

Constantino, Mike

From: Green, Edward [EGreen@foley.com]
Sent: Tuesday, April 26, 2011 12:11 AM
To: Constantino, Mike
Cc: Green, Edward
Subject: Trinity Health Corporation - Loyola University Health System, Project Nos. E-003-11, E-004-11, E-005-11, and E-006-11
Attachments: April 25 Letter to Planning Board re Trinity LUHS Schedules.pdf

<<April 25 Letter to Planning Board re Trinity LUHS Schedules.pdf>>

Mike:

Please see the attached relative to the above-referenced transaction.

Best regards,

Ed

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April 25, 2011

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CLIENT/MATTER NUMBER
048544-0201

Mr. Michael Constantino
Supervisor, Project Review Section
Illinois Health Facilities and Services
Review Board
525 West Jefferson Street, Second Floor
Springfield, Illinois 62761-0001

Re: Trinity Health Corporation – Loyola University Health System
Project Numbers: E-003-11, E-004-11, E-005-11, E-006-11

Dear Mike:

As you know, we are counsel to Trinity Health Corporation ("Trinity"). As you also know, we filed four Certificate of Exemption Applications (the "COE Applications") in early March relating to the proposed transaction (the "Transaction") between Trinity and Loyola University of Chicago (the "University"), whereby Trinity will replace the University as the sole member of Loyola University Health System. I am now attaching the following draft Schedules to the Definitive Agreement for the Transaction:

Schedule 9.5 (Other Approvals)
Schedule 10.1 (Organization and Standing)
Schedule 10.5 (Litigation and Investigations)
Schedule 10.6 (Insurance)
Schedule 10.12.2 (Tax Exemption and Status)
Schedule 10.14 (Reimbursement Contracts)
Schedule 10.15 (Other Approvals)
Schedule 11.8 (Third Party Consents)

Please feel free to contact me if you have any questions.

Sincerely,



Edward J. Green

EJG:sxc
Enclosures

BOSTON
BRUSSELS
CHICAGO
DETROIT
JACKSONVILLE

LOS ANGELES
MADISON
MILWAUKEE
NEW YORK
ORLANDO

SACRAMENTO
SAN DIEGO
SAN DIEGO/DEL MAR
SAN FRANCISCO
SILICON VALLEY

TALLAHASSEE
TAMPA
TOKYO
WASHINGTON, D.C.

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Schedule 9.5
Other Approvals

See Schedule 11.8 listing potentially applicable approvals.

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Schedule 10.1
Organization and Standing

Entities:

Loyola University of Chicago, an Illinois Not for Profit Corporation
Loyola University Health System, an Illinois Not for Profit Corporation
Loyola University Medical Center, an Illinois Not for Profit Corporation
Loyola University Chicago Insurance Company, a Cayman Island Corporation
Loyola Ambulatory Centers LLC, an Illinois Limited Liability Company
Gottlieb Memorial Hospital, an Illinois Not for Profit Corporation
Gottlieb Community Health Services Corporation, an Illinois Not for Profit Corporation
Gottlieb Management Services, Inc., an Illinois Corporation

No exceptions.

Loyola University of Chicago is qualified to do business in the State of Illinois and the State of Wisconsin, and is registered to do business in Italy.

All Loyola University Health System Entities are qualified to do business in the State of Illinois.

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Schedule 10.5
Litigation and Investigations

Loyola University Medical Center:

Alexander Chi v. LUMC, Case 1:10-cv-06292, US District Court, Northern District of Illinois, Eastern Division

Law Offices of Neil J. Greene, LLC v. LUMC, Case No. 2010 L 014573, Cook County Circuit Court, County Department, Law Division

Gottlieb Memorial Hospital:

Yassan N. Assaf, a minor, by and through his Father, Nidal F. Assaf Plaintiff v. Hind Al-Sharif, M.D., David Curry, M.D., individually and as agents of Gottlieb Memorial Hospital, Defendants. Court # 03L 009718

Matthew Chimis, a minor, by his father and next friend, Steven F. Chimis, Steven F. Chimis, Individually and Donna Chimis, Plaintiffs, v. Gottlieb Memorial Hospital and Dr. Scott M. Pierce, Defendants.

Rocio Mendez, Individually, and as Mother and Next Friend of Jonathan Mendez, a Minor, Plaintiffs, v. Giovanni Curcio, M.D., Giovanni Curcio, M.D., S.C., and Gottlieb Memorial Hospital, Defendants. Court #2008L 010056,

PENDING ACTIONS OR SUITS:

The Loyola University Health System Entities pursue collection cases in the ordinary course of business.

LUMC v. Neil J. Green, Law Offices of Neil J. Greene, LLC, an Illinois limited liability company, Alan F. Block and Block & Landsman, Cook County Circuit Court, Chancery Division, No. 11CH05991

Provider Reimbursement Review Board (PRRB) Appeals:

Individual PRRB Appeal, Cost Report Year 2007; Loyola University Medical Center; Provider No. 14-0276; FYE: 06/30/2007; PRRB Case No.: 10-0520.

Group PRRB Appeal, Cost Report Years 2004-2007; MCHC Medicare DSH-SSI Days Proxy; FYEs on appeal: 2004-2007 PRRB Case No.: 07-2817G.

Group PRRB Appeal, Cost Report Years 2004-2006; MCHC Chicago MSA HWI Issue (Paid Lunch Hour); FYEs on appeal: 2004-2006; PRRB Case.

Group PRRB Appeal, Federal Fiscal Years 2007 — 2011; Rural Floor/Budget Neutrality Group Appeal; Federal FYs 2007-2011; PRRB Case.

Class Action Cases (Loyola University Medical Center has already filed a claim or passively opted into these cases):

Eleanor Earthman, et al. v. A.G. Edwards, Inc., et al., Cause No. 22052-01266-03; Div. 8 (Missouri Circuit Court; 22nd Judicial District).

Kathleen Roche, D.C. v. CorVel Corporation, Case No. 05 L 101 (Circuit Court for the 20th Judicial Circuit, St. Clair County, IL).

Richard C. Coy, D.C. d/b/a Coy Chiropractic Health Center, P.C., et al. v. CCN Managed Care, Inc., et al., Case No. 04-L-1055 (Circuit Court of Madison County, IL).

G.M. Sign, Inc. v. Group C Communications, Inc., Case No. 08 CV 4521 (U.S. District Court for the Northern District of IL, Eastern Division).

Gortho Ltd. v. Websolv Computing, et al., Cause No. 03 CH 15615 (Circuit Court of Cook County, Chancery Division).

In re TriCor Indirect Purchaser Antitrust Litigation, Cause No. 05-360 (SLR) (U.S. District Court for the District of Delaware).

American Medical Association, et al. v. United Healthcare Corporation, et al., Master File No. 00 Civ. 2800 (LMM)(GWG) (United District Court, Southern District of New York).

The Illinois State Chamber of Commerce v. John Filan, et al, Cause No. 04 CH 6750 (Circuit Court of Cook County, IL, Chancery Division).

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Schedule 10.6
Insurance

None, although the following cases are not, or may not be, covered by insurance or self insurance:

Loyola University Medical Center:

Alexander Chi v. LUMC, Case 1:10-cv-06292. US District Court, Northern District of Illinois, Eastern Division

Law Offices of Neil J. Greene, LLC v. LUMC, Case No. 2010 L 014573, Cook County Circuit Court, County Department, Law Division

Gottlieb Memorial Hospital:

Yassan N. Assaf, a minor, by and through his Father, Nidal F. Assaf, Plaintiff, v. Hind Al-Sharif, M.D., David Curry, M.D., individually and as agents of Gottlieb Memorial Hospital, Defendants. Court # 03L 009718

Matthew Chimis, a minor, by his father and next friend, Steven F. Chimis, Steven F Chimis, Individually and Donna Chimis, Plaintiffs, v. Gottlieb Memorial Hospital and Dr. Scott M. Pierce, Defendants. Court #99L 12016

Rocio Mendez, Individually, and as Mother and Next Friend of Jonathan Mendez, a Minor, Plaintiffs, v. Giovanni Curcio, M.D., Giovanni Curcio, M.D., S.C., and Gottlieb Memorial Hospital, Defendants. Court #2008L 010056

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Schedule 10.12.2
Tax Exemption and Status

Loyola University Chicago Insurance Company is a taxable entity.

Gottlieb Management Services Inc. is a taxable entity.

Loyola Ambulatory Centers LLC is treated as a taxable entity.

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Schedule 10.14
Reimbursement Contracts

None.

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Schedule 10.15
Other Approvals

None, other than:

Approval of the Illinois Health Facilities and Services Review Board

Expiration of the Hart Scott Rodino waiting period

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Schedule 11.8
Third Party Consents

1. Certificate of Exemption required from the State of Illinois.
2. Filing and waiting period under the Hart Scott Rodino Act, as necessary.
3. Board approval of Catholic Health Ministries.
4. Consent requirements are being reviewed under that certain Cogeneration Lease Agreement with General Electric Corporation, dated June 23, 2007.