

§999.5(d)(11)(H)

Pro forma post-transaction balance sheet for the surviving or successor nonprofit corporation

The transaction will not result in net proceeds. The transaction does not involve any sale, transfer, merger or other disposition of the assets of DCHS or the Hospital Corporations, which will continue in existence following change of corporate status from nonprofit to business corporations. The sole member of DCHS, Daughters of Charity Ministry Services Corporation, will continue in existence for an unspecified period of time post-closing. It is not expected to receive any proceeds from the consideration paid for the transaction other than a temporary fund securing payment of certain severance obligations. [Definitive Agreement, § 2.5] Prior to the closing, DCHS will transfer to Daughters of Charity Ministry Services Corporation certain religious artifacts, historical records and memorabilia of the role and sponsorship by the Daughters of Charity of the DCHS Health Facilities and specified real property used by the Daughters of Charity (the “**Transferred Assets**”). [Definitive Agreement, § 2.2] Accordingly, a post-transaction balance sheet of DCHS and the Hospital Corporations would reflect their ongoing operations and the post-transaction balance sheet of Daughters of Charity Ministry Services Corporation will reflect the Transferred Assets.