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April 10, 2025

VIA U.S. Mail and Email – john.p.kniery@illinois.gov

John Kniery
Administrator
Illinois Health Facilities and Services Review Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

Re: Notice of Project Completion

EXEMPTION: #E-032-24–1800 McDonough Road Surgery Center, LLC d/b/a Ashton Center for Day Surgery

EXEMPTION HOLDERS: 1800 McDonough Road Surgery Center, LLC, SBO MSO, LLC

LICENSEE: 1800 McDonough Road Surgery Center, LLC d/b/a Ashton Center for Day Surgery

Dear Mr. Kniery:

On behalf of 1800 McDonough Road Surgery Center, LLC d/b/a Ashton Center for Day Surgery, please accept this correspondence as notification of the assignment of membership interests approved by the State Board on February 6, 2025. The transaction closed on April 4, 2025, in accordance with the terms of the transaction documents submitted with the exemption application. Enclosed for your records is a copy of the fully executed Assignment of Membership Interests.

Please let me know if you have any further questions.

Sincerely,


Ernessa M. Brawley

Enclosure

cc: Mike Constantino, Lead Project Reviewer, IHFSRB (via email)
Karen Senger, RN, BSN, Division Chief, Div. of Health Care Facilities and Programs, Ill, Dept. of Public Health (via email)
Barry Salzman, Chairman, SBO OPCO Holdings, LLC

ASSIGNMENT OF MEMBERSHIP INTERESTS

This **ASSIGNMENT OF MEMBERSHIP INTERESTS** (this “**Assignment**”) is made and entered into as of the 7th day of April, 2025, by and between Jafari Investments, L.L.C., an Illinois limited liability company (“**Seller**”), and SBO MSO, LLC, a Delaware limited liability company (“**Purchaser**”). Seller and Purchaser may be referred to herein singly as a “party” or collectively as the “parties”.

WHEREAS, pursuant to that certain Membership Interest Purchase Agreement dated as of the date hereof, by and among Jafari, Seller, Purchaser, and the Company (the “**Purchase Agreement**”), Seller has agreed to sell, transfer and assign, and Purchaser has agreed to purchase and acquire the Interests (as such term is defined in the Purchase Agreement).

NOW, THEREFORE, for and in consideration of the foregoing recitals (which are by this reference hereby made a part of this Agreement), the mutual covenants, promises, and agreements herein contained, and the mutual benefits to be derived from the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, agree as follows:

1. **Assignment.** Seller hereby assigns, transfers, and sets over to Purchaser, its successors, and assigns, effective as of April 4, 2021, all of Seller’s rights, titles and interests in and to the Interests, together with all rights, powers, and privileges with respect to the Interests.

2. **Miscellaneous.** This Assignment shall inure to the benefit of and be binding upon the parties hereto and their respective heirs, representatives, successors and permitted assigns. This Assignment shall be governed by and interpreted in accordance with the laws of the State of Illinois, without regard to conflict of law principles.

IN WITNESS WHEREOF, Seller has executed this Assignment under seal as of the date first written above.

SELLER:

JAFARI INVESTMENTS, L.L.C.

By: *Gilda Jafari Lambert*
Gilda Jafari Lambert (Apr 4, 2025 10:46 PDT)

Name: Gilda Jafari Lambert

Title: Manager