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**HEALTH FACILITIES &
SERVICES REVIEW BOARD**

June 30, 2017

SUSAN M. HENDRICKSON

susan.hendrickson@dechert.com
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+1 609 873 9132 Fax

VIA FEDEX

Illinois Health Facilities and Services Review Board
525 West Jefferson St.
Springfield, IL 62761
Attn: Mike Constantino, Chief – Program Review Section

**Re: Exemption - Change in Indirect Ownership of Physical Plant of Aurora Chicago
Lakeshore Hospital, 4840 N. Marine Drive, Chicago, IL 60640**

Dear Mr. Constantino:

Please consider this letter a request for an exemption from the requirement to apply for a new Certificate of Need as a result of an indirect change of control in CCP Lakeshore 4000 LLC (the "Propco"), the real property owner of the above-referenced behavioral health hospital, Aurora Chicago Lakeshore Hospital (the "Hospital").

Care Capital Properties, Inc., a healthcare real estate investment trust ("CCP"), currently owns, through the Propco, the real property used to operate the Hospital. CCP has entered into a definitive agreement pursuant to which it will combine with Sabra Health Care REIT, Inc., another real estate investment trust ("Sabra"), in an all-stock merger. As a result of this merger, Sabra will become the indirect owner, through the Propco, of the real property used to operate the Hospital.

The direct owner of the real property of the Hospital will remain the same. There will be no change to the licensed operators of the Hospital, and no impact on the day-to-day operations of the Hospital. There will also be no impact on the existing lease arrangement between the owner of the real property and the licensed operator. The transaction will result solely in a change in the indirect ownership of the real property used to operate the Hospital.

Enclosed please find an exemption application for the Hospital reflecting the changes described in this letter.

The transaction is currently anticipated to close on August 8, 2017. Based on your instructions, CCP is providing this letter and the enclosed exemption application to your Section. In accordance with the applicable provisions of 77 Ill. Adm. Code 1130.140 1130.520 and P.A. 99-0154, we request a determination that the indirect change in ownership of the physical plant used

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD APPLICATION FOR EXEMPTION PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Aurora Chicago Lakeshore Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago 60640		
County: Cook	Health Service Area: 6	Health Planning Area:

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: CCP Lakeshore 4000 LLC		
Street Address: 18500 Von Karman Avenue Suite 550		
City and Zip Code: Irvine, 92612		
Name of Registered Agent: Illinois Corporation Service Company		
Registered Agent Street Address: 801 Adlai Stevenson Drive		
Registered Agent City and Zip Code: Springfield, IL 62703		
Name of Chief Executive Officer: Richard K. Matros (President)		
CEO Street Address: 18500 Von Karman Avenue Suite 550		
CEO City and Zip Code: Irvine, 92612		
CEO Telephone Number: (888) 393-8248		

Type of Ownership of Applicants

☐ Non-profit Corporation ☐ For-profit Corporation ☒ Limited Liability Company	☐ Partnership ☐ Governmental ☐ Sole Proprietorship	☐ Other
- o Corporations and limited liability companies must provide an Illinois certificate of good standing. - o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.		
APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.		

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Talya Nevo-Hacohen
Title: Chief Investment Officer and Treasurer
Company Name: Sabra Health Care REIT, Inc.
Address: 18500 Von Karman Avenue Suite 550 Irvine, CA 92612
Telephone Number: (888) 393-8248
E-mail Address: tnevo@sabrahealth.com
Fax Number: (949) 679-8868

Additional Contact [Person who is also authorized to discuss the application for exemption permit] **NONE**

Name:
Title:
Company Name:
Address:
Telephone Number:
E-mail Address:
Fax Number:

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD APPLICATION FOR EXEMPTION PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Aurora Chicago Lakeshore Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago 60640		
County: Cook	Health Service Area: 6	Health Planning Area:

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Sabra Health Care REIT, Inc.	
Street Address: 18500 Von Karman Avenue Suite 550	
City and Zip Code: Irvine, 92612	
Name of Registered Agent: None.	
Registered Agent Street Address: N/A.	
Registered Agent City and Zip Code: N/A.	
Name of Chief Executive Officer: Richard K. Matros (President)	
CEO Street Address: 18500 Von Karman Avenue Suite 550	
CEO City and Zip Code: Irvine, 92612	
CEO Telephone Number: (888) 393-8248	

Type of Ownership of Applicants

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☐ Other	
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Telephone Number: (888) 393-8248
E-mail Address: tnevo@sabrahealth.com
Fax Number: (949) 679-8868

Additional Contact [Person who is also authorized to discuss the application for exemption permit] **NONE**

Name:
Title:
Company Name:
Address:
Telephone Number:
E-mail Address:
Fax Number:

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

Facility Name: Aurora Chicago Lakeshore Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago 60640		
County: Cook	Health Service Area: 6	Health Planning Area:

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

Exact Legal Name: Aurora Chicago Lakeshore Hospital, LLC d/b/a Aurora Chicago Lakeshore Hospital		
Street Address: 4840 N. Marine Drive		
City and Zip Code: Chicago 60640		
Name of Registered Agent: Northwest Registered Agent		
Registered Agent Street Address: 1900 E. Golf Road		
Registered Agent City and Zip Code: Schaumburg 60173		
Name of Chief Executive Officer: David Fletcher-Janzen		
CEO Street Address: 4840 N. Marine Drive		
CEO City and Zip Code: Chicago, 60640		
CEO Telephone Number: (773) 878-9700		

Type of Ownership of Applicants

☐ Non-profit Corporation	☐ Partnership	
☐ For-profit Corporation	☐ Governmental	
☒ Limited Liability Company	☐ Sole Proprietorship	☐ Other
○ Corporations and limited liability companies must provide an Illinois certificate of good standing. ○ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.		
APPEND DOCUMENTATION AS ATTACHMENT 1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.		

Primary Contact [Person to receive ALL correspondence or inquiries]

Name: Charles P. Sheets	
Title: Shareholder	
Company Name: Polsinelli PC	
Address: 150 N. Riverside Plaza, Suite 3000	Chicago, IL 60606
Telephone Number: (312) 819-1900	
E-mail Address: csheets@polsinelli.com	
Fax Number: (312) 819-1910	

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

Name: Anne Cooper	
Title: Attorney	
Company Name: Polsinelli PC	
Address: 150 N. Riverside Plaza, Suite 3000	Chicago, IL 60606
Telephone Number: (312) 819-1900	
E-mail Address: acooper@polsinelli.com	
Fax Number: (312) 819-1910	

Post Exemption Permit Contact

[Person to receive all correspondence subsequent to permit issuance-**THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960]**

Name: David Fletcher-Janzen
Title: CEO
Company Name: Aurora Chicago Lakeshore Hospital
Address: 4840 N. Marine Drive Chicago 60640
Telephone Number: (773) 878-9700
E-mail Address:
Fax Number: (773) 634-4006

Site Ownership*

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: CCP Lakeshore 4000 LLC
Address of Site Owner: 191 N. Wacker Drive, # 1200, Chicago, 60606
Street Address or Legal Description of the Site: 4840 N. Marine Drive Chicago, IL 60640

APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

Exact Legal Name: Aurora Chicago Lakeshore Hospital, LLC d/b/a Aurora Chicago Lakeshore Hospital
Address: 4840 N. Marine Drive Chicago, IL 60640

☐ Non-profit Corporation	☐ Partnership
☐ For-profit Corporation	☐ Governmental
☒ Limited Liability Company	☐ Sole Proprietorship ☐ Other *

☐ Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
☐ Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
☐ **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

*The address for the site owner, CCP Lakeshore 4000 LLC, will change to 18500 Von Karman Avenue, Suite 550, Irvine, CA 92612 as a result of the proposed indirect change of ownership, if approved.

DESCRIPTION OF PROJECT**1. Project Classification**

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- ☒ Change of Ownership*
- ☐ Discontinuation of an Existing Health Care Facility or of a category of service
- ☐ Establishment or expansion of a neonatal intensive care or beds

* Indirect Change of Ownership of the entity that owns the physical plant of the licensed health care facility. The licensee will remain the same, with no change in operations.

2. Narrative Description

In the space below, provide a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

Care Capital Properties, Inc. ("CCP"), the applicant, currently owns, through its indirectly and wholly-owned subsidiary CCP Lakeshore 4000 LLC ("CCP Lakeshore"), the physical plant of Aurora Chicago Lakeshore Hospital (sometimes referred to throughout this application as "Hospital") located at 4840 N. Marine Drive, Chicago, Illinois. CCP has entered into a definitive agreement pursuant to which it will combine with Sabra Health Care REIT, Inc., another real estate investment trust ("Sabra"), in an all-stock merger. As a result of this merger, Sabra will become the owner of CCP Lakeshore and, therefore, will become the indirect owner of the physical plant used to operate the Hospital. The Hospital is a 161 bed behavioral health facility. The licensee, Aurora Chicago Lakeshore Hospital, LLC, will not change as a result of the indirect change of ownership of the physical plant, and the operations will remain vested in the licensee. CCP Lakeshore will continue to lease the physical plant to the Hospital.

The project is non-substantive as it proposes an indirect change of ownership of a health care facility's physical plant.

Project Costs and Sources of Funds (Neonatal Intensive Care Services only)

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must be equal.

Project Costs and Sources of Funds			
USE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Preplanning Costs	N/A	N/A	N/A
Site Survey and Soil Investigation	N/A	N/A	N/A
Site Preparation	N/A	N/A	N/A
Off Site Work	N/A	N/A	N/A
New Construction Contracts	N/A	N/A	N/A
Modernization Contracts	N/A	N/A	N/A
Contingencies	N/A	N/A	N/A
Architectural/Engineering Fees	N/A	N/A	N/A
Consulting and Other Fees	N/A	N/A	N/A
Movable or Other Equipment (not in construction contracts)	N/A	N/A	N/A
Bond Issuance Expense (project related)	N/A	N/A	N/A
Net Interest Expense During Construction (project related)	N/A	N/A	N/A
Fair Market Value of Leased Space or Equipment	N/A	N/A	N/A
Other Costs To Be Capitalized	N/A	N/A	N/A
Acquisition of Building or Other Property (excluding land)	N/A	N/A	N/A
TOTAL USES OF FUNDS	N/A	N/A	N/A
SOURCE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Cash and Securities	N/A	N/A	N/A
Pledges	N/A	N/A	N/A
Gifts and Bequests	N/A	N/A	N/A
Bond Issues (project related)	N/A	N/A	N/A
Mortgages	N/A	N/A	N/A
Leases (fair market value)	N/A	N/A	N/A
Governmental Appropriations	N/A	N/A	N/A
Grants	N/A	N/A	N/A
Other Funds and Sources	N/A	N/A	N/A
TOTAL SOURCES OF FUNDS	N/A	N/A	N/A
NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT 7 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM			

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of CCP Lakeshore 4000 LLC*
in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

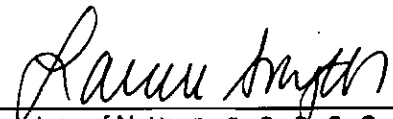

SIGNATURE

Raymond J. Lewis
PRINTED NAME

President
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28th day of June, 2017


Signature of Notary

Seal

SIGNATURE

Lori B. Wittman
PRINTED NAME

Vice President and Treasurer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this ____ day of _____, 20____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of CCP Lakeshore 4000 LLC* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

Raymond J. Lewis
PRINTED NAME

President
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this _____ day of _____, 20____

Signature of Notary

Seal

SIGNATURE

Lori B. Wittman
PRINTED NAME

Vice President and Treasurer
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 28th day of June, 2017

Signature of Notary

Seal

LAURA SMYTH
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 12, 2020

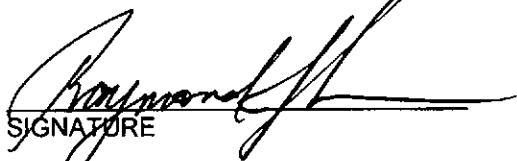
*Insert the EXACT legal name of the applicant

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Care Capital Properties, Inc.* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

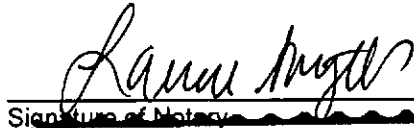

SIGNATURE

Raymond J. Lewis
PRINTED NAME

President
PRINTED TITLE

Notarization:

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this 28th day of June, 2017


Signature of Notary

Seal
LAURA SMYTH
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 12, 2020

SIGNATURE

Lori B. Wittman
PRINTED NAME

Vice President and Treasurer
PRINTED TITLE

Notarization:

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this ____ day of _____, 20____

Signature of Notary

Seal

*Insert the EXACT legal name of the applicant

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Care Capital Properties, Inc.* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

Raymond J. Lewis
PRINTED NAME

President
PRINTED TITLE

Notarization:

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Signature of Notary

Seal

SIGNATURE

Lori B. Wittman
PRINTED NAME

Vice President and Treasurer
PRINTED TITLE

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Signature of Notary

Seal

LAURA SMYTH
Official Seal
Notary Public - State of Illinois
My Commission Expires Jul 12, 2020

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- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of **Aurora Chicago Lakeshore Hospital, LLC*** in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

SIGNATURE

David Fletcher-Janzen
PRINTED NAME

CEO
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 29 day of Thursday, 2017

Signature of Notary

Seal

OFFICIAL SEAL
LOWELLA HICKS
Notary Public - State of Illinois
My Commission Expires February 03, 2020

*Insert the EXACT legal name of the applicant

SIGNATURE

Carol Peart
PRINTED NAME

CFO
PRINTED TITLE

Notarization:

Subscribed and sworn to before me
this 29 day of Thursday, 2017

Signature of Notary

Seal

OFFICIAL SEAL
LOWELLA HICKS
Notary Public - State of Illinois
My Commission Expires February 03, 2020

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- in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Sabra Health Care REIT, Inc.* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.



SIGNATURE

Richard K. Matros

PRINTED NAME

President

PRINTED TITLE

Notarization:

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF ORANGE)

Subscribed and sworn to (or affirmed) before me on this 29th day of June, 2017, by Richard K. Matros, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature



*Insert the EXACT legal name of the applicant

(Seal)

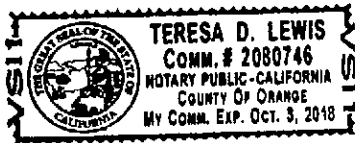
SEE CALIFORNIA
JURAT ATTACHED
DATE 6/29/17 INTL 

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State of California
County of Orange

Subscribed and sworn to (or affirmed) before me on this 29
day of June, 2017, by Richard K. Matras

proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.



(Seal)

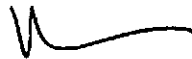
Signature *Teresa D. Lewis*

CERTIFICATION

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This Application is filed on the behalf of Sabra Health Care REIT, Inc.* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.



SIGNATURE

Talya Nevo-Hacohen

PRINTED NAME

Chief Investment Officer and Treasurer

PRINTED TITLE

Notarization:

SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:

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COUNTY OF ORANGE)

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SEE CALIFORNIA
JURAT ATTACHED
DATE 6/29/17 INTL 

Signature

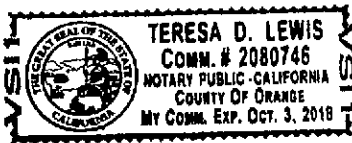
*Insert the EXACT legal name of the applicant

(Seal)

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State of California
County of Orange

Subscribed and sworn to (or affirmed) before me on this 29
day of June, 2017, by Talya Nevo-Hacohen,
proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.



(Seal)

Signature Teresa D. Lewis

SECTION III. BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES **- INFORMATION REQUIREMENTS**

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Background

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

SECTION V. CHANGE OF OWNERSHIP (CHOW)**1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility**

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

APPLICABLE REVIEW CRITERIA	CHOW
1130.520(b)(1)(A) - Names of the parties	X
1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.	X
1130.520(b)(1)(C) - Structure of the transaction	X
1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction	
1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.	X
1130.520(b)(1)(F) - Fair market value of assets to be transferred.	X
1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)]	X
1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section	X
1130.520(b)(2) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction	X
1130.520(b)(2) - A statement as to the anticipated benefits of	X

the proposed changes in ownership to the community	
1130.520(b)(2) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;	X
1130.520(b)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;	X
1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body;	X
1130.520(b)(2) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility	X
1130.520(b)(2)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.	X

Application for Change of Ownership Among Related Persons

When a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership. [20 ILCS 3960/8.5(a)]

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION VII. 1120.130 - FINANCIAL VIABILITY**N/A**

All the applicants and co-applicants shall be identified, specifying their roles in the project funding or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

1. "A" Bond rating or better
2. All of the projects capital expenditures are completely funded through internal sources
3. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent
4. The applicant provides a third party surety bond or performance bond letter of credit from an A rated guarantor.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT 17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which **audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion.** When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

	Historical 3 Years			Projected
Enter Historical and/or Projected Years:				
Current Ratio				
Net Margin Percentage				
Percent Debt to Total Capitalization				
Projected Debt Service Coverage				
Days Cash on Hand				
Cushion Ratio				

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

2. Variance

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT 18, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X. CHARITY CARE INFORMATION (CHOW ONLY)

Charity Care information **MUST** be furnished for **ALL** projects [1120.20(c)].

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care **must** be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 41.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS **ATTACHMENT 21**, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant Identification including Certificate of Good Standing	
2	Site Ownership	
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	
5	Flood Plain Requirements	
6	Historic Preservation Act Requirements	
7	Project and Sources of Funds Itemization	
8	Financial Commitment Document if required	
9	Cost Space Requirements	
10	Discontinuation	
11	Background of the Applicant	17-23
12	Purpose of the Project	
13	Alternatives to the Project	
	Service Specific:	
14	Neonatal Intensive Care Services	
15	Change of Ownership	24-29
	Financial and Economic Feasibility:	
16	Availability of Funds	
17	Financial Waiver	
18	Financial Viability	
19	Economic Feasibility	
20	Safety Net Impact Statement	
21	Charity Care Information	30

BACKGROUND OF APPLICANT

Aurora Chicago Lakeshore Hospital, LLC owns only Aurora Chicago Lakeshore Hospital.

Neither CCP Lakeshore, CCP nor Sabra operate any health care facilities in Illinois.

Attached is the license for Aurora Chicago Lakeshore Hospital. Also attached are certificate of good standing for the applicants.

As the proposed owner of CCP Lakeshore, Sabra is named as an applicant for this COE application. Sabra does not do business in the State of Illinois. A Certificate of Good Standing for Sabra, from the state of its incorporation, Maryland, is attached.

STATE OF MARYLAND

Department of Assessments and Taxation

I, MICHAEL L. HIGGS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SABRA HEALTH CARE REIT, INC. (D13560230), INCORPORATED MAY 10, 2010, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 27, 2017.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

0010650472



**Illinois Department of
PUBLIC HEALTH**

HF111632

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.

Nirav D. Shah, M.D., J.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

10/18/2017

0005207

Psychiatric Hospital

Effective: 10/19/2016

Aurora Chicago Lakeshore Hospital, LLC
dba Aurora Chicago Lakeshore hospital
4840 N. Marine Drive

Chicago, IL 60640

DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 10/18/2017

Lic Number 0005207

Date Printed 8/29/2016

Aurora Chicago Lakeshore Hospital, L
dba Aurora Chicago Lakeshore hospit
4840 N. Marine Drive
Chicago, IL 60640

SEE RECEIPT NO.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CCP LAKESHORE 4000 LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CCP LAKESHORE 4000 LLC" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



6349870 8300

SR# 20171822852

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202213433

Date: 03-17-17

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARE CAPITAL PROPERTIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARE CAPITAL PROPERTIES, INC." WAS INCORPORATED ON THE SECOND DAY OF APRIL, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5722121 8300

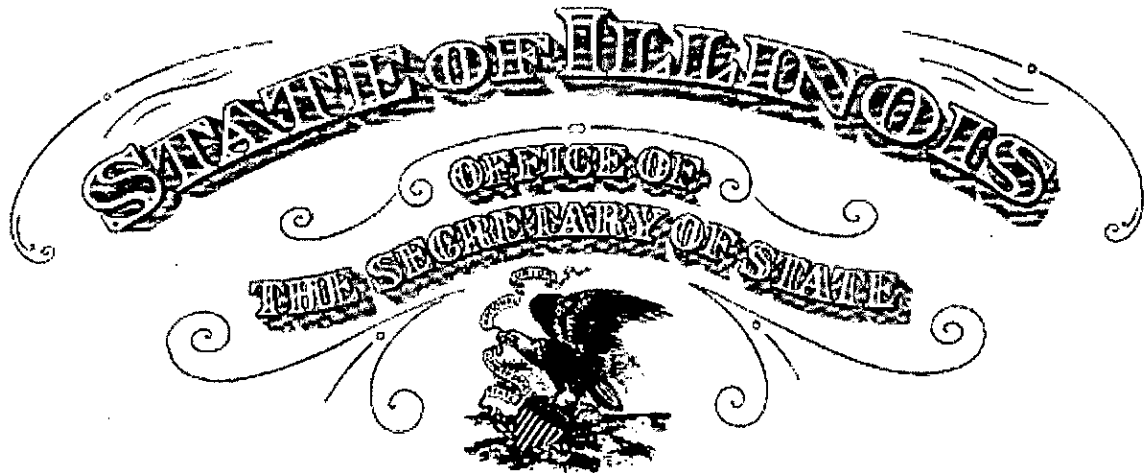
SR# 20171828451

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202214185

Date: 03-17-17



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

AURORA CHICAGO LAKESHORE HOSPITAL, LLC, HAVING ORGANIZED IN THE STATE OF ILLINOIS ON JUNE 27, 2002, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC LIMITED LIABILITY COMPANY IN THE STATE OF ILLINOIS.



Authentication #: 1707601566 verifiable until 03/17/2018
Authenticate at: <http://www.cyberdriveillinois.com>

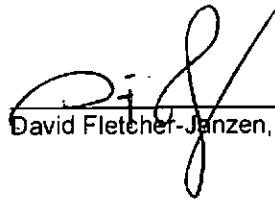
In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 17TH
day of MARCH A.D. 2017 .

Jesse White

SECRETARY OF STATE

Aurora Chicago Lakeshore Hospital, LLC does hereby attest no adverse action has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.



David Fletcher-Janzen, CEO

Subscribed and sworn to before me
this 29 day of Thursday, 2017

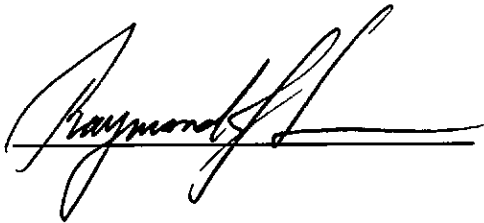


Notary Public

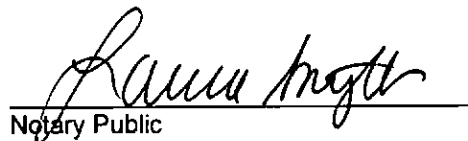


CCP Lakeshore 4000 LLC does hereby attest no adverse action has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.

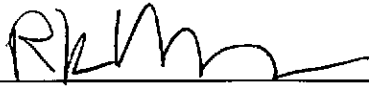


Subscribed and sworn to before me
this 25th day of June, 2017


Notary Public

Sabra Health Care REIT, Inc. does hereby attest no adverse action has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.



Richard K. Matros
President

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF ORANGE)

Subscribed and sworn to (or affirmed) before me on this 29th day of June, 2017, by
Richard K. Matros, proved to me on the basis of satisfactory
evidence to be the person(s) who appeared before me.

SEE CALIFORNIA
JURAT ATTACHED
DATE 6/29/17 INTL TRV

Signature



(Seal)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Orange

Subscribed and sworn to (or affirmed) before me on this 29
day of June, 2017, by Richard K. Matras

proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.



(Seal)

Signature Teresa D. Lewis

Sabra Health Care REIT, Inc. does hereby attest no adverse action has been taken against it in the three (3) years preceding this application.

In addition, it authorizes the HFSRB and IDPH to access information necessary to verify information submitted in this application.



Talya Nevo-Hacohen
Chief Investment Officer and Treasurer

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF ORANGE)

Subscribed and sworn to (or affirmed) before me on this 29th day of June, 2017, by
Talya Nevo-Hacohen, proved to me on the basis of satisfactory
evidence to be the person(s) who appeared before me.

SEE CALIFORNIA
JURAT ATTACHED
DATE 6/29/17 INTL TAL

Signature



(Seal)

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Orange

Subscribed and sworn to (or affirmed) before me on this 29
day of June, 20 17, by Talya Nevo-Hacohen,
proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.



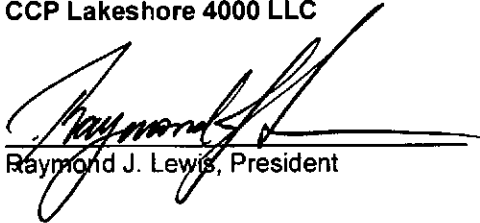
(Seal)

Signature Teresa D. Lewis

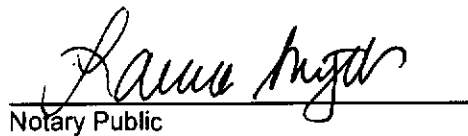
APPLICABLE REVIEW CRITERIA – 1130.520(b)(1)(B)

No adverse action has been taken against applicant CCP Lakeshore 4000 LLC by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois, or against any health care facility owned or operated by it, directly or indirectly, within three (3) years preceding the filing of this application.

CCP Lakeshore 4000 LLC


Raymond J. Lewis, President

Subscribed and sworn to before me
this 26th day of June, 2017


Notary Public



APPLICABLE REVIEW CRITERIA – 1130.520(b)(1)(C)

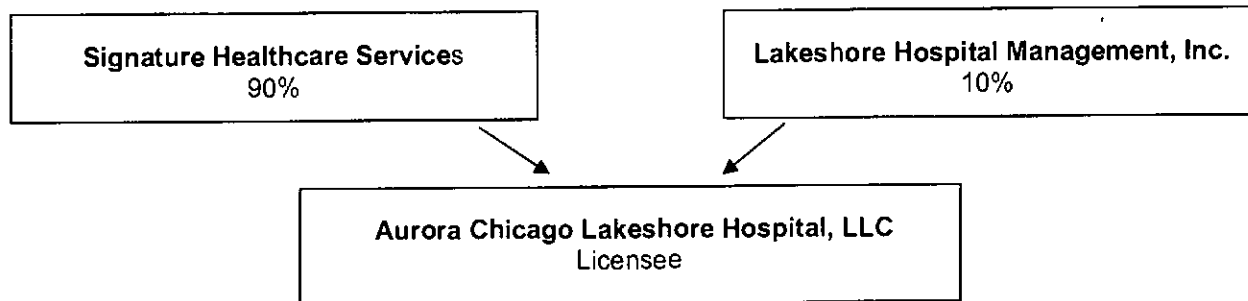
CCP Lakeshore owns the physical plant of Aurora Chicago Lakeshore Hospital, located at 4840 N. Marine Drive in Chicago, Illinois. Care Capital Properties, Inc. ("CCP"), the current indirect owner of CCP Lakeshore will combine with Sabra in an all-stock merger, and as a result of this merger, Sabra will become the owner of CCP Lakeshore and, therefore, will become the indirect owner of the physical plant used to operate the Hospital.

APPLICABLE REVIEW CRITERIA – 1130.520(b)(1)(D and E)

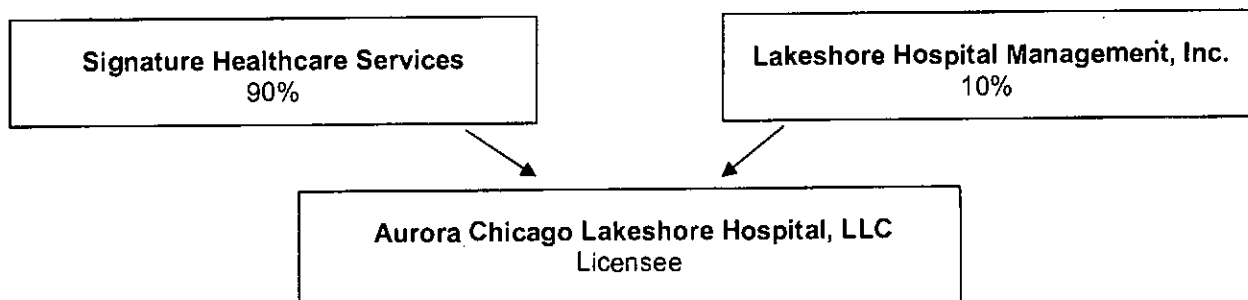
The licensed entity, Aurora Chicago Lakeshore Hospital, will remain the same and its owner/operating entity, Aurora Chicago Lakeshore Hospital, LLC, will remain the same.

The sole members of Aurora Chicago Lakeshore Hospital, LLC are Lakeshore Hospital Management and Signature Healthcare Services. This will not change as a result of the change of ownership of the physical plant.

Pre CHOW



Post CHOW



The only change will be to the indirect owner of the physical plant. The owner/operator/licensee will remain the same.

APPLICABLE REVIEW CRITERIA – 1130.520(b)(1)(F&G)

Fair Market Value of Assets

N/A

APPLICABLE REVIEW CRITERIA – 1130.520(b)(2)

All CON projects for which permits have been issued to the Hospital have been completed/obligated or will be prior to the change of ownership of the physical plant.

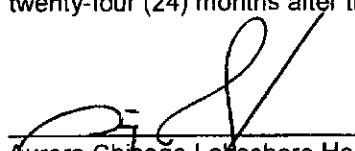
The charity care policy of the Hospital will remain the same as it is/was one(1) year prior to the transaction and will not become more restrictive for a period of up to two (2) years subsequent thereto.

There will be no change to community benefit or cost savings as a result of the transaction, as it entails solely the change of the owner of the Hospital's physical plant.

The quality improvement program and the manner of selection of the Hospital's Board of Directors will not change as a result of the transaction.

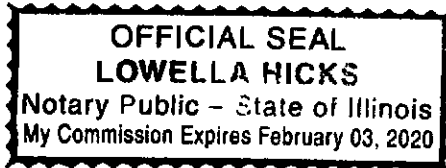
A written response describing the transaction will be made available to the public.

There will be no decrease or material changes in services as a result of the transaction for a period of twenty-four (24) months after the transaction.


Aurora Chicago Lakeshore Hospital, LLC
d/b/a Aurora Chicago Lakeshore Hospital
by David Fletcher-Janzen, CEO

Subscribed and sworn to before me
this 29 day of Thursday, 2017


Notary Public



CHARITY CARE INFORMATION

Aurora Chicago Lakeshore Hospital			
CHARITY CARE			
	2016	2015	2014
Net Patient Revenue	\$ 39,904,066	\$ 35,841,907	\$ 27,420,079
Amount of Charity Care (charges)	\$ 995,793	\$ 2,400,316	\$ 2,838,097
Cost of Charity Care	\$ 585,626	\$ 1,364,820	\$ 1,457,647