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February 7, 2013

VIA FEDEX

Courtney Avery
Administrator
Illinois Health Facilities and Services
Review Board
525 W. Jefferson St. - 2nd Fl.
Springfield, IL 62761

**Re: Petition to Intervene in Administrative Hearing
ManorCare Health Services of Crystal Lake (Project No. 12-039)**

Dear Ms. Avery:

We represent The Springs at Crystal Lake (the "Springs"), Fair Oaks Health Care Center ("Fair Oaks"), and Crystal Pines Rehabilitation and Health Care Center ("Crystal Pines") (collectively, "Intervenors"). Intervenors each presented opposition to Project #12-039, ManorCare Health Services of Crystal Lake's application to establish a new 103 bed facility (the "Project"). Written comments of opposition were submitted to the Health Facilities and Services Review Board (the "Board" or "HFSRB"). Additionally, Intervenors submitted comments in response to the staff report and presented oral testimony before the Board opposing the Project.

Intervenors each qualify as adversely affected persons as defined by 77 Ill. Admin. Code 1130.1040(e). Specifically, each are existing health care facilities located in the Health Service Area ("HSA") where the Project is proposed and provide services similar to those of the applicant. See Section 1130.1040(e)(5). Therefore, in accordance with 77 Ill. Admin. Code § 1130.1070, Intervenors hereby petition the Board to intervene in the above-referenced matter.

Intervenors' grounds for intervention are fully detailed in the written comments submitted to the Board and the testimony offered before the Board. In summary, Intervenors would be adversely affected by approval of the Project because the Project is not in substantial conformance with the Board's regulations and fails to comply with the criteria identified within the Health Facilities Planning Act, 20 ILCS 3960, and regulations promulgated thereunder. Furthermore, as existing facilities within the HSA and, given the abundance of underutilized facilities in the planning area, the proposed Project would have a substantial impact upon these

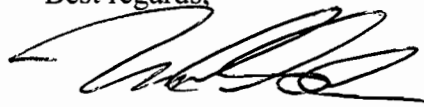
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facilities, result in unnecessary duplication of services, yield maldistribution of services within the HSA, and negatively impact overall accessibility of services.

Intervenors will be jointly represented in this matter by Mark J. Silberman, Duane Morris LLP, 190 South LaSalle Street, Suite 3700, Chicago, Illinois 60603. The name and address of each facility is provided as part of the accompanying certificate of service.

Please direct any inquiries to my attention.

Best regards,



Mark J. Silberman

MJS:ga

Cc: See attached Certificate of Service
Michael F. Flanagan
Nicholas J. Lynn

CERTIFICATE OF SERVICE

In the Matter of: ManorCare Health Services of Crystal Lake (Project No. 12-039)

Mark J. Silberman certifies that on February 7, 2013, he caused the foregoing Petition to Intervene to be filed with the Illinois Health Facilities and Services Review Board, by placing a true and correct copy of same with Federal Express, for overnight delivery to said Board addressed to:

Courtney Avery
Administrator
Illinois Health Facilities and Services Review Board
525 W. Jefferson St. - 2nd Fl.
Springfield, IL 62761

Mark J. Silberman also certifies that on February 7, 2013, he caused said Petition to Intervene to be served by placing a true and correct copy of same in the U.S. Mail depository, at 190 South LaSalle Street, Chicago, Illinois, with postage prepaid, addressed to:

Honorable Richard Hart, ALJ Hart Southworth & Witsman One North Old State Capital - #501 Springfield, Illinois 62701	Frank Urso General Counsel Illinois Health Facilities and Services Review Board 122 S. Michigan Ave. – 7th Fl. Chicago, IL 60603
Jason T. Lundy Polsinelli Shugart 161 N. Clark St. – Suite 4200 Chicago, IL 60601	Mr. Mark Weldler The Springs at Crystal Lake 1000 East Brighton Crystal Lake, Illinois 60012
Ms. Joyce Surdick Administrator Fair Oaks Health Care Center 471 Terra Cotta Avenue Crystal Lake, Illinois 60014	Mr. Michael Levitt Crystal Pines Rehabilitation and Health Care Center 7611 State Line Road Kansas City, Missouri 64114



Mark J. Silberman