



OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

May 23, 2018

Lisa Madigan
ATTORNEY GENERAL

Janice Rodgers
Quarles & Brady LLP
300 North LaSalle Street
Suite 4000
Chicago, Illinois 60654-3406

Re: Affiliation of Centegra Health System and Northwestern Memorial HealthCare

Dear Janice:

We have reviewed the charitable trust aspects of the proposed affiliation of Centegra Health System and Northwestern Memorial HealthCare. In conducting our review, we have considered the documentation and information provided to us as well as the parties' representation that, as of the closing date of the transaction, the bylaws of Centegra Health System Foundation will be amended as follows:

Notwithstanding any provision of these Bylaws to the contrary, any unrestricted gifts that are held by the Foundation as of the effective date of the affiliation between Centegra Health System and Northwestern Memorial HealthCare will continue to be used in a manner consistent with the Foundation's charitable purposes, specifically for the benefit of the populations and communities served by Centegra Health System prior to its affiliation with Northwestern Memorial HealthCare.

In addition, the parties have informed us that they plan to evaluate consolidation of the Centegra Health System Foundation and the Northwestern Memorial HealthCare Foundation in the future, and they have agreed to provide this Office with a 30-day notice of any proposed consolidation.

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Based on our consideration of all of the above, we have no objection to the proposed affiliation of Centegra Health System and Northwestern Memorial HealthCare.

Sincerely,

A handwritten signature in cursive script that reads "Therese M. Harris".

Therese M. Harris, Chief
Charitable Trust Bureau
100 West Randolph Street, 11th Floor
Chicago, Illinois 60601
(312) 814-2533