



OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

July 9, 2014

Lisa Madigan
ATTORNEY GENERAL

Kathy Olson, Chairman
Illinois Health Facilities and Services Review Board
525 West Jefferson Street
Springfield, Illinois 62761

RE: Permit Application for Change of Ownership of CDH-Delnor Health System d/b/a
Cadence Health to Northwestern Memorial Healthcare

Dear Chairman Olson:

We have reviewed the charitable trust aspects of the proposed change in ownership of CDH-Delnor Health System d/b/a Cadence Health (Cadence) to Northwestern Memorial Healthcare (Northwestern). The proposed change of ownership transaction involves the following five (5) health care facilities: 1) Central Dupage Hospital – Winfield; 2) Delnor Community Hospital – Geneva; 3) Cadence Surgery Center – Warrenville; 4) CDH Proton Center – Warrenville; and, 5) Tri-Cities Surgery Center – Geneva. In conducting our review, we have considered not only the information and documentation provided to us by Cadence and Northwestern, but also the parties' representation that, as of the transaction's closing date, they will amend the bylaws of Cadence Health Foundation to add a new provision which will state as follows:

"Any unrestricted gifts that are held by the Corporation as of the effective date of the affiliation between CDH-Delnor Health System d/b/a Cadence Health and Northwestern Memorial Healthcare will continue to be used in a manner consistent with the Corporation's charitable purposes, for the benefit of the institutions served by Cadence Health and/or the populations located within Cadence Health's services area."

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Based upon the parties' representation with respect to the Cadence Health Foundation's bylaws and our review of the above-referenced documentation, we have no objection to the proposed change in ownership.

Sincerely,

A handwritten signature in black ink that reads "Therese M. Harris" with a small flourish at the end.

Therese M. Harris, Chief
Charitable Trust Bureau
100 West Randolph Street, 11th Floor
Chicago, Illinois 60601
(312) 814-2533