

ILLINOIS HEALTH FACILITIES PLANNING BOARD
APPLICATION FOR EXEMPTION FOR THE
CHANGE OF OWNERSHIP FOR AN EXISTING HEALTH CARE FACILITY

ORIGINAL
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MAR 09 2011

1. INFORMATION FOR EXISTING FACILITY

E-005-11

HEALTH FACILITIES &
MEMORIAL REVIEW BOARD

Current Facility Name: Gottlieb Memorial Hospital d/b/a Loyola University Health System at Gottlieb Memorial Hospital
Address: 701 West North Avenue
City: Melrose Park, Illinois Zip Code: 60160 County: Cook
Name of current licensed entity for the facility: Gottlieb Memorial Hospital d/b/a Loyola University Health System at Gottlieb Memorial Hospital
Does the current licensee: own this facility Yes OR lease this facility _____ (if leased, check if sublease)
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
X Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____
Illinois State Senator for the district where the facility is located: Sen. Don Harmon
State Senate District Number: 39 Mailing address of the State Senator: 6933 West North Avenue, Oak Park, Illinois 60302
Illinois State Representative for the district where the facility is located: Rep. Camille Lilly
State Representative District Number: 78 Mailing address of the State Representative: 5507 West Division Street, Chicago, Illinois 60651

2. **OUTSTANDING PERMITS.** Does the facility have any projects for which the State Board issued a permit that will not be completed (refer to 1130.140 "Completion or Project Completion" for a definition of project completion) by the time of the proposed ownership change? Yes No . If yes, refer to Section 1130.520(f), and indicate the projects by Project #: _____

3. **FACILITY'S BED OR DIALYSIS STATION CAPACITY BY CATEGORY OF SERVICE** (Complete "APPENDIX A" attached to this application)

4. **FACILITY'S OTHER CATEGORIES OF SERVICE AS DEFINED IN 77 IAC 1100** (Complete "APPENDIX A" attached to this application)

5. **NAME OF APPLICANT** (complete this information for each co-applicant and insert after this page).

Exact Legal Name of Applicant: Trinity Health Corporation
Address: 27870 Cabot Drive
City, State & Zip Code: Novi, Michigan 48377
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
X Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

6. **NAME OF LEGAL ENTITY THAT WILL BE THE LICENSEE/OPERATING ENTITY OF THE FACILITY NAMED IN THE APPLICATION AS A RESULT OF THIS TRANSACTION.**

Exact Legal Name of Entity to be Licensed: The license will continue to be held by Gottlieb Memorial Hospital d/b/a Loyola University Health System at Gottlieb Memorial Hospital as the proposed transaction involves a membership substitution.
Address: 701 West North Avenue, Melrose Park, Illinois 60160
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship
X Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental
_____ Limited Liability Company _____ Other, specify _____

7. **BUILDING/SITE OWNERSHIP.** NAME OF LEGAL ENTITY THAT WILL OWN THE "BRICKS AND MORTAR" (BUILDING) OF THE FACILITY NAMED IN THIS APPLICATION IF DIFFERENT FROM THE OPERATING/LICENSED ENTITY

Exact Legal Name of Entity That Will Own the Site: The building(s) will continue to be owned by Gottlieb Memorial Hospital d/b/a Loyola University Health System at Gottlieb Memorial Hospital as the proposed transaction involves a membership substitution.
Address: 701 West North Avenue, Melrose Park, Illinois 60160
Type of ownership of the current licensed entity (check one of the following:) _____ Sole Proprietorship

X Not-for-Profit Corporation _____ For Profit Corporation _____ Partnership _____ Governmental _____
Limited Liability Company _____ Other, specify _____

- 8. TRANSACTION TYPE. CHECK THE FOLLOWING THAT APPLY TO THE TRANSACTION:**
1. Purchase resulting in the issuance of a license to an entity different from current licensee;
 2. Lease resulting in the issuance of a license to an entity different from current licensee;
 3. Stock transfer resulting in the issuance of a license to a different entity from current licensee;
 4. Stock transfer resulting in no change from current licensee;
 5. Assignment or transfer of assets resulting in the issuance of a license to an entity different from the current licensee;
 6. Assignment or transfer of assets not resulting in the issuance of a license to an entity different from the current licensee;
 7. Change in membership or sponsorship of a not-for-profit corporation that is the licensed entity;
 8. Change of 50% or more of the voting members of a not-for-profit corporation's board of directors that controls a health care facility's operations, license, certification or physical plant and assets;
 9. Change in the sponsorship or control of the person who is licensed, certified or owns the physical plant and assets of a governmental health care facility;
 10. Sale or transfer of the physical plant and related assets of a health care facility not resulting in a change of current licensee;
 11. Any other transaction that results in a person obtaining control of a health care facility's operation or physical plant and assets, and explain in "Attachment 3 Narrative Description"
- 9. APPLICATION FEE.** Submit the application fee in the form of a check or money order for \$2,500 payable to the Illinois Department of Public Health and append as **ATTACHMENT #1**.
- 10. FUNDING.** Indicate the type and source of funds which will be used to acquire the facility (c.g., mortgage through Health Facilities Authority; cash gift from parent company, etc.) and append as **ATTACHMENT #2**.
- 11. ANTICIPATED ACQUISITION PRICE:** \$175,000,000 (See Explanatory Note 11 in the COE Application for Foster G. McGaw Hospital-Loyola University Medical Center ("LUMC") for additional information)
- 12. FAIR MARKET VALUE OF THE FACILITY:** \$175,000,000 (See Explanatory Note 12 in the LUMC COE Application for additional information)
(to determine fair market value, refer to 77 IAC 1130.140)
- 13. DATE OF PROPOSED TRANSACTION:** Transaction to close on June 30, 2011, effective on July 1, 2011
- 14. NARRATIVE DESCRIPTION.** Provide a narrative description explaining the transaction, and append it to the application as **ATTACHMENT #3**.
- 15. BACKGROUND OF APPLICANT** (co-applicants must also provide this information). Corporations and Limited Liability Companies must provide a current Certificate of Good Standing from the Illinois Secretary of State. Partnerships must provide the name and address of each partner and specify whether each is a general or limited partner. Append this information to the application as **ATTACHMENT #4**.
- 16. TRANSACTION DOCUMENTS.** Provide a copy of the document(s) which detail the terms and conditions of the proposed transaction (purchase, lease, stock transfer, etc). Applicants should note that the document(s) submitted should reflect the applicant's (and co-applicant's, if applicable) involvement in the transaction. The document must be signed by both parties and contain language stating that the transaction is contingent upon approval of the Illinois Health Facilities Planning Board. Append this document(s) to the application as **ATTACHMENT #5**.
- 17. FINANCIAL INFORMATION** (co-applicants must also provide this information). Per 77 IAC 1130.520(b)(3), an applicant must demonstrate it has sufficient funds to finance the acquisition and to operate the facility for 36 months by providing evidence of a bond rating of "A" or better (that must be less than two years old) from Fitch, Moody or Standard and Poor's rating agencies or evidence of compliance with the financial viability review criteria (as applicable) to the type of facility being acquired (as specified at 77 IAC 1120). Append as **ATTACHMENT #6**.

18. PRIMARY CONTACT PERSON. Individual representing the applicant to whom all correspondence and inquiries pertaining to this application are to be directed. (Note: other persons representing the applicant not named below will need written authorization from the applicant stating that such persons are also authorized to represent the applicant in relationship to this application).

Name: Edward J. Green, Esq., Foley & Lardner LLP
Address: 321 North Clark Street, Suite 2800
City, State & Zip Code: Chicago, Illinois 60654
Telephone: 312-832-4375

19a. ADDITIONAL CONTACT PERSON. Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: J. Mark Waxman, Esq., Foley & Lardner LLP
Address: 111 Huntington Avenue, Suite 2600
City, State & Zip Code: Boston, Massachusetts 02199
Telephone: 617-342-4055

19b. ADDITIONAL CONTACT PERSON. Consultant, attorney, other individual who is also authorized to discuss this application and act on behalf of the applicant.

Name: Paul Neumann, Esq., Senior Vice President & General Counsel, Trinity Health Corporation
Address: 34605 Twelve Mile Road
City, State & Zip Code: Farmington Hills, Michigan 48331
Telephone: 248-489-6214

20. CERTIFICATION

I certify that the above information and all attached information are true and correct to the best of my knowledge and belief. I certify that the categories of service, number of beds and/or dialysis stations within the facility will not change as part of this transaction. I certify that no adverse action has been taken against the applicant(s) by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois. I certify that I am fully aware that a change in ownership will void any permits for projects that have not been completed unless such projects will be completed or altered pursuant to the requirements in 77 IAC 1130.520(f) prior to the effective date of the proposed ownership change. I also certify that the applicant has not already acquired the facility named in this application or entered into an agreement to acquire the facility named in the application unless the contract contains a clause that the transaction is contingent upon approval by the State Board.

Signature of Authorized Officer: 

Typed or Printed Name of Authorized Officer: Joseph Swedish

Title of Authorized Officer: President & CEO

Address: 27870 Cabot Drive

City, State & Zip Code: Novi, Michigan 48377

Telephone: (248) 489-6794

Date: 03/04/2011

NOTE: complete a separate signature page for each co-applicant and insert following this page.

APPENDIX A
FACILITY BED AND DIALYSIS STATION CAPACITY AND CATEGORIES OF SERVICE

Complete the following for the facility for which the change of ownership is requested. The facility's bed and dialysis station capacity must be consistent with the State Board's Inventory of Health Care Facilities.

FACILITY NAME: Gottlieb Memorial Hospital d/b/a Loyola University Health System at Gottlieb Memorial Hospital

CITY: Melrose Park

1. Indicate (by placing an "X") the type of facility for which the change of ownership is requested:

Hospital; Long-term Care Facility; Dialysis Facility; Ambulatory Surgical Treatment Center.

2. Provide the bed capacity by category of service:

SERVICE	# of Beds	SERVICE	# of Beds
Medical/Surgical	154	Nursing Care	_____
Obstetrics	30	Shelter Care	_____
Pediatrics	12	DD Adults*	_____
Intensive Care	24	DD Children**	_____
Acute Mental Illness	10	Chronic Mental Illness	_____
Rehabilitation	0	Children's Medical Care	_____
Neonatal Intensive Care	0	Children's Respite Care	_____
Long Term Care	34		

*Includes ICF/DD 16 and fewer bed facilities; **Includes skilled pediatric 22 years and under

3. Chronic Renal Dialysis: Enter the number of ESRD stations: _____

4. Indicate (by placing an "X") those categories of service for which the facility is approved.

<input checked="" type="checkbox"/> Cardiac Catheterization	<input checked="" type="checkbox"/> Open Heart Surgery
<input type="checkbox"/> Subacute Care Hospital Model	<input type="checkbox"/> Kidney Transplantation
<input type="checkbox"/> Selected Organ Transplantation	<input type="checkbox"/> Postsurgical Recovery Care Center Model

5. Non-Hospital Based Ambulatory Surgery and Ambulatory Surgical Treatment Centers

Indicate (by placing an "X") if the facility is a limited or multi-specialty facility and indicate the surgical specialties provided.

<input type="checkbox"/> Cardiovascular	<input type="checkbox"/> Ophthalmology
<input type="checkbox"/> Dermatology	<input type="checkbox"/> Oral/Maxillofacial
<input type="checkbox"/> Gastroenterology	<input type="checkbox"/> Orthopedic
<input type="checkbox"/> General/Other (includes any procedure that is not included in the other specialties)	<input type="checkbox"/> Otolaryngology
<input type="checkbox"/> Neurological	<input type="checkbox"/> Plastic Surgery
<input type="checkbox"/> Obstetrics/Gynecology	<input type="checkbox"/> Podiatry
	<input type="checkbox"/> Thoracic
	<input type="checkbox"/> Urology

<u>Ownership, Management and General Information</u>		<u>Patients by Race</u>		<u>Patients by Ethnicity</u>	
ADMINISTRATOR NAME:	Kenneth Fishbain	White	79.6%	Hispanic or Latino:	19.5%
ADMINISTRATOR PHONE:	708-681-3200	Black	17.9%	Not Hispanic or Latino:	79.8%
OWNERSHIP:	Gottlieb Memorial Hospital	American Indian	0.0%	Unknown:	0.7%
OPERATOR:	Gottlieb Memorial Hospital	Asian	1.4%	IDPH Number:	0851
MANAGEMENT:	Not for Profit Corporation	Hawaiian/ Pacific	0.4%	HPA	A-06
CERTIFICATION:	None	Unknown:	0.7%	HSA	7
FACILITY DESIGNATION:	General Hospital				
ADDRESS:	701 West North Avenue	CITY:	Melrose Park	COUNTY:	Suburban Cook County

<u>Facility Utilization Data by Category of Service</u>										
<u>Clinical Service</u>	Authorized CON Beds 12/31/2009	Peak Beds Setup and Staffed	Peak Census	Admissions	Inpatient Days	Observation Days	Average Length of Stay	Average Daily Census	CON Occupancy 12/31/2009	Staff Bed Occupancy Rate %
Medical/Surgical	154	154	124	5,915	30,400	618	5.2	85.0	55.2	55.2
0-14 Years				0	0					
15-44 Years				707	2,519					
45-64 Years				1,710	7,685					
65-74 Years				1,301	6,653					
75 Years +				2,197	13,543					
Pediatric	12	12	3	65	98	0	1.5	0.3	2.2	2.2
Intensive Care	24	24	20	1,521	5,347	7	3.5	14.7	61.1	61.1
Direct Admission				851	2,996					
Transfers				670	2,351					
Obstetric/Gynecology	30	30	15	1,026	2,515	52	2.5	7.0	23.4	23.4
Maternity				955	2,388					
Clean Gynecology				71	127					
Neonatal	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Long Term Care	34	34	31	765	9,933	0	13.0	27.2	80.0	80.0
Swing Beds				0	0		0.0	0.0		
Acute Mental Illness	10	12	12	236	3,518	0	14.9	9.6	96.4	80.3
Rehabilitation	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Long-Term Acute Care	0	0	0	0	0	0	0.0	0.0	0.0	0.0
Dedicated Observation	0					0				
Facility Utilization	264			8,858	51,811	677	5.9	143.8	54.5	

(Includes ICU Direct Admissions Only)

<u>Inpatients and Outpatients Served by Payor Source</u>							
	Medicare	Medicaid	Other Public	Private Insurance	Private Pay	Charity Care	Totals
Inpatients	49.0%	10.7%	0.0%	32.4%	3.9%	3.9%	8,858
	4340	951	0	2872	347	348	
Outpatients	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%	1,095
	0	0	0	0	0	1095	

<u>Financial Year Reported:</u>	<u>Inpatient and Outpatient Net Revenue by Payor Source</u>						<u>Charity Care Expense</u>	<u>Total Charity Care Expense</u>
	7/1/2008 to	6/30/2009	Medicare	Medicaid	Other Public	Private Insurance		
Inpatient Revenue (\$)	39,001,000	8,917,000	0	31,659,000	5,181,000	84,758,000	1,722,000	2,583,000
Outpatient Revenue (\$)	9,448,000	4,412,000	0	21,344,000	4,467,000	39,671,000	861,000	2.1%

<u>Birthing Data</u>		<u>Newborn Nursery Utilization</u>		<u>Organ Transplantation</u>	
Number of Total Births:	955	Level 1 Patient Days	1,750	Kidney:	0
Number of Live Births:	949	Level 2 Patient Days	229	Heart:	0
Birthing Rooms:	0	Level 2+ Patient Days	0	Lung:	0
Labor Rooms:	0	Total Nursery Patientdays	1,979	Heart/Lung:	0
Delivery Rooms:	0			Pancreas:	0
Labor-Delivery-Recovery Rooms:	5	<u>Laboratory Studies</u>		Liver:	0
Labor-Delivery-Recovery-Postpartum Rooms:	0	Inpatient Studies	305,331	Total:	0
C-Section Rooms:	0	Outpatient Studies	232,789		
CSections Performed:	376	Studies Performed Under Contract	17,904		

* Note: According to Board action on 4/22/09, Board reduced 10 LTC beds overall. LTC count = 34 beds. New CON count for the facility is 264 beds

Surgery and Operating Room Utilization

Surgical Specialty	Operating Rooms				Surgical Cases		Surgical Hours			Hours per Case	
	Inpatient	Outpatient	Combined	Total	Inpatient	Outpatient	Inpatient	Outpatient	Total Hours	Inpatient	Outpatient
Cardiovascular	2	0	0	2	87	0	379	0	379	4.4	0.0
Dermatology	0	0	0	0	0	0	0	0	0	0.0	0.0
General	0	0	6	6	613	806	1363	1420	2783	2.2	1.8
Gastroenterology	0	0	0	0	0	0	0	0	0	0.0	0.0
Neurology	0	0	0	0	58	25	209	78	287	3.6	3.1
OB/Gynecology	0	0	0	0	217	539	549	932	1481	2.5	1.7
Oral/Maxillofacial	0	0	0	0	0	0	0	0	0	0.0	0.0
Ophthalmology	0	0	0	0	1	714	1	715	716	1.0	1.0
Orthopedic	0	0	0	0	770	521	2186	1126	3312	2.8	2.2
Otolaryngology	0	0	0	0	29	165	43	329	372	1.5	2.0
Plastic Surgery	0	0	0	0	2	38	4	79	83	2.0	2.1
Podiatry	0	0	0	0	11	74	17	137	154	1.5	1.9
Thoracic	0	0	0	0	27	7	67	16	83	2.5	2.3
Urology	0	0	1	1	196	203	363	439	802	1.9	2.2
Totals	2	0	7	9	2011	3092	5181	5271	10452	2.6	1.7

SURGICAL RECOVERY STATIONS	Stage 1 Recovery Stations	9	Stage 2 Recovery Stations	21
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Dedicated and Non-Dedicated Procedure Room Utilization

Procedure Type	Procedure Rooms				Surgical Cases		Surgical Hours			Hours per Case	
	Inpatient	Outpatient	Combined	Total	Inpatient	Outpatient	Inpatient	Outpatient	Total Hours	Inpatient	Outpatient
Gastrointestinal	0	0	2	2	988	2611	1330	3132	4462	1.3	1.2
Laser Eye Procedures	0	0	0	0	0	0	0	0	0	0.0	0.0
Pain Management	0	0	0	0	0	0	0	0	0	0.0	0.0
Cystoscopy	0	0	0	0	0	0	0	0	0	0.0	0.0
Minor Procedures	<u>Multipurpose Non-Dedicated Rooms</u>										
	0	1	0	1	0	185	0	150	150	0.0	0.8
	0	0	0	0	0	0	0	0	0	0.0	0.0
	0	0	0	0	0	0	0	0	0	0.0	0.0

Cardiac Catheterization Labs

Total Cath Labs (Dedicated+Nondedicated labs):	2
Cath Labs used for Angiography procedures	2
Dedicated Diagnostic Catheterization Labs	0
Dedicated Interventional Catheterization Labs	0
Dedicated EP Catheterization Labs	0

Cardiac Catheterization Utilization

Total Cardiac Cath Procedures:	1,164
Diagnostic Catheterizations (0-14)	0
Diagnostic Catheterizations (15+)	728
Interventional Catheterizations (0-14):	0
Interventional Catheterization (15+)	424
EP Catheterizations (15+)	12

Emergency/Trauma Care

Certified Trauma Center by EMS	<input checked="" type="checkbox"/>
Level of Trauma Service	Level 1 Adult
	Level 2 ---
Operating Rooms Dedicated for Trauma Care	0
Number of Trauma Visits:	271
Patients Admitted from Trauma	223
Emergency Service Type:	Comprehensive
Number of Emergency Room Stations	13
Persons Treated by Emergency Services:	20,985
Patients Admitted from Emergency:	5,415
Total ED Visits (Emergency+Trauma):	21,256

Cardiac Surgery Data

Total Cardiac Surgery Cases:	83
Pediatric (0 - 14 Years):	0
Adult (15 Years and Older):	83
Coronary Artery Bypass Grafts (CABGs) performed of total Cardiac Cases :	69

Outpatient Service Data

Total Outpatient Visits	103,076
Outpatient Visits at the Hospital/ Campus:	103,076
Outpatient Visits Offsite/off campus	0

Diagnostic/Interventional Equipment

	Examinations			
	Owned	Contract	Inpatient	Outpatient
General Radiography/Fluoroscopy	6	0	24,302	26,145
Nuclear Medicine	2	0	942	1,218
Mammography	2	0	0	8,672
Ultrasound	4	0	3,652	7,713
Diagnostic Angiography	0	0	0	0
Interventional Angiography	0	0	0	0
Positron Emission Tomography (PET)	0	0	0	0
Computerized Axial Tomography (CAT)	2	0	5,403	9,343
Magnetic Resonance Imaging	1	0	1,484	3,162

Radiation Equipment

	Therapies/	
	Owned	Contract
Lithotripsy	0	0
Linear Accelerator	0	0
Image Guided Rad Therapy	0	0
Intensity Modulated Rad Therap	0	0
High Dose Brachytherapy	0	0
Proton Beam Therapy	0	0
Gamma Knife	0	0
Cyber knife	0	0

Source: 2009 Annual Hospital Questionnaire, Illinois Department of Public Health, Health Systems Development.

← DISPLAY THIS PART IN A CONSPICUOUS PLACE

REMOVE THIS CARD TO CARRY AS AN IDENTIFICATION →

State of Illinois 1982862
Department of Public Health

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.

DAMON T. ARNOLD, M.D.
 DIRECTOR

Issued under the authority of
 The State of Illinois
 Department of Public Health

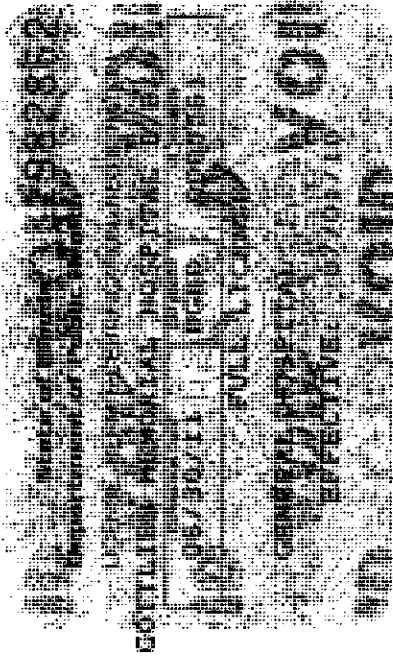
EXPIRATION DATE 06/30/11	CATEGORY BGBD	ID NUMBER 0005561
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GENERAL HOSPITAL
FULL LICENSE
EFFECTIVE: 07/01/10

BUSINESS ADDRESS

**GOTTLIEB MEMORIAL HOSPITAL, D/B/A
 LOYOLA UNIVERSITY HEALTH SYS AT GOTTLIEB
 701 W. NORTH AVENUE
 MELROSE PARK IL 60160**

The fee of this license has been deposited in the Treasury of the State of Illinois.



05/08/10

GOTTLIEB MEMORIAL HOSPITAL
701 W. NORTH AVENUE
701 WEST NORTH AVENUE
MELROSE PARK IL 60160

FEE RECEIPT NO.

Attachment 1
Application Fee

A check in the sum of Two Thousand, Five Hundred Dollars (\$2,500) and payable to the Illinois Department of Public Health is attached at Attachment 1.



Attachment 3

Narrative

Trinity Health Corporation ("Trinity") hereby seeks a Certificate of Exemption ("COE") from the Illinois Health Facilities & Services Review Board (the "Board") to allow consummation of a proposed transaction (the "Transaction") between Trinity and Loyola University of Chicago (the "University"), whereby Trinity will replace the University as the sole member of Loyola University Health System ("LUHS").

Trinity is the fourth largest Catholic health care system in the country. Based in Novi, Michigan, Trinity operates 46 acute-care hospitals, 379 outpatient facilities, 33 long-term care facilities, and numerous home health offices and hospice programs in nine states. Employing more than 48,000 full-time staff, Trinity reported \$7.1 billion in unrestricted revenue in fiscal year 2010. As a not-for-profit health system, Trinity, through its ministry and operations, invests in its communities through programs which serve the poor and uninsured, manage chronic conditions such as diabetes, help educate residents on health care and health related issues, and provide outreach for the elderly. In fiscal year 2010, this included nearly \$456 million in such community benefits.

Based in the western suburbs of Chicago, Illinois, LUHS is a leading Catholic academic medical center with a multidisciplinary focus on delivering outstanding patient care, leading-edge research and rigorous medical, nursing and graduate education.

LUHS owns and operates Gottlieb Memorial Hospital ("Gottlieb") on its 36-acre medical campus in Melrose Park, Illinois. LUHS is the sole corporate member of Gottlieb. Gottlieb, a community based hospital, is licensed for 264 beds. The Gottlieb Health & Fitness Center and the Marjorie G. Weinberg Cancer Care Center are also located on the Melrose Park campus. Gottlieb is the subject of this COE Application.

Because the Transaction will result in a change in the membership or sponsorship of a not-for-profit corporation that owns or controls an Illinois licensed health facility (as well as its physical plant and capital assets), the Transaction constitutes a change of ownership under Section 1130.140 of the Board's rules. The Transaction is contingent upon the approval of the Board and the granting of a COE.

The Transaction is expected to close on or about June 30, 2011, with an effective date of July 1, 2011.

This COE Application has been filed simultaneously with a COE Application for Foster G. McGaw Hospital-Loyola University Medical Center ("LUMC"). The LUMC COE Application is the "lead" COE Application and the contents of the LUMC COE Application are incorporated herein by reference. This COE Application must be read in conjunction with the LUMC COE Application because the LUMC COE Application contains the relevant attachments and notes.