

§ 999.5(d)(4)(B)

Applicant's plan for use of the net proceeds after the close of the proposed transaction together with a statement explaining how the proposed plan is as consistent as possible with existing charitable purposes and complies with all applicable charitable trusts that govern use of applicant's assets. The plan must include any proposed amendments to the articles of incorporation or bylaws of the applicant or any entity related to the applicant that will control any of the proceeds from the proposed transfer.

All proceeds from the sale of DCHS and the DCHS Health Facilities will be used to pay off outstanding tax-exempt bonds, transaction and closing costs, and other liabilities. The underfunded pension obligations and ordinary course liabilities (such as accrued employee wages and benefits and vendor payables) not satisfied in cash at closing shall be assumed in full by Prime. No net proceeds will exist, and therefore, DCHS and the DCHS Health Facilities will not receive any sales proceeds for use within the meaning of § 999.5(d)(4)(B).