------|
| 60406 | Cook IL | 3 | 0.1% | 85.2% |
| 61081 | Whiteside IL | 3 | 0.1% | 85.3% |
| 60188 | DuPageIL | 3 | 0.1% | 85.4% |
| 61114 | Winnebago IL | 3 | 0.1% | 85.6% |
| 60194 | Cook IL | 3 | 0.1% | 85.7% |
| 61008 | BooneiL | 3 | 0.1% | 85.8% |
| 60505 | Kane IL | 3 | 0.1% | 85.9% |
| 42301 | Ohio KY | 3 | 0.1% | 86.0% |
| 60532 | DuPage IL | 3 | 0.1% | 86.1% |
| 46350 | La Porte IN | 3 | 0.1% | 86.3% |
| 60561 | DuPageiL | 3 | 0.1% | 86.4% |
| 60515 | DuPageiL | 3 | 0.1% | 86.5% |
| 60510 | Kane IL | 3 | 0.1% | 86.6% |
| 60506 | KaneiL | 3 | 0.1% | 86.7% |
| 60563 | DuPageiL | 3 | 0.1% | 86.8% |
| 48867 | Shiawassee MI | 3 | 0.1% | 86.9% |
| 52641 | KankakeeiL | 3 | 0.1% | 87.1% |
| 60586 | Wiliil | 3 | 0.1% | 87.2% |
| 65109 | KankakeeiL | 3 | 0.1% | 87.3% |
| 60471 | Cook IL | 3 | 0.1% | 87.4% |
| 61252 | Whiteside IL | 2 | 0.1% | 87.5% |
| 60151 | Kanell | 2 | 0.1% | 87.6% |
| 61354 | La Salle IL | 2 | 0.1% | 87.6% |
| 60044 | Lake IL | 2 | 0.1% | 87.7% |
| 60008 | Cook IL | 2 | 0.1% | 87.8% |
| 60155 | Cook IL | 2 | 0.1% | 87.9% |
| 46637 | StJosephiN | 2 | 0.1% | 87.9% |
| 46404 | Lake IN | 2 | 0.1% | 88.0% |
| 68135 | KankakeeiL | 2 | 0.1% | 88.1% |
| 61443 | Henry IL | 2 | 0.1% | 88.2% |
| 60173 | Cook IL | 2 | 0.1% | 88.2% |
| 61401 | Knox IL | 2 | 0.1% | 88.3% |
| 60025 | CookiL | 2 | 0.1% | 88.4% |
| 46323 | Lake IN | 2 | 0.1% | 88.5% |
| 62704 | Sangamon IL | 2 | 0.1% | 88.5% |
| 46321 | Lake IN | 2 | 0.1% | 88.6% |
| 60192 | Cook IL | 2 | 0.1% | 88.7% |
| 46310 | Jasper IN | 2 | 0.1% | 88.8% |
| 46304 | Porter IN | 2 | 0.1% | 88.9% |
| 60195 | Cook IL | 2 | 0.1% | 88.9% |
| 85650 | KankakeeiL | 2 | 0.1% | 89.0% |
| 60050 | McHenry IL | 2 | 0.1% | 89.1% |
| 61109 | Winnebago IL | 2 | 0.1% | 89.2% |
| 60081 | McHenry IL | 2 | 0.1% | 89.2% |
| 53142 | Kenosha WI | 2 | 0.1% | 89.3% |
| 52807 | Scott IA | 2 | 0.1% | 89.4% |
| 61925 | Moultrie IL | 2 | 0.1% | 89.5% |
| 60097 | McHenry IL | 2 | 0.1% | 89.5% |
| 49116 | Berrien MI | 2 | 0.1% | 89.6% |
| 61606 | Peoria IL | 2 | 0.1% | 89.7% |
| 47711 | Vanderburgh IN | 2 | 0.1% | 89.8% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010-August 31, 2011)

| Zip | County | Discharges | % of Total Volume | cumulative Volume |
|-------|----------------|------------|-------------------|----------------------|
| 49022 | KankakeeIL | 2 | 0.1% | 89.9% |
| 60130 | Cook IL | 2 | 0.1% | 89.9% |
| 60118 | Kanell | 2 | 0.1% | 90.0% |
| 60120 | KaneJL | 2 | 0.1% | 90.1% |
| 60007 | Cook IL | 2 | 0.1% | 90.2% |
| 62930 | Salinell | 2 | 0.1% | 90.2% |
| 62522 | Macon IL | 2 | 0.1% | 90.3% |
| 61802 | Champaign IL | 2 | 0.1% | 90.4% |
| 62525 | Macon IL | 2 | 0.1% | 90.5% |
| 60124 | Kanell | 2 | 0.1% | 90.5% |
| 48304 | Oakland MI | 2 | 0.1% | 90.6% |
| 49103 | Berrien MI | 2 | 0.1% | 90.7% |
| 60487 | Cook IL | 2 | 0.1% | 90.8% |
| 61068 | Oglell | 2 | 0.1% | 90.8% |
| 60466 | Cook IL | 2 | 0.1% | 90.9% |
| 60473 | Cook IL | 2 | 0.1% | 91.0% |
| 60958 | Kankakee IL | 2 | 0.1% | 91.1% |
| 60415 | Cook IL | 2 | 0.1% | 91.2% |
| 60475 | Willll | 2 | 0.1% | 91.2% |
| 60526 | Cook IL | 2 | 0.1% | 91.3% |
| 60544 | Willll | 2 | 0.1% | 91.4% |
| 60459 | Cook JL | 2 | 0.1% | 91.5% |
| 60523 | DuPage IL | 2 | 0.1% | 91.5% |
| 60910 | KankakeeIL | 2 | 0.1% | 91.6% |
| 60564 | Willll | 2 | 0.1% | 91.7% |
| 60540 | DuPage IL | 2 | 0.1% | 91.8% |
| 60433 | Willll | 2 | 0.1% | 91.8% |
| 61062 | Stephenson IL | 2 | 0.1% | 91.9% |
| 60204 | CookIL | 2 | 0.1% | 92.0% |
| 61821 | Champaign IL | 2 | 0.1% | 92.1% |
| 60517 | DuPage IL | 2 | 0.1% | 92.1% |
| 61071 | Whiteside IL | 2 | 0.1% | 92.2% |
| 60403 | Willll | 2 | 0.1% | 92.3% |
| 60560 | Kendallll | 2 | 0.1% | 92.4% |
| 60457 | Cook IL | 2 | 0.1% | 92.5% |
| 60481 | WiiiiiL | 2 | 0.1% | 92.5% |
| 60447 | Grundy IL | 2 | 0.1% | 92.6% |
| 47112 | Harrison IN | 1 | 0.0% | 92.6% |
| 47524 | Knox IN | 1 | 0.0% | 92.7% |
| 60514 | DuPage IL | 1 | 0.0% | 92.7% |
| 47906 | Tippecanoe IN | 1 | 0.0% | 92.8% |
| 47401 | Monroe IN | 1 | 0.0% | 92.8% |
| 66209 | KankakeeIL | 1 | 0.0% | 92.8% |
| 46514 | Elkhart IN | 1 | 0.0% | 92.9% |
| 47203 | Bartholomew IN | 1 | 0.0% | 92.9% |
| 46845 | Allen IN | 1 | 0.0% | 93.0% |
| 46804 | Allen IN | 1 | 0.0% | 93.0% |
| 46540 | Elkhart IN | 1 | 0.0% | 93.0% |
| 46601 | StJosephiN | 1 | 0.0% | 93.1% |
| 46613 | StJosephiN | 1 | 0.0% | 93.1% |
| 46614 | KankakeeIL | 1 | 0.0% | 93.1% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | cumulative Volume |
|-------|---------------|------------|-------------------|-------------------|
| 46619 | St.JosephiN | 1 | 0.0% | 93.2% |
| 46530 | St.JosephiN | 1 | 0.0% | 93.2% |
| 49814 | Marquette MI | 1 | 0.0% | 93.3% |
| 5 144 | Kenosha WI | 1 | 0.0% | 93.3% |
| 53128 | Walworth WI | 1 | 0.0% | 93.3% |
| 60482 | Cook IL | 1 | 0.0% | 93.4% |
| 52750 | Clinton IA | 1 | 0.0% | 93.4% |
| 52747 | Kankakeell | 1 | 0.0% | 93.5% |
| 60484 | Cook IL | 1 | 0.0% | 93.5% |
| 52347 | Iowa IA | 1 | 0.0% | 93.5% |
| 52208 | Kankakeell | 1 | 0.0% | 93.6% |
| 52003 | Dubuque IA | 1 | 0.0% | 93.6% |
| 49085 | Berrien MI | 1 | 0.0% | 93.6% |
| 50219 | Marion IA | 1 | 0.0% | 93.7% |
| 60513 | CookIL | 1 | 0.0% | 93.7% |
| 49525 | Kent MI | 1 | 0.0% | 93.8% |
| 65713 | Kankakeell | 1 | 0.0% | 93.8% |
| 49301 | KentMI | 1 | 0.0% | 93.8% |
| 49128 | Berrien MI | 1 | 0.0% | 93.9% |
| 49117 | Berrien MI | 1 | 0.0% | 93.9% |
| 60585 | WillIII | 1 | 0.0% | 93.9% |
| 49101 | Berrien MI | 1 | 0.0% | 94.0% |
| 49022 | Berrien MI | 1 | 0.0% | 94.0% |
| 60501 | Cook IL | 1 | 0.0% | 94.1% |
| 48622 | Clare MI | 1 | 0.0% | 94.1% |
| 50548 | Humboldt IA | 1 | 0.0% | 94.1% |
| 34996 | Martin FL | 1 | 0.0% | 94.2% |
| 66442 | Kankakeell | 1 | 0.0% | 94.2% |
| 45214 | Hamilton OH | 1 | 0.0% | 94.3% |
| 45056 | Butler OH | 1 | 0.0% | 94.3% |
| 44333 | SummitOH | 1 | 0.0% | 94.3% |
| 44141 | Cuyahoga OH | 1 | 0.0% | 94.4% |
| 44120 | Cuyahoga OH | 1 | 0.0% | 94.4% |
| 44119 | Cuyahoga OH | 1 | 0.0% | 94.4% |
| 44089 | ErieOH | 1 | 0.0% | 94.5% |
| 43110 | Franklin OH | 1 | 0.0% | 94.5% |
| 42076 | Calloway KY | 1 | 0.0% | 94.6% |
| 46012 | Madison IN | 1 | 0.0% | 94.6% |
| 37931 | Knox TN | 1 | 0.0% | 94.6% |
| 46204 | Marion IN | 1 | 0.0% | 94.7% |
| 34110 | Collier FL | 1 | 0.0% | 94.7% |
| 33957 | LeeFL | 1 | 0.0% | 94.8% |
| 33707 | Pinellas FL | 1 | 0.0% | 94.8% |
| 33707 | Kankakeell | 1 | 0.0% | 94.8% |
| 33486 | Palm Beach FL | 1 | 0.0% | 94.9% |
| 33437 | Palm Beach FL | 1 | 0.0% | 94.9% |
| 33156 | Miami-Dade FL | 1 | 0.0% | 94.9% |
| 33036 | Monroe FL | 1 | 0.0% | 95.0% |
| 30066 | Kankakeell | 1 | 0.0% | 95.0% |
| 29201 | Richland SC | 1 | 0.0% | 95.1% |
| 28562 | Craven NC | 1 | 0.0% | 95.1% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | %of TotalVolume | cumulative Volume |
|---------|----------------------|------------|-----------------|----------------------|
| 41139 | Greenup KY | 1 | 0.0% | 95.1% |
| 92660 | KankakeeiL | 1 | 0.0% | 95.2% |
| 46408 | Lake IN | 1 | 0.0% | 95.2% |
| 66216 | Kankakee L | 1 | 0.0% | 95.3% |
| 53168 | KenoshaWI | 1 | 0.0% | 95.3% |
| 72131 | KankakeeiL | 1 | 0.0% | 95.3% |
| 55391 | Hennepin MN | 1 | 0.0% | 95.4% |
| 77479 | KankakeeiL | 1 | 0.0% | 95.4% |
| 46373 | Lake IN | 1 | 0.0% | 95.4% |
| 80303 | KankakeeiL | 1 | 0.0% | 95.5% |
| 60555 | DuPage IL | 1 | 0.0% | 95.5% |
| 46356 | Lake IN | 1 | 0.0% | 95.6% |
| 45342 | Montgomery OH | 1 | 0.0% | 95.6% |
| 46349 | Newton IN | 1 | 0.0% | 95.6% |
| 46409 | Lake IN | 1 | 0.0% | 95.7% |
| 94027 | Kankakee IL | 1 | 0.0% | 95.7% |
| 60554 | Kanell | 1 | 0.0% | 95.7% |
| 94577 | Kankakeell | 1 | 0.0% | 95.8% |
| 60551 | La Salle IL | 1 | 0.0% | 95.8% |
| 46321 | KankakeeiL | 1 | 0.0% | 95.9% |
| Unknown | Fairfield CT | 1 | 0.0% | 95.9% |
| 60538 | Kendall III | 1 | 0.0% | 95.9% |
| Unknown | Kankakee IL | 1 | 0.0% | 96.0% |
| 46304 | Kankakeell | 1 | 0.0% | 96.0% |
| 46303 | Lake IN | 1 | 0.0% | 96.1% |
| 46301 | Porter IN | 1 | 0.0% | 96.1% |
| 46356 | Cook IN | 1 | 0.0% | 96.1% |
| 61531 | Fulton IL | 1 | 0.0% | 96.2% |
| 54449 | Wood WI | 1 | 0.0% | 96.2% |
| 60427 | Cook IL | 1 | 0.0% | 96.2% |
| 60140 | Kanell | 1 | 0.0% | 96.3% |
| 60139 | DuPage IL | 1 | 0.0% | 96.3% |
| 60133 | Cook IL | 1 | 0.0% | 96.4% |
| 61032 | Stephenson IL | 1 | 0.0% | 96.4% |
| 20008 | District of Columbia | 1 | 0.0% | 96.4% |
| Unknown | Noble Nova Scotia | 1 | 0.0% | 96.5% |
| 61483 | Stark IL | 1 | 0.0% | 96.5% |
| 60954 | Kankakeell | 1 | 0.0% | 96.6% |
| 60146 | DeKalb IL | 1 | 0.0% | 96.6% |
| 61525 | Peoria IL | 1 | 0.0% | 96.6% |
| 61359 | Bureau IL | 1 | 0.0% | 96.7% |
| 61548 | Woodford IL | 1 | 0.0% | 96.7% |
| 61561 | Woodford IL | 1 | 0.0% | 96.7% |
| 60104 | Cook IL | 1 | 0.0% | 96.8% |
| 60103 | DuPage IL | 1 | 0.0% | 96.8% |
| 60948 | Iroquois IL | 1 | 0.0% | 96.9% |
| 61603 | Peoria IL | 1 | 0.0% | 96.9% |
| 60941 | Kankakee IL | 1 | 0.0% | 96.9% |
| 60448 | Will III | 1 | 0.0% | 97.0% |
| 60096 | Lake IL | 1 | 0.0% | 97.0% |
| 60938 | Iroquois IL | 1 | 0.0% | 97.1% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | %of Total Volume | Cumulative Volume |
|-------|----------------|------------|------------------|-------------------|
| 60950 | KankakeeIL | 1 | 0.0% | 97.1% |
| 61073 | Winnebago IL | 1 | 0.0% | 97.1% |
| 61111 | Winnebago IL | 1 | 0.0% | 97.2% |
| 61107 | Winnebago IL | 1 | 0.0% | 97.2% |
| 61104 | Winnebago IL | 1 | 0.0% | 97.2% |
| 60341 | La Salle IL | 1 | 0.0% | 97.3% |
| 61087 | Jo Daviess IL | 1 | 0.0% | 97.3% |
| 60191 | DuPageIL | 1 | 0.0% | 97.4% |
| 60190 | DuPage IL | 1 | 0.0% | 97.4% |
| 60187 | DuPageIL | 1 | 0.0% | 97.4% |
| 60407 | Grundy IL | 1 | 0.0% | 97.5% |
| 61201 | Rock Island IL | 1 | 0.0% | 97.5% |
| 60145 | DeKalbiL | 1 | 0.0% | 97.5% |
| 60176 | CookII | 1 | 0.0% | 97.6% |
| 60924 | Iroquois IL | 1 | 0.0% | 97.6% |
| 60174 | KaneIL | 1 | 0.0% | 97.7% |
| 61270 | Whiteside IL | 1 | 0.0% | 97.7% |
| 60164 | CookII | 1 | 0.0% | 97.7% |
| 60163 | CookII | 1 | 0.0% | 97.8% |
| 60162 | CookII | 1 | 0.0% | 97.8% |
| 61065 | Boonell | 1 | 0.0% | 97.9% |
| 60424 | Grundy IL | 1 | 0.0% | 97.9% |
| 60153 | CookII | 1 | 0.0% | 97.9% |
| 61046 | CarrollIII | 1 | 0.0% | 98.0% |
| 61036 | Jo Daviess IL | 1 | 0.0% | 98.0% |
| 60177 | KaneIL | 1 | 0.0% | 98.0% |
| 60602 | CookII | 1 | 0.0% | 98.1% |
| 62544 | Macon IL | 1 | 0.0% | 98.1% |
| 62567 | Christian IL | 1 | 0.0% | 98.2% |
| 62618 | CassII | 1 | 0.0% | 98.2% |
| 62656 | LoganII | 1 | 0.0% | 98.2% |
| 60021 | McHenry IL | 1 | 0.0% | 98.3% |
| 62702 | Sangamon IL | 1 | 0.0% | 98.3% |
| 60603 | CookII | 1 | 0.0% | 98.4% |
| 60468 | WillIII | 1 | 0.0% | 98.4% |
| 62112 | Sangamon IL | 1 | 0.0% | 98.4% |
| 60469 | CookII | 1 | 0.0% | 98.4% |
| 61745 | McLeaniL | 1 | 0.0% | 98.5% |
| 64105 | KankakeeiL | 1 | 0.0% | 98.5% |
| 60041 | Lake IL | 1 | 0.0% | 98.6% |
| 60002 | LakeII | 1 | 0.0% | 98.6% |
| 58554 | Morton NO | 1 | 0.0% | 98.7% |
| 56601 | BeltramiMN | 1 | 0.0% | 98.7% |
| 55418 | Hennepin MN | 1 | 0.0% | 98.7% |
| 55358 | Wright MN | 1 | 0.0% | 98.8% |
| 54401 | Marathon WI | 1 | 0.0% | 98.8% |
| 53717 | Kankakee IL | 1 | 0.0% | 98.9% |
| 53704 | Dane WI | 1 | 0.0% | 98.9% |
| 53226 | Milwaukee WI | 1 | 0.0% | 98.9% |
| 53189 | Waukesha WI | 1 | 0.0% | 99.0% |
| 63034 | Kankakee IL | 1 | 0.0% | 99.0% |

2011 Rehabilitation Institute Zip Code Draw Area

(September 1, 2010- August 31, 2011)

| Zip | County | Discharges | % of Total Volume | -cumillative Volume |
|-------------|--------------|------------|-------------------|------------------------|
| 60458 | Cook IL | 1 | 0.0% | 99.0% |
| 53181 | Kenosha WI | 1 | 0.0% | 99.1% |
| 61772 | McLean IL | 1 | 0.0% | 99.1% |
| 61801 | Champaign IL | 1 | 0.0% | 99.2% |
| 60083 | Lakell | 1 | 0.0% | 99.2% |
| 60915 | Kankakee IL | 1 | 0.0% | 99.2% |
| 60431 | Will IL | 1 | 0.0% | 99.3% |
| 60074 | Cook IL | 1 | 0.0% | 99.3% |
| 60071 | McHenry IL | 1 | 0.0% | 99.3% |
| 60070 | Cook IL | 1 | 0.0% | 99.4% |
| 61856 | Piatt IL | 1 | 0.0% | 99.4% |
| 60034 | McHenry IL | 1 | 0.0% | 99.5% |
| 61910 | Douglas IL | 1 | 0.0% | 99.5% |
| 60604 | Cook IL | 1 | 0.0% | 99.5% |
| 61938 | Coles IL | 1 | 0.0% | 99.6% |
| 61956 | Douglas IL | 1 | 0.0% | 99.6% |
| 62220 | St. Clair IL | 1 | 0.0% | 99.7% |
| 62305 | Adams IL | 1 | 0.0% | 99.7% |
| 62448 | Jasper IL | 1 | 0.0% | 99.7% |
| 62514 | Macon IL | 1 | 0.0% | 99.8% |
| 62521 | Macon IL | 1 | 0.0% | 99.8% |
| 60633 | Cook IL | 1 | 0.0% | 99.8% |
| 60463 | Cook IL | 1 | 0.0% | 99.9% |
| 60606 | Cook IL | 1 | 0.0% | 99.9% |
| 61761 | McLean IL | 1 | 0.0% | 100.0% |
| 61858 | Vermilion IL | 1 | 0.0% | 100.0% |
| Grand Total | | 2,611 | 100.0% | |

Source: Rehabilitation Institute of Chicago, Internal 2011 Data

ALTERNATIVES

Through the course of planning over the past five years, RIC has critically evaluated several options to ameliorate the capacity constraints and provide secure, long-term capacity to serve RIC's growing local, regional, national and international patient demand.

One of the differentiating elements to RIC's new care model and design is the creation of an Ability Lab™ that will be on each patient recovery unit. It is within the RIC Ability Lab™ that clinical care and research come together, around the patient, to create more effective solutions to patient's issues, faster and more efficiently than anywhere else in the world. As described in previous attachments to this application, the Ability Lab will include a combination of equipment, smart devices and cutting-edge technology that will represent not only current best practice rehabilitation care but also new and innovative practices that hold promise for future methods of advancing patient ability. Through RIC's planning, it has become very clear that there are no alternatives to RIC's Ability Lab™, and any alternative solutions must incorporate the same capability within an RIC facility.

1. Alternatives

Option 1: Attempt to renovate the current structure and simultaneously construct a new bed tower separate from existing facility.

In 2005, RIC, in partnership with Northwestern Memorial Hospital (NMH), acquired the land owned by the Jessie Brown Veterans Affairs Medical Center at the Lakeside Campus. At that time, RIC began planning for a new bed tower to occupy 30% of the eastern portion of that land, which would be RIC's share of the parcel. During planning, RIC learned the maximum it could build on that land would not exceed 415,000 square feet in the approximately 40,000sf footprint, due to existing FAR constraints and requirements to jointly plan any construction with NMH. The 40,000 square foot did not allow for an efficient floor ratio to maximize the Ability Lab™ concept and create an efficient nursing care delivery model.

In order to create space for the full integration of RIC programming and eliminate space presently housed in downtown office buildings, it quickly became clear that RIC would need to maintain its current facility across the street at 345 E. Superior and operate both facilities simultaneously.

Introducing a second facility virtually eliminated the efficiencies RIC sought in putting research and clinical care together in one facility. As described, the fundamental driver of RIC's differentiation is the integration of research with clinical care and without a large enough footprint and space, this would not be possible. RIC today operates some clinical services and much of the administrative space outside of the Flagship Hospital on Superior Street. While sufficient for clinical operations, this is not optimal for coordinating among staff, and in particular between clinicians and researchers.

The primary concern with this alternative is it does not position RIC for long-term stability. Northwestern University (NU) is the land owner of the existing hospital and provides the use of the space to RIC under a land lease. Any capital changes made to the existing facility must be approved by NU, with potential restrictions on what could be done. Due to their need, NU has expressed interest in assuming control of the facility before the end of the lease. Making substantial capital improvements to the facility does not provide any future use beyond the term of the existing lease. RIC would not control its own future ability to provide services in the existing building and as a result, would not be in the long-term interests of RIC nor the patients.

Another major downside to this option is the lack of parking. Today, RIC provides limited parking onsite, with the majority of parking provided in third party garages located several blocks away. RIC's patient base has special needs related to parking and access. Today, RIC provides valet service, but that service is inconvenient and costly. In addition there are limits regarding the number of valet parking spaces available. The VA site is zoned to not include parking, so the option will not provide the critical parking required to support RIC's unique patient needs.

The costs to renovate the existing facility and construct the new facility would be significant, and in fact not meaningfully less than RIC's preferred option. Renovation of the existing facility alone is estimated to cost over \$100 million in hard costs*. While this cost would provide for additional capability, due to the small footprint (18,500 square feet) the space would be very inefficient, increasing operating costs. Building a second facility would cost an additional \$200 million in hard costs*. At the time of RIC's initial analysis, Jones Lang LaSalle, a large construction management and real estate consulting firm was engaged to verify these conclusions. More recently, Power Construction validated and updated the costs for this option.

In addition to the actual costs of renovation and construction, operating two facilities would be significantly inefficient. RIC would need to maintain multiple duplicative services, including heating and air conditioning plants, facilities and engineering staff and resources, mechanical and engineering maintenance, elevator maintenance, security, food service, environmental services, and energy consumption. Finally, while a new facility would have advantages of the latest efficiency technologies, the existing facility would not operate as efficiently as a new facility due to the outdated infrastructure, skin, etc.

Estimated total cost of this option: in excess of \$305 Million in hard costs*

*Hard cost estimates do not include cost of architecture, engineering, technology, furniture, fixtures and equipment, and other professional services. These costs are estimated to be 40% of the hard cost.

Option 2: Construct a new facility remote from Northwestern Memorial Hospital and the Medical Campus.

RIC considered building a facility outside of the medical campus, conceptually considering a suburban Chicagoland location. The most significant concern of this alternative is the potential loss of patients from Northwestern Memorial Hospital (NMH). NMH does not operate rehabilitation services, and therefore refers virtually all appropriate patients to RIC. RIC concluded that the close proximity to NMH is necessary in order to continue providing access to care for the hospital's common patients. With approximately 50% of RIC's inpatients coming from NMH, physical proximity is critical to RIC's work.

In addition, proximity to NMH is critical for patient care. NMH and RIC have developed processes and technology infrastructure to coordinate care between the organizations to provide safe and seamless cost efficient care across providers. As an example, medical information of patients being discharged from NMH to RIC can be viewed on-line by RIC physicians in advance of patient transfer. This capability allows RIC to ensure proper precautions, equipment and accommodations are in place to ensure patient safety and comfort. No other rehabilitation provider in Chicago has coordinated systems with NMH and as a result referrals to any other providers would be less efficient and risk interruptions and patient safety in transferring patients.

From a cost perspective, while a suburban facility would be less expensive to construct, it would require more costly operating expenses such as emergency services and operating rooms, and likely higher labor costs as RIC has historically had difficulty hiring staff for suburban locations. Today, RIC does not operate an emergency department or operating room facilities, and does not plan to have these services in the new facility. Instead, RIC relies on NMH for such services. If RIC were to create a free-standing suburban hospital, it would lose immediate access to NMH services and therefore would need to duplicate these essential services. This duplication would be prohibitively costly to build, operate and maintain.

Finally, the contiguous location of RIC, NMH and NU facilitates research and training. RIC's relationship and collaboration with Northwestern University (NU) for research and training is critical to the future of RIC as it pursues advances in science to integrate with clinical care. NU researchers use RIC facilities for applied research, and RIC's researchers participate in animal lab research in NU facilities. Moreover, RIC is the clinical training site for 40 residents each year from the McGraw Medical Center; specifically, RIC is the residency training program for NU students. As before, a distant location would most likely require duplicating services for both organizations and be difficult for the NU residents. There are three components of this training program: RIC is the primary training site for the largest Physical Medicine and Rehabilitation training program in the country; RIC is the rehabilitation rotation for residents who are in other McGraw programs; and 170 Northwestern medical students are at RIC throughout the school year, with 30 students in one-month electives and an additional ten students who spend the summer at the hospital.

If RIC were to leave the McGraw Medical Center campus, it is unclear how NMH would respond, including potentially build rehabilitation beds to have closer services for its patients. This would result in unnecessary additional capital costs to the local healthcare system.

Estimated total cost of this options: \$270 million in hard costs* (see note above regarding hard costs). This cost does not include the cost of land. While difficult to estimate land costs, the eventual solution would require RIC to acquire land, assuming an attractive location would be possible to find.

Option 3: Make improvements to the facility's infrastructure and utilize other healthcare resources that are available to serve all or a portion of the population proposed to be served by the project.

RIC considered whether it would be possible to make improvements to the existing hospital and seek to meet the demand for increased services by utilizing other existing healthcare resources particularly those within RIC's alliance hospitals. This option was rejected for several reasons. Most notably, as described earlier in the application, RIC's programs are truly unique- as demonstrated by large and growing number of patients from outside Chicago and across the world. With the largest rehabilitation research enterprise in the country, the largest physical medicine and rehabilitation residency program in Illinois, one of the largest in the country, the largest number of complex rehabilitation patients, the most advanced technology and equipment, RIC has no peer hospital in Illinois. As additional evidence of RIC's recognized expertise, RIC receives referrals from most other hospitals in Illinois, including those with inpatient rehabilitation facilities (IRF).

*Hospitals Sending Patients to RIC
Fiscal-Year 2011*

| | Number of Hospitals with Inpatient Rehabilitation Facility/Unit (IRF) | Number of Hospitals with IRF that sent patients to RIC | % of Hospitals with IRF that sent patients to RIC |
|-------------|---|--|---|
| Chicagoland | 31 | 21 | 67% |
| Illinois | 46 | 28 | 61% |

As this application details, RIC has developed twelve outpatient sites remote from the Flagship Hospital to bring needed access to physical rehabilitation services to patients needing care. While these sites are essential to patient therapies, they do not provide inpatient rehabilitation services.

Among the other rehabilitation providers in Illinois, RIC has nine existing strategic alliances with acute care providers serving patients across the state. These hospitals are:

- Advocate Illinois Masonic Medical Center (Chicago)
- Alexian Brothers Hospital Network (Elk Grove Village)

- Blessing Hospital (Quincy)
- RML Specialty Hospital (Hinsdale)
- Silver Cross Hospital (Joliet)
- Southern Illinois Healthcare (Herrin)
- Saint Margaret Mercy Healthcare Centers (Northwest Indiana)
- Saint Anthony Health-Crown Point (Northwest Indiana)
- Saint Anthony Health-Michigan City (Northwest Indiana)

Through these alliances, RIC operates the inpatient rehabilitation services and offers improved access to care remote from its main campus in Streeterville. For a portion of patients, these strategic alliances offer appropriate staff and resources to provide excellent care. In fact, RIC currently refers patients to an alliance location if the Flagship Hospital is full and if the patient can be appropriately cared for in the alliance. This is a common practice, particularly as the Flagship Hospital has been operating at such high occupancy rates. Patients benefit from RIC protocols and expertise in their local markets. However, for other, more complex patients-including all pediatric patients-RIC will refer patients to its Flagship Hospital because of the staff expertise and resources only available there. This referral pattern is a testament to the truly unique expertise that exists at the RIC's Flagship Hospital.

RIC's alliance hospitals do not currently have an Ability Lab™ as part of the space or care paradigm. This concept is being pioneered at the Flagship Hospital and as the concept is proven and improved, RIC may seek to distribute relevant elements to alliances. However, none of the alliance facilities have available space, technologies or research to appropriately incorporate the concept of the Ability Lab™ into the care model. Significant work and training would be required if RIC's alliances were to be able to care for patients in the same way as they are treated in the downtown facility.

RIC estimated the cost for this alternative, using a combination of renovations to the existing structure and enhancements to the alliance locations. As noted above, renovation costs for the existing Flagship Hospital are significant in a facility for which RIC does not own the land. In addition, since there would be no other facility downtown, RIC's patients would need to be diverted to other locations before the renovations were complete. Shutting down inpatient care units during renovation is costly from an operating income perspective, which is not calculated in the estimate provided. A phase premium has been estimated into the cost due to the time delays that would be required to accommodate ongoing operations.

After renovations would be completed, RIC's existing Flagship Hospital would continue to be inadequate and inefficient space for carrying out RIC's care model. A renovated facility still would not have sufficient space for incorporating Ability Labs™ and enough private rooms to meet the demand for patients.

Estimated total cost of this option: \$290 million in hard costs* (see note above regarding hard cost).

Option 4: Construct a new hospital with adequate space and appropriate design that can meet the needs of patients and which is located proximate to the McGaw Medical Campus.

Option 4 was selected for several strategic, operating and financial reasons, including:

- Based upon the data presented, RIC is at capacity. In order to support current needs-and documented growth, RIC must build a new facility.
- Renovation of the existing facility would be cost prohibitive.
- A new facility design is necessary to facilitate clinical excellence. The future of medicine is the integration of scientists and physicians working together in the same space, solving patient problems fast, improving recovery, discovering cures. In order for this to occur, the hospital's space must accommodate and support this innovation.
- The new hospital must be located proximate to the McGaw campus, insuring the continuity of RIC's relationships with other medical partners. Strategically, RIC's proximity and link with campus partners Northwestern Memorial Hospital, Northwestern University and the future site of the Ann and Robert H. Lurie Children's Hospital of Chicago is critical to RIC's ability to support its patients, advance research, attract clinicians, and improve rehabilitation medicine. Moreover, NMH and Lurie Children's are two of RIC's most critical and largest referral sources, and these institutions rely on RIC to provide expert rehabilitation services that is easily accessible to their patients.
- The new RIC facility located on the McGaw Medical Center campus will provide all the campus partners with the highest level of patient safety. Seamless transfer of patients within the campus into an integrated facility will maximize patient oversight and treatment, thereby improving quality.
- RIC's continued presence within the Northwestern medical campus will insure patients' access to specialty and ancillary services.
- Locating the new facility proximate to the McGaw campus will help attract world-class clinicians to the medical center, and facilitate educational and training opportunities for clinicians, including medical residents and students.

- RIC's continued presence on the Northwestern campus promotes the overall medical center by leveraging RIC's national and international stature.
- RIC's facility in Streeterville insures that the Northwestern medical campus will continue to provide a broad continuum of medic_al services and will better position the Northwestern healthcare providers as they separately and collectively seek better outcomes and efficiencies in implementing the comprehensive changes confronting healthcare providers.
- Operating one facility, rather than two adjoining facilities, will result in significant cost and treatment efficiencies. A single facility will avoid unnecessary duplication of services and will facilitate the coordination of care by clinicians and researchers within RIC.
- The establishment of the hospital at the new site will secure RIC's long term future because ownership of the property is held by RIC.
- RIC's new Research Hospital will benefit from a more efficient physical plant, incorporating advances in resource-saving technologies while serving more patients. RIC can avoid creating duplicative services and focus its financial resources on the unique services it provides.
- The proposed site and the ability to integrate parking supports RIC's desire to respond to the unique patient care requirement of our patients.

Estimated total cost of this option: \$330 million in hard costs* (See note above regarding hard cost.)

2. The four options detailed above include a comparison of the project (Option 4) with the alternative options. The comparison includes total costs, patient access, quality and financial benefits in both the short term and long term.

3. The new facility will improve patient outcomes and quality of care.

The Center for Health Design's definition of evidence-based design in "the process of basing decisions about the built environment on credible research to achieve the best possible outcomes." Evidence is now abundant, with over 1,000 studies citing proven benefit to design decisions. RIC is currently in the process of design decisions, working in partnership with HDRIGensler architecture team. While decisions have not yet been made, the following design elements are being considered for RIC's new Research Hospital.

| Design Element | Benefits to RIC |
|--|--|
| Build single patient rooms | Reduced infections, increased privacy, increased functional capacity, increased patient satisfaction, reduced patient room transfers and related costs |
| Adequate space for families for overnight stay | Increased patient, family, staff satisfaction; better integration of family into education and preparation for discharge |
| Larger patient bathrooms with double door | Decrease in falls, staff back injuries; accommodate larger equipment (e.g., bathchairs) |
| Ceiling mounted lifts | Decreased patient falls, staff injuries; encourage patients with functional deficits to navigate their environment safely |
| Meet established noise-level standards | Decreased stress, sleep deprivation; increased patient satisfaction |
| Access to natural light | Decrease patient anxiety and depression, LOS; -- increased staff satisfaction |
| Decentralized caregiver workstations | Increased staff time on direct patient care |
| Effective wayfinding systems | Decreased staff time spent giving directions; Decreased patient and family stress |

SIZE OF PROJECT

The proposed project is a master facility design and planning process that will culminate in a plan for the development of a replacement rehabilitation research hospital. Because that planning process has yet to be completed, the proposed square footage allocations have not been finalized, and will not be finalized until the planning process has been completed. RIC's new Research Hospital will, based on planning to date, include, only two functional areas for which the Illinois Health Facilities and Services Review Board (IHFSRB) maintains standards. Those two areas, consistent with IHFSRB reporting requirements, are identified in the table below.

| DEPARTMENT/SERVICE | PROPOSED DGSF | STATE STANDARD | DIFFERENCE | MET STANDARD? |
|----------------------------|------------------|-------------------|------------|------------------|
| Comp. Rehabilitation (272) | 230,982 | 179,520 | 0.70/bed | no |
| Radiology* | 15,653 | 16,200 | (547) | yes |

*assumes 9 general radiology, 1 ultrasound, 1 CT and 1 MRI

The proposed square footages identified above, because the planning process has yet to be completed, should be viewed as preliminary.

The space to be allocated to the comprehensive physical rehabilitation patient units will exceed the IHFSRB's standard, as a result of the scope of services provided as well as a variety of factors discussed in detail in ATTACHMENT 12. The patient units are not intended to mirror other rehabilitation units. Rather, they will incorporate concepts not seen at other Illinois hospitals, such as an Ability Lab, in which both therapies are provided and research is conducted by clinical and research staff. Among other factors contributing to the size of the units are RIC's commitment to physician and allied health professional educational and training programs; innovative treatment programs, some of which are provided only at RIC, and others of which are provided at only a handful of hospitals, nationwide; clinical, including patient-centered research programs; RIC's commitment to locate all patients in private rooms; the extraordinary need for equipment storage on the patient units; and the need to provide family support space.

PROJECT SERVICES UTILIZATION

It is anticipated that RIC's new Research hospital will include one "category of service" and four other clinical areas for which the Illinois Health Facilities and Services Review Board (IHFSRB) maintains utilization target levels or standards.

The hospital's only "category of service" will be comprehensive physical rehabilitation, and it is projected that the 85% target utilization rate will be reached during the first calendar year following the project's completion, and surpassed the following year.

Utilization projections are based on a number of factors to be discussed in detail in the Certificate of Need Application to replace the hospital. Those factors include: the hospital's historical high occupancy levels, the hospital's need to "turn" away 882 patients in 2010 due to a lack of beds, the impact of an aging service area population on demand, and new programs.

The remaining clinical areas to be provided and having IHFSRB-identified standards are all imaging modalities. Two of those imaging modalities that will be provided in the new Research Hospital---CT and MRI---are services that are not currently provided at RIC. Ultrasound (which is currently provided), CT and MRI are each modalities that are viewed by the applicant as being appropriate in the diagnosis and treatment of RIC's patient population. The IHFSRB standards for these three services are identified in the table below as being not applicable, because only one unit is being provided, and it is not anticipated that utilization will be sufficient to support a second unit in any of these methodologies. Some limited ultrasound and radiology services are currently provided to RIC patients at the Flagship Hospital. Additional radiology services as well as all MRI, CT and other specialty imaging services are provided at Northwestern Memorial Hospital. Planning is currently in process to identify the extent, if any, to which non hospital-based equipment will continue to be used, particularly for procedures that the IHFSRB classifies as "general" (i.e. procedures performed using a C-arm). As a result, the volume of general radiology procedures cannot be reasonably estimated at this point in the planning process.

The table on the following page provides both historical and projected utilization information, consistent with IHFSRB reporting requirements.

| Dept./ Service | Historical ¹ Utilization (Patient Days) (TREATMENTS) ETC. | PROJECTED UTILIZATION | | STATE STANDARD | MET STANDARD? |
|--------------------------------------|--|--------------------------|--------------|-------------------|------------------|
| | | YEAR 1 ² | YEAR2 | | |
| Comp. Rehab. | 53,221 | 84,388 | 86,432 | 84,388 | yes |
| Gen'l. Radiology | 8,392 | ⁴ | ⁴ | 64,001 | |
| Ultrasound | 490 | 777 | 796 | n/a ³ | n/a |
| CT | 0 | | | n/a ³ | n/a |
| MRI | 0 | | | n/a ³ | n/a |
| ¹ calendar 2010 | | | | | |
| ² calendar 2015 | | | | | |
| ³ one unif | | | | | |
| ⁴ see discussion above | | | | | |

Section V: Master Design and Related Projects
1110.235(a): System Impact

1. The availability of alternative healthcare facilities within the planning area and the impact that the proposed project and subsequent related projects will have on the utilization of such facilities.

No healthcare facilities within Planning Area 6, or in all of the State of Illinois, provide the comprehensive physical rehabilitation services that are available at RIC. RIC's clinical breadth, its scope of research and innovation, and its medical team distinguish it from all other providers of these services. Hospitals that are located in Planning Area 6, in the contiguous planning areas, throughout the State of Illinois, as well as around the country refer to RIC to access its unique specialty care. RIC is unlike any other provider of rehabilitation services in the country.

The map at the end of this section illustrates the Illinois counties from where RIC received at least one patient in the past fiscal year. The RIC inpatient is contrasted with similar maps from the next five largest inpatient rehabilitation providers in the state. As clearly demonstrated, RIC's service area and patient flow exist far beyond those of Planning Area 6 and significantly more broad than the next largest state providers. (See map at the end of this attachment.)

One additional map illustrates RIC's reach relative to the State's Health Service Areas. This map shows that RIC has received patients from every one of the state's 11 Health Service Areas for rehabilitation. No other rehabilitation provider in the State has admitted patients from all Health Service Planning Areas.

Based on the State's inventory, there appears to be availability of beds in the service area for comprehensive physical rehabilitation. This is based on the state's planning assumptions, which RIC believes understates the demand for rehabilitation as we explain in Attachment 21 of this application. Moreover, none of the providers of comprehensive physical rehabilitation in Planning Area 6 provide the scope of services that RIC provides with regard to research and clinical care for the large number and complexity of patients that RIC treats daily.

RIC offers a very unique, tertiary level of rehabilitation care as evidenced by the fact RIC currently accepts patients from most every hospital in the market, particularly for catastrophic injuries and complex medical conditions, in addition to less-complex cases, as illustrated in the table below.

*Hospitals Sending Patients to RIC
Fiscal Year 2011*

| | Number of Hospitals with Inpatient Rehabilitation Facility/Unit (IRF) | Number of Hospitals with IRF that sent patients to RIC | % of Hospitals with IRF that sent patients to RIC |
|-------------|---|--|---|
| Chicagoland | 31 | 21 | 67% |
| Illinois | 46 | 28 | 61% |

***Inpatient Rehabilitation Facilities or Unit**

This existing referral pattern is due to the fact that most clinicians at acute care hospitals (physicians, case managers and social workers) recognize the need for appropriate specialty services and equipment in order to provide safe and quality care for patients. Since most inpatient rehabilitation facilities do not offer types of services that RIC provides, it is reasonable to expect that such referral patterns will continue in the future, with little impact on other provider facilities.

In addition to the current utilization for services in the market, the projections for future volume—as detailed in Attachment 21—is based on acute care discharge growth, in general and also specifically from Northwestern Memorial Hospital, as well as population growth and aging. RIC expects utilization growth of rehabilitation services based on aging to drive a significant increase in the number of beds required. The table below illustrates the increase in utilization of inpatient rehabilitation by patients under and over age 65. There is clearly a significant difference in utilization and as the Chicagoland and Illinois population continues to age, there will be greater demand of inpatient rehabilitation services.

Inpatient Rehabilitation Utilization

| | Under Age 65 | Age 65+ | Difference |
|--|--------------|---------|-------------------------------|
| Inpatient Rehabilitation Utilization per 10,000 people | 10.3 | 116.1 | 11+ times greater (1,122%) |

Source: IHA CompData, CY 2010

Finally, the increase in demand for RIC services can be expected to have similar, although less impact on other rehabilitation providers, since the overall utilization of services will increase, generating demand for all providers of rehabilitation services.

RIC's larger impact is due to the larger geographic reach, including patients from outside Illinois and around the world.

2. How the services proposed in future projects will improve access to planning area residents.

RIC currently is unable to accept all patients who need access to RIC's unique level of care at its flagship facility due to capacity constraints. The chart below shows the number of patients who were unable to access RIC in fiscal year 2010 due to either a lack of bed availability and/or other structural inadequacies, e.g., lack of private rooms.

*RIC Flagship Admissions and Additional Potential Admissions:
FY2010 and 2011*

| | Fiscal Years | |
|-----------------|--------------|------|
| | 2010 | 2011 |
| Admissions Lost | 823 | 736 |

RIC's new facility would improve access to care by providing all private patient rooms and a modern facility with better access to ancillary clinical services and other amenities (e.g. patient lifts, enhanced technology) that would improve patient care and safety. Moreover, the unique collaboration of clinical care and research will result from the inspiration that happens when patients, clinicians and researchers are intimately knit together with one purpose-to minimize and eliminate the pain and effects of disease, injury, and disabling health conditions. No other rehabilitation provider has made the commitment to bring leading edge, life altering research to the patient unit like RIC intends to do.

The new facility would enable RIC to improve access to all patients, regardless of income or ability to pay. As noted earlier, RIC maintains a significant percentage of patients who rely on government payors such as Medicare and Illinois public aid. As RIC's occupancy expands, RIC expects to maintain the commitment to all patients and therefore would serve a growing number of Medicare and Illinois Public Aid patients.

3. What the potential impact upon planning area residents would be if the proposed services were not replaced or developed

A material and deleterious impact would result from the failure to permit RIC to establish a facility that is adequate to meet its patients' needs. As noted, access to care would continue to be limited to residents if the new facility was not developed since the existing facility is not equipped, in size or design, to provide necessary specialty care for patients. RIC's current capacity limits access, as noted in the table above. Patients from NMH and

all other Chicagoland hospitals would be impacted by limited access to RIC's market-leading services. RIC would be unable to develop the integrated care model due to space and configurations limitations. RIC's current bed configuration only provides 45 private rooms, at a time when private rooms have become an accepted standard of care at leading healthcare institutions and an expectation of RIC's patient population. RIC is at capacity, patients are currently being turned away, and no other provider in the region is able to provide them the high quality care and innovative research that is necessary and appropriate for their medical condition.

RIC not only treats patients, but helps them return to their prior employment and remain productive. Beginning a career, returning to school or reentering the working world is important to a patient's financial security and emotional wellbeing. Rehabilitation can facilitate the return to a productive, independent and fulfilling life. To that end, RIC provides comprehensive vocational rehabilitation services that are tailored to meet the needs of each patient. These services include an initial assessment, diagnostic evaluation, work trial assessments, job analysis, return-to-work evaluation, job placement, resume writing and interviewing workshops, an Internet Job Skills course, and internship coordination. Patients can receive vocational services at eight RIC facilities to ensure that employment assistance is closely tied to community reintegration. During the past six years, this program has served an average of 500 patients annually: For clients who enter into Job Placement Services, an average of 92% are successful at obtaining and maintaining employment.

The Vocational Rehabilitation Program maintains connection to the business community through the RIC Business TEAM, which is comprised of more than 100 recruiters and managers who help RIC promote employment for people with disabilities. RIC hosts several luncheons each year for Business TEAM members to receive information on topics such as litigation, reasonable accommodations, advantages to hiring people with disabilities, and sharing of successful employment outcomes based on partnership between businesses and the Vocational Rehabilitation Program. For 33 years, the program has sponsored an annual corporate awards luncheon to recognize exemplary employers and corporate leaders who support employment of people with disabilities. Additionally, Business TEAM members participate in an annual Career Day hosted by the Vocational Rehabilitation Program to introduce clients to prospective employers. The Vocational Rehabilitation Program distributes educational literature addressing a range of vocational issues, and invites all of its "graduates" to attend a monthly job maintenance group for ongoing peer support. The program also provides graduate students with internship opportunities and provides outreach services and presentations locally and nationally to the rehabilitation community.

RIC is also committed to insuring that pediatric patients do not experience an interruption of their education and also seeks to integrate their therapy into their educational programs. For inpatients of school age, RIC initiates specific educational activity with the child's school district and integrates educational activity and school work into therapy. The finalization of the educational plan then occurs in RIC's Day Rehabilitation program. RIC has two Chicago Board of Education (CBOE) teachers assigned to work

with patients between ages of 3 and 21. By law, hospitalized children who are unable to attend school are entitled to educational instruction in their hospital. RIC's CBOE teachers will instruct all eligible Chicago children, and will also instruct all eligible children from other school districts if appropriate and approved by the other school district. RIC maintains communication with the school throughout the patient's stay. When appropriate, a member of the team attends the Domain!IEP meeting at the school. RecQmmenc:laticQns fpr modifications in the classroom are generated by the treating team and shared with the school and teachers.

Upon discharge to day rehabilitation, an RIC pediatric care coordinator works with patients' school to initiate home bound tutoring. At times, some of RIC's patients are not registered for school. In these cases, the pediatric care coordinator works with the family to get them registered.

Our links to students and educational institutions reach far beyond pediatric patients. As noted, every Northwestern Medical student is required to rotate through RIC for two weeks. Approximately 30 students do one-month electives, and 10 students spend the summer at RIC. RIC also has 193 student affiliation agreements, 122 of which are for nursing, occupational therapy (OT), physical therapy (PT) and speech language pathology (SLP) disciplines. (See attached list of student affiliations as of December 5, 2011.)

4. The anticipated role of the facility in the delivery system including anticipated patterns of patient referral, and contractual or referral agreements between the applicant and other providers that will result in the transfer of patients to the applicant's facility.

As noted above, RIC receives referrals from most other Chicagoland hospitals, including those with inpatient rehabilitation units. These strong referral relationships are expected to continue as RIC recruits national experts in rehabilitation medicine, as it extends its research programs, and as it works to integrate clinical innovations in all of its therapies. The only limitations on these referrals is the inadequate space and design of the current hospital.

RIC is a committed partner in providing the very best in rehabilitative care to the many Service Members who have returned from Iraq, Afghanistan and other combat zones with catastrophic injury and compromised physical ability. Traumatic brain injury (TBI) is the signature debilitating injury of the operations in Iraq and Afghanistan. In addition to TBI, service personnel have suffered traumatic amputation, spinal cord injury and numerous other major surface and internal injuries.

In 2007, RIC assisted Senator Richard J. Durbin with the development of federal legislation that will strengthen the rights of Service Members and Veterans who have experienced injuries. A key component of the bill allows the Department of Defense to

enter into partnerships with public and private entities "to prevent, diagnose, mitigate, treat and rehabilitation" Service Members. RIC has and continues to be a destination for certain catastrophic cases, receiving injured Service Members directly from military treatment facilities and returning patients home, fully coordinating and handing off Service Members' care to lifetime medical support by the Veteran's Administration. The application materials include articles relating to the clinical care of soldiers, and a discussion of how RIC interfaces with the Department of Defense and the Veterans' Administration in treatment of wounded military personnel. (See Attachment 12.)

RIC's new facility would enable the hospital to advance the treatment of Service Members, as well as non-military personnel, with state-of-the-art equipment and modern facilities that would improve patient care. RIC will strengthen referral relations to ensure acute care physicians are knowledgeable of RIC's services.

Criterion 1110.235(b)-Master Plan or Related Future Projects

1. The anticipated completion date: 2016
2. Evidence that the proposed number of beds and services is consistent with the need assessment provisions of Part 1100; or documentation that the need for the proposed number of beds and services is justified due to such factors, but not limited to:
 - a. Limitation on government funded patients that are expected to continue;
 - b. Restrictive admission policies of existing planning area healthcare facilities
 - c. Planning area population is projected to exhibit indicators of medical care problems such as average family income below poverty levels or projected high infant mortality.

At the time of filing this application, RIC has 182 rehabilitation beds. At this juncture in its planning, RIC proposes that its new facility will open with 272 inpatient beds, representing a 90 bed increase in the hospital's bed capacity. The increase in beds is necessary to provide sufficient access to inpatient care within a facility design that allows state of the art rehabilitation care to thrive. The outmoded facility design and limited space/beds leaves RIC unable to treat the patients that need its care, and forces it to turn away patients who cannot access appropriate services elsewhere. As noted above, RIC has not been able to admit over 1,500 patients over the past two fiscal years. In addition to providing access to current patient referrals, RIC projects robust need for rehabilitation services in the future. RIC's methodology for future needs for its inpatient physical rehabilitation services is described in detail in Attachment 21.

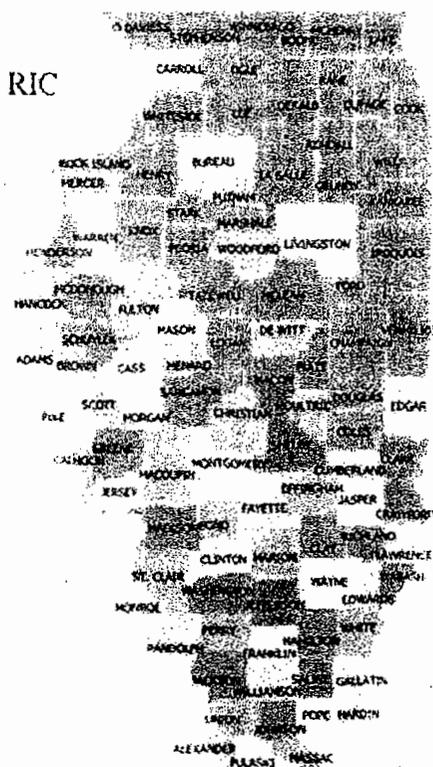
Moreover, RIC cares for patients around the globe. Specifically, in the last two years alone, patients have come from the following countries:

| | | | | |
|--------------|-------------|-------------|---------|-----------|
| Australia | Bangladesh | Brazil | Canada | Chile |
| China | Denmark | England | Finland | Germany |
| Greece | Guatemala | India | Iran | Iraq |
| Israel | Italy | Japan | Korea | Kuwait |
| Lebanon | Mexico | Netherlands | Norway | Pakistan |
| Panama | Philippines | Qatar | Romania | Russia |
| Saudi Arabia | Switzerland | Turkey | UAE | Venezuela |

No other hospital in the State of Illinois draws patient from as large a geographic market. RIC's global reach is testament to the uniqueness of its service and the quality outcomes that the hospital has been able to achieve.

Illinois Rehabilitation Providers Patient Origin by County

Colored areas represent counties from where patients have been admitted to each of the 4 largest rehabilitation providers in Illinois. RIC is has the largest catchment of all providers in the state. (Grey shades are not intentional)



-
- Green shade represents counties of RIC patients
- Red shade represents counties of other rehabilitation providers

Source: IHA CompData

RIC Patient Origin

In calendar year 2010, RIC admitted patients from every Illinois Health Service Area. No other rehabilitation provider has admitted patients from all Health Service Areas in the State.



Source: IHA CompData

Comprehensive Physical Rehabilitation

This attachment, in combination with Attachment 12 and 18, responds to those sections of Criteria 1110.630 that apply for the establishment of Comprehensive Physical Rehabilitation.

Bed Need Methodology

Background

Given the unique role that RIC plays in the world, a traditional analysis of bed need within the hospital's proximate geographic market materially underestimates the need for the care RIC provides. RIC's patients come from an expanded geographic market when compared to other Illinois hospitals, therefore, a broader approach to bed need planning is required. Moreover, RIC's own experience has shown that traditional acute care planning models are neither appropriate nor accurate for RIC's post-acute care planning purposes. Over a decade ago, RIC's strategic planning began to incorporate a more specific methodology to evaluate post-acute care services and has been evolving this methodology ever since.

Unlike traditional acute care methodologies, RIC's methodology projects patient volume for a specific post-acute provider. RIC does not use a generic market based method, but instead uses a market analysis based on rehabilitation-specific patients at acute care hospitals. RIC believes this method is unique in the industry, no other provider or consultancy has been found to have as accurate a method as RIC uses for forecasting post-acute patient volume.

RIC has been using and evolving the methodology over the past ten years as it conducted analyses to establish strategic alliances with acute care providers in the region. As a part of discussions with these hospitals, RIC completes an evaluation of the market opportunity so as to project the inpatient rehabilitation bed need at these remote locations. Since each RIC alliance is unique, each analysis is specific to the alliance hospital situation. The assessment examines different market areas, different competitive dynamics, and different acute care strengths. RIC's breadth of experience in creating and operating alliances has added a deeper level of understanding of how to apply this planning model.

The alliance agreements have confirmed RIC's confidence in its methodology. For each alliance RIC has established, the planning projections developed from the model have been accurate within 10% of the actual bed need just a few years after RIC's involvement.

Methodology Overview

For planning the new Research Hospital, RIC conducted a multi-year planning process to forecast patient volume for inpatient rehabilitation services. The basis for this planning tool was the proven methodology used in the alliance experience.¹ However, given the magnitude of the project and long-term time horizon associated with the projections, RIC retained an experienced, external consultancy to validate and augment the methodology. HealthCare Futures is a healthcare strategic consulting firm that has worked with leading hospitals and health systems across the country, including Northwestern University, University of Chicago and other nationally acclaimed academic medical centers. HealthCare Futures conducted a detailed market analysis approach while also incorporating RIC's methodology to create a new, more rigorous tool, uniquely for RIC. This tool incorporates acute care and rehabilitation market data into a more specific and detailed modeling tool that could be used to project further into the future (i.e., 10 years vs. a short-term focused). This planning methodology has continued to be updated and refined each year as RIC continues to monitor trends in utilization and patient demand for services. RIC has determined that its conclusions accurately forecast RIC's experience

The model has been most recently corroborated by HDR Architects, the #1 rated healthcare architecture design team in the country. HDR has validated the level of detail specific to rehabilitation that is built into the model and confirmed it is unique to the industry.

The market analysis and resulting methodology for projecting demand is based on key drivers of inpatient rehabilitation:

1. Population demographics, including population size and age
2. Acute care hospital discharges, including specifics for Northwestern Memorial Hospital, our primary referral source.
3. Assessment of technology advances for acute care and rehabilitation
4. RIC differentiated service offerings; including continuing attraction of local Chicagoland as well as out-of-state and international patients for Spinal Cord Injury, Brain Injury, Pediatrics, and other programs as described in Attachment 12 of this application.

Details within each of these drivers are analyzed as well as several other factors are used in the planning tool, such as length of stay and occupancy. In contrast to traditional acute care planning tools, the RIC model does not rely on service-line market share estimates to project growth. Instead, the number of patients by conditions (e.g. stroke, spinal cord injury, brain

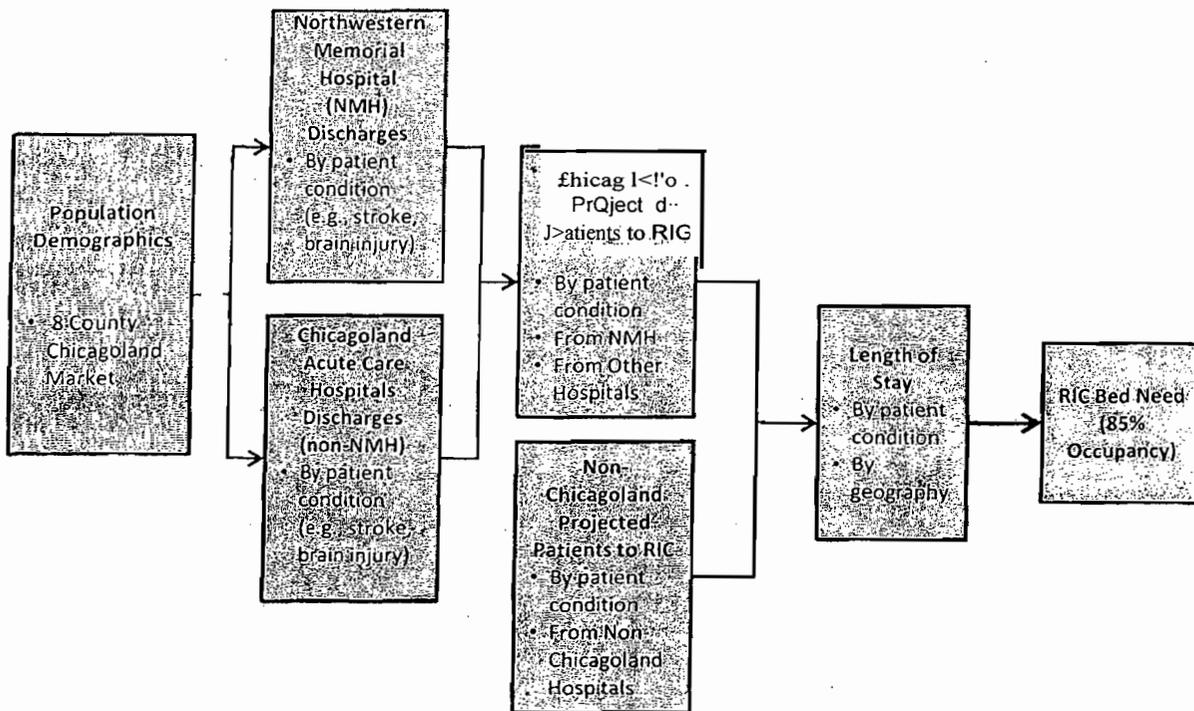
¹As noted in Attachment 13, RIC has alliance agreements with: Advocate Illinois Masonic Medical Center (Chicago); Alexian Brothers Hospital Network (Elk Grove Village); Blessing Hospital (Quincy); RML Specialty Hospital (Hinsdale); Silver Cross Hospital (Joliet); Southern Illinois Healthcare (Herrin); Saint Margaret Mercy Centers (Northwest Indiana); Saint Anthony Health- Crown Point and Michigan City.

injury) are projected to be admitted to RIC. As a result, this model is more accurate in determining bed need for post-acute care.

Using market data and RIC expert opinion on the drivers of each factor, the model calculates multiple bed scenarios, based on sensitivities for each factor, to determine a bed range for future demand. The analytical results are then vetted by RIC experts for reasonability and risk assessment. Due to the changing complexity of acute rehabilitation services and the growing focus on brain related injuries and conditions, RIC sought the input and reaction from the country's leading neuroscience's medical expert who also has a focus in stem cell therapy from Northwestern University on RIC's bed projection. As a result of the detailed quantitative analysis and qualitative rehabilitation-specific assessment, RIC is confident that its bed projections are accurate.

The illustration below represents a simplified visual of the Market Analysis for RIC's bed need.

*RIC Bed Need Methodology
Adult Patient/*



¹ Adult patients are calculated separate from Pediatrics. The pediatrics methodology is the same as adult, except it does not use Northwestern Memorial Hospital.

Detailed Methodology: Population Demographics

The Chicagoland population is one of the largest in the country, with approximately 8.5 million people. Growth rates are projected to range from -2% in Cook county to +18% in Will County- one of the fastest growing counties in the country. Based on US Census projections, the overall population is expected to grow 2% over five years. More significantly, the Chicagoland population is aging. There are approximately 1 million people over the age of 65 (11% of the population) and by 2025, this oldest cohort will reach 16% of the population. The trend in population aging is widely known and occurring across the country as baby boomers have now begun to reach age 65; it is estimated that 10,000 people will reach 65, every day for the next 19 years.

Healthcare demand substantially increases with the aging of the population. The population use rate of inpatient rehabilitation services for people over age-65 is eleven times (11x) the rate of people under age-65. This is due to the higher need for rehabilitation services for patient conditions that effect older Americans such as stroke, neurological condition, cancer and orthopedic conditions. The implications are significant: even with modest growth rates, the aging of the population will drive an ever greater need for rehabilitation services.

Inpatient Rehabilitation Utilization

| | Under Age 65 | Age 65+ | Difference |
|--|--------------|---------|----------------------------|
| Inpatient Rehabilitation Utilization per 10,000 people | 10.3 | 116.1 | 11+ times greater (1,122%) |

Source: IHA CompData, CY 2010

Detailed Methodology: NMH and Chicago/and Acute Care Discharges

As a post-acute provider, RIC treats patients who are transferred from an acute care hospital. RIC does not provide "life saving" stabilizing services such as an Emergency Department or operating rooms. Instead, RIC admits patients for inpatient services who have been evaluated and determined to be medic lly stable and able to participate in rehabilitation therapy, yet require 24-hour nursing services and daily physician oversight. Therefore, RIC is able to project patient demand using acute care hospital discharges as a significant driver.

The table below lists the number of patients discharged from acute care hospitals in the Chicagoland area with primary diagnosis shown by category. These patient categories are all appropriate for inpatient rehabilitation, the actual number being admitted to RIC or other providers depends on a number of factors described below.

*Chicago/and Patients by Condition
Fiscal Year 2010*

| <i>Patient Condition</i> | <i>2010 Chicago/and Acute Care Discharges</i> |
|---|---|
| Orthopedic Conditions (including fractures and joint replacements) | 40,702 |
| Cancer | 28,596 |
| Neurological Conditions (including Parkinsons and Alzheimers) | 25,179 |
| Stroke | 13,994 |
| Brain Injury | 12,966 |
| Amputee | 3,535 |
| Spinal Cord Injury | 2,332 |
| Other Conditions (including cardiac, pulmonary, gastrointestinal, etc.) | 192,499 |
| Total | 316,269 |

For each patient condition noted above, a patient may be transferred to inpatient rehabilitation based on the complexity of the condition and functional limitations that occurred as a result of the illness or injury. Therefore, the RIC model projects the acute care discharges for all Chicagoland hospitals, and identifies NMH separately (for reasons described below). The projections are done by age cohort for under age-65 and over age-65. The Chicagoland acute care market for these conditions over the past five years has grown approximately 2% on average per year; based on population growth and aging and technological changes (described in the following section), RIC expects continued growth in acute care services.

The attached exhibit shows the results of the market analysis RIC completed for the Chicagoland acute care historical discharges and projected need for the diagnostic groups that RIC treats. The data is grouped into categories similar to the above table. (See attachment.)

In addition to the general acute care market, RIC works closely with NMH to project the RIC bed need attributable to NMH's growth. As part of our strategy to deliver cost effective services, RIC believes that it is imperative to provide sufficient and appropriate rehabilitation capacity to meet the growing demands of NMH patients. NMH uses RIC as its primary rehabilitation provider. As a campus partner, RIC believes strongly in the obligation to support the patient population and advance the reputation status of the Northwestern Medicine medical center, while partnering in the delivery of cost effective services.

As RIC's largest referral source, NMH provides approximately 50% of the hospital's patient volume. NMH has had demonstrated success growing patient volume by providing high quality acute care services. Over the past five years, NMH has grown on average 3% in total admissions

per year. Looking forward, NMH projects admission growth projects to be 2.1% per year. This continued growth will generate need for rehabilitative services, the vast majority of which will be provided by RIC.

Similarly, Children's Memorial Hospital is RIC's primary referral source for pediatric patients. The pediatric methodology is similar to the adult methodology, with a focus on Children's Memorial Hospital as the primary referral source. Children's has been growing modestly under capacity constraints and projects future growth to be approximately 3% per year in the future. Importantly, with the opening of the new Lurie Children's Hospital of Chicago, RIC will be prepared to accommodate new growth of patients, including a growing number of patients that we have seen due to children being even more complex conditions and needing rehabilitation.

Technology Changes

The effects of technology and regulatory/legislative issues on healthcare remain unclear, and are even more uncertain for post acute providers. Since forecasting these issues is difficult, RIC has conducted research with internal and external experts to gauge the effects on the post-acute market. In short, there is little consensus-with opinion and historical facts leading to both increases and decreases in expected utilization of rehabilitation services.

Notwithstanding, RIC will continue to be a leader in the use of innovative and proven methods of treatment. RIC is the #1 rehabilitation hospital receiving NIH research support; leading the nation in the development and implementation of new treatments, while continuing to provide the highest level of care as measured by case mix index. As a result of such aggressive positioning, RIC believes certain patients and referrers will be more willing to seek care at RIC than other rehabilitation providers.

RIC has projected a range of results that will impact prospective need for post-acute services.

- Stem cell research offers important opportunities for persons with spinal cord injuries, potentially providing these patients with the opportunity to walk again.
- Advances in life-saving technology in acute care are enabling patient to survive previously fatal accidents. Patients now surviving traumatic events such as car accidents or cardiovascular and stroke events may be more likely to need inpatient rehabilitation services due to more significant injury or physical damage.
- Bionic Medicine, which is central to RIC's most innovative clinical work, is already transforming the lives of people with amputations.
- Other technological advances, such as minimally invasive surgeries, will actually decrease the need for post acute care services, enabling patients to return home after the acute care stay.

- New pharmacological treatments for cancer as well as neurological diseases (e.g. Parkinsons) will add a level of complexity to the functional impairments patients suffer. While pharmacologic agents may help patients slow or reverse the course of the disease, the impairments will remain and therefore must be treated more aggressively and coordinated with the acute care treatment.

Despite exciting new advances in technology and treatment, the specific impact of those innovations cannot be forecast precisely, and therefore we have put less emphasis on these changes to the overall bed need.

Projected Patients to RIC: Differentiated Service Offerings

The success of RIC's differentiated programs in attracting patients from the local, national and international market is a strong driver of growth for new beds at RIC's new Research Hospital. RIC has established disciplined processes, communications and marketing efforts to educate both referrers and patients on the benefits of RIC's integrated research and clinical care. These efforts have led to increases in patients being transferred to RIC, particularly for conditions that are more complex such as neurological conditions of stroke, brain injury, and spinal cord injury. As described earlier, RIC's programs for these conditions are examples of the differentiation that RIC has created. As the care model continues to evolve and more research is integrated with patient care, RIC believes the differentiated offerings will be even more compelling and will continue to attract patients from the local and distant markets.

As noted previously, RIC admits patients who have been transferred from an acute care hospital, the volume of which is projected as described above. Estimates are then made of the percent of patients from acute care hospitals that would transfer to RIC, based on geographic distance and patient type.

For example, according to modeling using Illinois Hospital Association's CompData, between 8% and 15% of patients with a brain injury in an acute care hospital will be discharged to an inpatient rehabilitation provider. RIC projects that between 5% and 40% of those patients will be transferred to RIC, depending on the age of the patient and distance from RIC. The large variation is due primarily to the difference in age groups: a traumatic brain injured patient under the age of 65 is 41%, while an over age-65 traumatic brain injury patient is 5%.

This same analysis is conducted for each patient condition. For example, RIC currently captures a high percentage of spinal cord injury patients in the Chicagoland market given the expertise and reputation of RIC's services and few competitors who can treat such patients. By contrast, patients with orthopedic conditions have many more options for care—RIC projects to capture fewer patients over time in this category.

Further detailed analysis is conducted for patients coming from NMH. As might be expected, given the close proximity to and relationship with NMH and the clinical staff, a higher percentage of patients currently transfer from NMH to RIC. In RIC's experience, between 60% and 80% of the spinal cord injury patients from NMH are transferred to RIC for post-acute care. Again, the range is based on patient age and complexity. Spinal cord patients have the highest percentage of admissions, given the clear clinical need, the lack of providers who can provide a comparable service, the integration with the spinal cord unit at Northwestern. (By way of example, the medical director of the NMH Spinal Cord Program is the medical director of RIC's Spinal Cord Program.) The transition of patients is well integrated which results in efficient communications and better overall care, and less overall cost to the healthcare system.

Importantly, RIC's experience working with acute care providers has led to a decrease in the amount of time that patients spend in the more expensive acute care setting. When RIC physicians provide consultation for patients in an acute care hospital such as NMH, the hospital has found that having a rehabilitation bed available will decrease the length of the acute care stay and reduce "avoidable days" for the acute care hospital. This is a direct cost savings to the acute care hospital and healthcare system overall. By contrast, when RIC is "full," referring hospitals will keep the most complex patients an extra day or longer until a bed becomes available as there are no other adequate providers who can treat the patient.

An additional component of this driver is the inclusion of out-of-market patients. Currently, approximately 10% of RIC inpatients come from outside Illinois, including international patients, representing over 200 patients. While it is not feasible to reasonably estimate market data for an international market, it is expected that the demand for out-of-market patients will continue to grow. This projection is based on RIC's historical growth of 2% per year over the past five years, and continued success in differentiated programs.

Other Operating Factors and Regulatory Environment

The final factors that are included in the modeling are operational measures. As an example, RIC estimates the length of stay (LOS) by condition to calculate total patient days. As part of this process, RIC internal physician experts inform the planning by estimating the expected changes in medical complexity and potential technology that may influence LOS in the future. For patients with more complex conditions, there are scenarios where LOS is maintained due to the increased need for medical attention. However, the vast majority of clinical situations expect a slight decrease over time in LOS.

Another factor that may have an impact is the regulatory environment. There are potentially significant changes possible as a result of government regulations. RIC has resources committed to maintaining current knowledge at the state and federal levels with regard to potential changes in regulations. Through its internal planning process, RIC has envisioned scenarios that could be

very favorable for RIC and other strong rehabilitation providers, and other situations that could be significantly deleterious to the hospital. At this time, without better knowledge to forecast such extreme cases, RIC has not factored in any regulatory scenarios into the bed need.

The table below is a summary of the resulting bed need for opening and five years following opening.

RIC new Research Hospital Projected Admissions

| | 2016 | 2017 | 2018 | 2019 | 2020 |
|--------------|-------------|-------------|-------------|-------------|-------------|
| Admissions | 3,896 | 4,094 | 4,298 | 4,506 | 4,720 |
| Patient Days | 78,819 | 82,569 | 86,444 | 90,444 | 94,582 |
| ADC | 215.9 | 226.2 | 236.8 | 247.8 | 259.1 |
| Total Beds | 272 | 272 | 272 | 272 | 272 |
| %Occupancy | 79% | 83% | 87% | 91% | 95% |

Part 1100 calls for 85% utilization after 2 years of operation



Exhibit for Bed Need: RIC Market Analysis

Data Shown:

- Population Size and Growth by age cohort
- Acute Care Market for select categories. Some conditions have been combined, for example, amputee is part of orthopedic conditions.
- RIC projected patient admissions. RIC categories shown are based on grouping of patients based on underlying condition. For example, Stroke and Brain Injury are grouped into the "Brain" category. The underlying conditions are aggregated into these categories and become the basis for facility decisions during programming.

RIC Market Analysis: Acute Care Discharges: RIC Patient Projections by Condition Category; Data by Fiscal Year ending August 31

| | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 |
|--------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Population | | | | | | | | | | | | | | |
| Under age 65 | 7,691,007 | 7,731,461 | 7,704,818 | 7,146,111 | 7,765,341 | 7,784,571 | 7,813,802 | 7,823,032 | 7,842,262 | 7,886,377 | 7,930,492 | 7,974,607 | 8,018,722 | 8,062,837 |
| Over age 65 | 944,744 | 950,330 | 945,738 | 970,914 | 1,026,894 | 1,054,886 | 1,082,876 | 1,110,807 | 1,156,387 | 1,201,907 | 1,247,427 | 1,292,947 | 1,338,437 | |
| Acute Care Discharges | | | | | | | | | | | | | | |
| Stroke | 14,111 | 14,123 | 13,919 | 13,934 | 14,245 | 14,494 | 14,740 | 14,934 | 15,226 | 15,639 | 16,049 | 16,455 | 16,856 | 17,254 |
| Brain Injury | 12,669 | 12,898 | 12,897 | 12,966 | 13,156 | 13,347 | 13,541 | 13,736 | 13,932 | 14,249 | 14,569 | 14,892 | 15,218 | 15,547 |
| Spinal Cord Injury | 2,293 | 2,307 | 2,320 | 2,332 | 2,358 | 2,383 | 2,409 | 2,434 | 2,459 | 2,503 | 2,547 | 2,591 | 2,635 | 2,679 |
| Neurological Conditions | 20,752 | 24,040 | 25,045 | 25,179 | 25,847 | 26,523 | 27,207 | 27,898 | 28,597 | 29,631 | 30,673 | 31,738 | 32,812 | 33,899 |
| Orthopedic Conditions | 39,860 | 40,588 | 40,485 | 40,702 | 41,448 | 42,193 | 42,939 | 43,685 | 44,430 | 45,670 | 46,910 | 48,141 | 49,381 | 50,629 |
| Cancer | 28,943 | 29,348 | 28,444 | 28,596 | 29,044 | 29,491 | 29,938 | 30,385 | 30,832 | 31,583 | 32,334 | 33,085 | 33,836 | 34,537 |
| All Other Geriatric Conditions | 194,832 | 197,558 | 191,473 | 192,499 | 195,509 | 198,519 | 201,529 | 204,539 | 207,549 | 212,604 | 217,659 | 222,714 | 227,763 | 232,823 |
| Total | 313,530 | 320,862 | 314,583 | 316,269 | 321,607 | 326,451 | 332,302 | 337,661 | 343,026 | 351,880 | 360,745 | 369,624 | 373,515 | 387,413 |

RIC Projections (RIC Patient Groupings)

| | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 |
|----------------------|--------------|--------------|--------------|--------------|--------------|---------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Brain | 1,211 | 1,226 | 1,381 | 1,442 | 1,542 | 1,533 | 1,623 | 1,753 | 1,830 | 2,368 | 2,148 | 2,735 | 2,928 | 3,128 |
| Spinal Cord | 304 | 385 | 397 | 309 | 331 | 331 | 344 | 365 | 374 | 497 | 517 | 537 | 558 | 579 |
| Neuromusculoskeletal | 689 | 652 | 659 | 486 | 504 | 547 | 542 | 551 | 535 | 647 | 640 | 631 | 621 | 608 |
| Peels | 168 | 199 | 183 | 231 | 234 | 273 | 278 | 289 | 290 | 384 | 389 | 394 | 389 | 404 |
| Total | 2,372 | 2,462 | 2,620 | 2,468 | 2,611 | 2,1384 | 2,787 | 2,958 | 3,029 | 3,896 | 4,094 | 4,298 | 4,506 | 4,720 |

CLINICAL SERVICE AREAS OTHER THAN CATEGORIES OF SERVICE

The proposed project, as identified in the table below, includes four clinical areas for which the Illinois Health Facilities and Services Review Board (IHFSRB) does not maintain utilization of space standards.

In the most general of terms, RIC's physical plant, which was built in 1974, has become obsolete when compared to the cutting edge treatment and research programs provided and envisioned, limits programmatic development, does not provide appropriately-sized patient rooms, requires most patients to be in multi-bed rooms, stifles the desired interaction between clinical and research staffs, and has required certain functions to move off-site. In addition, and of paramount importance, the existing hospital does not provide a sufficient number of beds to meet the hospital's demand for services.

RIC's new Research Hospital will be licensed by the Illinois Department of Public Health, and consistent with licensure requirements, both a pharmacy and a clinical laboratory must be provided.

As discussed in depth in Attachment 12, RIC is one of the leading physical medicine research institutions in the world, and as a result, the provision of clinical research space is absolutely consistent with its mission and purpose.

The remaining area in the table below is a small acute dialysis area, which will not be used as an End Stage Renal Disease (ESRD) provider, but rather, as a site for acute dialysis, consistent with the needs of a limited number of rehabilitation patients.

| Service | #Existing Key Rooms | #Proposed Key Rooms |
|---------------------|------------------------|------------------------|
| Clinical Research | N/A | N/A |
| Pharmacy | N/A | N/A |
| Acute Dialysis | N/A | N/A |
| Clinical Laboratory | N/A | N/A |

Rehabilitation Institute, Inc. and •Affiliates

Consolidated Financial Statements as of and
for the Years Ended August 31, 2011 and 2010,
and Independent Auditors' Report

Deloitte

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INDEPENDENT AUDITORS' REPORT

To the Finance and Audit Committee of
Rehabilitation Institute, Inc.
Chicago, Illinois

We have audited the accompanying consolidated balance sheets of Rehabilitation Institute, Inc. and Affiliates (the "Company") as of August 31, 2011 and 2010, and the related consolidated statements of operations and changes in net assets, and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Rehabilitation Institute, Inc. and Affiliates as of August 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 5 to the consolidated financial statements, the consolidated financial statements include investments valued at \$142,212,000 (31.0% of total assets) and \$119,091,000 (29.1% of total assets) as of August 31, 2011 and 2010, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. In addition, the defined benefit pension plan assets disclosed in Note 12 to the consolidated financial statements includes investments of \$28,197,000,000 and \$21,833,000 as of August 31, 2011 and 2010, respectively, whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates are based on information provided by the fund managers or the general partners.

As discussed in Note 2 to the consolidated financial statements, the Company adopted the presentation and disclosure provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2011-07, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debt and Allowance for Doubtful Accounts/or Certain Health Care Entities*.

Deloitte & Touche LLP

November 22, 2011

Member of
Deloitte Touche Tohmatsu limited

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED BALANCE SHEETS
AS OF AUGUST 31, 2011 AND 2010
(Dollars in thousands)

| | 2011 | 2010 |
|--|--------------------------|--------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 33,378 | \$ 30,265 |
| Patient accounts receivable -less allowance for doubtful accounts of \$8,510 and \$6,513 in 2011 and 2010, respectively | 23,834 | 20,693 |
| Inventories of supplies | 1,033 | 1,112 |
| Estimated third-party payor settlements | 1,450 | 1,192 |
| Prepaid expenses | 3,806 | 4,677 |
| Pledges receivable | 9,648 | 6,691 |
| Grants receivable | 4,503 | 4,974 |
| Other current assets | <u>2,787</u> | <u>2,646</u> |
| Total current assets | 80,439 | 72,250 |
| INVESTMENTS: | | |
| Unrestricted | 145,341 | 116,872 |
| Donor and other restricted | <u>92,804</u> | <u>82,023</u> |
| Total investments | 238,145 | 198,895 |
| JOINT VENTURES PLEDGES RECEIVABLE- | 11,940 | 12,459 |
| Net of current portion LAND, BUILDING, AND EQUIPMENT-Net | 34,659 | 30,302 |
| DEFERRED COSTS, INTANGIBLES, AND OTHER LONG-TERM ASSETS | <u>2,081</u> | <u>2,083</u> |
| TOTAL ASSETS | <u>\$ 458,696</u> | <u>\$ 408,688</u> |
| LIABILITIES AND NET ASSETS | | |
| CURRENT LIABILITIES: | | |
| Current portion of long-term debt | \$ 249 | \$ 14,785 |
| Accounts payable and accrued expenses | 11,868 | 12,389 |
| Accrued salaries and wages | 13,167 | 11,760 |
| Deferred revenue | 3,796 | 5,162 |
| Current portion of self-insurance reserve | <u>1,000</u> | <u>2,000</u> |
| Total current liabilities | 30,080 | 46,096 |
| SELF-INSURANCE RESERVES-Net of current portion | 3,906 | 3,276 |
| ACCRUED PENSION BENEFITS OTHER | 40,352 | 48,179 |
| NONCURRENT LIABILITIES LONG-TERM | 21,325 | 13,390 |
| DEBT-Net of current portion | <u>110,912</u> | <u>95,890</u> |
| Total liabilities | <u>206,575</u> | <u>206,831</u> |
| NET ASSETS: | | |
| Unrestricted | 118,010 | 85,841 |
| Temporarily restricted | 83,714 | 67,691 |
| Permanently restricted | 50,397 | 48,325 |
| Total net assets | <u>252,121</u> | <u>201,857</u> |
| TOTAL | <u>\$ 458,696</u> | <u>\$ 408,688</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
 FOR THE YEAR ENDED AUGUST 31, 2011
 (Dollars in thousands)

| | Unrestricted Nat Assots | Temporarily Restricted Not Assots | Permanently Restricted Net Assets | Total |
|--|----------------------------|---|---|-------------------|
| NET PATIENT SERVICE REVENUE | | | | |
| Patient service revenue (net of contractual allowances and discounts) | \$ 157,237 | | | \$ 157,237 |
| Provision for bad debts (Note 2) | p,859) | | | p,859) |
| Net patient service revenue less provision for bad debts | <u>155,378</u> | \$ - | \$ | <u>155,378</u> |
| OTHER REVENUE AND SUPPORT: | | | | |
| Grants | 16,271 | | | 16,271 |
| Affiliation and partnerships | 9,908 | | | 9,908 |
| Unrestricted contributions | 4,453 | | | 4,453 |
| Net assets released from restriction for operating purposes | 5,570 | | | 5,570 |
| Other revenue | <u>7,415</u> | | | <u>7,415</u> |
| Total other revenue and support | <u>43,617</u> | | | <u>43,617</u> |
| Total revenue and support | <u>198,995</u> | | | <u>198,995</u> |
| EXPENSES: | | | | |
| Salaries, wages, and employee benefits | 120,282 | | | 120,282 |
| Supplies and ether | 41,350 | | | 41,350 |
| Professional fees and purchased services | 18,208 | | | 18,208 |
| Depreciation and amortization | 10,835 | | | 10,835 |
| Interest | <u>1,951</u> | | | <u>1,951</u> |
| Total expenses | <u>192,626</u> | | | <u>192,626</u> |
| INCOME FROM OPERATIONS | <u>6,369</u> | | | <u>6,369</u> |
| NONOPERATING GAINS (LOSSES): | | | | |
| Investment returns | 16,097 | | | 16,097 |
| Loss on interest rate swap | (1,116) | | | (1,116) |
| Other gains and losses | <u>396</u> | | | <u>396</u> |
| Total nonoperating gains | <u>15,377</u> | | | <u>15,377</u> |
| EXCESS OF REVENUE, SUPPORT AND GAINS OVER EXPENSES AND LOSSES | <u>21,746</u> | | | <u>21,746</u> |
| PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST | <u>7,847</u> | | | <u>7,847</u> |
| RESTRICTED CONTRIBUTIONS | | 15,507 | 2,072 | 17,579 |
| INVESTMENT RETURN ON RESTRICTED INVESTMENTS | | 8,586 | 76 | 8,662 |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR CAPITAL PURPOSES | 2,500 | (2,500) | | |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATING PURPOSES | | (5,570) | | (5,570) |
| TRANSFER FOR ENDOWMENT REPLENISHMENT | <u>76</u> | | <u>@</u> | |
| CHANGE IN NET ASSETS | <u>32,169</u> | <u>16,023</u> | <u>2,072</u> | <u>50,264</u> |
| NET ASSETS-Beginning of year | <u>85,841</u> | <u>67,691</u> | <u>48,325</u> | <u>201,857</u> |
| NET ASSETS-End of year | <u>\$ 118,010</u> | <u>\$83,714</u> | | <u>\$ 252,121</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

CONSOLIDATED STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
 FOR THE YEAR ENDED AUGUST 31, 2010
 (Dollars in thousands)

| | Unrestricted Net Assets | Temporarily Restricted Net Assets | Permanently Restricted Net Assets | Total |
|--|----------------------------|---|---|-------------------|
| NET PATIENT SERVICE REVENUE | | | | |
| Patient service revenue (net of contractual allowances and discounts) | \$ 146,755 | | | \$ 146,755 |
| Provision for bad debts (Note 2) | <u>2,010</u> | | | <u>2,010</u> |
| Net patient service revenue less provision for bad debts | <u>144,745</u> | \$ | \$ | <u>144,745</u> |
| OTHER REVENUE AND SUPPORT: | | | | |
| Grants | 16,760 | | | 16,760 |
| Affiliation and partnerships | 8,199 | | | 8,199 |
| Unrestricted contributions | 4,387 | | | 4,387 |
| Net assets released from restriction for operating purposes | 5,810 | | | 5,810 |
| Other revenue | <u>7,080</u> | | | <u>7,080</u> |
| Total other revenue and support | <u>42,236</u> | | | <u>42,236</u> |
| Total revenue and support | <u>186,981</u> | | | <u>186,981</u> |
| EXPENSES: | | | | |
| Salaries, wages, and employee benefits | 111,090 | | | 111,090 |
| Supplies and other | 39,821 | | | 39,821 |
| Professional fees and purchased services | 17,496 | | | 17,496 |
| Depreciation and amortization | 11,083 | | | 11,083 |
| Interest | <u>2,264</u> | | | <u>2,264</u> |
| Total expenses | <u>181,754</u> | | | <u>181,754</u> |
| INCOME FROM OPERATIONS | <u>5,227</u> | | | <u>5,227</u> |
| NONOPERATING GAINS (LOSSES): | | | | |
| Investment returns | 9,369 | | | 9,369 |
| Loss on interest rate swap | (7,233) | | | (7,233) |
| Other gains and losses | <u>8,555</u> | | | <u>8,555</u> |
| Total nonoperating gains | <u>10,691</u> | | | <u>10,691</u> |
| EXCESS OF REVENUE, SUPPORT AND GAINS OVER EXPENSES AND LOSSES | <u>15,918</u> | | | <u>15,918</u> |
| PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST | (21,489) | | | (21,489) |
| RESTRICTED CONTRIBUTIONS | | 39,657 | 4,509 | 44,166 |
| INVESTMENT RETURN | | 5,063 | 249 | 5,312 |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR CAPITAL PURPOSES | 1,254 | (1,254) | | |
| NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATING PURPOSES | | (5,810) | | (5,810) |
| TRANSFER FOR ENDOWMENT REPLENISHMENT | 249 | | | |
| CHANGE IN NET ASSETS | <u>(4,068)</u> | 37,656 | 4,509 | <u>38,097</u> |
| NET ASSETS-Beginning of year | 89,909 | 30,035 | 43,816 | 163,760 |
| NET ASSETS-End of year | <u>\$ 85,841</u> | <u>-</u> | <u>\$48,325</u> | <u>\$ 201,857</u> |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

 CONSOLIDATED STATEMENTS OF CASH FLOWS
 FOR THE YEARS ENDED AUGUST 31, 2011 AND 2010
 (Dollars in thousands)

| | 2011 | 2010 |
|---|-----------|-----------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Change in net assets | \$ 50,264 | \$ 38,097 |
| Adjustments to reconcile change in net assets to net cash provided by operating activities: | | |
| Pension-related changes other than net periodic pension cost | (7,847) | 21,489 |
| Provision for retirement costs | 7,527 | 3,465 |
| Retirement plan contributions | (7,507) | (4,400) |
| Depreciation and amortization | 10,835 | 11,083 |
| Net unrealized (gains) losses on investments | (16,925) | (12,814) |
| Net realized (gains) losses on investments | (6,315) | (873) |
| Net unrealized (gain) loss on swap valuation | (592) | 5,978 |
| Restricted contributions for endowment | (2,072) | (4,509) |
| Restricted contributions for land, building, and equipment | (4,862) | (5,122) |
| Termination of real estate purchase option | | (9,568) |
| Equity income in joint ventures-net of cash distributions received | 519 | 431 |
| Provision for uncollectible accounts | 2,120 | 2,260 |
| Changes in: | | |
| Patient accounts receivable | (5,001) | (3,739) |
| Inventories | 79 | (7) |
| Estimated third-party payor settlements | (258) | (90) |
| Pledges receivable | (7,314) | (32,126) |
| Other assets | 1,094 | (4,911) |
| Accounts payable and accrued expenses | (750) | 3,196 |
| Accrued salaries and wages | 1,407 | 594 |
| Other liabilities | | |
| Net cash provided by operating activities | | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of land, buildings, and equipment (net of disposals) | (7,594) | (34,220) |
| Purchases of investments | (46,429) | (39,829) |
| Sales of investments | 38,196 | 35,264 |
| Termination of real estate purchase option | | 9,568 |
| Escrowed cash | | _0,000 |
| Net cash used in investing activities | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Payment of debt principal | (204) | (61,743) |
| Issuance of long-term debt | | 90,675 |
| costs of 1011g term debt Restricted | (153) | (1,103) |
| contributions for endowment | 2,072 | 4,509 |
| Restricted contributions for land, building, and equipment | | _2,JE |
| Net cash provided by financing activities | | 37,460 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 3,113 | 19,236 |
| CASH AND CASH EQUIVALENTS-Beginning of year | 30,265 | |
| CASH AND CASH EQUIVALENTS-End of year | | \$ 30,265 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION-Total interest paid | \$ 3,696 | \$ 3,123 |
| SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITY-Assets acquired under a capital lease | \$ 691 | \$ |

See notes to consolidated financial statements.

REHABILITATION INSTITUTE, INC. AND AFFILIATES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED AUGUST 31, 2011 AND 2010
(Columnar dollar amounts in thousands)

I. REHABILITATION INSTITUTE, INC. AND AFFILIATES

Rehabilitation Institute, Inc. (RII) was incorporated to promote and encourage rehabilitation services in the communities it serves. RII serves as the sole corporate member of Rehabilitation Institute of Chicago ("Institute"), Rehabilitation Institute Research Corporation ("Research Corporation"), and Rehabilitation Institute of Chicago Enterprises, Ltd. (RICE). The accompanying consolidated financial statements include the accounts of RII and affiliates (collectively referred to as the "Corporations") for which it serves as the parent corporation through ownership, the authority to approve Board membership, or the holding of certain reserve powers. Certain members of RII's Board of Directors are board members of the subsidiary corporations.

The Institute is a not-for-profit rehabilitation hospital, that provides comprehensive rehabilitative inpatient and outpatient services and programs.

The Research Corporation engages in, sponsors, and promotes medical and scientific research relating to the prevention and treatment of physical disabilities. On November 18, 2010, RII's Board of Directors approved the consolidation of the Research Corporation into the Institute. Effective August 31, 2011, all the assets and liabilities of the Research Corporation were transferred to the Institute. Additionally, all contracts, receivables, payables and obligations of the Research Corporation were assigned to the Institute.

RICE is a for-profit corporation which is currently not engaged in any business activities.

All significant intercompany balances and transactions have been eliminated in consolidation. RII, the Institute and the Research Corporation are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code (the "Code") and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits with banks and money market accounts with a maturity of less than 90 days from the date of purchase and are stated at cost which approximates fair value. Cash and cash equivalents held in the investment portfolio are classified as unrestricted investments.

Patient Accounts Receivable

Patient accounts receivable are stated at net realizable value. Accounts receivable are reduced by an allowance for doubtful accounts. In evaluating the collectability of accounts receivable, the Institute analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts. For receivables associated with services provided to patients who have third-party coverage, the Institute analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary. For receivables associated with self-pay patients, the Institute records a provision for bad debts and charity care in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates (or the discounted rates, if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

The Institute's allowance for doubtful accounts increased from 21.5 percent of net patient accounts receivable at August 31, 2010, to 24.2 percent of net patient accounts receivable at August 31, 2011. In addition, the Institute's self-pay writeoffs increased \$976,000 from \$3,398,000 for fiscal 2010 to \$4,374,000 for fiscal 2011. Both increases were the result of negative trends experienced in the collection of amounts from self-pay patients in fiscal 2011. The Institute has not changed its charity care or uninsured discount policies during fiscal 2010 and 2011. The Institute does not maintain a material allowance for doubtful accounts from third-party payors, nor did it have significant writeoffs from third-party payors.

Financial Instruments

The Corporations' financial instruments consist primarily of cash, accounts receivable, investments, accounts payable, long-term debt, and an interest rate swap agreement. The carrying amounts for cash, accounts receivable, investments, accounts payable, and long-term debt approximate their fair values. The fair value of the interest rate swap agreement is disclosed in Note 10.

Investments

Unrestricted investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the consolidated balance sheets. Fair value is determined primarily on the basis of quoted market prices. Investments are classified as either long-term or short-term based on management's intent with respect to the expected use and reinvestment of such investments.

Investments in alternative securities, which consist primarily of hedged equity, international hedged equity, private equity partnerships, real assets partnerships, and absolute return funds, are accounted for at net asset value (NAV) reported by the fund, which approximates fair value, under a method similar to the equity method.

Investment return (including realized and unrealized gains and losses on investments, interest, and dividends) is included in excess of revenues, support, and gains over expenses and losses unless the income or loss is restricted by donors, in which case the investment return is recorded directly to temporarily restricted net assets. In addition, the Corporations report as other revenue allocated earnings on an amount of investments equal to the average self-insurance reserve balance during the fiscal year.

Derivative Instruments

Derivative instruments, specifically interest rate swaps, are recorded on the consolidated balance sheets at their respective fair values. The change in the fair value of the derivative instrument is reflected in nonoperating gains (losses).

Inventories

Inventories, consisting primarily of pharmaceuticals and supplies, are stated at the lower of cost, on the first in, first out method, or market.

Deferred Costs and Intangibles

Goodwill, underwriter fees, and other bond issuance costs are included with deferred costs, intangibles, and long-term assets in the accompanying consolidated balance sheets. The Institute evaluates goodwill for impairment on an annual basis. Deferred bond issuance costs and underwriter fees related to the variable rate demand bonds and commercial paper revenue notes are being amortized on a straight-line basis (which approximates the effective interest method) over the period the debt instruments are expected to be outstanding.

Property and Equipment

Land, buildings, and equipment are stated at cost less accumulated depreciation. Depreciation is provided utilizing the straight-line method over the estimated useful lives of depreciable assets. Estimated useful lives are ten to forty years for building and components and four to ten years for furniture and equipment.

Asset Impairment

The Institute evaluates long-lived assets for impairment on an annual basis. Long-lived assets are considered to be impaired whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable from future cash flows. Recoverability of long-lived assets to be held and used is measured by a comparison of the carrying amount of an asset to future cash flows expected to be generated by the asset. When such assets are considered to be impaired, the impairment loss recognized is measured by the amount by which the carrying value of the asset exceeds the fair value of the asset. No impairment losses have been recognized in fiscal 2011 or 2010.

Income Tax Provision

A provision for income taxes of \$278,000 and \$97,000 is reported for the years ended August 31, 2011 and 2010, respectively, for estimated unrelated business income. Additionally, the Corporations perform an annual review of all tax positions and measure the potential tax benefit on the financial statements in which there is uncertainty as to whether the tax position will ultimately be sustained as filed within a tax return. The potential impact of the uncertainty on the Corporations' consolidated financial statements is minimal.

Net Assets

Resources are classified for reporting purposes into three net asset categories as unrestricted, temporarily restricted, and permanently restricted, according to the absence or existence of donor-imposed restrictions.

Temporarily restricted net assets are those whose use by the Corporations has been limited by donors to a specific time period or purpose. Temporarily restricted net assets at August 31, 2011 and 2010, principally represent amounts restricted for specific program purposes and future capital projects. Permanently restricted net assets represent contributions to be held in perpetuity, the income from which is restricted to support specific programs and charity care.

Net Patient Service Revenue

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive settlements under third-party reimbursement agreements with third-party payors. Estimated settlements are accrued in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Contributions

Unconditional promises to give cash or other assets are reported at fair value at the date the promise is received. Unrestricted contributions are reported as other revenues and support. Contributions are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the assets donated. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statements of operations and changes in net assets as net assets released from restriction. Net assets released from restriction for operating purposes are included within other revenues and support. Gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service. Donor-restricted contributions whose restrictions are met in the same reporting period as received are reported as unrestricted contributions in the consolidated statements of operations and changes in net assets.

Grant Revenue

Grant funds for research activities received prior to the incurrence of program expenses are recorded as deferred revenues and are recognized as revenues during the period in which the program expenses are incurred.

Excess of Revenue, Support, and Gains over Expenses and Losses

The consolidated statements of operations and changes in net assets include revenues, support, and gains in excess of expenses and losses. Transactions deemed by management to be related to principal operations are reported as revenues, support, and expenses. Peripheral and incidental transactions are reported as nonoperating gains and losses. Changes in unrestricted net assets which are excluded from revenues, support, and gains in excess of expenses and losses include pension-related changes other than net periodic pension cost and contributions of long-lived assets including assets acquired using contributions that by donor restriction were to be used for the purpose of acquiring such assets.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued accounting guidance that amends current disclosure requirements under existing fair value accounting standard. It requires entities to disclose separately the amounts of significant transfers into and out of Level 1 and Level 2 fair value measurements along with the reasons for those transfers. In addition, it also requires entities to present separately information about purchases, sales, issuances, and settlements on a gross basis rather than as one net number in the reconciliation for fair value measurements using significant unobservable inputs

(Level3). This guidance is effective for the Corporations' consolidated financial statements for the year ended August 31, 2011, except for Level 3 fair value measurement disclosure that is effective for the year ending August 31, 2012. The Corporations prospectively adopted this guidance, which resulted in additional disclosure in the fair value measurements footnote; however, it had no material impact on the Corporations' consolidated financial statements.

In August 2010, the FASB issued accounting guidance that clarifies the methods to be used for measuring charity care for disclosure. It requires health care entities to use cost as the measurement basis for charity care disclosures and that cost be identified as the direct and indirect cost of providing the charity care. This also requires disclosure of the method used to identify or determine such costs. The Corporations elected to adopt the new guidance effective September 1, 2010, and applied retrospectively to all periods presented. Adoption of this guidance had no impact on the Corporations' consolidated financial statements but resulted in additional disclosures as presented in Note 16.

In August 2010, the FASB issued accounting guidance that amends current accounting for insurance claims and related insurance recoveries for health care entities. The amendment clarifies that health care entities should not net insurance recoveries against a related claim liability. Additionally, the amount of the claim liability should be determined without consideration of insurance recoveries. The adoption is not expected to materially impact the consolidated financial statements.

In July 2011, the FASB issued accounting guidance that amends the presentation and disclosure of patient service revenue, provision for bad debts, and the allowance for doubtful accounts for certain health care entities. The Corporations elected to adopt the new guidance effective September 1, 2010, and applied retrospectively to all periods presented. Such adoption did not have a material impact on the Corporations' consolidated financial statements but resulted in a change in the presentation of the provision for bad debts in the consolidated statement of operations and changes in net assets and additional disclosures as presented above and in Note 15.

3. CONCENTRATIONS OF CREDIT RISK

The Institute grants credit without collateral to its patients. The mix of net receivables from patients and third-party payors as of August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|----------------------|------|------|
| Medicare | 20% | 18% |
| Medicaid | 12 | 10 |
| Blue Cross | 17 | 18 |
| Commercial and other | 51 | 54 |
| | 100% | 100% |

4. INVESTMENT INCOME

The composition of investment return on the Corporations' investment portfolio for the years ended August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|----------|----------|
| Interest and dividend income-net of fees and expenses | \$ 1,679 | \$ 1,154 |
| Net realized gains on sale of investments | 6,315 | 873 |
| Net change in unrealized gains and losses | 16,925 | 12,814 |
| Investment gains | \$24,919 | \$14,841 |

Changes in net unrealized gains and losses are included with nonoperating gains and losses in the accompanying consolidated statements of operations and changes in net assets. Investment returns are included in the accompanying consolidated statements of operations and changes in net assets for the years ended August 31, 2011 and 2010, and are as follows:

| | 2011 | 2010 |
|---|----------|----------|
| Other revenue | \$ 160 | \$ 160 |
| Nonoperating gains-investment return | 16,097 | 9,369 |
| Investment return on restricted investments | 8,662 | 5,312 |
| Investment gains | \$24,919 | \$14,841 |

5. FAIR VALUE MEASUREMENT

Accounting guidance establishes a framework for measuring fair value, establishes a fair value hierarchy, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement and should be determined based on the assumptions that market participants would use in pricing the asset or liability in a hypothetical transaction at the measurement date.

The fair value hierarchy requires the Corporations to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2—Quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets and liabilities in non-active markets, and inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.

Level 3—Unobservable inputs for which there is little or no market data available and are based on the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The Corporations report investments in equity securities with readily determinable fair values and all investments in debt securities at fair value. Fair value of equity securities is determined primarily on the basis of quoted market prices.

The Corporations' shares in mutual funds are stated at fair value based on quoted market prices, which represents the net asset value of shares held by the Corporations at year end.

The fair value of governmental fixed income obligations is primarily determined using techniques consistent with the income approach. Significant observable inputs to the income approach include data points for benchmark constant maturity curves and spreads.

The fair value of investments in corporate and other bonds is primarily determined using techniques that are consistent with the market approach. Significant observable inputs include benchmark yields, reported trades, observable broker/dealer quotes, and issuer spreads.

Investments in alternative securities consist of large-cap equity, small-cap equity, international equity, hedge funds, including hedged equity, international hedged equity, and absolute return funds, private and equity partnerships, real asset partnerships and guaranteed investment contracts.

In the case of large-cap equity, small-cap equity, international equity, and hedge funds, the holdings are in offshore corporations that are valued monthly. The underlying fund holdings are primarily exchange traded, readily marketable securities-both equities and bonds. A small percentage of holdings are in private investments and derivatives. All hedged equity, international hedged equity and absolute return has pricing policies that depend on outside pricing services to validate their pricing.

In the case of real assets partnerships and private and equity partnerships, the holdings are valued quarterly. The holdings are primarily private and not exchange traded. The fair value of these partnership investments is estimated by management of the limited partnerships based on audited financial statements and other relevant factors. As many factors are considered in arriving at the estimated fair value, the Corporations routinely monitor and assess methodologies and assumptions used in valuing these partnership interests.

In the case of guaranteed investment contracts, the holdings are valued monthly. The fair values have been determined to approximate contract values as the terms of the contract prohibit transfer or assignment of rights under the contract and provide for all distributions at a contract value, frequent resetting of contractual interest rates based upon market conditions, no significant liquidity restrictions and no defined maturities. In addition, management has determined that no adjustment from contract values is required for credit quality considerations.

The fair value of the interest rate swap agreement was determined using an industry standard valuation model, which is based on a market approach.

The information about the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2011, is as follows:

| | Level1 | Level2 | Level3 | Total Fair Value |
|---|-----------------|-----------------|------------------|---------------------|
| Investments: | | | | |
| Cash and equivalents | \$ 14,542 | \$ | \$ | \$ 14,542 |
| Mutual funds | 6,917 | | | 6,917 |
| Large-cap equity | 25,480 | | 22,569 | 48,049 |
| Small-cap equity | 4,791 | | 1,226 | 6,017 |
| Governmental fixed income | | 12,568 | | 12,568 |
| International equity | 13,855 | 7,407 | 10,543 | 31,805 |
| International hedged equity | | | 10,013 | 10,013 |
| Corporate and other bonds | | 10,373 | | 10,373 |
| Hedged equity | | | 18,984 | 18,984 |
| Private and equity partnerships | | | 15,732 | 15,732 |
| Real assets partnerships | | | 22,750 | 22,750 |
| Absolute return | | | 39,019 | 39,019 |
| Guaranteed investment contracts | | | 1,376 | 1,376 |
| Total investments at fair value | \$65,585 | \$30,348 | \$142,212 | \$238,145 |
| Liabilities-obligations under interest rate swap agreement | | | | |
| | \$ | \$ 11,375 | \$ | \$ 11,375 |

Changes related to the fair values based on Level 3 inputs in fiscal 2011, are summarized as follows:

| | Large-Cap Equity | Small Cap Equity | Int.atioNl Equity | IntN.tioNal Hedged Equity | Hedged Equity | Private and Equity Partnership | Rul A... Partnership | Abolut Return | Guara.need Invntment ConUoU | lolol |
|---|---------------------|---------------------|----------------------|---------------------------------|------------------|--------------------------------------|----------------------------|------------------|-----------------------------------|------------|
| Beginning balance- September 1, 2010 | \$ 12,570 | \$ 5,288 | \$ 11,801 | 5,294 | \$ 20,602 | \$ 11,491 | \$ 19,072 | \$ 32,973 | \$ - | \$ 119,091 |
| Reclassification of fund | | | \$ (4,455) | 4,455 | | | | | | |
| Total gains-realized/ unrealized | 2,499 | (486) | 201 | 264 | 1,219 | 3,061 | 4,100 | 2,643 | (29) | 13,478 |
| Purchases/receipts | 1,500 | | 3,000 | | 3,000 | 1,951 | 404 | 4,283 | 1,725 | 21,863 |
| Sales/distributions | | (1,125) | (1,100) | | (1,100) | (1,221) | | | (1,100) | |
| Ending balance- August 31, 2011 | | \$ 1,226 | \$ 10,543 | 10,013 | | \$ 15,732 | \$ 22,750 | \$ 39,019 | \$ 1,376 | |

The information about the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2010, is as follows:

| | Level 1 | Level2 | Level3 | Total Fair Value |
|---|---------------|-----------------|------------------|---------------------|
| Investments: | | | | |
| Cash and equivalents | \$10,224 | \$ | \$ | \$ 10,224 |
| Large-cap equity | 14,611 | 11,936 | 12,570 | 39,117 |
| Small-cap equity | 3,806 | | 5,288 | 9,094 |
| Governmental fixed income | | 8,972 | | 8,972 |
| International equity | 12,746 | 6,185 | 11,801 | 30,732 |
| International hedged equity | | | 5,294 | 5,294 |
| Corporate and other bonds | | 11,324 | | 11,324 |
| Hedged equity | | | 20,602 | 20,602 |
| Private and equity partnerships | | | 11,491 | 11,491 |
| Real assets partnerships | | | 19,072 | 19,072 |
| Absolute return | | | 32,973 | 32,973 |
| Total investments at fair value | 41,387 | \$38,417 | \$119,091 | \$198,895 |
| Liabilities-obligations under interest rate swap agreement | \$ | \$11,967 | \$ | \$ 11,967 |

Government securities and corporate obligations are included in Level2 because of the matrix pricing characteristics of these instruments.

Changes related to the fair values based on Level 3 inputs in fiscal 2010, are summarized as follows:

| | U.rge.Cap Equity | Small-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Private and Equity Partnerships | Real A&Seta Partnership* | Absolute Return | Total |
|--|---------------------|---------------------|-------------------------|-----------------------------------|------------------|---------------------------------------|--------------------------------|--------------------|-----------|
| Beginning balance — September 1, 2009 | \$11,167 | \$5,046 | \$ 4,724 | \$ 7,051 | \$20,083 | \$ 9,058 | \$16,304 | \$ 30,481 | \$103,914 |
| Total gains—realized/ unrealized | 1,403 | 242 | 1,000 | 1,118 | 567 | 908 | 2,164 | 2,191 | 9,690 |
| Purchases/receipts | | | 6,000 | | | 1,935 | 1,314 | 19,810 | 29,059 |
| Sales/disbursements | | | | (2,895) | (.01) | | | (19,509) | (23,572) |
| Ending balance— August 31, 2010 | | \$5,288 | \$11,724 | \$ 5,294 | \$20,602 | \$11,491 | | \$ 32,973 | |

All Level 3 investments are recorded at the net asset value (NAV) reported by the fund, which the Corporations conclude approximates fair value. The majority of Level 3 large-cap equity, small-cap equity, international hedged equity, hedged equity, real assets partnerships, and absolute return funds are redeemable at NAV under the original terms of the agreements. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the NAV of the funds and, consequently, the fair value of the Corporations' interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported

NAV. It is therefore reasonably possible that if the Corporations were to sell these investments in the secondary market, a buyer may require a discount to the reported NAV, and the discount could be significant.

The following table summarizes the fair value measurements in alternative investments calculated using a net asset value (or its equivalent) with redemption restrictions:

| | Fair Value 2011 | Fair Value 2010 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|-----------------------------------|--------------------|--------------------|-------------------------|-------------------------|-----------------------------|
| Absolute Return | \$39,019 | \$ 32,973 | None | Quarterly, Annually | 45-120 days |
| 2 Hedged equity | 18,984 | 20,602 | None | Quarterly, Annually | 30-90 days |
| 3 International equity | 10,543 | 11,801 | None | Monthly | 5-30 days |
| 4 International hedged equity | 10,013 | 5,294 | None | Annually | 60-120 days |
| 5 Private equity and partnerships | 15,732 | 11,491 | \$5,431 | None | None |
| 6 Real assets partnerships | 22,750 | 19,072 | \$1,800 | Quarterly, None | 60 days |
| 7 Small-cap equity | 1,226 | 5,288 | None | Semi-Annually | 30 days |

1. This category includes investments in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. It also includes investments in a limited partnership that engages in event-driven investment strategies including merger arbitrage, distressed and bankrupt corporate debt, convertible arbitrage, healthcare long and short positions, and event-driven equities. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one to three year restriction on redemption. Investments representing approximately 7 percent of the value of the investments in this category cannot be fully redeemed because the fund is still in the initial lock up period which expires September 30, 2012. Additionally, this same investment includes restrictions that limit redemptions to 25 percent of the investment quarterly.
2. This category includes investments in hedge funds that invest in both fundamental long and short positions primarily in U.S. common stocks. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one year restriction on redemption. Investments representing approximately 13 percent of the value of the investments in this category cannot be redeemed because the fund is still in the initial lock up period which expires April 30, 2012.
3. This category includes investments in commingled funds that invest primarily in emerging markets and Asian markets. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.
4. This category includes an emerging markets hedge fund and a hedge fund of funds that invests both long and short primarily in emerging market equities. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. Approximately 57 percent of the investments in this category are in a hedge fund that limits liquidity to once every three years. The next available liquidation date is September 30, 2013.
5. This category includes investments in partnership funds that specialize in large company buy-outs as well as distressed debt. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. Investments in this category cannot be redeemed until after ten years from inception. Current lock up expirations range from 2015 to 2018.

6. This category includes a hedge fund that invests primarily in fixed income arbitrage and portable alpha investments and other funds that specialize in opportunistic real estate, private equity structure and private investments in commodity related companies. The fair value of the investments in this category have been estimated using the net asset value of the Corporations' ownership interest in partners' capital. Twenty-six percent of the investments in this category cannot be fully redeemed because the investments include restrictions that limit redemptions for eight to ten years from inception with remaining expirations ranging from 2013 to 2018. The remaining 74 percent is held in a fund with only a one year lock up which has expired. Redemptions on this fund are available quarterly with a maximum redemption of 1/3 of the investment annually after a 60 day notice.
7. This category includes an investment in a fund that specializes in micro-cap investments concentrated in energy, consumer, healthcare and technology. The fair value of the investment in this category has been estimated using the net asset value per share of the investment. The original lockup has expired on this fund, but the liquidity is limited to 50 percent twice per year.

At August 31, 2011 and 2010, commitments for additional funding for alternative investment totaled \$7,231,000 and \$10,029,000, respectively.

6. INVESTMENTS IN STRATEGIC ALLIANCES (JOINT VENTURES)

The Institute is a joint venture partner and provides direction for the following rehabilitation programs:

- *Southern Illinois Hospital Services* - The Institute holds a 12 percent ownership interest in the entity that operates the acute care rehabilitation unit and outpatient rehabilitation.
- *Advocate Illinois Masonic Medical Center* - The Institute holds a 50 percent ownership interest in the entity that operates for the purpose of developing, implementing, and operating a comprehensive continuum of high quality, cost competitive inpatient acute rehabilitation services.

Similarly, the Institute is a member of a two-member limited liability company for the following joint venture rehabilitation program:

- *Alexian Brothers Hospital Network* - The Institute holds a 49 percent ownership interest in the entity that provides the full continuum of rehabilitation services provided at various Alexian Brothers Hospital Network facilities.

Investments in joint ventures are accounted for using the equity method of accounting. Administrative fees earned by the Institute from joint ventures are recognized in the period to which they relate. Amounts recognized as joint venture income, including management services and affiliation fees earned from joint ventures, are reported as other revenue and support in the accompanying consolidated statements of operations and changes in net assets.

A summary of financial information for joint venture activities for the years ended August 31, 2011 and 2010, is shown below:

| | 2011 | 2010 |
|--|-----------------|-----------------|
| Joint venture operations: | | |
| Net patient service revenue | \$47,544 | \$43,807 |
| Expenses | <u>40,750</u> | <u>38,604</u> |
| Excess of revenue over expenses | <u>\$ 6,794</u> | <u>\$ 5,203</u> |
| Components of joint venture income: | | |
| Institute share of joint venture revenues and expenses | \$ 2,970 | \$ 2,251 |
| Management services and affiliation fees-net | <u>670</u> | <u>617</u> |
| Joint venture income recognized by the Institute | <u>\$ 3,640</u> | <u>\$ 2,868</u> |

Cash distributions received from joint ventures amounted to approximately \$3,491,000 and \$2,683,000 in 2011 and 2010, respectively.

The Institute also has five other agreements which require management of the various aspects of other alliance hospital rehabilitation programs. Included in other current assets at August 31, 2011 and 2010, is \$1,414,000 and \$1,268,000, respectively, representing amounts due from strategic alliance partners for fees and reimbursement of expenses incurred by the Institute on behalf of those partners.

7. LAND, BUILDINGS, AND EQUIPMENT

A summary of cost and accumulated depreciation as of August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|--|------------------|------------------|
| Land | \$ 33,054 | \$ 32,971 |
| Building and fixtures | 122,933 | 121,542 |
| Furniture and equipment | <u>84,125</u> | <u>80,981</u> |
| Total land, buildings and equipment | 240,112 | 235,494 |
| Less accumulated depreciation | (155,281) | (144,733) |
| Construction in progress | <u>6,601</u> | <u>1,938</u> |
| Total net land, buildings, and equipment | <u>\$ 91,432</u> | <u>\$ 92,699</u> |

Construction in progress primarily relates to costs incurred by the Institute related to facility renovation and replacement projects.

During fiscal 2010, the Corporations entered into an agreement that exchanged \$28,000,000 and an existing parcel of vacant land with a carrying value of \$2,700,000 for a parcel to be considered for future development. Also during fiscal 2010, the Corporations terminated its option to purchase a parcel of land in exchange for \$9,568,000 from Northwestern Memorial Hospital. The gain is included in nonoperating gains in the accompanying consolidated statement of operations and changes in net assets.

8. PLEDGES RECEIVABLE

Pledges receivable at August 31, 2011 and 2010, is comprised of the following:

| | 2011 | 2010 |
|---|----------|----------|
| Restricted for specific operating purposes or future capital acquisitions | \$43,307 | \$35,485 |
| Restricted for permanent endowment | 1,000 | 1,508 |
| | \$44,307 | \$36,993 |

A schedule of the expected timing of pledge receipts at August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|----------|-------------------|
| Pledges receivable -less than one year | \$ 9,648 | \$ 6,691 |
| Pledges receivable-one to five years | 26,982 | 30,302 |
| Pledges receivable more than five years | 7,677 | <u> </u> |
| | \$44,307 | \$36,993 |

The Institute and the Research Corporation have discounted pledges at the rate of 1% to 5%, respectively. Pledge receivable amounts are shown net of such present value discounts of \$2,555,000 and \$1,631,000 as of August 31, 2011 and 2010, respectively.

9. LONG-TERM DEBT

A summary of long-term debt at August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|-------------------|------------------|
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009A, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2039 | \$ 22,630 | \$ 22,765 |
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009B, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2032 | 52,700 | 52,700 |
| Illinois Finance Authority Variable rate demand revenue bonds, Series 2009C, interest payable monthly at the lesser of 10% or variable rate determined weekly (0.15% and 0.26% at August 31, 2011 and 2010, respectively), due April 1, 2039 | 15,210 | 15,210 |
| Commercial paper revenue notes, effective November 2005, principal amount not to exceed \$20,000,000 under a Pooled Financing Program maturing November 1, 2015. The notes have maturities between 1 and 270 days and rollover continuously. The notes bear interest at current commercial paper rates (range of 0.14% to 0.32% and 0.28% to 0.32% at August 31, 2011 and 2010, respectively) | 20,000 | 20,000 |
| Capital lease | 621 | |
| Total long-term debt | 111,161 | 110,675 |
| Less current installments of long-term debt | (249) | (14,785) |
| Long-term debt-net of current installments | \$ 110,912 | \$ 95,890 |

On April 1, 1997, the Institute entered into a Master Trust Indenture (MTI) of which the Institute is currently the only member of the Obligated Group formed pursuant to the MTI. The purpose of the MTI is to provide a mechanism for the efficient and economical issuance of notes by individual members of the Obligated Group using the collective borrowing capacity and credit rating of the Obligated Group. The MTI requires members of the Obligated Group to make principal and interest payments on notes issued for their benefit, as well as other Obligated Group members if the other members are unable to make such payments. Obligations under the MTI are joint and several obligations of Obligated Group members. On April 1, 1997, the Illinois Finance Authority issued variable rate demand revenue bonds, Series 1997, in the aggregate principal amount of \$52,700,000 on behalf of the Institute. The Series 1997 bonds were issued pursuant to the MTI, and were fully redeemed on December 10, 2009.

On December 10, 2009, the Illinois Finance Authority issued variable rate demand revenue bonds, Series 2010A, Series 2010B, and Series 2010C (collectively "Series 2010 Bonds") in the aggregate principal amount of \$90,675,000 on behalf of the Institute. Each series of the Series 2009 Bonds was issued pursuant to the related bond indenture.

Interest payable on the Series 2009 Bonds may, at the option of the Institute and subject to the terms and conditions of the related bond indenture, be converted to alternative variable rate modes or into fixed rates. While the Series 2009 Bonds operate in certain variable rate modes, holders of such bonds have a tender option that allows them to tender Series 2009 Bonds prior to maturity. The Institute has an agreement with a financial institution to remarket any bonds tendered. In addition, each series of the Series 2009 Bonds is secured by an irrevocable letter of credit from one of two commercial banks that expires on December 10, 2012.

Under each letter of credit, the related commercial bank would make a liquidity advance in the amount necessary to purchase the related Series 2009 Bonds tendered in the event such Series 2009 Bonds are not remarketed. Assuming no existing events of default, the first installment of any liquidity advance principal repayment to the related commercial bank would not become due until twelve months following the related liquidity drawing. Some or all of the Series 2009 Bonds may be accelerated upon the occurrence of certain specified events.

The Institute is required to meet certain covenants including the delivery of audited financial statements, minimum debt service coverage, unrestricted cash and investments to funded indebtedness, and limitation on short-term indebtedness. As of August 31, 2011, the Institute was in compliance with these covenants.

On November 8, 2005, the Illinois Finance Authority approved a final resolution adopting the plan of financing for the Institute to issue Commercial Paper Revenue Notes in a principal amount not to exceed \$20,000,000 under its Pooled Financing Program. The Commercial Paper Revenue Notes are secured by a direct pay letter of credit from a financial institution that expires on November 30, 2014. Under this agreement, the financial institution would make liquidity advances to the Institute in the amount necessary to purchase the Commercial Paper Revenue Notes in the event the notes do not rollover. Principal repayments on any liquidity advance are due in semi-annual installments, commencing on the first anniversary of such principal drawing and ending on the third anniversary of such principal drawing. The Institute used such funds to purchase and implement clinical, financial, and administrative healthcare information systems.

On March 1, 2003, the Institute entered into a Project Loan Agreement, supplementing and amending the MTI dated as of April, 1997, providing for the issuance of a Direct Note Obligation in the amount of \$16,000,000. The purpose of the Agreement is to enable the Institute to finance, refinance, and/or be reimbursed for, all or a portion of the cost of acquiring, constructing, and/or installing capital projects. On March 5, 2003 and August 28, 2003, the Institute borrowed \$6,333,960 and \$7,715,213, respectively, through the Illinois Finance Authority pursuant to the Project Loan Agreement. Borrowings under the Project Loan Agreement are unsecured. This loan agreement was fully repaid on December 10, 2009.

Effective April 30, 2004, the Institute executed a \$7,000,000 Term Note with a commercial bank. The purpose of the Term Note was to provide initial capital funding to the Alexian Brothers Healthcare Network joint venture. Borrowings under the Term Note are unsecured. This Term Note was fully repaid on December 3, 2009.

The Institute had maintained a \$7,000,000 unsecured line of credit agreement with a commercial bank. Outstanding draws under the line of credit bear interest at London Interbank Offered Rate (LIBOR) plus 150 basis points. The line of credit expired on April 30, 2010.

On October 5, 2010, the Institute entered into a five year capital lease agreement with an office equipment leasing company for rental of office equipment. The capitalized cost of the lease obligation is \$691,000.

Scheduled annual principal repayments, assuming remarketing of the Series 2009 Bonds and the Commercial Paper Revenue Notes, on long-term debt and capital lease obligation for the ensuing five fiscal years and thereafter are as follows:

| | |
|------------------------------------|------------|
| 2012 | \$ 273 |
| 2013 | 315 |
| 2014 | 313 |
| 2015 | 321 |
| 2016 | 20,157 |
| Thereafter | 89,960 |
| | 111,339 |
| Less interest on capitalized lease | (178) |
| | \$ 111,161 |

10. INTEREST RATE SWAP AGREEMENT

In December 2007, Corporations entered into an interest rate swap agreement to offset future fluctuations in interest rates related to the Institute's variable rate debt. The swap agreement was a hedge for the Series 1997 variable rate bonds resulting in the swap of variable rate debt to a fixed rate. The Corporations have elected to not apply hedge accounting to this agreement. During fiscal 2010, the Series 1997 variable rate bonds were redeemed, and the Corporations chose not to link the swap to the Series 2009 variable rate debt.

The terms of the swap agreement is as follows:

| Notional Amount | Effective Date | Maturity | Receive | Pay |
|-----------------|-------------------|---------------|----------------------|-------|
| \$52,700 | December 18, 2007 | April 1, 2032 | 67% of 1-month LIBOR | 3.40% |

The fair value of the swap agreement at August 31, 2011 and 2010, within the consolidating balance sheets of \$11,375,000 and \$11,967,000, respectively, is recorded as a component of other noncurrent liabilities. The Institute recorded the net mark-to-market fair value adjustment on the swap as a gain of \$592,000 and a loss of \$5,978,000 for the years ended August 31, 2011 and 2010, respectively, within the excess of revenue and support over expenses and gains in the consolidated statements of operations and changes in net assets.

The net amounts paid under the interest rate swap agreement increased interest expense by \$441,000 for the year ended August 31, 2010. Beginning December 10, 2009, the net amounts paid under the interest rate swap agreement increased nonoperating losses by \$1,708,000 and \$1,255,000 for the years ended August 31, 2011 and 2010, respectively.

11. LEASE OBLIGATIONS

The Institute leases facilities for certain outpatient rehabilitation programs, as well as administrative office space under various noncancelable operating lease arrangements. Future minimum rental commitments under operating leases are as follows: fiscal years 2012-\$2,873,000; 2013 — \$2,640,000; 2014-\$2,360,000; 2015-\$2,344,000; 2016-\$1,946,000; and thereafter-\$5,376,000. Total rental expense for facilities, parking and equipment under operating leases for the years ended August 31, 2011 and 2010, was \$5,015,000 and \$4,936,000, respectively.

Under the terms of an agreement with Northwestern University, also a member of the McGaw Medical Center (see Note 18), the Institute leases the land at 345 East Superior, Chicago, Illinois, on which the Institute's inpatient facility is situated, for \$10 per year through December 31, 2069.

12. EMPLOYEES' RETIREMENT PLAN

The Corporations have a noncontributory defined benefit pension plan ("Plan") which provides retirement benefits to substantially all eligible employees. The normal retirement benefit of the Plan is a monthly retirement income, which is computed based on an average of the employee's monthly earnings and is payable upon the participant's retirement date and continues for the participant's lifetime. The Corporations make annual contributions to the Plan in accordance with the funding requirements of the Employee Retirement Income Security Act as calculated by an outside consulting actuary. The Corporations use a measurement date of August 31 for plan liabilities and assets. The assets of the Plan are held in trust by The Northern Trust Company and are comprised of U.S. Government obligations, common stock, mortgage-backed securities, The Northern Trust Company collective short-term investment funds, and alternative investments, which consist primarily of large-cap equity, hedged equity, and absolute return funds.

The Corporations recognize the cost related to employee service using the Unit Credit Cost method. Gains and losses, calculated as the difference between estimates and actual amounts of plan assets and the projected benefit obligation, are amortized over the expected future service period. Prior service cost is being amortized over 15 years.

The change in the projected benefit obligations and changes in plan assets for the defined benefit plan during fiscal 2011 and 2010 and the assumptions used in making these estimates:

| | 2011 | 2010 |
|--|-------------------|-------------------|
| Change in benefit obligation: | | |
| Projected benefit obligation-beginning of year | \$ 106,436 | \$ 80,059 |
| Service cost | 4,023 | 2,872 |
| Interest cost | 5,214 | 4,889 |
| Actuarial (gain) Loss | (3,400) | 20,822 |
| Benefits paid | (2,280) | (2,206) |
| | <u>\$ 109,993</u> | <u>\$106,436</u> |
| Change in plan assets: | | |
| Fair value of plan assets-beginning of year | \$ 58,257 | \$ 52,434 |
| Actual return on plan assets | 6,157 | 3,629 |
| Employer contributions | 7,507 | 4,400 |
| Benefits paid | (2,280) | (2,206) |
| | <u>\$ 69,641</u> | <u>\$ 58,257</u> |
| Fair value of plan assets-end of year | <u>\$ 69,641</u> | <u>\$ 58,257</u> |
| Unfunded status-included in accrued pension benefits | <u>\$ 40,352)</u> | <u>\$ 48,179)</u> |

The components of net periodic pension cost for fiscal August 31, 2011 and 2010, are as follows:

| | 2011 | 2010 |
|--|-------------------|-----------------|
| Components of net periodic pension cost: | | |
| Service cost | \$ 4,023 | \$ 2,872 |
| Interest cost | 5,214 | 4,889 |
| Expected return on plan assets | (5,479) | (5,227) |
| Amortization of unrecognized net loss | 3,756 | 918 |
| Amortization of unrecognized prior service cost | 13 | 13 |
| Net periodic pension cost | <u>\$ 7,527</u> | <u>\$ 3,465</u> |
| Amounts recorded in unrestricted net assets, but not yet recognized as a component of periodic benefit cost for the plan as of August 31, 2011 and 2010: | | |
| Prior service cost | \$ 40 | \$ 53 |
| Unrecognized actuarial loss | 40,503 | 48,337 |
| Total amounts recorded in unrestricted net assets | \$ 40,543 | \$48,390 |
| Pension-related changes other than net periodic pension cost recognized as changes in unrestricted net assets for the plan for fiscal 2011 and 2010: | | |
| Unrecognized actuarial (gain) loss arising during the year | \$ (4,078) | \$22,420 |
| Amortization of unrecognized actuarial loss | (3,756) | (918) |
| Prior service credit | {13} | {13} |
| Total recognized as changes in unrestricted net assets | <u>\$ 7,847</u> | <u>\$21,489</u> |
| Accumulated benefit obligation | <u>\$ 100,478</u> | <u>\$97,014</u> |

A summary of the expected amounts to be included in the net periodic pension cost in fiscal 2012 is as follows:

| | |
|--------------------|----------------|
| Prior service cost | \$ 13 |
| Net actuarial loss | 3,213 |
| | <u>\$3,226</u> |

| | 2011 | 2010 |
|--|----------|-------|
| Weighted-average assumptions for balance sheet liability at end of year: | | |
| Discount rate | 5.35% | 5.00% |
| Expected long-term rate of return | 8.00 | 8.00 |
| Rate of compensation increase | 3.00 | 3.00 |
| Weighted-average assumptions for benefit cost at beginning of year: | | |
| Discount rate | 5.00% | 6.20% |
| Expected long-term rate of return | 8.00 | 8.20 |
| Rate of compensation increase | 3.00 | 3.00 |
| Estimated future benefit payments: | | |
| Fiscal 2012 | \$ 3,250 | |
| Fiscal 2013 | 1,234 | |
| Fiscal 2014 | 3,622 | |
| Fiscal 2015 | 4,066 | |
| Fiscal 2016 | 4,477 | |
| Fiscal 2017-2021 | 30,583 | |
| Expected fiscal 2012 contributions | \$13,564 | |

The Corporations' overall expected long-term rate of return on assets is 8.00%. The expected long-term rate of return is based on the portfolio as a whole and not on the sum of returns on individual asset categories. The return is based exclusively on historical returns, without adjustments.

The Corporations have developed a plan investment policy, which is reviewed and approved by the Investment Committee and the Board of Directors. The policy established goals and objectives of the fund, distinction of responsibilities, allocation, liquidity and diversification of assets, and performance evaluation for managers. The policy dictates a target asset allocation and an allowable range for such categories based on quarterly investment fluctuations. Investments are managed by independent advisors who are monitored by management and the Investment Committee.

The target allocation and acceptable ranges and actual asset allocation as of August 31, 2011, was as follows:

| Asset Class | Target | Range | Actual |
|-----------------------------|--------|--------|--------|
| Large-cap equity | 30% | 25-35% | 29.9% |
| Small-cap equity | 5 | 0-10 | 4.9 |
| International equity | 15 | 10-20 | 13.0 |
| Fixed income | 20 | 15-25 | 17.5 |
| Absolute return | 10 | 5-15 | 11.5 |
| Hedged equity | 10 | 5-15 | 9.6 |
| International hedged equity | 5 | 0-10 | 3.4 |
| Real assets | 5 | 0-10 | 4.2 |
| Cash and cash equivalents | | | Q.Q |
| Total | 100% | | 100.0% |

The target allocation and acceptable ranges and actual asset allocation as of August 31, 2010, was as follows:

| Asset Class | Target | Range | Actual |
|-----------------------------|--------|----------|------------|
| Large-cap equity | 30% | 25%--35% | 28.6% |
| Small-cap equity | 5 | 0-10 | 4.7 |
| International equity | 15 | 10--20 | 14.1 |
| Fixed income | 20 | 15-25 | 16.8 |
| Absolute return | 10 | 5-15 | 7.8 |
| Hedged equity | 10 | 5-15 | 10.8 |
| International hedged equity | 5 | 0-10 | 3.7 |
| Real assets | 5 | 0-10 | 4.2 |
| Cash and cash equivalents | | | <u>2.1</u> |
| Total | 100% | | 100.0% |

The Corporations monitor the asset allocation and execute required rebalancing of the portfolio allocation on a regular basis in response to fluctuations in market conditions and the overall portfolio composition.

The information about the plan assets measured at fair value on a recurring basis as of August 31, 2011, is as follows:

| | Level 1 | Level 2 | Level 3 | Total Fair Value |
|-----------------------------|----------|----------|-----------------|---------------------|
| Assets: | | | | |
| Cash and equivalents | \$ 101 | \$ 3,718 | \$ | \$ 3,819 |
| Large-cap equity | 13,927 | | 6,997 | 20,924 |
| Small-cap equity | 1,991 | 1,469 | | 3,460 |
| Governmental fixed income | | 7,095 | | 7,095 |
| International equity | 5,375 | 2,602 | 1,124 | 9,101 |
| International hedged equity | | | 2,369 | 2,369 |
| Corporate and other bonds | | 5,166 | | 5,166 |
| Hedged equity | | | 6,743 | 6,743 |
| Real assets partnerships | | | 2,913 | 2,913 |
| Absolute return | | | <u>8,051</u> | <u>8,051</u> |
| Total assets at fair value | \$21,394 | \$20,050 | <u>\$28,197</u> | <u>\$69,641</u> |

Changes related to the pension investments fair values based on Level 3 inputs in 2011, are summarized as follows:

| | Large-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Real Assets Partnerships | Absolute Return | Totals |
|---|---------------------|-------------------------|-----------------------------------|------------------|--------------------------------|--------------------|-----------|
| Beginning balance- September 1, 2010 | 5,319 | \$ 1,097 | \$ 2,143 | \$ 6,298 | \$ 2,430 | \$ 4,546 | \$ 21,833 |
| Total gains- realized/unrealized | 1,178 | 27 | 226 | 469 | 483 | 656 | 3,039 |
| Purchases/receipts | 500 | | | | | 3,000 | 3,500 |
| Sales/disbursements | | | | —@ | | —(@) | |
| Ending balance- August 31, 2011 | \$ 6,997 | | \$ 2,369 | | \$ 2,913 | \$ 8,051 | |

The information about the plan assets measured at fair value on a recurring basis as of August 31, 2010, is as follows:

| | Level1 | Level2 | Level3 | Total Fair Value |
|-----------------------------|----------|----------|----------|---------------------|
| Assets: | | | | |
| Cash and equivalents | \$ 4,999 | \$ | \$ | \$ 4,999 |
| Large-cap equity | 5,392 | 5,900 | 5,319 | 16,611 |
| Small-cap equity | 1,582 | 1,175 | | 2,757 |
| Governmental fixed income | | 4,001 | | 4,001 |
| International equity | 4,945 | 2,168 | 1,097 | 8,210 |
| International hedged equity | | | 2,143 | 2,143 |
| Corporate and other bonds | | 6,262 | | 6,262 |
| Hedged equity | | | 6,298 | 6,298 |
| Real assets partnerships | | | 2,430 | 2,430 |
| Absolute return | | | 4,546 | 4,546 |
| Total assets at fair value | \$16,918 | \$19,506 | \$21,833 | \$58,257 |

Changes related to the pension investments fair values based on Level 3 inputs in 2010, are summarized as follows:

| | Large-Cap Equity | International Equity | International Hedged Equity | Hedged Equity | Real Assets Partnerships | Absolute Return | Totals |
|--|---------------------|-------------------------|-----------------------------------|------------------|--------------------------------|--------------------|----------|
| Beginning balance — September 1, 2009 | \$4,726 | \$ 458 | \$ - | \$4,768 | \$2,041 | \$ 5,737 | \$17,730 |
| Total gains —realized/ unrealized | 593 | 139 | 143 | 39 | 389 | 545 | 1,848 |
| Purchases/receipts | | 500 | 2,000 | 1,500 | | 10 | 4,010 |
| Sales/disbursements | | | | —i2) | | | |
| Ending balance — August 31, 2010 | \$5,319 | \$1,097 | \$2,143 | | \$2,430 | | \$21,833 |

In addition, the defined benefit pension plan assets disclosed above includes investments of \$28,197,000 and \$21,833,000 as of August 31, 2011 and 2010, respectively; whose fair values have been estimated by fund managers in the absence of readily determinable fair values.

The majority of Level 3 investments are recorded at the net asset value (NAV) reported by the fund, which the Corporations conclude approximates fair value. The majority of Level 3 large-cap equity, international equity, international hedged equity, hedged equity, real asset partnerships, and absolute return funds are redeemable at NAV under the original terms of the agreements. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the NAV of the funds and, consequently, the fair value of the Corporations' interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported NAV. It is therefore reasonably possible that if the Corporations were to sell these investments in the secondary market, a buyer may require a discount to the reported NAV, and the discount could be significant.

The following table summarizes the fair value measurements in alternative investments calculated using a net asset value (or its equivalent) with redemption restrictions:

| | Fair Value 2011 | Fair Value 2010 | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|--------------------------------|--------------------|--------------------|-------------------------|-------------------------|--------------------------------|
| 1. Absolute return | \$ 8,051 | \$ 4,546 | None | Quarterly, Annually | 45--65 days |
| 2. Hedged equity | 6,743 | 6,298 | None | Quarterly, Annually | 30--90 days |
| 3. International equity | 1,124 | 1,097 | None | Monthly | 30 days |
| 4. International hedged equity | 2,369 | 2,143 | None | Annually | 90 days |
| 5. Real assets partnerships | 2,913 | 2,430 | None | Quarterly | 60 days |

1. This category includes investments in hedge funds that pursue multiple strategies to diversify risks and reduce volatility. It also includes investments in a limited partnership that engages in event-driven investment strategies including merger arbitrage, distressed and bankrupt corporate debt, convertible arbitrage, healthcare long and short positions, and event-driven equities. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. Investments in this category typically include a one to three year restriction on redemption. Investments representing approximately 27 percent, as of August 31, 2011 and 2010, of the value of the investments in this category cannot be fully redeemed because the investment includes restrictions that limit aggregate redemptions to a third of the value of the investment per year.
2. This category includes investments in hedge funds that invest both long and short primarily in U.S. common stocks. The fair values of the investments in this category have been estimated using the net asset value per share of the investments. All investments in this category have past their initial lock up periods.
3. This category includes investments in a limited partnership that invests in Asian markets. The fair values of the investments in this category have been estimated using the net asset value per share of the investments.

4. This category includes an investment in a hedge fund of funds that invests both long and short primarily in emerging market equities. The fair value of the investment in this category has been estimated using the net asset value per share of the investments. All investments in this category have past their initial lock up periods.
5. This category includes a hedge fund that invests primarily in fixed income arbitrage and portable alpha investments. The fair value of the investments in this category have been estimated using the net asset value of the Plan's ownership interest in partners' capital. Redemptions on this fund are available quarterly with a maximum redemption of one third of the investment annually after a 60 day notice.

In fiscal 2011 the Corporations determined they had unintentionally failed to include several deferred compensation plans within their previous year financial statements. The error had no net effect on the Corporations' previously reported financial position, results of operations or cash flows. The assets and liabilities for these plans totaling \$8,216,000 each at August 31, 2011, are included in unrestricted investments and other noncurrent liabilities in the consolidated balance sheet. Equal and offsetting investment income and related compensation expense for the plans of \$663,000 for the year ended August 31, 2011, is recorded net within nonoperating gains (losses) in the consolidated statements of operations and changes in net asset. Prior year financial statements have not been restated as management concluded the error was not material.

13. SELF INSURANCE LIABILITY

The Institute maintains insurance programs for professional liability risks, workers' compensation, and employee health and dental, which have varying degrees of self-insured retention. Included in self-insurance reserves in the accompanying consolidated balance sheets is approximately \$3,935,000 and \$4,381,000 at August 31, 2011 and 2010, respectively, representing the Institute's estimate of the ultimate cost for the self-insured portion of known professional liability claims, as well as claims incurred but not reported as of the balance sheet date. Estimated self-insured professional liability claims have been discounted at a rate of 3%, representing a total discount of \$398,000 and \$421,000 at August 31, 2011 and 2010, respectively. Included in self-insurance reserves in the accompanying consolidated balance sheets is approximately \$971,000 and \$895,000 at August 31, 2011 and 2010, respectively, representing the Institute's estimate of the ultimate cost for the self-insured portion of known workers' compensation claims and employee health claims, as well as claims incurred but not reported as of the balance sheet date.

14. ENDOWMENT

The Corporations' endowment consists of approximately 70 individual funds established for a variety of purposes. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law-The Corporations have interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Corporations classify as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund, when applicable. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the organization and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the organization
- (7) The investment policies of the organization

Endowment Investment and Spending Policies-The Corporations have adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment.

The endowment funds are pooled as part of the overall Corporations' portfolio and managed under the direction of the Investment Committee of the Board of Directors and their approved policy. Investment returns consist of realized and unrealized returns, net of investment manager fees. Returns are consistently allocated across all asset categories. The Investment Committee of the Board of Directors is responsible for defining and reviewing the investment policy to determine an appropriate longterm asset allocation policy. Investments in the portfolio are diversified by asset class and investment manager and style.

The objective of the investment policy is to generate an annual total rate of return for the fund sufficient to finance annual distributions; grow the value of the corpus of the funds annually by at least the annual rate of inflation; and cause the real value of the funds to increase. These results, if not attainable in any given year, should be achieved on average over long periods of time to the extent allowed by returns in the broad markets. The Corporations have established market-related benchmarks to evaluate the endowment funds' performance on an ongoing basis.

The Audit and Finance Committee of the Board approves the annual spending policy for program support. In establishing the annual spending policy, the Corporations' main objectives are to provide for intergenerational equity over the long-term, the concept that future beneficiaries will receive the same level of support as current beneficiaries on an inflation adjusted basis, and to maximize annual support to the programs supported by the endowment. The spending rate was 4.5% for the fiscal years ended August 31, 2011 and 2010, and income from the endowment fund provided \$2,899,000 and \$3,048,000 of support for the Corporations' programs during the fiscal years ended August 31, 2011 and 2010, respectively. The spending rate is applied to the average of ending market values for the trailing twelve calendar quarters ended June 30.

Changes in endowment net assets for the fiscal year ended August 31, 2011 consisted of the following:

| | Board Designated | Temporarily Restricted | Permanently Restricted | Total |
|--|---------------------|---------------------------|---------------------------|-----------------|
| Endowment net assets — beginning of year | \$1,000 | \$21,398 | \$48,325 | \$70,723 |
| Investment return: | | | | |
| Investment income | | 567 | | 567 |
| Net appreciation (realized and unrealized) | | 8,020 | ___76 | 8,096 |
| Total investment return | | 8,587 | ___76 | 8,663 |
| Contributions | | _____ | 2,072 | 2,072 |
| Appropriation of endowment assets for expenditure | | (2,899) | _____ | (2,899) |
| Transfer to unrestricted | | _____ | (76) | (76) |
| Endowment net assets—end of year | \$1,000 | <u>\$27,086</u> | <u>\$50,327</u> | <u>\$78,483</u> |

Changes in endowment net assets for fiscal year ended August 31, 2010 consisted of the following:

| | Board Designated | Temporarily Restricted | Permanently Restricted | Total |
|--|---------------------|---------------------------|---------------------------|-----------------|
| Endowment net assets — beginning of year | \$__ | \$19,383 | \$43,816 | \$63,199 |
| Investment return: | | | | |
| Investment income | | 431 | | 431 |
| Net appreciation (realized and unrealized) | | 4,632 | ___249 | 4,881 |
| Total investment return | | 5,063 | ___249 | 5,312 |
| Contributions | 1,000 | _____ | 4,509 | 5,509 |
| Appropriation of endowment assets for expenditure | | (3,048) | _____ | (3,048) |
| Transfer to unrestricted | | _____ | (249) | (249) |
| Endowment net assets —end of year | \$1,000 | <u>\$21,398</u> | <u>\$48,325</u> | <u>\$70,723</u> |

Funds With Deficiencies-From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or UPMIFA requires the Corporations to retain as a fund of perpetual duration. Deficiencies of this nature that are reported in unrestricted net assets were \$76,000 as of August 31, 2010. These deficiencies resulted from unfavorable market fluctuations that occurred shortly after the investment of new permanently restricted contributions and continued appropriation for certain programs that was deemed prudent by the Board of Directors.

15. NET PATIENT SERVICE REVENUE

The Institute has agreements with third-party payors that provide for payments to the Institute at amounts different from its established rates. A summary of the payment arrangements with major third-party payors is as follows:

Medicare-The Institute participates as a provider of health care services under a Medicare provider agreement. The provisions of this agreement stipulate that services will be reimbursed under a prospective payment system. Prospective payment rates are determined based on clinical and diagnosis factors associated with services provided to Medicare beneficiaries. The Institute's Medicare cost reports have been audited by the Medicare fiscal intermediary through August 31, 2007.

Medicaid-The Institute is reimbursed by the Illinois Department of Public Aid at per diem formula rates for services rendered to Medicaid inpatients. The Institute also receives incremental Medicaid reimbursement for specific programs and services at the discretion of the State of Illinois Medicaid program. Total incremental reimbursement under these programs and services amounted to \$4,003,000 and \$1,985,000 in fiscal 2011 and 2010, respectively. Medicaid reimbursement may be subject to periodic adjustment, as well as to changes in existing payment methodologies and rates, based on the amount of funding available to the Medicaid program.

In November 2006, the Centers for Medicare and Medicaid Services approved the Illinois Hospital Assessment Program to improve Medicaid reimbursement for Illinois hospitals. The Illinois Hospital Assessment Program has subsequently been approved through June 30, 2013. Due to the tax assessment provisions contained in the legislation, implementation of the program impacted both operating revenues and expense in the consolidated statements of operations and changes in net assets. For each of the years ended August 31, 2011 and 2010, additional Medicaid payments of \$7,225,000 were included in net patient service revenue and the tax assessment of \$6,635,000 were included in supplies and other expense. Accordingly, during each of the years ended August 31, 2011 and 2010, the Corporations recorded a net benefit of \$590,000.

The Institute recognizes patient service revenue associated with the services provided to patients who have third-party payor coverage on the basis of contractual rates for the service rendered. For uninsured patients that do not qualify for charity care, the Institute recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a portion of the Institute's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Institute records a provision for bad debts related to uninsured patients in the period the services are provided.

The Institute recognizes patient service revenue associated with services provided to patients who have third-party payor coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Institute recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a significant portion of the Institute's uninsured patients will be unable

or unwilling to pay for the services provided. In addition, a portion of the Institute's insured patients will be unable or unwilling to pay the portion of their bill for which they are financially responsible. The Institute records a provision for bad debts related to uninsured patients and to insured patients for the portion of their bill for which they are financially responsible in the period the services are provided. Patient service revenue, net of contractual allowances and discounts (but before the provision for bad debts and excluding the Illinois Hospital Assessment Program revenue), recognized in the period from these major payor sources, is as follows:

| | 2011 | 2010 |
|----------------------|------|------|
| Medicare | 28% | 29% |
| Medicaid | 11 | 10 |
| Blue Cross | 26 | 25 |
| Commercial and other | 35 | 36 |
| | 100% | 100% |

Due to the nature of the Institute's patient base, the majority of uninsured patients qualify for Medicare or Medicaid programs, resulting in a very limited amount of self pay revenue.

16. COMMUNITY BENEFIT

It is an inherent part of the Institute's mission to provide necessary medical care free of charge, or at a discount, to individuals without insurance or other means of paying for such care. As the amounts determined to qualify for charity care are not pursued for collection, they are not reported as patient service revenue. Using the published Community Services Administration poverty guidelines, the Institute provides care to patients without charge at amounts less than its discounted rates. The Institute uses a sliding scale that provides charity care to individuals with incomes of up to 400% of these guidelines. The Institute provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its discounted rates. The Institute maintains records to identify and monitor the level of charity care it provides. These records include the amount of charges foregone for services and supplies furnished under its charity care policy, as well as equivalent service statistics.

In addition, the Institute maintains records that estimate the cost of unreimbursed services provided and supplies furnished under its charity care policy and the excess of cost over reimbursement for Medicaid patients. Actual cost for providing the care is estimated in the table below based on the cost to charge ratios reported in the previous years cost reports. The Medicaid cost report is used for the portion related to the Medicaid population and the Medicare cost report is used for all other charity care.

The following information summarizes the level of charity care provided for the years ended August 31, 2011 and 2010, is as follows:

| | 2011 | 2010 |
|---|---------|-------------------|
| Excess of allocated costs over reimbursement for services provided to Institute Medicaid patients | \$6,801 | \$4,613 |
| Benefit of State of Illinois Medicaid Add-on payments (Note 15) | (4,003) | (1,985) |
| Net benefit under the Medicaid Provider Assessment Program (Note 15) | | <u> </u> illQ) |
| Excess of allocated cost over reimbursement for services provided to Institute Medicaid patients | 2,208 | 2,038 |
| Estimated costs and expenses incurred to provide charity care in the Institute | | 626 |
| Total cost of unreimbursed services provided | \$3,249 | \$2,664 |

Many of the Institute's patients are reluctant and do not provide the information necessary to qualify for charity care. Therefore, management believes that a portion of the Institute's provision for bad debt represents patients that do not have the financial ability to pay.

17. FUNCTIONAL EXPENSES

The Corporations incur expenses for the provision of health care services, conduct of research and medical education programs, fundraising, and related general and administrative activities. For the years ended August 31, 2011 and 2010, expenses related to providing these services are as follows:

| | 2011 | 2010 |
|----------------------------|-----------|------------------|
| Health care services | \$150,462 | \$141,246 |
| Research services | 20,456 | 20,001 |
| General and administrative | 19,044 | 17,869 |
| Fundraising | 2,664 | 2,638 |
| | \$192,626 | <u>\$181,754</u> |

18. RELATED PARTIES

The Corporations engage in transactions in the ordinary course of business with organizations with which members of the boards of directors are affiliated. Such transactions are conducted at arm's length and are fully disclosed to the boards of directors.

In addition, the Institute is a cooperative member of the McGaw Medical Center and has agreements for medical and support services with other cooperative member entities. Services provided to and by these member entities are charged at negotiated rates. Northwestern University and Northwestern Memorial Hospital are members of McGaw Medical Center. Payments to Northwestern University during fiscal 2011 and 2010 were approximately \$4,062,000 and \$3,153,000, respectively. Payments to Northwestern Memorial Hospital during fiscal 2011 and 2010 were approximately \$3,391,000 and \$2,514,000, respectively. Payments to McGaw Medical Center during fiscal 2011 and 2010 were \$2,611,000 and \$2,694,000, respectively.

19. NEW RESEARCH HOSPITAL PROJECT

The Corporation is in the design phase for the development and construction of a new research hospital to replace its existing flagship facility located in Chicago, Illinois. Current plans call for groundbreaking in 2013 and completion by early 2016. In connection therewith, the Corporation is in the early stages of a major capital campaign to fund the new research hospital.

As of August 31, 2011, the Corporation has received contributions, consisting of cash and unconditional promises to contribute, of approximately \$49,200,000 to be used for the design and construction of the new hospital (see Note 8). In addition, the Corporation has received conditional promises to contribute totaling approximately \$10,000,000 of which \$9,000,000 has not been recognized in the consolidated financial statements as of August 31, 2011. Conditions include matching gift requirements and other milestones associated with the construction of the new research hospital. The \$9,000,000 will be recognized as the related conditions are substantially met.

20. COMMITMENTS AND CONTINGENCIES

Litigation-The Corporations are involved in litigation arising in the normal course of business. In consultation with legal counsel, management believes that reserves are adequate and estimates that these matters will be resolved without material adverse effect on the Corporations' financial position or results of operations.

Regulatory Investigations-The U.S. Department of Justice and other federal agencies routinely conduct regulatory investigations and compliance audits of health care providers. The Corporations are subject to these regulatory efforts. Management is currently unaware of any regulatory matters which may have a material adverse effect on the Corporations' financial position or results of operations.

Insurance Coverage-The Institute is commercially insured for excess professional liability, general liability, and workers' compensation claims. There are no assurances that the Institute will be able to renew existing policies or procure coverage on similar terms in the future.

21. SUBSEQUENT EVENTS

The Corporation has evaluated subsequent events through November 22, 2011, the date the financial statements were issued.

Rehabilitation Institute of Chicago

January 12, 2012

Illinois Health Facilities
and Services Review Board
Springfield, IL

To Whom It May Concern:

Please be advised that the proposed master facilities design project will be funded entirely with cash and equivalents.

Very truly yours,

Edward B. Case
Executive Vice President
Chief Financial Officer

EBC/jh

State of Illinois)
) SS:
County of Cook)

On this, the 11th day of January, 2012, before me a notary public, the undersigned officer, personally appeared Ed Case, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

11.12.2012 - 2012, 11.12.2012, 11.12.2012
Notary Public



EBC/jh

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After paginating the entire, completed application, indicate in the chart below, the page numbers for the attachments included as part of the project's application for permit:

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