ORIGINAL

E-015-13

ILLINOIS HEALTH FACILITIES PLANNING BOARD
APPLICATION FOR EXEMPTION FOR THE CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY

RECEIVED

APR 15 2013

HEALTH FACILITIES & SERVICES REVIEW BOARD

1. **INFORMATION FOR EXISTING FACILITY**

Current Facility Name: Mercy Hospital & Medical Center
Address: 2525 South Michigan Avenue
City: Chicago, Illinois Zip Code: 60616 County: Cook
Name of current licensed entity for the facility: Mercy Hospital & Medical Center
Does the current licensee: own this facility Yes OR lease this facility _____(if leased, check if sublease ☐)
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship __X__ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental _____ Limited Liability Company _____ Other, specify _____
Illinois State Senator for the district where the facility is located: Sen. Kwame Raoul
State Senate District Number: 4 Mailing address of the State Senator: 1509 East 53rd Street, 2nd Floor, Chicago, Illinois 60615
Illinois State Representative for the district where the facility is located: Rep. Kimberly du Buclet
State Representative District Number: 7 Mailing address of the State Representative: 405 East 35th Street, Chicago, Illinois 60653

2. **OUTSTANDING PERMITS**. Does the facility have any projects for which the State Board issued a permit that will not be completed (refer to 1130.140 "Completion or Project Completion" for a definition of project completion) by the time of the proposed ownership change? Yes ☒ No ☐. If yes, refer to Section 1130.520(f), and indicate the projects by Project #: Project No. 08-043 is currently pending and being carried out in a manner consistent with 1130.520(f). See Explanatory Note 2 in the COE Application for Foster G. McGaw Hospital-Loyola University Medical Center for additional information.

3. **FACILITY'S BED OR DIALYSIS STATION CAPACITY BY CATEGORY OF SERVICE** (Complete "APPENDIX A" attached to this application)

4. **FACILITY'S OTHER CATEGORIES OF SERVICE AS DEFINED IN 77 IAC 1100** (Complete "APPENDIX A" attached to this application)

5. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).
Exact Legal Name of Applicant: Trinity Health Corporation
Address: 20555 Victor Parkway
City, State & Zip Code: Livonia, Michigan 48152-7018
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship __X__ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental _____ Limited Liability Company _____ Other, specify _____

6. **NAME OF LEGAL ENTITY THAT WILL BE THE LICENSEE/OPERATING ENTITY OF THE FACILITY NAMED IN THE APPLICATION AS A RESULT OF THIS TRANSACTION.**

Exact Legal Name of Entity to be Licensed: The license will continue to be held by Mercy Hospital & Medical Center as the proposed transaction involves a membership substitution.
Address: 2525 South Michigan Avenue, Chicago, Illinois 60616
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship __X__ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental _____ Limited Liability Company _____ Other, specify _____

7. **BUILDING/SITE OWNERSHIP.** NAME OF LEGAL ENTITY THAT WILL OWN THE "BRICKS AND MORTAR" (BUILDING) OF THE FACILITY NAMED IN THIS APPLICATION IF DIFFERENT FROM THE OPERATING/LICENSED ENTITY
Exact Legal Name of Entity That Will Own the Site: The building(s) will continue to be owned by Mercy Hospital & Medical Center as the proposed transaction involves a membership substitution.
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5. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).
Exact Legal Name of Applicant: CHE Trinity Inc.
Address: 20555 Victor Parkway
City, State & Zip Code: Livonia, Michigan 48152-7018
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
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__X__ Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental _____
Limited Liability Company _____ Other, specify _____

8. **TRANSACTION TYPE. CHECK THE FOLLOWING THAT APPLY TO THE TRANSACTION:**
   1. Purchase resulting in the issuance of a license to an entity different from current licensee;
   2. Lease resulting in the issuance of a license to an entity different from current licensee;
   3. Stock transfer resulting in the issuance of a license to a different entity from current licensee;
   4. Stock transfer resulting in no change from current licensee;
   5. Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee;
   6. Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee;
   7. Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity;
   8. Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets;
   9. Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility;
   10. Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee;
   11. Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets, and explain in "Attachment 3 Narrative Description" ☒

9. **APPLICATION FEE.** Submit the application fee in the form of a check or money order for $2,500 payable to the Illinois Department of Public Health and append as **ATTACHMENT #1.**

10. **FUNDING.** Indicate the type and source of funds which will be used to acquire the facility (e.g., mortgage through Health Facilities Authority; cash gift from parent company, etc.) and append as **ATTACHMENT #2.**

11. **ANTICIPATED ACQUISITION PRICE:** $0 (See Explanatory Note 11 in the LUMC COE Application for additional information)

12. **FAIR MARKET VALUE OF THE FACILITY:** $26,000,000 (See Explanatory Note 12 in the LUMC COE Application for additional information) (to determine fair market value, refer to 77 IAC 1130.140)

13. **DATE OF PROPOSED TRANSACTION:** Transaction set to close on May 1, 2013, subject to regulatory approvals

14. **NARRATIVE DESCRIPTION.** Provide a narrative description explaining the transaction, and append it to the application as **ATTACHMENT #3.**

15. **BACKGROUND OF APPLICANT** (co-applicants must also provide this information). Corporations and Limited Liability Companies must provide a current Certificate of Good Standing from the Illinois Secretary of State. Partnerships must provide the name and address of each partner and specify whether each is a general or limited partner. Append this information to the application as **ATTACHMENT #4.**

16. **TRANSACTION DOCUMENTS.** Provide a copy of the document(s) which detail the terms and conditions of the proposed transaction (purchase, lease, stock transfer, etc). Applicants should note that the document(s) submitted should reflect the applicant's (and co-applicant's, if applicable) involvement in the transaction. The document must be signed by both parties and contain language stating that the transaction is contingent upon approval of the Illinois Health Facilities Planning Board. Append this document(s) to the application as **ATTACHMENT #5.**

17. **FINANCIAL INFORMATION** (co-applicants must also provide this information). Per 77 IAC 1130.520(b)(3), an applicant must demonstrate it has sufficient funds to finance the acquisition **and** to operate the facility for 36 months by providing evidence of a bond rating of "A" or better (that must be less than two years old) from Fitch, Moody or Standard and Poor's rating agencies or evidence of compliance with the financial viability review criteria (as applicable) to the type of facility being acquired (as specified at 77 IAC 1120). Append as **ATTACHMENT #6.**

18. PRIMARY CONTACT PERSON. Individual representing the applicant to whom all correspondence and inquiries pertaining to this application are to be directed. (Note: other persons representing the applicant not named below will need written authorization from the applicant stating that such persons are also authorized to represent the applicant in relationship to this application).

Name: Edward J. Green, Esq., Foley & Lardner LLP
Address: 321 North Clark Street, Suite 2800
City, State & Zip Code: Chicago, Illinois 60654
Telephone: 312-832-4375

19a. ADDITIONAL CONTACT PERSON. Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: J. Mark Waxman, Esq., Foley & Lardner LLP
Address: 111 Huntington Avenue, Suite 2600
City, State & Zip Code: Boston, Massachusetts 02199
Telephone: 617-342-4055

19b. ADDITIONAL CONTACT PERSON. Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: Paul Neumann, Esq., Senior Vice President & General Counsel, Trinity Health Corporation
Address: 20555 Victor Parkway
City, State & Zip Code: Livonia, Michigan 48152-7018
Telephone: 248-489-6214

20. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the categories of service, number of beds and/or dialysis stations within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer: Larry Warren

Typed or Printed Name of Authorized Officer: Larry Warren

Title of Authorized Officer: Interim President & CEO, Trinity Health Corporation

Address: 20555 Victor Parkway

City, State & Zip Code: Livonia, Michigan 48152-7018

Telephone: (734) 343-1000 Date: 04/04/2013

NOTE: complete a separate signature page for each co-applicant and insert following this page.

20. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the categories of service, number of beds and/or dialysis stations within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer: _____

Typed or Printed Name of Authorized Officer: Daniel Hale

Title of Authorized Officer: Chairman of the Board, CHE Trinity Inc.

Address: 20555 Victor Parkway

City, State & Zip Code: Livonia, Michigan 48152-7018

Telephone: (734) 343-1000 Date: 04/04/2013

NOTE: complete a separate signature page for each co-applicant and insert following this page.

APPENDIX A
FACILITY BED AND DIALYSIS STATION CAPACITY AND CATEGORIES OF SERVICE

Complete the following for the facility for which the change of ownership is requested. The facility's bed and dialysis station capacity must be consistent with the State Board's Inventory of Health Care Facilities.

FACILITY NAME: Mercy Hospital & Medical Center CITY: Chicago

1. Indicate (by placing an "X") the type of facility for which the change of ownership is requested:

☒ Hospital; ☐ Long-term Care Facility; ☐ Dialysis Facility; ☐ Ambulatory Surgical Treatment Center.

2. Provide the bed capacity by category of service:

SERVICE	# of Beds	SERVICE	# of Beds
Medical/Surgical	289	Nursing Care	_____
Obstetrics	30	Shelter Care	_____
Pediatrics	37	DD Adults*	_____
Intensive Care	30	DD Children**	_____
Acute Mental Illness	39	Chronic Mental Illness	_____
Rehabilitation	24	Children's Medical Care	_____
Neonatal Intensive Care	0	Children's Respite Care	_____

*Includes ICF/DD 16 and fewer bed facilities; **Includes skilled pediatric 22 years and under

3. Chronic Renal Dialysis: Enter the number of ESRD stations: _____

4. Indicate (by placing an "X") those categories of service for which the facility is approved.

__X__ Cardiac Catheterization
_____ Subacute Care Hospital Model
_____ Selected Organ Transplantation
_____ Open Heart Surgery
_____ Kidney Transplantation
_____ Postsurgical Recovery Care Center Model

5. Non-Hospital Based Ambulatory Surgery and Ambulatory Surgical Treatment Centers

Indicate (by placing an "X") if the facility is a ☐ limited or ☐multi-specialty facility and indicate the surgical specialties provided.

____ Cardiovascular
____ Dermatology
____ Gastroenterology
____ General/Other (includes any procedure that is not included in the other specialties)
____ Neurological
____ Obstetrics/Gynecology
____ Ophthalmology
____ Oral/Maxillofacial
____ Orthopedic
____ Otolaryngology
____ Plastic Surgery
____ Podiatry
____ Thoracic
____ Urology

Ownership, Management and General Information

ADMINISTRATOR NAME:	Sr. Sheila Lyne, RSM
ADMINSTRATOR PHONE:	312-567-2019
OWNERSHIP:	Mercy Health System of Chicago
OPERATOR:	Mercy Health System of Chicago
MANAGEMENT:	Church-Related
CERTIFICATION:	
FACILITY DESIGNATION:	General Hospital
ADDRESS	2525 South Michigan Avenue **CITY:** Chicago **COUNTY:** Suburban Cook (Chicago)

Patients by Race

White	12.3%
Black	64.2%
American Indian	0.0%
Asian	4.7%
Hawaiian/ Pacific	0.0%
Unknown:	18.8%

Patients by Ethnicity

Hispanic or Latino:	11.9%
Not Hispanic or Latino:	81.2%
Unknown:	6.9%

IDPH Number:	1578
HPA	A-03
HSA	6

Facility Utilization Data by Category of Service

Clinical Service	Authorized CON Beds 12/31/2011	Peak Beds Setup and Staffed	Peak Census	Admissions	Inpatient Days	Observation Days	Average Length of Stay	Average Daily Census	CON Occupancy 12/31/2011	Staff Bed Occupancy Rate %
Medical/Surgical	289	148	148	10,224	43,939	4,335	4.7	132.3	45.8	89.4
0-14 Years				*582*	*3,552*					
15-44 Years				*1,628*	*5,267*					
45-64 Years				*3,235*	*12,666*					
65-74 Years				*1,855*	*8,584*					
75 Years +				*2,924*	*13,870*					
Pediatric	37	21	8	225	900	62	4.3	2.6	7.1	12.6
Intensive Care	30	26	24	1,171	5,781	62	5.0	16.0	53.4	61.6
Direct Admission				*1,171*	*5,781*					
Transfers				*0*	*0*					
Obstetric/Gynecology	30	35	31	3,124	6,561	15	2.1	18.0	60.1	51.5
Maternity				*3,124*	*6,561*					
Clean Gynecology				*0*	*0*					
Neonatal	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Long Term Care	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Swing Beds				0	0		0.0	0.0		
Acute Mental Illness	39	39	39	1,214	6,612	0	5.4	18.1	46.4	46.4
Rehabilitation	24	16	12	192	1,724	0	9.0	4.7	19.7	29.5
Long-Term Acute Care	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Dedcated Observation	*0*					*0*				
Facility Utilization	**449**			**16,150**	**65,517**	**4,474**	**4.3**	**191.8**	**42.707**	

(Includes ICU Direct Admissions Only)

Inpatients and Outpatients Served by Payor Source

	Medicare	*Medicaid*	*Other Public*	*Private Insurance*	*Private Pay*	*Charity Care*	*Totals*
Inpatients	**38.3%**	**37.3%**	**0.0%**	**21.0%**	**3.2%**	**0.2%**	
	6187	6022	0	3398	517	26	**16,150**
Outpatients	**20.7%**	**30.4%**	**0.0%**	**40.2%**	**8.1%**	**0.6%**	
	83000	121798	0	160718	32445	2330	**400,291**

Financial Year Reported: 7/1/2010 *to* 6/30/2011

Inpatient and Outpatient Net Revenue by Payor Source

	Medicare	*Medicaid*	*Other Public*	*Private Insurance*	*Private Pay*	*Totals*	*Charity Care Expense*
Inpatient Revenue ($)	**42.4%**	**39.8%**	**0.1%**	**17.1%**	**0.7%**	**100.0%**	
	74,473,630	69,955,124	199,347	29,971,589	1,178,340	175,778,030	1,967,660
Outpatient Revenue ($)	**21.0%**	**13.7%**	**0.2%**	**61.9%**	**3.1%**	**100.0%**	
	15,343,349	9,989,180	147,561	45,145,618	2,281,690	72,907,398	1,496,584

Total Charity Care Expense
3,464,244

Total Charity Care as % of Net Revenue
1.4%

Birthing Data

Number of Total Births:	2,932
Number of Live Births:	2,892
Birthing Rooms:	0
Labor Rooms:	0
Delivery Rooms:	0
Labor-Delivery-Recovery Rooms:	9
Labor-Delivery-Recovery-Postpartum Rooms:	0
C-Section Rooms:	2
CSections Performed:	722

Newborn Nursery Utilization

Level 1 Patient Days	4,581
Level 2 Patient Days	3,106
Level 2+ Patient Days	0
Total Nursery Patientdays	**7,687**

Laboratory Studies

Inpatient Studies	500,173
Outpatient Studies	424,242
Studies Performed Under Contract	41,680

Organ Transplantation

Kidney:	0
Heart:	0
Lung:	0
Heart/Lung:	0
Pancreas:	0
Liver:	0
Total:	**0**

APPENDIX A

Surgery and Operating Room Utilization

Surgical Specialty	Operating Rooms				Surgical Cases		Surgical Hours			Hours per Case	
	Inpatient	Outpatient	Combined	Total	Inpatient	Outpatient	Inpatient	Outpatient	Total Hours	Inpatient	Outpatient
Cardiovascular	0	0	0	0	190	19	763	36	799	4.0	1.9
Dermatology	0	0	0	0	0	0	0	0	0	0.0	0.0
General	0	0	2	2	738	801	1394	761	2155	1.9	1.0
Gastroenterology	0	0	0	0	0	0	0	0	0	0.0	0.0
Neurology	0	0	0	0	7	1	28	1	29	4.0	1.0
OB/Gynecology	0	0	1	1	242	448	900	508	1408	3.7	1.1
Oral/Maxillofacial	0	0	0	0	0	0	0	0	0	0.0	0.0
Ophthalmology	0	0	0	0	4	412	10	423	433	2.5	1.0
Orthopedic	0	0	2	2	391	863	839	1119	1958	2.1	1.3
Otolaryngology	0	0	1	1	95	355	215	471	686	2.3	1.3
Plastic Surgery	0	0	0	0	17	30	64	43	107	3.8	1.4
Podiatry	0	0	0	0	63	213	97	318	415	1.5	1.5
Thoracic	0	0	0	0	0	0	0	0	0	0.0	0.0
Urology	0	0	1	1	246	560	377	429	806	1.5	0.8
Totals	**0**	**0**	**7**	**7**	**1993**	**3702**	**4687**	**4109**	**8796**	**2.4**	**1.1**

SURGICAL RECOVERY STATIONS Stage 1 Recovery Stations 13 Stage 2 Recovery Stations 10

Dedicated and Non-Dedicated Procedure Room Utilzation

Procedure Type	Procedure Rooms				Surgical Cases		Surgical Hours			Hours per Case	
	Inpatient	Outpatient	Combined	Total	Inpatient	Outpatient	Inpatient	Outpatient	Total Hours	Inpatient	Outpatient
Gastrointestinal	0	0	4	4	1357	3110	1104	2351	3455	0.8	0.8
Laser Eye Procedures	0	0	0	0	0	0	0	0	0	0.0	0.0
Pain Management	0	0	1	1	3	678	1	288	289	0.3	0.4
Cystoscopy	0	0	0	0	0	0	0	0	0	0.0	0.0
Multipurpose Non-Dedicated Rooms											
Minor	0	0	1	1	4	201	2	15	17	0.5	0.1
	0	0	0	0	0	0	0	0	0	0.0	0.0
	0	0	0	0	0	0	0	0	0	0.0	0.0

Cardiac Catheterization Labs

Total Cath Labs (Dedicated+Nondedicated labs):	**2**
Cath Labs used for Angiography procedures	2
Dedicated Diagnostic Catheterization Labs	0
Dedicated Interventional Catheterization Labs	0
Dedicated EP Catheterization Labs	0

Emergency/Trauma Care

Certified Trauma Center		No
Level of Trauma Service	**Level 1**	**Level 2**
	(Not Answered)	Adult
Operating Rooms Dedicated for Trauma Care		0
Number of Trauma Visits:		0
Patients Admitted from Trauma		0
Emergency Service Type:		Comprehensive
Number of Emergency Room Stations		25
Persons Treated by Emergency Services:		60,397
Patients Admitted from Emergency:		13,414
Total ED Visits (Emergency+Trauma):		**60,397**

Cardiac Catheterization Utilization

Total Cardiac Cath Procedures:	**1,999**
Diagnostic Catheterizations (0-14)	0
Diagnostic Catheterizations (15+)	1,745
Interventional Catheterizations (0-14):	0
Interventional Catheterization (15+)	254
EP Catheterizations (15+)	0

Cardiac Surgery Data

Total Cardiac Surgery Cases:	**55**
Pediatric (0 - 14 Years):	0
Adult (15 Years and Older):	55
Coronary Artery Bypass Grafts (CABGs) performed of total Cardiac Cases :	33

Outpatient Service Data

Total Outpatient Visits	**388,468**
Outpatient Visits at the Hospital/ Campus:	261,091
Outpatient Visits Offsite/off campus	127,377

Diagnostic/Interventional	Equipment Owned	Equipment Contract	Examinations Inpatient	Examinations Outpt	Examinations Contract
General Radiography/Fluoroscopy	4	0	16,106	35,067	0
Nuclear Medicine	4	0	991	2,334	0
Mammography	3	0	0	0	0
Ultrasound	6	0	2,938	18,723	0
Angiography	3	0			
Diagnostic Angiography			399	906	0
Interventional Angiography			1164	725	0
Positron Emission Tomography (PET)	0	0	0	0	0
Computerized Axial Tomography (CAT)	2	0	5,148	8,872	3,635
Magnetic Resonance Imaging	1	0	167	1,160	3,415

Treatment Equipment	Owned	Contract	Therapies/ Treatments
Lithotripsy	0	0	0
Linear Accelerator	1	0	225
Image Guided Rad Therapy	0	0	0
Intensity Modulated Rad Thrpy	0	0	42
High Dose Brachytherapy	0	0	0
Proton Beam Therapy	0	0	0
Gamma Knife	0	0	0
Cyber knife	0	0	0

Source: 2011 Annual Hospital Questionnaire, Illinois Department of elopment.

APPENDIX A

State of Illinois 2114506

Department of Public Health

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The 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.

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

LA MAR HASBROUCK, MD, MPH
DIRECTOR

EXPIRATION DATE	CATEGORY	I.D. NUMBER
12/31/13	86BD	0001578

FULL LICENSE

GENERAL HOSPITAL

EFFECTIVE: 01/01/13

BUSINESS ADDRESS

MERCY HOSPITAL & MEDICAL CENTER

2525 SOUTH MICHIGAN AVENUE

CHICAGO IL 60616 2477

The face of this license has a colored background. Printed by Authority of the State of Illinois • 4/97 •

APPENDIX
A

Attachment 1
Application Fee

A check in the sum of Two Thousand, Five Hundred Dollars ($2,500) and payable to the Illinois Department of Public Health is attached at Attachment 1.

Attachment 3
Narrative

CHE Trinity Inc. ("CHE Trinity") and Trinity Health Corporation ("Trinity") hereby seek a Certificate of Exemption ("COE") from the Illinois Health Facilities & Services Review Board (the "Board") to allow consummation of a proposed transaction (the "Transaction"), whereby CHE Trinity will become the sole corporate member of Trinity and Catholic Health East ("CHE").

More specifically, under the terms of the Transaction, Trinity and CHE will consolidate under CHE Trinity and will establish a structure to address the rapidly changing health care environment that requires more focus on population health and the delivery of more coordinated and integrated care and health and wellness services. The Transaction will create a health system that serves people in 21 states from coast to coast with 82 hospitals, 89 continuing care facilities and home health and hospice programs that provide nearly 2.8 million visits annually. However, it is important to note that currently Trinity and CHE do not provide any health care services in the same geographic areas.

In addition, there will be no purchase or sale of the assets and no funds will be exchanged pursuant to the Transaction. Trinity and CHE will preserve their charitable and Catholic identity and will continue to be subject to the Ethical and Religious Directives for Catholic Health Care Services.

As this Transaction is merely the consolidation of the two parent entities (i.e., Trinity and CHE) there will be no direct impact on their downstream entities. Notably, the downstream entities will continue, as of the effective date of the Transaction, to (i) maintain their own existing licenses, provider numbers and accreditations; (ii) furnish the services they are currently furnishing; and (iii) operate as organizations currently exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. Moreover, none of the tax identification numbers will change for any of the downstream entities. Further, the downstream entities currently licensed by the State of Illinois will remain the licensed entities with no change in facility name or location. Again, there will be no purchase or sale of the assets and no funds will be exchanged, in any regard, pursuant to the Transaction.

The reserved powers and reserved authority of Trinity and CHE related to their respective subsidiaries will not change as a result of the Transaction. However, following the Transaction, CHE Trinity, Trinity and CHE will work together to eventually effectuate a merger, consolidation or reorganization of CHE Trinity, Trinity and CHE into a single corporation (the "Post-Closing Transaction"). At this time, it is unknown which entity will survive the Post-Closing Transaction and when the Post-Closing Transaction will occur. The form of the Post-Closing Transaction will take into consideration all relevant business and legal issues, including those relating to financing, licensure, necessary government approvals, reimbursement and other important matters. In connection with the Post-Closing Transaction, CHE Trinity, Trinity and CHE will develop a community benefit plan, a debt financing plan, a plan to integrate professional and general liability insurance and other such programs, a plan to combine employee benefit and pension plans, a framework for rationalizing operations and programs, and a plan to facilitate the amendment of the corporate governance documents of their respective subsidiaries.

In terms of the Transaction's specific connection to Illinois, Trinity is currently the sole corporate member of Loyola University Health System ("LUHS") and Mercy Health System of Chicago ("Mercy System").

LUHS owns and operates (either directly or through its affiliates) the following Illinois licensed facilities:

(1) Foster G. McGaw Hospital - Loyola University Medical Center ("LUMC"), a 569 bed general acute care hospital located in Maywood, Illinois;

(2) Gottlieb Memorial Hospital ("Gottlieb"), a 264 bed general acute care hospital located in Melrose Park, Illinois;

(3) Loyola University Medical Center Outpatient Dialysis Center (the "LUMC Dialysis Center"), a provider based, 31 station end stage renal disease facility located in Maywood, Illinois; and

(4) Loyola University Medical Center Ambulatory Surgery Center (the "LUMC Surgery Center"), a provider based, 8 operating room ambulatory surgery center located in Maywood, Illinois.

LUMC, Gottlieb, LUMC Dialysis Center, and LUMC Surgery Center are collectively referred to herein as the "LUHS Illinois Licensed Facilities."

Mercy System owns and operates (either directly or through its affiliates) the following Illinois licensed facility:

(1) Mercy Hospital & Medical Center ("Mercy Hospital"), a 449 bed general acute care hospital located in Chicago, Illinois.

The LUHS Illinois Licensed Facilities and Mercy Hospital are collectively referred to herein as the "Trinity Illinois Licensed Facilities."

Separate COE Applications have been simultaneously filed for each of the Trinity Illinois Licensed Facilities.

CHE does not currently own or operate any Illinois licensed facilities; nor will CHE own or operate any Illinois licensed facilities as a result of the Transaction.

Because the Transaction will result in a change in the membership or sponsorship of a not-for-profit corporation that owns or controls an Illinois licensed facility (as well as its physical plant and capital assets), the Transaction constitutes a change of ownership under Section 1130.140 of the Board's rules. The Transaction is set to close on or about May 1, 2013, subject to regulatory approvals.

Mercy Hospital is the specific subject of this COE Application. However, this COE Application has been filed simultaneously with the COE Application for LUMC. The LUMC COE Application is the "lead" COE Application and the contents of the LUMC COE Application are incorporated herein by reference. This COE Application must be read in conjunction with the LUMC COE Application because the LUMC COE Application contains the relevant attachments and notes.