

ORIGINAL OCT 15 2014

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

1. INFORMATION FOR EXISTING FACILITY

Current Facility Name RML Chicago
 Address 3435 W. Van Buren Street
 City Chicago Zip Code 60624 County Cook
 Name of current licensed entity for the facility
RML Health Providers Limited Partnership d/b/a RML Chicago
 Does the current licensee: own this facility ☐ OR lease this facility ☒ if leased, check if
 sublease ☐
 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 _____
 Illinois State Senator for the district where the facility is located:
 Sen. Patricia Van Pelt
 State Senate District Number 5 Mailing address of the State Senator
1016 W. Jackson Street, Chicago, IL 60607
 Illinois State Representative for the district where the facility is located:
 Rep. Derrick Smith
 State Representative District Number 10 Mailing address of the State Representative
2532A W. Warren Boulevard, Chicago, IL 60612

- 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 #
- _____

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

Exact Legal Name of Applicant
Advocate Health Care Network (to be renamed Advocate NorthShore Health Partners)
 Address 3075 Highland Parkway
 City, State & Zip Code Downers Grove, IL 60515
 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 _____

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

Exact Legal Name of Applicant Advocate Health and Hospitals Corporation
 Address 3075 Highland Parkway
 City, State & Zip Code Downers Grove, IL 60515
 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 _____

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

Exact Legal Name of Applicant NorthShore University HealthSystem
 Address 1301 Central Street
 City, State & Zip Code Evanston, IL 60201
 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 _____

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

Exact Legal Name of Applicant
RML Health Providers Limited Partnership d/b/a RML Chicago
 Address 3435 W. Van Buren Street
 City, State & Zip Code Chicago, IL 60624
 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

RML Health Providers Limited Partnership d/b/a RML Chicago

Address 3435 W. Van Buren Street

City, State & Zip Code Chicago, IL 60624

Type of ownership of the current licensed entity (check one of the following:)

 Sole Proprietorship Not-for-Profit Corporation For Profit Corporation X 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:

Advocate Health and Hospitals Corporation

Address 3075 Highland Parkway

City, State & Zip Code Downers Grove, IL 60515

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;
- ☐ 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 See Attachment 2

10. FAIR MARKET VALUE OF THE FACILITY: \$ 16,954,357, please see Attachment 2 (to determine fair market value, refer to 77 IAC 1130.140)

11. DATE OF PROPOSED TRANSACTION: On or about 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 ☐ , and indicate the date the entity was formed _____

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: Scott Powder, SR VP, Chief Strategy Officer, Advocate Health Care
 Address: 3075 Highland Parkway
 City, State & Zip Code: Downers Grove, IL 60515
 Telephone () Ext. (630) 929-8710

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

Name: Joe Ourth, Arnstein & Lehr LLP
 Address: 120 S. Riverside Plaza, Suite 1200
 City, State & Zip Code: Chicago, Illinois 60606
 Telephone () Ext. (312) 876-7815

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

Name: Sonja Reece, Director, Health Facilities Planning, Advocate Health Care
 Address: 1304 Franklin Ave.
 City, State & Zip Code: Normal, IL 61761
 Telephone () Ext. (309) 268-5482

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

Name: Wendy Mulvihill, Strategic Planning Manager, Advocate Health Care
Address: 9401 S. Pulaski, Suite 201
City, State & Zip Code: Evergreen Park, IL 60805
Telephone () Ext. (708) 684-5765

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

Name: David Dahlquist, Esq., Winston & Strawn LLP
Address: 35 W. Wacker Drive
City, State & Zip Code: Chicago, IL 60601-9703
Telephone () Ext. (312) 558-5660

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

Name: Gerald P. Gallagher, Chief Operating Officer, NorthShore University HealthSystem
Address: 1301 Central Street
City, State & Zip Code: Evanston, IL 60201
Telephone () Ext. (847) 570-5151

18. CERTIFICATION Advocate Health Care Network (to be renamed Advocate NorthShore Health Partners)

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 JA Skogsbergh

Typed or Printed Name of Authorized Officer James H. Skogsbergh

Title of Authorized Officer: President and Chief Executive Officer

Address: 3075 Highland Parkway

City, State & Zip Code: Downers Grove, IL 60515

Telephone (630) 990-5018 Date: Oct. 13, 2014

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

8

CERTIFICATION Advocate Health and Hospitals Corporation

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

JA Skogsbergh

Typed or Printed Name of Authorized Officer James H. Skogsbergh

Title of Authorized Officer: President and Chief Executive Officer

Address: 3075 Highland Parkway

City, State & Zip Code: Downers Grove, IL 60515

Telephone (630) 990-5018

Date:

Oct. 13, 2014

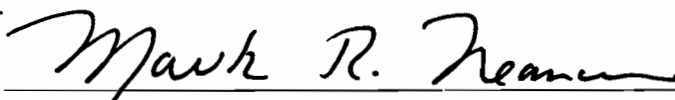
NOTE: complete a separate signature page for each co-applicant and insert following this page.

9.

CERTIFICATION NorthShore University HealthSystem

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.

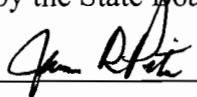
Signature of Authorized Officer

Typed or Printed Name of Authorized Officer Mark R. NeamanTitle of Authorized Officer: President and Chief Executive OfficerAddress: 1301 Central StreetCity, State & Zip Code: Evanston, IL 60201Telephone (847) 570-5005 Date: October 13, 2014

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

CERTIFICATION RML Health Providers Limited Partnership d/b/a RML Chicago

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 James R. PristerTitle of Authorized Officer: President and Chief Executive OfficerAddress: 5601 South County Line RoadCity, State & Zip Code: Hinsdale, IL 60521Telephone (630) 286-4100 Date: OCTOBER 14, 2014

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

APPLICATION FEE**ATTACHMENT #1**

A single check in the amount of \$47,500, payable to the Illinois Department of Public Health, has been submitted covering 19 COE applications from Advocate and NorthShore.

FUNDING**ATTACHMENT #2**

Not Applicable. There is no monetary consideration being exchanged between the parties as part of this transaction.

In response to question 10 of the COE application, the book value of each RML facility was calculated by multiplying each facility's pro-rata share of total RML fiscal year to date operating revenues through August 2014 by the value of RML's total Partner Equity as of August 2014. RML Hinsdale represents 61% of total RML operating revenues and RML Chicago represents 39% of total RML operating revenues through fiscal year to date August 2014. Total RML Partner Equity was \$43,472,711 as of August 2014.

NARRATIVE DESCRIPTION

ATTACHMENT #3

12. NARRATIVE DESCRIPTION. Provide a narrative description explaining the transaction.

Advocate Health Care Network (“Advocate”), Advocate Health and Hospitals Corporation (“AHC”) and NorthShore University HealthSystem (“NorthShore”) have entered into an Affiliation Agreement dated September 11, 2014. Under this Affiliation Agreement, subject to Review Board and other regulatory approvals, Advocate and NorthShore agree to affiliate (the “Affiliation”) their organizations and operate under the name “Advocate NorthShore Health Partners.”

NorthShore is a not-for-profit, fully-integrated healthcare delivery system serving the Chicagoland area whose operations include four hospitals within Illinois. Advocate is a not-for-profit population health management company whose operations include 11 hospitals in Illinois and additional healthcare facilities in which it has partial ownership interests. This application is part of a series of 19 applications seeking Review Board approval for Certificates of Exemption (“COEs”) for changes of ownership.

To effect the Affiliation, Advocate Health Care Network will change its name to “Advocate NorthShore Health Partners” (“ANHP”). No new corporate entity will be formed as part of this transaction. Upon consummation of this transaction, Advocate NorthShore Health Partners will become the sole corporate member of NorthShore and will remain the sole corporate member of AHC (as well as Advocate’s other direct subsidiaries). Following consummation of this transaction, the Board of Directors of ANHP will consist of 12 members, five designated by NorthShore, five designated by Advocate and the Co-CEOs of ANHP, who will be Jim Skogsbergh and Mark Neaman.

NorthShore (or one of its direct or indirect subsidiaries) currently operates the following four hospitals and all are part of this series of COE applications:

Evanston Hospital, Evanston
Glenbrook Hospital, Glenview
Highland Park Hospital, Highland Park
Skokie Hospital, Skokie

Advocate (or one of its direct or indirect subsidiaries) currently operates the following 11 hospitals and all are a part of this series of COE applications:

Advocate BroMenn Medical Center, Normal
Advocate Christ Medical Center, Oak Lawn
Advocate Condell Medical Center, Libertyville
Advocate Eureka Hospital, Eureka
Advocate Good Samaritan Hospital, Downers Grove
Advocate Good Shepherd Hospital, Barrington
Advocate Illinois Masonic Medical Center, Chicago
Advocate Lutheran General Hospital, Park Ridge

Advocate South Suburban Hospital, Hazel Crest
Advocate Sherman Hospital, Elgin
Advocate Trinity Hospital, Chicago

In addition, Advocate (or one of its direct or indirect subsidiaries) has an ownership interest in the following licensed health care facilities:

BroMenn Comfort and Care Suites, Bloomington
Dreyer Ambulatory Surgery Center, Aurora
RML Chicago, Chicago
RML Specialty Hospital, Hinsdale
Sherman West Court, Elgin

All of the above listed Advocate related facilities are included in the series of COE applications with the exception of Sherman West Court which is exempt because it is licensed under the Nursing Home Care Act. The applicants will notify the Review Board upon the change of ownership of Sherman West Court which will occur as part of the Affiliation.

Neither the licensed entity of the health care facilities listed above nor the legal entity that owns the physical plant of such facilities will change as part of the Affiliation.

There is no monetary consideration being exchanged between the parties as part of the Affiliation. The applicants have scheduled a January 1, 2015 closing, subject to obtaining regulatory approvals.

BACKGROUND OF APPLICANT

ATTACHMENT #4

See Certificates of Good Standing for applicants on following pages.

The partner/members of RML Health Providers Limited Partnership, as shown in the Affiliation Agreement, Disclosure Schedule 5.4(c), are as follows:

Advocate Health and Hospitals Corporation (49.5% ownership)
3075 Highland Parkway
Downers Grove, IL 60515

Loyola University Health System (49.5% ownership)
2160 S. First Avenue, Room 1615
Maywood, IL 60153

RMLHP Corporation (1% ownership)
5601 S. County Line Rd.
Hinsdale, IL 60521

File Number 1707-692-2



To all to whom these Presents Shall Come, Greeting:

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

ADVOCATE HEALTH CARE NETWORK, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JUNE 14, 1923, 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 #: 1416001288

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 9TH
day of JUNE A.D. 2014 .

Jesse White

SECRETARY OF STATE

File Number 1004-695-5



To all to whom these Presents Shall Come, Greeting:

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

ADVOCATE HEALTH AND HOSPITALS CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON SEPTEMBER 12, 1906, 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 #: 1416001324

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 9TH day of JUNE A.D. 2014 .

Jesse White

SECRETARY OF STATE

File Number 0567-540-5



To all to whom these Presents Shall Come, Greeting:

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

NORTHSHORE UNIVERSITY HEALTHSYSTEM, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 04, 1891, 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 #: 1428301484

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 10TH day of OCTOBER A.D. 2014 .

Jesse White

SECRETARY OF STATE

File Number S011732



To all to whom these Presents Shall Come, Greeting:

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

RML HEALTH PROVIDERS LIMITED PARTNERSHIP, HAVING REGISTERED IN THE STATE OF ILLINOIS ON NOVEMBER 07, 1996, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM LIMITED PARTNERSHIP ACT (2001) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LP/LLP IN THE STATE OF ILLINOIS, HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT WITH REGARD TO PAYMENT OF FEES, THE FILING OF ANNUAL REPORTS (IF APPLICABLE) AND NEITHER HAVING BEEN ADMINISTRATIVELY DISSOLVED BY THE SECRETARY OF STATE NOR HAVING VOLUNTARILY FILED A STATEMENT OF TERMINATION.



Authentication #: 1428701782

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 14TH
day of OCTOBER A.D. 2014 .*

Jesse White

SECRETARY OF STATE

TRANSACTION DOCUMENT**ATTACHMENT #5**

See the Advocate BroMenn Medical Center Certificate of Exemption application submitted on or about October 15, 2014, for a copy of the Affiliation Agreement.

FINANCIAL STATEMENT**ATTACHMENT #6**

See the Advocate BroMenn Medical Center Certificate of Exemption application submitted on or about October 15, 2014, for copies of the latest audited financial statements of Advocate Health Care Network and NorthShore University HealthSystem.