

April 9, 2018

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Ms. Courtney Avery
Administrator
Illinois Health Facilities & Services Review Board
535 West Jefferson Street
Springfield, IL 62701-0001

Mr. Michael Constantino
Project Review Supervisor
Illinois Health Facilities & Services Review Board
535 West Jefferson Street
Springfield, IL 62701-0001

**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

Re: Silver Cross Ambulatory Surgery Center (Certificate of Exemption)
Project Number: E-029-017

Dear Ms. Avery and Mr. Constantino:

As you know, we are counsel to Silver Cross Hospital and Medical Centers ("Silver Cross Hospital"), Silver Cross Ambulatory Surgery Center LLC ("SCASC"), USP Silver Cross, Inc. ("USP"), USPI Holding Company, Inc. ("USPI"), and Silver Cross/USP Surgery Center LLC (the "Joint Venture," and collectively with Silver Cross Hospital, SCASC, USP and USPI, the "Applicants"). We are pleased to inform you that the Applicants closed the change of ownership transaction (the "Transaction") for Silver Cross Ambulatory Surgery Center (the "Silver Cross Surgery Center") on August 3, 2017, and effective as of August 1, 2017 at 12:01 am. The Transaction was closed in accordance with the terms and conditions set forth in the Certificate of Exemption filed by the Applicants on or about June 26, 2017, and approved by the Illinois Health Facilities and Services Review Board on or about July 12, 2017 (COE Project No. E-029-017).

More specifically, the Applicants consummated a series of transactions pursuant to which Silver Cross Hospital contributed its current ownership interest in SCASC (which owns the Silver Cross Surgery Center) to the Joint Venture and USP contributed One Million, One Hundred Twenty Four Thousand, Two Hundred Forty Four Dollars (\$1,124,244) to the Joint Venture, thereby resulting in Silver Cross Hospital reducing its current ownership in SCASC from 52% (directly) to 25.45% (indirectly, by virtue of its ownership interest in the Joint Venture) and USP increasing its ownership in SCASC from 0% to 25.55% (indirectly, by virtue of its ownership interest in the Joint Venture).



FOLEY & LARDNER LLP

Ms. Courtney Avery
Mr. Michael Constantino
Silver Cross Ambulatory Surgery Center (Project No. E-029-017)
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Please feel free to contact me if you have any questions. The statements set forth in this letter have been reviewed and certified by Mr. Geoffrey Tryon, Vice President of Operations at Silver Cross Hospital, and a Manager for SCASC.

Sincerely,

Edward J. Green

EJG:sxc

Certification

I have reviewed the contents of this letter and certify the same to be true and correct.

Dated this 9th day of April, 2018.

Mr. Geoffrey Tryon
Vice President, Operations, Silver Cross Hospital & Medical Centers
Board of Managers, Silver Cross Ambulatory Surgery Center LLC

cc: Ms. Ruth Colby, President & CEO, Silver Cross Hospital & Medical Centers
Mr. Vincent Pryor, Senior Vice President & CFO, Silver Cross Hospital & Medical Centers