

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION FOR THE
CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY

RECEIVED

1. INFORMATION FOR EXISTING FACILITY

OCT 31 2014

Current Facility Name Adventist Bolingbrook Hospital
Address 500 Remington Blvd.
City Bolingbrook, IL Zip Code 60440 County Will
Name of current licensed entity for the facility Adventist Bolingbrook Hospital
Does the current licensee: own this facility X 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. Pat McGuire
State Senate District Number 43 Mailing address of the State Senator
2200 Weber Road Crest Hill, IL 60403
Illinois State Representative for the district where the facility is located: Rep. Emily McAsey
State Representative District Number 85 Mailing address of the State Representative
416 N. Weber Road Romeoville, IL 60446

HEALTH FACILITIES & SERVICES REVIEW BOARD

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 X. If yes, refer to Section 1130.520(f), and indicate the projects by Project #

3. NAME OF APPLICANT (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant PLEASE SEE FOLLOWING PAGE
Address
City, State & Zip Code
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation For Profit Corporation Partnership Governmental
Limited Liability Company Other, specify

4. 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 Adventist Bolingbrook Hospital
Address 500 Remington Road
City, State & Zip Code Bolingbrook, IL 60440
Type of ownership of the current licensed entity (check one of the following:) Sole Proprietorship
Not-for-Profit Corporation X For Profit Corporation Partnership Governmental
Limited Liability Company Other, specify

5. 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 Adventist Bolingbrook Hospital
Address 500 Remington Road
City, State & Zip Code Bolingbrook, IL 60440
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

**NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Alexian Brothers-AHS Midwest Region Health Co.  
Address 3040 West Salt Creek Road  
City, State & Zip Code Arlington Heights, IL 60005  
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     

**NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Ascension Health  
Address 4600 Edmundson Road  
City, State & Zip Code St. Louis, MO 63134  
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     

**NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Adventist Health System Sunbelt Healthcare Corporation  
Address 900 Hope Way  
City, State & Zip Code Altamonte Springs, FL 32714  
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     

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Address 3040 West Salt Creek Road  
City, State & Zip Code Arlington Heights, IL 60005  
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     

**NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Adventist Hinsdale Hospital  
Address 120 North Oak Street  
City, State & Zip Code Hinsdale, IL 60525  
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     

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Address 500 Remington Road  
City, State & Zip Code Bolingbrook, IL 60440  
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     

**NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant Adventist Health System/Sunbelt, Inc.  
Address 900 Hope Way  
City, State & Zip Code Altamonte Springs, FL 32714  
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. TRANSACTION TYPE. CHECK THE FOLLOWING THAT APPLY TO THE TRANSACTION:**

- Purchase resulting in the issuance of a license to an entity different from current licensee;
  - Lease resulting in the issuance of a license to an entity different from current licensee;
  - Stock transfer resulting in the issuance of a license to a different entity from current licensee;
  - Stock transfer resulting in no change from current licensee;
  - Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee;
  - Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee;
  - Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity;
  - 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;
  - 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;
  - Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee;
- X 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"

**7. 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**.

**8. 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**.

**9. ANTICIPATED ACQUISITION PRICE:** \$           n/a          

**10. FAIR MARKET VALUE OF THE FACILITY:** \$   149,183,788.14    
(to determine fair market value, refer to 77 IAC 1130.140)

**11. DATE OF PROPOSED TRANSACTION:**   January 1, 2015  

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

**13. 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. Limited Liability Companies and Partnerships must provide the name and address of each partner/ member and specify the percentage of ownership of each. Append this information to the application as **ATTACHMENT #4**.

**14. TRANSACTION DOCUMENTS.** Provide a copy of the complete transaction document(s) including schedules and exhibits 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 and Services Review Board. Append this document(s) to the application as **ATTACHMENT #5**.

**15. FINANCIAL STATEMENTS.** (Co-applicants must also provide this information) Provide a copy of the applicants latest audited financial statements, and append it to this application as **ATTACHMENT #6**. If the applicant is a newly formed entity and financial statements are not available, please indicate by checking **YES  X\***, and indicate the date the entity was formed   September 30, 2014  

\*Alexian Brothers-AHS Midwest Region Health Co., which will serve as the joint operating company

**16. 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: Peg Wendell Vice President and General Counsel, Alexian Brothers Health System  
Address: 3040 West Salt Creek Road  
City, State & Zip Code: Arlington Heights, IL 60005  
Telephone ( ) Ext. 847/385-7148

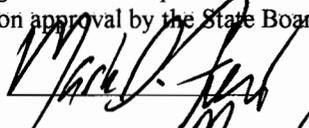
**17. ADDITIONAL CONTACT PERSON. Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.**

Name: Jacob M. Axel President, Axel & Associates, Inc.  
Address: 675 North Court, Suite 210  
City, State & Zip Code: Palatine, IL 60067  
Telephone ( ) Ext. 847/776-7101

**18. 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 number of beds 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

Mark A. Frey

Title of Authorized Officer:

President/CEO

Address:

3040 Salt Creek Lane

City, State & Zip Code:

Arlington Heights, IL 60005

Telephone

(847) 385-7101

Date:

10/29/14

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

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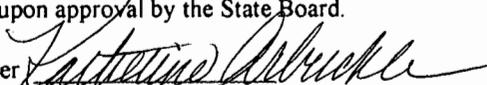
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Signature of Authorized Officer 

Typed or Printed Name of Authorized Officer Katherine A. Arbuckle

Title of Authorized Officer: Senior Vice President and Chief Financial Officer

Address: Ascension Health -- 4600 Edmundson Rd.

City, State & Zip Code: St. Louis, MO 63134

Telephone ( 314 ) 733. 8436 Date: 9.24.14

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Name: Ms. Nanette Bufalino Regional Chief Legal Officer-Adventist Midwest Region \_\_\_\_\_  
Address: 120 North Oak Street  
City, State & Zip Code: Hinsdale, IL 60521  
Telephone ( 630 ) 856-6050 Ext. \_\_\_\_\_

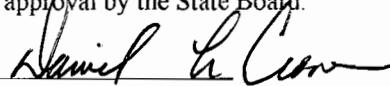
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Signature of Authorized Officer



Typed or Printed Name of Authorized Officer

David L. Crane

Title of Authorized Officer:

Vice President

Address:

5101 S. Willow Springs Rd

City, State & Zip Code:

La Grange IL 60525

Telephone ( 708 ) 245-6000

Date:

9/29/14

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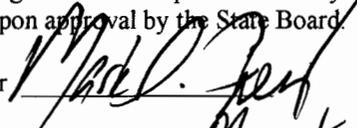
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Signature of Authorized Officer   
Typed or Printed Name of Authorized Officer Mark A. Frey  
Title of Authorized Officer: President/CEO, ABHS  
Address: 3040 Salt Creek Lane  
City, State & Zip Code: Arlington Heights, IL 60005  
Telephone ( 847 ) 385-07101 Date: 10/29/14

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Telephone ( 630 ) 856-6050 Ext. \_\_\_\_\_

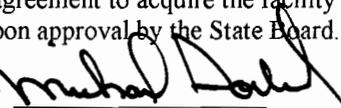
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Signature of Authorized Officer



Typed or Printed Name of Authorized Officer

Michael Goebel

Title of Authorized Officer:

Chief Executive Officer

Address:

120 N. Oak St.

City, State & Zip Code:

Hinsdale, IL 60521

Telephone ( 630 ) 856-6056

Date:

9/29/14

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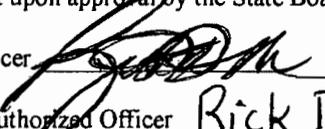
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Signature of Authorized Officer



Typed or Printed Name of Authorized Officer

Rick D. Mace

Title of Authorized Officer:

Chief Executive Officer

Address:

500 Remington Blvd.

City, State & Zip Code:

Bolingbrook, IL

Telephone (630) 312-6001

Date: 9/24/14

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

**Adventist Bolingbrook Hospital**

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Signature of Authorized Officer David L. Crane  
Typed or Printed Name of Authorized Officer David L. Crane  
Title of Authorized Officer: Vice President  
Address: 5101 S. Willow Springs Rd.  
City, State & Zip Code: La Grange IL 60525  
Telephone (708 ) 245-6000 Date: 9/29/14

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

REMOVE DOCUMENT ALONG THIS PERFORATION

THIS DOCUMENT IS PRINTED IN TWO COLORS. DO NOT ACCEPT UNLESS BLUE AND BROWN ARE PRESENT



**Adventist Bolingbrook Hospital**

500 Remington Boulevard  
Bolingbrook, IL 60440

2456

Harris Central N.A.  
Roselle, Illinois

Number **353431**

Date 9/18/14

70-1558/719  
071915580

PAY

**\$ 2,500.00**

DOLLAR TWO THOUSAND FIVE HUNDRED PERIOD ZERO ZERO

**\*\*\*\*\*2,500.00**

VOID AFTER 120 DAYS  
Accounts Payable

TO THE  
ORDER OF

ILL DEPT OF PUBLIC HEALTH  
525 W JEFFERSON  
SPRINGFIELD, IL 62761

*David L. Cron*  
AUTHORIZED SIGNATURE

⑈00353431⑈ ⑆071915580⑆ 04⑈175⑈300⑈3⑈



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## FUNDING

This application does not address the acquisition of a licensed health care facility, and the proposed change of control does not involve capitalized costs. As a result, this section of the Certificate of Exemption application form is not applicable.

## NARRATIVE DESCRIPTION

The applicants are concurrently filing seven (7) Certificate of Exemption (“COE”) applications addressing the change of ownership/change of control of the following hospitals:

- Adventist Bolingbrook Hospital, Bolingbrook, Illinois
- Adventist GlenOaks Hospital, Glendale Heights, Illinois
- Adventist Hinsdale Hospital, Hinsdale, Illinois
- Adventist La Grange Memorial Hospital, La Grange, Illinois
- Alexian Brothers Behavioral Health Hospital, Hoffman Estates, Illinois
- Alexian Brothers Medical Center, Elk Grove Village, Illinois
- St. Alexius Medical Center, Hoffman Estates, Illinois

The seven COE applications are required by the contemplated affiliation between Adventist Health System Sunbelt Healthcare Corporation (“Adventist”) which “controls” four of the hospitals identified above and Ascension Health (“Ascension”), which “controls” three of the hospitals identified above. The proposed affiliation will be effectuated through the establishment of a joint operating company (“JOC”) that will manage and operate the seven hospitals. Adventist and Ascension will have equal representation on the JOC’s Board of Directors, and an organizational chart, representing the post-transaction relationships is attached.

Additional COE applications are being filed, consistent with a technical assistance telephone conference held with IHFSRB staff on July 9, 2014, addressing the “re-location” of Adventist LaGrange Memorial Hospital, Adventist Bolingbrook Hospital and Adventist GlenOaks Hospital within the Adventist system. The “re-locating” of these three hospitals will occur simultaneous to the seven changes of ownership/changes of control noted in the first paragraph, above.

This COE application addresses the resultant change of control of Adventist Bolingbrook Hospital.

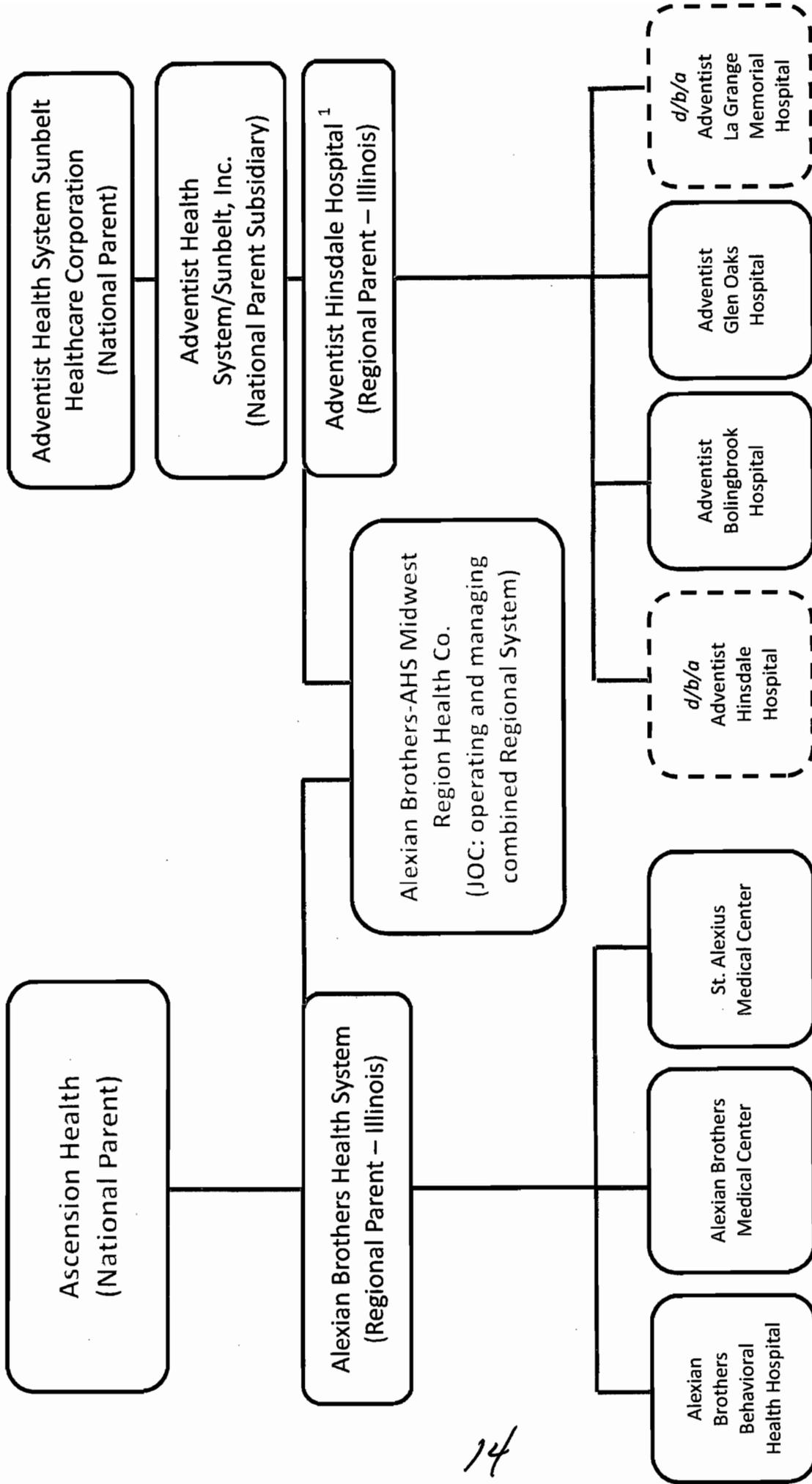
The goals of the affiliation are to:

- create a strong regional health care delivery network,
- facilitate the sharing of clinical expertise and resources to provide an enhanced patient care model,
- realize the resultant economies of scale that will reduce costs for patients, and
- facilitate joint negotiations, pricing, and strategic planning.

The proposed affiliation model, as opposed to a traditional merger model, will allow the realization of the goals identified above, while allowing the Ascension and Adventist hospitals to continue to operate within their respective religious codes and directives.

Through the affiliation agreement, Adventist and Ascension will delegate certain management and operational responsibilities to the JOC, thereby, and consistent with the Illinois Health Facilities and Services Review Board’s definition of “control”, changing the “control” of the individual hospitals. Among the management functions and responsibilities retained by Adventist and Ascension will be the ability to ensure the maintaining of the individual hospitals’ religious characteristics and the continued segregation of existing tax-exempt bond financing.

# Proposed Ascension - Adventist Joint Operating Company



= legal entity  
 = operating division of legal entity

<sup>1</sup> Once regulatory approval is obtained, the legal entity "Adventist Hinsdale Hospital" will change its name to "Adventist Midwest Health" and will establish "Adventist Hinsdale Hospital" and "Adventist La Grange Memorial Hospital" as d/b/a's for the licensed health care facilities it operates.

14



**Adventist  
Midwest Health**

A Member of Adventist Health System

September 25, 2014

Illinois Health Facilities and  
Services Review Board  
Springfield, Illinois

To Whom It May Concern:

This letter is being provided on behalf of Adventist Health System Sunbelt Healthcare Corporation and the hospitals identified below, as part of the Certificate of Exemption applications addressing the changes of ownership/changes of control of the following hospitals:

- Adventist Bolingbrook Hospital, Bolingbrook, Illinois
- Adventist GlenOaks Hospital, Glendale Heights, Illinois
- Adventist Hinsdale Hospital, Hinsdale, Illinois
- Adventist La Grange Memorial Hospital, La Grange, Illinois

I hereby attest to the following:

1. The categories of service and number of beds as reflected in the Inventory of Health Care Facilities will not substantially change for any of the above-identified hospitals for at least 12 months following the completion date of the change of ownership/change of control.
2. A transaction document signed by all required parties has been provided, and that document contains a provision that execution is subject to HFSRB issuance of an exemption, and that document contains the conditions and terms of the change of ownership/change of control.
3. No adverse action has been taken against any applicant referenced in this letter by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any Illinois health care facility owned or operated by an applicant, directly or indirectly, within three years preceding the filing of the applications.
4. A bond rating sufficient to meet HFSRB requirements is held by the applicants.
5. Ownership and control of the above-identified hospitals is intended to be maintained for a minimum of three years.

6. Any projects for which Permits have been issued have been completed, are obligated, or will be completed or altered in accordance with the provisions of this Section.
7. None of the above-identified hospitals will adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction; and the charity care policy will remain in effect for a two-year period following the change of ownership/change of control transaction.
8. Failure to complete the project in accordance with applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval (or by a later date established by HFSRB upon a finding that the project has proceeded with due diligence) and failure to comply with the material change requirements of this Section will invalidate the exemption.

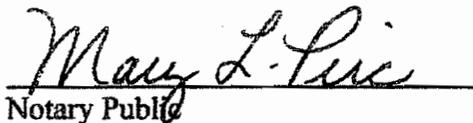
Sincerely,



David Crane  
President & CEO

Date: September 25, 2014

Notarized:

  
Notary Public

September 25, 2014  
Date





**ALEXIAN**  
**BROTHERS**  
Health System

Illinois Health Facilities and  
Services Review Board  
Springfield, Illinois

To Whom It May Concern:

This letter is being provided on behalf of Alexian Brothers-AHS Midwest Region Health Co., Alexian Brothers Health System and the hospitals identified below, as part of the Certificate of Exemption applications addressing the changes of ownership/changes of control of the following hospitals:

- Alexian Brothers Behavioral Health Hospital, Hoffman Estates, Illinois
- Alexian Brothers Medical Center, Elk Grove Village, Illinois
- St. Alexius Medical Center, Hoffman Estates, Illinois.

I hereby attest to the following:

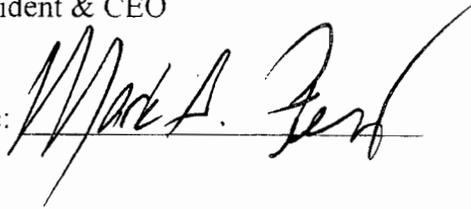
1. The categories of service and number of beds as reflected in the Inventory of Health Care Facilities will not substantially change for any of the above-identified hospitals for at least 12 months following the completion date of the change of ownership/change of control.
2. A transaction document signed by all required parties has been provided, and that document contains a provision that execution is subject to HFSRB issuance of an exemption, and that document contains the conditions and terms of the change of ownership/change of control.
3. No adverse action has been taken against any applicant referenced in this letter by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any Illinois health care facility owned or operated by an applicant, directly or indirectly, within three years preceding the filing of the applications.
4. A bond rating sufficient to meet HFSRB requirements is held by the applicants.
5. Ownership and control of the above-identified hospitals is intended to be maintained for a minimum of three years.
6. Any projects for which Permits have been issued have been completed, are obligated, or will be completed or altered in accordance with the provisions of this Section.

7. None of the above-identified hospitals will adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction; and the charity care policy will remain in effect for a two-year period following the change of ownership/change of control transaction.
8. Failure to complete the project in accordance with applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval (or by a later date established by HFSRB upon a finding that the project has proceeded with due diligence) and failure to comply with the material change requirements of this Section will invalidate the exemption.

Sincerely,

Mark A. Frey  
President & CEO

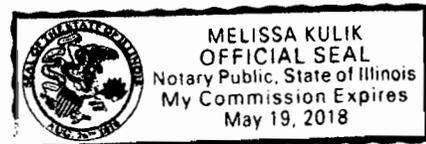
Date:



Notarized:

Melissa Kulik  
Melissa Kulik

September 23, 2014





September 23, 2014

Illinois Health Facilities and  
Services Review Board  
Springfield, Illinois

To Whom It May Concern:

This letter is being provided as part of the Certificate of Exemption applications addressing the changes of ownership/changes of control of the following hospitals:

- Alexian Brothers Behavioral Health Hospital, Hoffman Estates, Illinois
- Alexian Brothers Medical Center, Elk Grove Village, Illinois
- St. Alexius Medical Center, Hoffman Estates, Illinois
- Adventist Bolingbrook Hospital, Bolingbrook, Illinois
- Adventist GlenOaks Hospital, Glendale Heights, Illinois
- Adventist Hinsdale Hospital, Hinsdale, Illinois
- Adventist La Grange Memorial Hospital, La Grange, Illinois

I hereby attest on behalf of Ascension Health to the following:

1. The categories of service and number of beds as reflected in the Inventory of Health Care Facilities will not substantially change for any of the above-identified hospitals for at least 12 months following the completion date of the change of ownership/change of control.
2. A transaction document signed by all required parties has been provided, and that document contains a provision that execution is subject to HFSRB issuance of an exemption, and that document contains the conditions and terms of the change of ownership/change of control.
3. No adverse action has been taken against any Illinois applicant health care facility currently controlled by Ascension Health by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any Illinois health care facility owned or operated by Ascension Health, directly or indirectly, within three years preceding the filing of the applications.
4. A bond rating sufficient to meet HFSRB requirements is held by the applicants.
5. Ownership and control of the above-identified hospitals is intended to be maintained for a minimum of three years.

6. Any projects for which Permits have been issued have been completed, are obligated, or will be completed or altered in accordance with the provisions of this Section.
7. None of the above-identified hospitals will adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction; and the charity care policy will remain in effect for a two-year period following the change of ownership/change of control transaction.
8. Failure to complete the project in accordance with applicable provisions of Section 1130.500(d) no later than 24 months from the date of exemption approval (or by a later date established by HFSRB upon a finding that the project has proceeded with due diligence) and failure to comply with the material change requirements of this Section will invalidate the exemption.

Sincerely,



Katherine A. Arbuckle  
Senior Vice President and Chief Financial Officer  
Ascension Health

Date: 9-23-2014

Notarized: Jennifer May





**To all to whom these Presents Shall Come, Greeting:**

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

ALEXIAN BROTHERS-AHS MIDWEST REGION HEALTH CO., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 26, 2014, 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.

***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 30TH day of SEPTEMBER A.D. 2014 .***



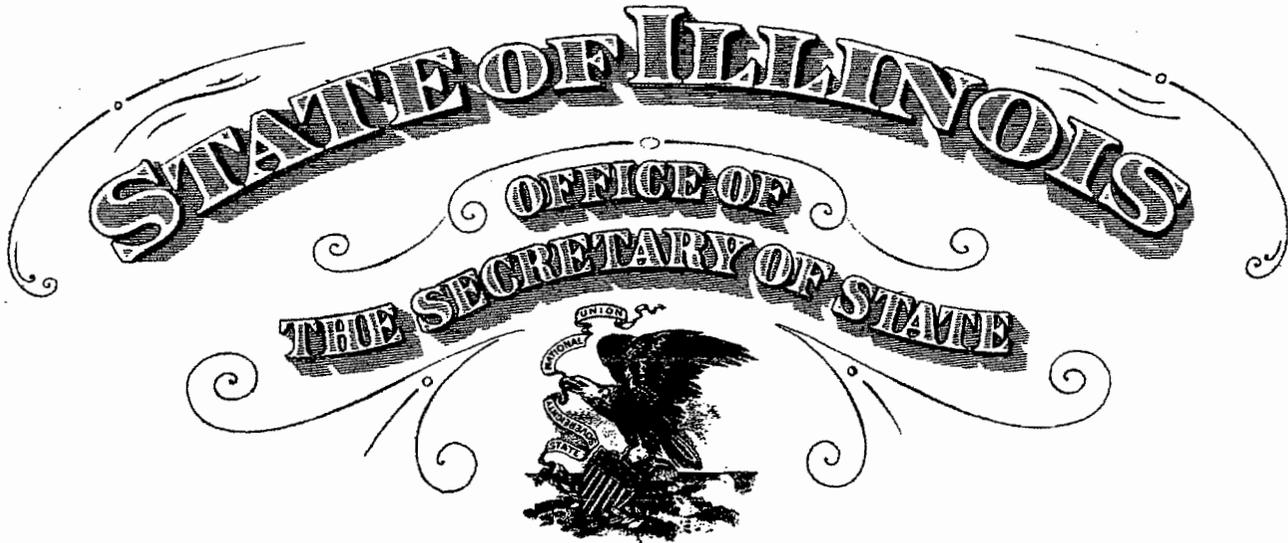
Authentication #: 1427301564

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

*Jesse White*

SECRETARY OF STATE

Attachment 4



**To all to whom these Presents Shall Come, Greeting:**

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

ASCENSION HEALTH, INCORPORATED IN MISSOURI AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON JUNE 27, 2011, 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 A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO CONDUCT AFFAIRS IN THE STATE OF ILLINOIS.

***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 AUGUST A.D. 2014 .***



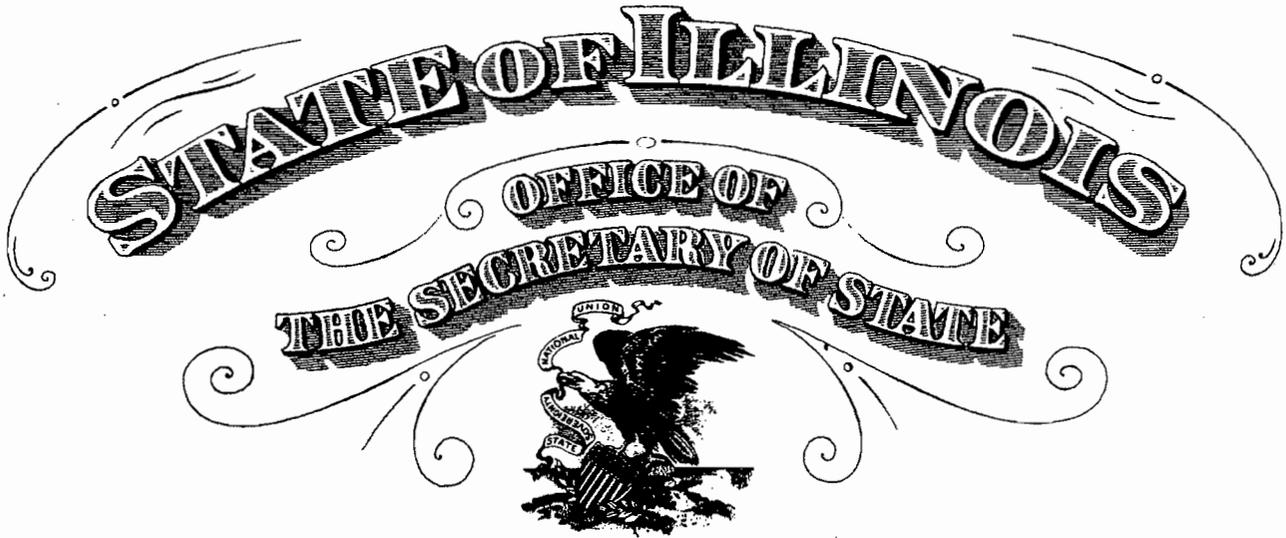
Authentication #: 1421801200

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

*Jesse White*

SECRETARY OF STATE

ATTACHMENT 4



**To all to whom these Presents Shall Come, Greeting:**

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

ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION, INCORPORATED IN FLORIDA AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 28, 1997, AND MUST CONDUCT ALL AFFAIRS IN THIS STATE UNDER THE ASSUMED NAME OF ADVENTIST HEALTH SYSTEM, 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 A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO CONDUCT AFFAIRS IN THE STATE OF ILLINOIS.



Authentication #. 1426901664

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 26TH  
day of SEPTEMBER A.D. 2014*

*Jesse White*

SECRETARY OF STATE

Attachment 4



**To all to whom these Presents Shall Come, Greeting:**

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

ALEXIAN BROTHERS HEALTH SYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON OCTOBER 03, 1983, 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.

***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 AUGUST A.D. 2014 .***

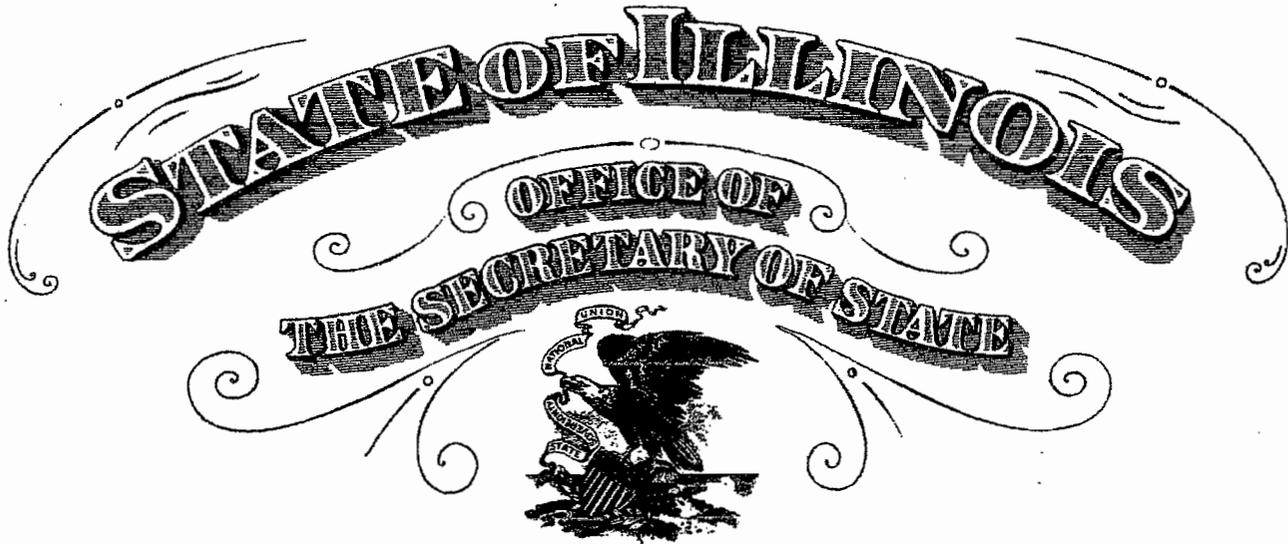


Authentication #: 1421801266

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

*Jesse White*

SECRETARY OF STATE ATTACHMENT 4



**To all to whom these Presents Shall Come, Greeting:**

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

ADVENTIST HINSDALE HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 01, 1904, 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 #: 1421300328

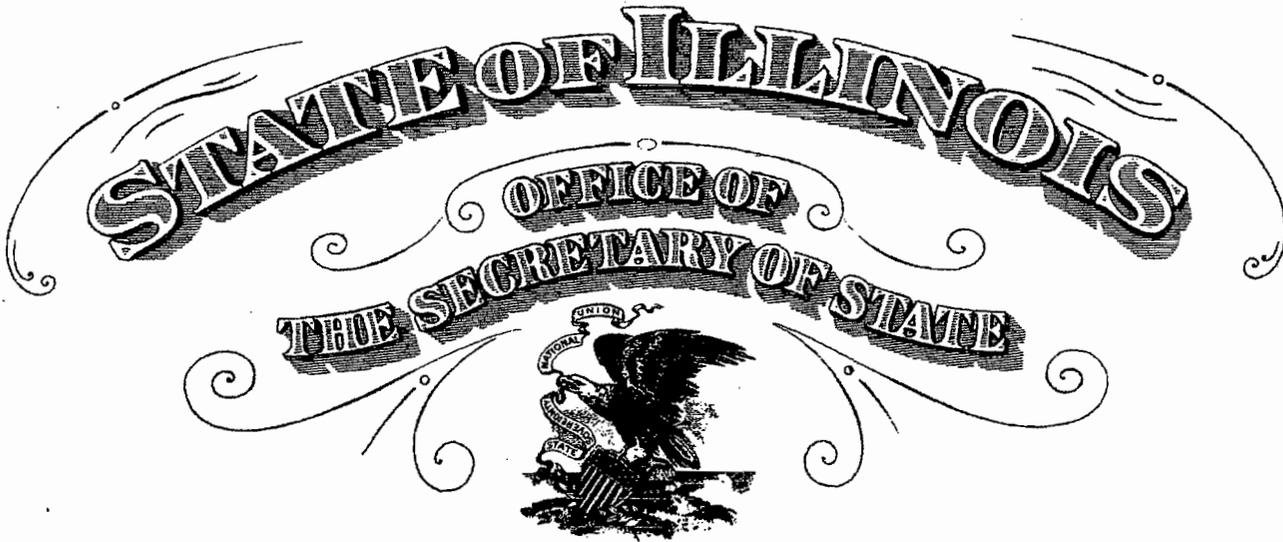
Authenticate at: <http://www.cyberdriveillinois.com>

***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST day of AUGUST A.D. 2014***

*Jesse White*

SECRETARY OF STATE

ATTACHMENT 4



**To all to whom these Presents Shall Come, Greeting:**

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

ADVENTIST BOLINGBROOK HOSPITAL, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON NOVEMBER 25, 2003, 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.

***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST day of AUGUST A.D. 2014 .***



Authentication #: 1421300304  
Authenticate at: <http://www.cyberdriveillinois.com>

*Jesse White*

SECRETARY OF STATE ATTACHMENT 4



**To all to whom these Presents Shall Come, Greeting:**

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

ADVENTIST HEALTH SYSTEM/SUNBELT, INC., INCORPORATED IN FLORIDA AND LICENSED TO CONDUCT AFFAIRS IN THIS STATE ON APRIL 28, 1997, 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 A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO CONDUCT AFFAIRS IN THE STATE OF ILLINOIS.

**In Testimony Whereof,** *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 1ST day of AUGUST A.D. 2014 .*



*Jesse White*

Authentication #: 1421300334

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

SECRETARY OF STATE ATTACHMENT 4

ADVENTIST BOLINGBROOK HOSPITAL  
BALANCE SHEET  
DECEMBER 31, 2013

	THIS MONTH	PRIOR MONTH	BEGIN. BALANCE THIS YEAR	INC/DEC (-) THIS YEAR
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
CASH	9,711,038.45	(31,239,402.41)	(34,047,245.99)	43,758,284.44
INVESTMENTS	9,432,274.78	9,418,313.31	9,421,133.48	11,141.30
FUNDS HELD IN TRUST	12,843.00	1,739.00	10,538.00	2,305.00
PATIENT ACCTS RECEIVABLE	3,963,249.48	2,488,330.47	8,725,885.43	(4,762,635.95)
ALLOW FOR UNCOLLECTIBLES	(4,371,504.67)	(4,371,092.38)	(6,415,896.49)	2,044,391.82
RECEIVABLE-3RD PARTY PAYR	1,441,744.68	4,409,484.16	7,912,616.14	(6,470,871.46)
OTHER CURRENT RECEIVABLES	11,467,832.66	12,697,044.43	13,469,644.10	(2,001,811.44)
INVENTORY	2,495,048.97	2,413,803.58	2,464,320.85	30,728.12
PREPAID EXP & OTHER ASSET	918,701.02	1,136,517.48	1,159,129.07	(240,428.05)
<b>TOTAL CURRENT ASSETS</b>	<b>35,071,228.37</b>	<b>(3,045,262.36)</b>	<b>2,700,124.59</b>	<b>32,371,103.78</b>
<b>OTHER ASSETS</b>				
FUNDS HELD IN TRUST	250,209.00	187,220.00	280,639.00	(30,430.00)
LONG TERM INVESTMENTS	987,828.55	975,107.31	916,536.31	71,292.24
DEFERRED CHARGES	589,537.00	605,641.00	644,396.00	(54,859.00)
OTHER NON-CURRENT ASSETS	5,297,940.87	4,243,208.13	(675,737.00)	5,973,677.87
<b>TOTAL OTHER ASSETS</b>	<b>7,125,515.42</b>	<b>6,011,176.44</b>	<b>1,165,834.31</b>	<b>5,959,681.11</b>
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>				
LAND	5,440,226.33	5,440,226.33	5,440,226.33	-
LAND IMPROVEMENTS	84,552.48	84,552.48	84,552.48	-
BUILDINGS & IMPROVEMENTS	105,505,423.46	105,563,192.46	104,879,083.64	626,339.82
FIXED EQUIPMENT	22,685,291.57	22,685,291.57	22,685,291.57	-
MAJOR MOVABLE EQUIPMENT	35,786,412.64	35,776,001.78	35,018,812.67	767,599.97
CONSTRUCTION IN PROGRESS	832,776.03	800,627.78	387,545.90	445,230.13
ACCUMULATED DEPRECIATION	(63,347,638.16)	(62,787,506.45)	(56,352,068.50)	(6,995,569.66)
<b>TOTAL PROPERTY, PLANT &amp; EQUIPMENT</b>	<b>106,987,044.35</b>	<b>107,562,385.95</b>	<b>112,143,444.09</b>	<b>(5,156,399.74)</b>
<b>TOTAL ASSETS</b>	<b>149,183,788.14</b>	<b>110,528,300.03</b>	<b>116,009,402.99</b>	<b>33,174,385.15</b>

28

ADVENTIST BOLINGBROOK HOSPITAL  
BALANCE SHEET  
DECEMBER 31, 2013

	THIS MONTH	PRIOR MONTH	BEGIN. BALANCE THIS YEAR	INC/DEC (-) THIS YEAR
<b>LIABILITIES</b>				
<b>CURRENT LIABILITIES</b>				
ACCOUNTS PAYABLE	3,261,115.23	3,517,038.84	3,223,911.03	37,204.20
ACCRUED COMPENSATION PAYA	3,134,041.01	2,969,234.74	2,730,620.38	403,420.63
ACCRUED INTEREST PAYABLE	485,031.00	94,144.00	463,602.00	21,429.00
OTHER ACCRUED EXPENSES	83,574.44	77,732.03	186,260.58	(102,686.14)
PAYABLE TO THIRD PARTIES	9,757,042.38	11,238,975.31	10,593,068.88	(836,026.50)
NOTES AND LOANS PAYABLE	3,138,947.00	3,138,947.00	3,147,777.00	(8,830.00)
CURRENT PORTION-LONG DEBT	1,999,425.00	1,999,425.00	2,359,532.00	(360,107.00)
OTHER CURRENT LIABILITIES	6,334,999.33	3,780,049.65	2,574,374.60	3,760,624.73
<b>TOTAL CURRENT LIABILITIES</b>	<b>28,194,175.39</b>	<b>26,815,546.57</b>	<b>25,279,146.47</b>	<b>2,915,028.92</b>
<b>LONG-TERM OBLIGATIONS</b>				
BONDS PAYABLE	86,202,016.00	86,856,742.00	88,991,091.00	(2,789,075.00)
LEASES PAYABLE				
OTHER NON-CURRENT LIAB.	43,455.75	52,844.69	5,853.00	37,602.75
<b>TOTAL LONG-TERM OBLIGATIONS</b>	<b>86,245,471.75</b>	<b>86,909,586.69</b>	<b>88,996,944.00</b>	<b>(2,751,472.25)</b>
<b>FUND BALANCE</b>				
<b>GENERAL FUND BALANCE</b>				
ACCUMULATED EARNINGS	(3,901,218.55)	(4,811,601.10)	-	(3,901,218.55)
GENERAL FUND BALANCE	38,269,809.88	1,239,106.88	1,202,536.76	37,067,273.12
<b>TOTAL GENERAL FUND BALANCE</b>	<b>34,368,591.33</b>	<b>(3,572,494.22)</b>	<b>1,202,536.76</b>	<b>33,166,054.57</b>
<b>DONOR RESTRICTED FUND BALANCE</b>				
DONOR RESTRICTED FUND BAL	375,549.67	375,660.99	530,775.76	(155,226.09)
<b>TOTAL FUND BALANCE</b>	<b>34,744,141.00</b>	<b>(3,196,833.23)</b>	<b>1,733,312.52</b>	<b>33,010,828.48</b>
<b>TOTAL LIABILITIES AND FUND BALANCE</b>	<b>149,183,788.14</b>	<b>110,528,300.03</b>	<b>116,009,402.99</b>	<b>33,174,385.15</b>

29

**Adventist Bolingbrook Hospital  
Operating Income Statement  
As of DEC 13**

	DEC 12 Last Year Month	Budget Variance	DEC 13 Budget Month	DEC 13 Actual Month	DEC 13 Actual YTD	DEC 13 Budget YTD	Budget Variance	DEC 12 Last Year YTD	Change Fr. Last Yr.
<b>Revenues</b>									
Gross Patient Revenue	35,199,203	4,674,424	33,321,450	37,995,874	414,914,392	406,934,647	7,978,745	386,303,576	18,610,816
Charity	2,111,822	-92,687	1,580,457	1,673,144	17,979,037	19,400,165	1,421,128	19,412,450	-1,433,414
All Other Deductions	24,334,010	-2,478,518	23,669,029	26,147,547	280,800,350	288,708,982	-2,083,368	280,998,905	9,801,445
Prov for Bad Debt	372,026	-180,607	513,092	693,699	7,945,241	6,157,104	-1,788,137	6,626,167	1,319,074
Net Patient Revenue	8,381,544	1,922,611	7,558,872	9,481,483	98,189,765	92,670,396	5,519,369	89,266,054	8,923,710
% of Gross Pat Rev	23.8%	2.3%	22.7%	25.0%	23.7%	22.8%	0.9%	22.5%	1.1%
Other Operating Rev (OIS/MIS)	247,162	16,796	221,782	238,578	3,402,796	2,661,384	741,412	2,825,686	577,111
Total Operating Revenue *	8,628,707	1,939,407	7,780,654	9,720,061	101,592,561	95,331,780	6,260,781	92,091,740	9,500,821
<b>Expenses</b>									
Salaries & Wages *	2,925,347	-65,007	2,900,376	2,965,383	34,106,157	34,619,714	513,557	32,815,348	1,290,809
% of Op. Rev.	34.8%	6.8%	37.3%	30.5%	33.6%	36.3%	2.7%	35.7%	-2.1%
Employment Benefits	916,823	136,159	900,393	784,234	10,727,794	10,785,133	57,339	10,656,989	70,805
Fees **	906,285	-1,393,716	1,167,477	2,951,193	15,356,397	14,344,056	-1,012,341	11,751,962	3,604,435
Supplies	1,111,503	-444,366	945,666	1,390,032	14,391,174	12,435,790	-1,955,384	12,471,497	1,919,677
Purchased Services	1,065,900	-300,408	942,078	1,242,486	12,294,010	11,285,776	-998,232	10,540,717	1,753,293
Rents and Leases *	113,930	9,201	123,140	113,939	1,313,612	1,477,680	164,068	1,570,771	-257,159
Insurance	95,164	83,378	99,784	16,406	1,129,502	1,197,408	67,906	1,147,443	-17,941
Utilities	127,527	21,199	159,897	138,698	1,643,919	1,816,714	172,795	1,817,842	-173,923
Other Expense & Travel *	-4,944,229	1,536,441	415,499	-1,120,942	3,288,031	4,985,988	1,697,957	1,645,467	4,833,498
Total Expense *	2,318,251	-417,120	7,654,310	8,071,430	94,250,594	92,958,261	-1,292,333	81,127,101	13,123,494
EBDITA B4 Subs & Prior Perfc	6,310,456	1,522,287	126,344	1,648,631	7,341,987	2,373,519	4,968,468	10,964,639	-3,622,673
EBDITA % B4	73.1%	15.3%	1.6%	17.0%	7.2%	2.5%	4.7%	11.9%	-4.7%
Gains on Subs & Joint Ventures	0	0	0	0	0	0	0	0	0
Prior years Mcare/Mcaid	0	2,970	2,970	2,970	1,109,969	1,109,969	1,109,969	898,820	211,149
EBDITA	6,310,456	1,525,257	126,344	1,651,601	8,451,936	2,373,519	6,078,417	11,863,459	-3,411,523
EBDITA %	73.1%	15.4%	1.6%	17.0%	8.3%	2.5%	5.8%	12.9%	-4.6%
<b>Capital &amp; Other</b>									
Deprec, Inlg Amort & Inc Taxes	806,516	203,346	821,396	618,050	7,620,169	9,856,752	2,236,583	9,675,736	-2,055,568
Normalized Interest Income	-32,324	29,571	-56,552	-26,981	-438,323	-641,852	203,529	-377,920	-60,402
Normalized Interest Expense	265,552	-2,260	209,617	211,877	2,535,923	2,515,404	-20,519	3,175,835	-639,912
Operating Net Income (OIS)	5,206,064	1,755,914	-961,221	794,693	-2,142,479	-10,640,489	8,498,010	-1,366,033	-776,446
% of Op. Rev.	60.3%	20.5%	-12.4%	8.2%	-2.1%	-11.2%	9.1%	-1.5%	-0.6%
Normalized Inc True-up	-68,908	70,324	-101,663	-31,339	-781,087	-1,155,298	374,211	-904,909	123,822
Normalized Exp True-up	79,395	-32,631	113,129	145,760	1,328,961	1,367,548	28,587	1,295,506	33,455
EHR Incentive Revenue Net	482,001	292,788	292,788	292,788	351,308	0	351,308	562,313	-211,004
Total Other Nonoperating *	396,991	0	0	0	0	0	0	396,991	-396,991
Net Income	5,936,752	2,086,396	-1,176,013	910,383	-3,901,219	-13,153,335	9,252,116	-2,607,145	-1,294,074
% of Op. Rev.	68.8%	24.5%	-15.1%	9.4%	-3.8%	-13.8%	10.0%	-2.8%	-1.0%

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