

August 19, 2019

VIA EMAIL AND FEDEX

Scott Chan
Deputy Attorney General
California Department of Justice
Office of the Attorney General
455 Golden Gate Avenue, Suite 11000
San Francisco, CA 94102-7004

Re: Verity Health System of California, Inc. Notice of Proposed Transfer of St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center (the "Notice")

Dear Mr. Chan:

Verity Health System of California, Inc. and its affiliates ("Verity") are writing in response to your letter dated, July 10, 2019 ("Supplemental Request"). Pursuant to the Supplemental Request, the California Office of the Attorney General ("AG") requests that Verity provide the AG with additional information to supplement the information previously submitted to the AG by Verity in the above-referenced Notice and Request for Consent from the AG for the proposed sale of the assets of St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center to Strategic Global Management, Inc. and/or one or more of its affiliates ("SGM") (generally referred to herein as the "Transaction").

The AG's questions in the Supplemental Request and Verity's responses to the questions are set forth below:

1. What are Verity's plans for the assets of the medical foundations?

Verity is in the process of winding down the operations of Verity Medical Foundation while, at the same time, trying to ensure continuity of care for its patients. This is being done through a combination of transactions involving the sale of foundation clinics and related assets and lease assignments, as approved by the Bankruptcy Court. Additionally, certain Hospitals expanded their multi-specialty outpatient clinics. The wind down process is ongoing, including closure of certain clinics, and Verity Medical Foundation thereafter will be dissolved in accordance with the plan of liquidation.

2. Is St. Vincent Medical Center the sole corporate member of St. Vincent Dialysis Center?

Yes.

3. For St. Francis Medical Center, Condition V of the Attorney General's Conditions requires on-call coverage contracts that includes, general surgery, trauma surgery, neuro-trauma surgery, obstetrical and gynecological surgery, orthopedic surgery, trauma orthopedic surgery, vascular surgery, cardiothoracic surgery, plastic surgery; ophthalmology, otolaryngology; anesthesia, and urology. SGM has agreed only to contract with physicians necessary to maintain its trauma level status. Which of the on-call coverage contracts will be eliminated?

SGM does not intend to eliminate any of the categories of call coverage agreements that are currently in place at St. Francis Medical Center.

4. Verity seeks to have SGM to stand in its shoes, with the term of the conditions that apply to SGM from the close of the BlueMountain Transaction. What date did the BlueMountain Transaction close?

The BlueMountain transaction closed on December 14, 2015.

5. Under Schedule 8.6, for St. Francis Medical Center, Condition XIII of the Attorney General's Condition's requires Capital Commitments of \$180 million as set forth under the System Restructuring and Support Agreement. SGM has agreed to no more than \$75 million and this amount will be prorated to adjust the commitment to reflect the percentage of assets St. Francis Medical Center represents against the total value of all assets in the Verity Health System, and will be reduced by the amount Verity has already expended for capital from the Closing of the Blue Mountain transaction through Closing under the Agreement, and to be paid over five years after Closing of the Agreement. What is the prorated amount which reflects the percentage of assets St. Francis Medical Center represents against the assets in the Verity Health System? What is the amount Verity has already expended? To the extent that Verity has expended amounts, provide details of the expenditure, including time period spent, location of the expenditure and purpose of the expenditure. What amount will SGM commit to with regards to capital commitments at St. Francis Medical Center?

Attached as Exhibit A is a spreadsheet setting forth the capital commitments Verity has made since the closing of the BlueMountain transaction, with detail reflecting the location of the expenditure, amounts spent or committed, details of the expenditure, and the corresponding time period.

Verity believes it has satisfied the required \$180 million in capital commitments required as part of the BlueMountain conditional approval of the change in governance and control of Daughters of Charity Health System from December 3, 2015 through a combination of amounts Verity has committed and/or expended.

If the AG's office only credits SGM with the amount of capital commitments Verity has actually expended, this totals \$172,546,644 from December 31, 2015 through June 30, 2019. Based on these figures, \$7,453,356 of the total \$180,000,000 commitment required is left unexpended.

In order to apportion this remaining \$7,453,356 among the Verity hospitals, we looked at the Santa Clara County and SGM asset purchase agreements to arrive at the proxy value of the Verity hospitals of \$845,000,000, comprised of \$235,000,000 for O'Connor Hospital and Saint Louise Regional Hospital and \$610,000,000 for St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center. Based on these figures, SGM is acquiring approximately 72% of the Verity hospital assets. As such, SGM's portion of the outstanding capital commitment is \$5,366,416 (or 72% of \$7,453,356).

Assuming the AG only credits SGM with the amount of capital commitments that Verity has actually expended, and provided that Verity does not expend any additional capital expenditures through the closing of the pending Asset Purchase Agreement ("SGM APA"), then SGM would honor and commit to expend \$5,366,416 in capital commitments among St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center. If the remaining amount of the original capital commitment pursuant to the AG Conditions in conjunction with the BlueMountain agreement left unexpended through the closing of the SGM APA is less than the above number, SGM would honor and commit to spend seventy-two percent (72%) of such lesser amount in capital commitments. SGM would want to maintain the flexibility to determine how best to apportion these required expenditures among the hospitals based on their individual needs and its operational priorities and to have the opportunity to expend such amounts over 5 years following the closing pursuant to the SGM APA.

6. Under Schedule 8.6, for St. Vincent Medical Center, Condition XII of the Attorney General's Conditions requires Capital Commitments of \$180 million as set forth under the System Restructuring and Support Agreement. SGM has agreed to no more than \$75 million and this amount will be prorated to adjust the commitment to reflect the percentage of assets St. Francis Medical Center represents against the total value of all assets in the Verity Health System, and will be reduced by the amount Verity has already expended for capital from the Closing of the Blue Mountain transaction through Closing under the Agreement, and to be paid over five years after Closing of the Agreement. It appears that the "prorated"

adjustment should reflect the value of St. Vincent Medical Center and not St. Francis Medical Center. Please confirm that this is the case. If so, what is the prorated amount which reflects the percentage of assets St. Vincent Medical Center represents against the assets in the Verity Health System? What is the amount Verity has already expended? To the extent that Verity has expended amounts, provide details of the expenditure, including time period spent, location of the expenditure and purpose of the expenditure. What amount will SGM commit to with regards to capital commitments at St. Vincent Medical Center?

Yes, the “prorated” adjustment reflects the value of St. Vincent Medical Center and not St. Francis Medical Center.

See Explanation above in response to question 5.

7. Under Schedule 8.6, for Seton Medical Center, Condition XIV of the Attorney General’s Conditions requires Capital Commitments of \$180 million as set forth under the System Restructuring and Support Agreement. SGM has agreed to no more than \$75 million and this amount will be prorated to adjust the commitment to reflect the percentage of assets St. Francis Medical Center represents against the total value of all assets in the Verity Health System, and will be reduced by the amount Verity has already expended for capital from the Closing of the Blue Mountain transaction through Closing under the Agreement, and to be paid over five years after Closing of the Agreement. It appears that the “prorated” adjustment should reflect the value of Seton Medical Center and not St. Francis Medical Center. Please confirm that this is the case. If so, what is the prorated amount which reflects the percentage of assets Seton Medical Center represents against the assets in the Verity Health System? What is the amount Verity has already expended? To the extent that Verity has expended amounts, provide details of the expenditure, including time period spent, location of the expenditure and purpose of the expenditure. What amount will SGM commit to with regards to capital commitments at Seton Medical Center?

Yes, the “prorated” adjustment reflects the value of Seton Medical Center and not St. Francis Medical Center.

See Explanation above in response to question 5.

8. Does Verity operate under a calendar year or fiscal year? Does SGM operate under a calendar year or fiscal year? If both do not operate under the same type of year, how will the parties address that issue after Closing of the Agreement?

Verity operates under a fiscal year, closing each year as of 6/30. SGM operates under a calendar year. Verity will prepare final cost reports for the short period beginning

7/1/19 and ending on the date the assets transfer to SGM. SGM and Verity will work cooperatively to ensure that each party has access to the data necessary for operational and financial reporting purposes and for the appropriate wind-down of the Verity entities.

9. Provide a copy of the Sale Leaseback Agreement and Interim Management Agreement discussed in section 5.2(b) of the Asset Purchase Agreement.

Verity and SGM are currently negotiating the Sale Leaseback Agreement and Interim Management Agreement and we will provide them to the AG once they are finalized.

10. What amount does Verity expect under the HQAF program over the next fiscal or calendar year?

Attached as Exhibit B is a chart showing updated HQAF Actuals and Projections for the current fiscal year (through 6/30/2020).

11. In Volume 3 of the Notice, at section 999.5(d)(1)(C), Exhibit 1, there is a document called "Resolution of the Board of Directors of Verity Health System of California, INC." There is a watermark indicating "DRAFT 1". Provide the finalized document.

Attached as Exhibit C is the final version of the resolution included in the Notice at section 999.5(d)(1)(C), Exhibit 1.

12. In Volume 3 of the Notice, at section 999.5(d)(1)(C), Exhibit 8, there is a document called "Verity Health System of California, Inc., Board of Directors Meeting, Monday, April 15, 2019, El Segundo, California. The Resolution is not signed. Provide the finalized document.

Attached as Exhibit D is the final version of the document included in the Notice at section 999.5(d)(1)(C), Exhibit 8.

13. With regard to Seton Medical Center, is SGM's commitment to capital expenditures limited to the amount remaining on the PACE loan which is about \$34.4 million currently held by Wilmington Trust?

Based on information currently available to it, SGM anticipates that it will be able to perform any necessary seismic upgrades and/or replacement work at Seton Medical Center within the amounts remaining on the PACE loan. It is working with an outside consultant to further evaluate the capital needs and seismic upgrade requirements and

options for Seton Medical Center and will evaluate this further upon receipt of its consultant's reports.

14. Under Schedule 8.6, for Seton Medical Center, SGM has committed to either retrofitting or building a new hospital facility. Will the retrofitted or newly built hospital maintain the current licensure types, levels of services and beds? What does SGM intend to do if the seismic assessment obtained by SGM reveals that, in SGM's opinion, rebuilding and/or retrofitting is not profitable?

We understand that, based on information currently available to it, SGM intends to maintain the current licensure type and level of beds and services at Seton Medical Center for a period of at least five years, provided that necessary waivers and authority from OSHPD and the State permit operation of the Seton Medical Center pending completion of applicable retrofitting of the facility. However, if SGM obtains information from its seismic consultant, or learns of new retrofitting or other building code or life-safety requirements, that indicates that rebuilding and/or retrofitting Seton Medical Center (and related required building projects), in order to maintain current licensure type and level of beds, would not be financially viable or prudent, SGM must maintain the flexibility and right to re-evaluate its options in connection with Seton Medical Center.

15. For Seton Medical Center, how many oncology patients received care in the years 2016, 2017, 2018, and projections for 2019? How many of these patients moved to St. Mary's?

Attached as Exhibit E is a chart setting forth the number of oncology patients who received care at Seton Medical Center in the years 2016, 2017, 2018, and projections for 2019. Verity did not transfer or move any oncology patients to St. Mary's.

16. What attempts have been made to recruit oncologists participating at Seton Medical Center in 2017, 2018, and 2019?

In 2017, Seton Medical Center, in collaboration with Verity Medical Foundation, identified and pursued recruitment of 4 oncologists to provide medical services to Seton Medical Center. Two of the four physicians accepted arrangements to provide oncology services at Seton Medical Center. Separately, Seton Medical Center engaged in affiliation discussions with two other hospitals for the provision of oncology services. These discussions were ultimately unsuccessful due to financial challenges at Seton Medical Center. In 2018, Seton Medical Center, in collaboration with Verity Medical Foundation, continued to pursue an affiliation with another hospital. This affiliation was never finalized. There were no oncology recruiting efforts in 2019.

17. What is SGM's commitment to maintaining Seton Coastside for both the Emergency Department and Skilled Nursing Facility?

SGM is committed to maintaining Seton Coastside for both Emergency Department and Skilled Nursing Facility services for the remaining term of the requirement of the AG Conditions issued in connection with the BlueMountain agreement related to Essential Medical Services at Seton Coastside, provided that the Coastside campus remains licensed and certified as part of Seton Medical Center.

18. If the Attorney General's approval does not include a requirement that Seton Hospital remain open as an acute care hospital or that Seton Coastside Hospital, what amount will be reallocated from St. Francis Medical Center to Seton Medical Center?

If this eventuality occurs, the parties will work with their tax advisors to determine an appropriate reallocation in compliance with applicable tax laws. The previous allocation was prepared solely in anticipation of partial bids in the bankruptcy court auction.

19. Provide the monthly current expenses and revenues by major category for each hospital separately and also corporate services that show the losses per month equivalent to \$450,000 per day (\$13,500,000 per month).

As explained in greater detail in the Notice, after decades of financial challenges and despite extensive efforts by different owners, managers and executive leadership, Verity filed for relief under Chapter 11 of the United States Bankruptcy Code on August 31, 2018. After filing for bankruptcy, the cash loss rate (as normalized for initial trade credit benefits and the timing of supplemental government payments) jumped to approximately \$650,000/day. Following the sale of O'Connor Hospital and Saint Louise Regional Hospital to Santa Clara County, the cash loss rate remains at approximately \$450,000 per day.

Each month, Verity submits a Monthly Operating Report ("MOR") to the Bankruptcy Court. Attached as Exhibit F is the most recently filed MOR. This MOR, and all of the previously filed MORs, are accessible via the kccllc.net site at <http://www.kccllc.net/verityhealth>. The MOR contains detailed information about each of the debtors in the case, including the hospital debtors, including, among other things, consolidated balance sheets and a statement of operations showing revenues and expenses by hospital debtor.

20. Provide the capital expenditures by project and date that correspond to the "Capital Commitment" set forth in section 7.7 of the System Agreement to reserve or expend \$180 million over five years for improvements at the Health Facilities.

See Explanation and Exhibit above in response to question 5.

21. Provide the status of seismic requirements necessary by facility, including Seton Coastsides, necessary to maintain OSHPD seismic compliance through 2030.

Attached as Exhibit G is a chart setting forth the status of seismic compliance by facility.

22. Did any of the physicians listed as Exhibit 2 called Physician BoD Member Contracts located in Binder 6 at 999.5(d)(3)(A) participate in the approval of the sale to SGM?

The physicians listed in Exhibit 2 are members of the subsidiary hospital boards. These boards made recommendations to the VHS Board about the sale, but did not approve the transaction to SGM.

Pursuant to the VHS System Authority Matrix (previously reviewed and approved by the Attorney General and included with the Notice as Exhibit 1 to Section 999.5(d)(3)(C)), in September of 2018, the board of directors of St. Francis Medical Center and St. Vincent Medical Center recommended that their respective hospitals be sold to a buyer that would continue the operations of the hospitals as general acute care hospitals with the determination of the ultimate buyer to be designated and approved by the VHS Board. In March of 2019, the Seton Medical Center Board approved the sale of Seton Medical Center as a general acute care hospital with the determination of the ultimate buyer to be designated and approved by the VHS Board.

23. Provide the Board of Director Minutes for St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center that recommended the sale of the facilities.

Attached as Exhibit H are the final Board of Director Minutes for St. Francis Medical Center, St. Vincent Medical Center, and Seton Medical Center that recommended the sale of the facilities.

24. Provide the Articles and Bylaws of KPC Healthcare, Inc.

Attached as Exhibit I are the Articles of Incorporation and Bylaws of KPC Healthcare, Inc.

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25. Confirm that it is the position of Verity that there are no board minutes or other documents that relate or refer to consideration by the Board of Directors of Verity and any related entity, or any committee thereof of the transaction or of any other possible transaction involving any of the health facilities that are the subject of the transaction.

Verity confirms this statement.

Thank you for your ongoing efforts in reviewing the Transaction.

Sincerely,

NELSON HARDIMAN, LLP

By: _____


Hope R. Levy-Biehl

Enclosure

EXHIBIT A

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
System Office	12/31/2015	6/30/2018	Facility Upgrades	\$782,281
System Office	12/31/2015	6/30/2018	General Medical Equipment	\$699,139
System Office	12/31/2015	6/30/2018	IT Hardware/Software	\$8,178,101
System Office	12/31/2015	4/30/2016	Kronos Enhancement Project	\$93,088
System Office	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$10,755,319
St. Vincent Medical Center	12/31/2015	12/31/2018	Elevator Modernization	\$2,823,996
St. Vincent Medical Center	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$5,756,344
St. Vincent Medical Center	12/31/2015	10/31/2018	Seismic	\$1,494,456
St. Louise Regional Hospital	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$1,705,037
St. Francis Medical Center	12/31/2015	10/3/2017	IT Hardware/Software	\$64,049
St. Francis Medical Center	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$6,697,588
Seton Medical Center	12/31/2015	12/31/2016	ALLURA XPER FD10	\$786,833
Seton Medical Center	12/31/2015	12/31/2015	Armstrong Medical Premium PBL-30	\$14,155
Seton Medical Center	12/31/2015	4/30/2016	Fresenius 2008T Hemodialysis Machines	\$123,345
Seton Medical Center	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$4,802,077
Seton Medical Center	12/31/2015	11/30/2018	Seismic	\$11,753,970
O'Connor Hospital	12/31/2015	12/31/2018	-Medical Equipment Leases for Operations	\$4,838,117
O'Connor Hospital	12/31/2015	10/31/2018	Seismic	\$759,648
Verity Medical Foundation	12/31/2015	12/31/2018	Leasehold Improvements at Clinic Locations & Medical Equipment	\$5,549,070
O'Connor Hospital	1/31/2016	6/30/2016	SAPPHIRE INFUSION PUMPS	\$19,615
St. Francis Medical Center	2/29/2016	2/29/2016	Blade Scanner	\$10,806
St. Francis Medical Center	2/29/2016	2/29/2016	Dinamap (3 ea)	\$9,004
St. Francis Medical Center	2/29/2016	6/30/2016	Emergency MER-BH Unit Regulatory Repairs	\$96,070
St. Francis Medical Center	2/29/2016	3/31/2016	Fracture Table	\$106,357
St. Francis Medical Center	2/29/2016	2/29/2016	Sonosite Cardiac Probe	\$9,151
O'Connor Hospital	2/29/2016	5/31/2016	CAFE REMODEL	\$63,263
O'Connor Hospital	2/29/2016	2/29/2016	Closet Sprinklers	\$3,000
O'Connor Hospital	2/29/2016	2/29/2016	Fire Alarm Panel Node 2 Replacement	\$2,500
O'Connor Hospital	2/29/2016	5/31/2016	GI Olympus Towers	\$518,081
O'Connor Hospital	2/29/2016	2/29/2016	Roof B Replacement (\$44,525 increased to \$155,260 10/2013)	\$4,000
System Office	3/31/2016	1/1/2018	SECURITY AUDIT & REMEDIATION	\$726,195
St. Vincent Medical Center	3/31/2016	4/30/2018	Replace current transplant database (TranTrak)	\$253,501
St. Francis Medical Center	3/31/2016	3/31/2016	Emergency Repair of Boiler # 2	\$63,745
St. Francis Medical Center	3/31/2016	3/31/2016	TEG Hemostasis Analyzer	\$45,780
Seton Medical Center	3/31/2016	3/31/2016	Suction Regulator	\$10,850
Seton Medical Center	3/31/2016	3/31/2016	WorkMate Claris Recording System	\$325,613
O'Connor Hospital	3/31/2016	3/31/2016	GlideScope AVL Cobalt System	\$19,818
O'Connor Hospital	3/31/2016	3/31/2018	Relocate ASU Dept	\$152,073
St. Louise Regional Hospital	4/30/2016	4/30/2016	AIR HANDLER UNIT COILS PANS	\$51,391
St. Louise Regional Hospital	4/30/2016	8/31/2016	Old Telemetry system need to be replace	\$220,795
St. Louise Regional Hospital	4/30/2016	4/30/2016	PACU monitor replacement	\$33,701
St. Louise Regional Hospital	4/30/2016	4/30/2016	Vital sign monitor - Measures body temp	\$2,314
St. Francis Medical Center	4/30/2016	6/30/2018	64 SLICE CT SCANNERS	\$1,441,102
St. Francis Medical Center	4/30/2016	4/30/2016	Allen Strirrup	\$7,157
St. Francis Medical Center	4/30/2016	4/30/2016	Total Lift Chairs (4)	\$35,126
System Office	5/31/2016	8/31/2016	CDW/More Direct - Annual Desktop Replacement	\$104,403
System Office	5/31/2016	5/31/2017	Cover 4 Solutions Syslog Server	\$502,698
System Office	5/31/2016	1/1/2018	Security Firewall	\$504,169
St. Vincent Medical Center	5/31/2016	5/31/2016	VB10 UPGRADES ECAM WORKSTATION	\$51,751
St. Francis Medical Center	5/31/2016	5/31/2016	Blood Bank Printer	\$11,328
St. Francis Medical Center	5/31/2016	5/31/2016	Stryker Power System	\$46,911
St. Francis Medical Center	5/31/2016	7/31/2016	Water Treatment Phosphonate Inhibitor	\$29,782
Seton Medical Center	5/31/2016	6/30/2018	Gero Psych	\$4,171,780
Seton Medical Center	5/31/2016	5/31/2016	Glidescope Video Intubation	\$23,815
Seton Medical Center	5/31/2016	8/31/2016	Pulmonary Function Testing Equipment	\$103,271
O'Connor Hospital	5/31/2016	7/31/2016	(2) Scale Standardization	\$85,985
O'Connor Hospital	5/31/2016	5/31/2016	(2) Terason 3200T Ultrasound System	\$83,303

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
O'Connor Hospital	5/31/2016	5/31/2016	(2) Yellowfin Stirrups	\$8,463
O'Connor Hospital	5/31/2016	6/30/2016	Alcon Centurion Vision System (PHACO)	\$75,635
O'Connor Hospital	5/31/2016	7/31/2018	Design/Development Stage 1 for Infusion Center	\$131,629
O'Connor Hospital	5/31/2016	6/30/2016	Handheld Computer Systems (including printer	\$21,179
O'Connor Hospital	5/31/2016	8/31/2016	Kerrisons Titanium Super Slide III Retractor Set	\$8,063
O'Connor Hospital	5/31/2016	5/31/2016	Koros Titanium Super Slide III Retractor Set	\$18,210
O'Connor Hospital	5/31/2016	3/31/2018	Master Plan for Campus	\$42,288
O'Connor Hospital	5/31/2016	5/31/2016	Nasolaryngoscope	\$6,646
O'Connor Hospital	5/31/2016	7/31/2016	Stryker Ortho Power Equipment	\$367,068
System Office	6/30/2016	8/3/2017	Blood Bank Printer	\$270,614
System Office	6/30/2016	7/31/2016	CDW Disk Addition to Plano VNX	\$16,111
System Office	6/30/2016	11/30/2016	DSS ASSESSMENT & STRATEG	\$181,414
System Office	6/30/2016	7/31/2016	Kronos Upgrade 8.0	\$78,620
System Office	6/30/2016	5/31/2017	Network Audit & Remediation	\$155,202
System Office	6/30/2016	5/31/2017	QMED Workshop	\$75,359
System Office	6/30/2016	5/31/2017	T2 - Active Directory	\$299,885
System Office	6/30/2016	11/30/2016	T2 - CISO Development	\$210,000
System Office	6/30/2016	5/31/2017	T2 - Project Management Software	\$79,850
System Office	6/30/2016	9/3/2017	T2 - SharePoint Upgrade	\$217,039
St. Vincent Medical Center	6/30/2016	6/30/2016	Artic Sun 5000E	\$71,135
St. Vincent Medical Center	6/30/2016	10/31/2016	Bladder Scanner	\$68,735
St. Vincent Medical Center	6/30/2016	7/31/2018	Interim Chiller Rebuild	\$511,533
St. Vincent Medical Center	6/30/2016	6/30/2016	PreVue Vein Illuminator	\$10,590
St. Francis Medical Center	6/30/2016	12/31/2016	GENERATOR ENGINE REPAIR	\$352,636
St. Francis Medical Center	6/30/2016	6/30/2016	Renovation of Cysto Room (Portion of expenses are prepaid-not fixed assets)	\$1,415
Seton Medical Center	6/30/2016	6/30/2016	Centrifuge Laboratory	\$5,497
Seton Medical Center	6/30/2016	6/30/2016	Dietary Tray Delivery Carts	\$11,391
Seton Medical Center	6/30/2016	6/30/2016	FOLLETT CORPORATION- refrigerator laboratory	\$4,724
Seton Medical Center	6/30/2016	6/30/2016	GE Helathcare - Trophon EPR	\$22,860
O'Connor Hospital	6/30/2016	10/31/2016	Gift Shop Remodel	\$47,334
O'Connor Hospital	6/30/2016	6/30/2016	Insufflator	\$3,828
O'Connor Hospital	6/30/2016	6/30/2018	IT Hardware/Software	\$254,049
O'Connor Hospital	6/30/2016	7/31/2016	Jaundice Meter	\$7,830
O'Connor Hospital	6/30/2016	6/30/2016	Laparoscopy Towers	\$467,175
O'Connor Hospital	6/30/2016	7/31/2016	LAPTOP COMPUTER	\$206,754
System Office	7/31/2016	7/31/2018	VHS - MDSTAFF ECHO Replacem	\$270,304
System Office	7/31/2016	8/31/2016	Business Systems Refresh Laptops	\$8,293
System Office	7/31/2016	7/31/2016	customer Service Wide Screen Monitors	\$1,231
System Office	7/31/2016	7/31/2016	McKesson Optimization	\$14,760
System Office	7/31/2016	11/30/2016	New HR Associate Maria Kwok Laptop	\$2,342
St. Vincent Medical Center	7/31/2016	7/31/2016	CDW-G	\$7,147
St. Francis Medical Center	7/31/2016	8/31/2016	Air Conditioners for telecommunication equipment room	\$11,120
St. Francis Medical Center	7/31/2016	7/31/2016	ICE AND WATER DISPENSER MACHINE MATERNITY CENTER	\$4,796
St. Francis Medical Center	7/31/2016	7/31/2016	Teleneurology Cart	\$16,196
Seton Medical Center	7/31/2016	7/31/2016	5th & 6th floor Tele Consolidation	\$17,839
Seton Medical Center	7/31/2016	8/31/2016	Computer - Dr Ryan	\$1,377
Seton Medical Center	7/31/2016	5/31/2017	GI Lab Flexible Scope System	\$85,373
Seton Medical Center	7/31/2016	7/31/2016	Infusion Therapy Svc	\$2,059
Seton Medical Center	7/31/2016	7/31/2016	IR Patient Monitors	\$13,143
Seton Medical Center	7/31/2016	6/30/2018	IT Hardware/Software	\$131,163
Seton Medical Center	7/31/2016	7/31/2016	Personal Computer & Accessories	\$2,789
Seton Medical Center	7/31/2016	7/31/2016	Personal Computers & Accessories (2)	\$2,331
Seton Medical Center	7/31/2016	7/31/2016	Scanners in Centralized Scheduling (4)	\$3,943
Seton Medical Center	7/31/2016	12/31/2016	SMC Wound Care IT/PCs	\$21,564
Seton Medical Center	7/31/2016	7/31/2016	UPS Replacement	\$3,824
O'Connor Hospital	7/31/2016	8/31/2016	CADD Epidural Pumps	\$44,815
System Office	8/31/2016	8/31/2016	Replacment SQL Server	\$9,448

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
St. Vincent Medical Center	8/31/2016	7/31/2018	AMSCO 400 Series Medium Steam Sterilizer	\$337,799
St. Vincent Medical Center	8/31/2016	8/3/2017	Platinum Elite Body	\$6,574
St. Louise Regional Hospital	8/31/2016	10/31/2018	Glidescope AVL for ED, Cart Purchase and Ed Renovation	\$611,566
St. Louise Regional Hospital	8/31/2016	6/30/2018	IT Hardware/Software	\$35,259
St. Louise Regional Hospital	8/31/2016	12/31/2016	Scope Reprocessor and scopes	\$220,517
St. Francis Medical Center	8/31/2016	5/31/2018	AIR HANDLER DECONTAMINATION PROJECT	\$245,267
St. Francis Medical Center	8/31/2016	8/31/2016	Cooling Tower	\$44,232
St. Francis Medical Center	8/31/2016	5/31/2018	Elevator Modernization	\$164,233
St. Francis Medical Center	8/31/2016	8/31/2016	Overhaul of Chiller # 2	\$44,523
Seton Medical Center	8/31/2016	8/31/2016	Air Handling Dryers (2)	\$31,965
Seton Medical Center	8/31/2016	4/30/2017	Centurion Phaco Units 2x	\$229,765
Seton Medical Center	8/31/2016	8/31/2016	Computer set up - Dr. Ramney - CMO	\$1,980
Seton Medical Center	8/31/2016	9/30/2016	Computer set up - Troy Ashford	\$2,161
Seton Medical Center	8/31/2016	8/31/2016	Kwiki Screens	\$28,447
Seton Medical Center	8/31/2016	3/31/2017	Medivator GI Scope Cleaner	\$91,262
Seton Medical Center	8/31/2016	8/31/2016	Ophthalmology Microscope	\$145,163
O'Connor Hospital	8/31/2016	11/30/2016	Credit Card Readers - Network Cable Drops	\$6,729
O'Connor Hospital	8/31/2016	9/30/2016	Laptop	\$10,792
O'Connor Hospital	8/31/2016	8/31/2016	Nikon CIL LP Pathology Microscope w/HD Camera & FTF Teaching Head	\$19,231
St. Vincent Medical Center	9/30/2016	1/31/2017	BIS Stemi Monitor and Peripheral Nerve Stimulator	\$4,600
St. Vincent Medical Center	9/30/2016	10/31/2016	PICC ULTRASOUND MACHINE	\$35,807
St. Louise Regional Hospital	9/30/2016	9/30/2016	Vital Sign Equipments	\$7,320
St. Francis Medical Center	9/30/2016	8/3/2017	PROTECTIVE LADDER & GUARD RAILING	\$55,255
O'Connor Hospital	9/30/2016	11/30/2016	Cios Alpha Surgical and navigation C-Arm	\$258,836
System Office	10/31/2016	10/3/2017	CPOE Implementation	\$906,947
St. Vincent Medical Center	10/31/2016	10/31/2016	Bladder Scanner Replacement	\$17,184
St. Vincent Medical Center	10/31/2016	6/30/2018	IT Hardware/Software	\$99,560
St. Vincent Medical Center	10/31/2016	11/30/2016	OEC 9800 Upgrade (C-Arm)	\$11,900
St. Vincent Medical Center	10/31/2016	7/3/2017	On-Boarding Dr. Long - Ortho JRI	\$319,728
St. Vincent Medical Center	10/31/2016	5/31/2017	OR Stryker Endoscopy and Surgical Equipment	\$122,460
St. Vincent Medical Center	10/31/2016	10/31/2016	Replacement for two transport monitors defibrillator	\$41,138
St. Louise Regional Hospital	10/31/2016	10/31/2016	Bladder Scanner	\$17,144
St. Louise Regional Hospital	10/31/2016	10/31/2016	Dietart Base Heater	\$10,379
St. Louise Regional Hospital	10/31/2016	10/31/2016	Hanna Table	\$94,787
St. Louise Regional Hospital	10/31/2016	11/30/2016	Parking lot repairs	\$219,080
St. Francis Medical Center	10/31/2016	11/30/2016	AUTOMATED GRAM STAINER	\$16,715
St. Francis Medical Center	10/31/2016	6/30/2017	AUTOMATIC ENDOSCOPIC REPROCESSOR	\$67,975
St. Francis Medical Center	10/31/2016	11/30/2016	ED PHYSICIAN IT REFRESH	\$53,419
St. Francis Medical Center	10/31/2016	1/31/2017	VISTOR PATIENT CHAIRS FOR TEAM CARE ED	\$39,083
St. Francis Medical Center	10/31/2016	10/31/2016	VITEK - 2 COMPUTER REPLACEMENT	\$12,535
Seton Medical Center	10/31/2016	10/31/2016	Analyzer Immunoassat - Cnetaur	\$70,142
Seton Medical Center	10/31/2016	10/31/2016	Glidescope Video Intubation-Difficult	\$20,628
Seton Medical Center	10/31/2016	10/31/2016	Medication Locking carts	\$29,916
Seton Medical Center	10/31/2016	11/30/2016	Microscope and Instrucments - Dr. Lee Plastics	\$112,769
O'Connor Hospital	10/31/2016	10/31/2016	(10) Neptune 2 Rover, (3) Neptune 2 Docking Stations	\$181,255
System Office	11/30/2016	11/30/2016	MOB HVAC Compressor	\$64,474
System Office	11/30/2016	2/28/2017	Strike equipment for Training Replacement Statff	\$79,399
St. Vincent Medical Center	11/30/2016	8/3/2017	7W2 Medical Surgical Unit - Bed Addition	\$30,138
St. Vincent Medical Center	11/30/2016	11/30/2016	Computer Upgrade - Transplant	\$23,586
St. Vincent Medical Center	11/30/2016	11/30/2016	Physician Onboarding Computers	\$15,435
St. Vincent Medical Center	11/30/2016	11/30/2016	Printer Replacement	\$2,889
St. Vincent Medical Center	11/30/2016	11/30/2016	Volcano Cath Lab Stent Procedures	\$71,825
St. Louise Regional Hospital	11/30/2016	6/30/2017	Roof Replacement	\$273,325
St. Francis Medical Center	11/30/2016	11/30/2016	CAPNOGRAPHY MONITORS (8 EACH)	\$22,702
St. Francis Medical Center	11/30/2016	4/30/2017	Critical HVAC Systems Overhaul	\$150,550
St. Francis Medical Center	11/30/2016	5/31/2018	INFANT SECURITY	\$241,841
St. Francis Medical Center	11/30/2016	11/30/2016	TONOMETER	\$4,400

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
Seton Medical Center	11/30/2016	6/30/2018	Anchoring for Temporary Generator	\$38,839
Seton Medical Center	11/30/2016	11/30/2016	Cart and Monitors, GI Lab	\$19,737
Seton Medical Center	11/30/2016	11/30/2016	Employee Health Ergonomic Chairs	\$2,866
Seton Medical Center	11/30/2016	3/31/2018	Glove Box	\$56,166
Seton Medical Center	11/30/2016	11/30/2016	Instruments, Surg-Silverglides & Retractor Holder	\$3,543
Seton Medical Center	11/30/2016	12/31/2016	Navio Robot Total Joint Procedures	\$610,400
Seton Medical Center	11/30/2016	11/30/2016	Vital Signs Monitoring - GI LAB	\$16,359
O'Connor Hospital	11/30/2016	11/30/2016	Fastback Document Binding Machine	\$4,524
O'Connor Hospital	11/30/2016	11/30/2016	Pinpoint Endoscopic Fluorescence Imaging System	\$168,792
O'Connor Hospital	11/30/2016	11/30/2016	Scope Cabinets	\$14,725
System Office	12/31/2016	12/31/2016	DePaul Roof Replacement	\$20,500
System Office	12/31/2016	12/31/2016	Remote desktop Services Licences for Purchased Laptops	\$16,247
St. Louise Regional Hospital	12/31/2016	12/31/2016	Epidural Pump Replacement	\$8,091
St. Francis Medical Center	12/31/2016	6/30/2018	BD Cato Medication Workflow Solutions	\$22,864
St. Francis Medical Center	12/31/2016	12/31/2016	FUJIFILM SONOSITE FOR TRAUMA SUITE	\$72,338
St. Francis Medical Center	12/31/2016	12/31/2016	LAPROSCOPES (3 EACH)	\$3,967
St. Francis Medical Center	12/31/2016	12/31/2016	MIDAS REX	\$17,140
St. Francis Medical Center	12/31/2016	12/31/2016	STACKED COMBO OVEN	\$32,329
St. Francis Medical Center	12/31/2016	12/31/2016	Vacuum Pump Overhaul	\$23,195
Seton Medical Center	12/31/2016	1/31/2017	Cepheid Gene Xpert Instrument	\$121,714
Seton Medical Center	12/31/2016	1/31/2017	Computer set up - Quality	\$1,813
Seton Medical Center	12/31/2016	3/31/2017	Infusion Therapy - 15 ea TV's/ 4ea Recliner	\$18,569
Seton Medical Center	12/31/2016	12/31/2016	Radiation Therapy Varian Medical Sys Upgrade	\$37,495
O'Connor Hospital	12/31/2016	12/31/2016	(10) 32" Samsung TV-LED w/Mount	\$6,553
O'Connor Hospital	12/31/2016	5/1/2018	Equipment Removal in Radiology Room 4 & 6	\$59,779
O'Connor Hospital	12/31/2016	12/31/2016	High-Low Desk	\$1,963
St. Vincent Medical Center	1/31/2017	1/31/2017	CUSA	\$210,624
St. Vincent Medical Center	1/31/2017	1/31/2017	Retrofit Joy Fan Assembly	\$104,760
St. Vincent Medical Center	1/31/2017	1/31/2017	TROPHON High Level Disinfection System	\$7,620
St. Louise Regional Hospital	1/31/2017	1/31/2017	Ed - Keck Tele Neurology Stroke	\$32,311
St. Louise Regional Hospital	1/31/2017	6/30/2018	Hematology Analyzer	\$61,709
St. Louise Regional Hospital	1/31/2017	1/31/2017	MCH Ice Machine	\$4,789
St. Francis Medical Center	1/31/2017	1/31/2017	DIGITAL PORTABLES	\$294,465
St. Francis Medical Center	1/31/2017	1/31/2017	POWER PLANT HVAC REPAIR	\$29,990
Seton Medical Center	1/31/2017	2/1/2018	7th Floor Renovations/Upgrades	\$819,503
Seton Medical Center	1/31/2017	1/31/2017	Bi-Baps	\$141,745
Seton Medical Center	1/31/2017	1/31/2017	Courier Van	\$71,455
Seton Medical Center	1/31/2017	2/28/2017	GI Endoscopy Carts	\$28,781
Seton Medical Center	1/31/2017	1/31/2017	Projection System - Board Room & Mahoney	\$3,302
Seton Medical Center	1/31/2017	1/31/2017	Swivel Laterla Positioner	\$8,371
Seton Medical Center	1/31/2017	4/30/2017	Two (2) BIS ICU Monitors	\$20,742
Seton Medical Center	1/31/2017	1/31/2017	Wound Care Chairs & Construction	\$22,300
O'Connor Hospital	1/31/2017	1/31/2017	Hematology Stainer	\$9,516
O'Connor Hospital	1/31/2017	1/31/2017	LED Surgery Headlight	\$7,060
O'Connor Hospital	1/31/2017	1/31/2017	Olympus Choledochoscope	\$7,126
O'Connor Hospital	1/31/2017	10/3/2017	Tub to Shower Conversion	\$50,540
BASM	1/31/2017	1/31/2017	Initial Investment for Ambulatory Surgery Centers	\$15,000,000
System Office	2/28/2017	3/31/2017	HealthStream	\$117,510
St. Vincent Medical Center	2/28/2017	4/30/2017	55 TV Replacement	\$22,184
St. Vincent Medical Center	2/28/2017	2/28/2017	DePuy Synthes Anspach Console/Footpedal	\$63,713
St. Vincent Medical Center	2/28/2017	8/3/2017	Ortho Trays - total joint	\$241,607
St. Vincent Medical Center	2/28/2017	5/1/2018	PCA Pumps and Software	\$81,540
St. Vincent Medical Center	2/28/2017	1/1/2018	STRYKER ENDOSCOPY BULK BUY	\$894,307
St. Louise Regional Hospital	2/28/2017	7/31/2018	SLRH CPOE Implementation	\$58,383
St. Francis Medical Center	2/28/2017	8/3/2017	Critical Steam System Overhaul	\$93,477
St. Francis Medical Center	2/28/2017	2/28/2017	ICU PATIENT RECLINERS (6 EACH)	\$9,693
St. Francis Medical Center	2/28/2017	2/28/2017	Neoprobe Gamma Detection System	\$38,037
St. Francis Medical Center	2/28/2017	6/30/2018	Nurse Call Critical Overhaul	\$32,057

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
St. Francis Medical Center	2/28/2017	2/28/2017	PSYCH SAFE HOSPITAL BEDS	\$13,476
St. Francis Medical Center	2/28/2017	2/28/2017	Scope Cabinet W Hepa Unit	\$5,914
Seton Medical Center	2/28/2017	2/28/2017	Break Room Renovation	\$10,742
O'Connor Hospital	2/28/2017	2/28/2017	PATIENT RM TV REPLACE	\$8,818
O'Connor Hospital	2/28/2017	2/28/2017	STRYKER CAMERAS AND CABLES	\$69,994
O'Connor Hospital	2/28/2017	2/28/2017	Warming Pellets (heating patient meals)	\$21,798
System Office	3/31/2017	6/30/2018	Host Analytic	\$408,766
St. Vincent Medical Center	3/31/2017	6/30/2018	ED Expansion Project - adding 7 holding area	\$32,750
St. Vincent Medical Center	3/31/2017	4/30/2017	EPOC Host Upgrade Blood Gas Machine	\$9,652
St. Vincent Medical Center	3/31/2017	3/31/2017	Medication refrigerator hospital-wide	\$17,624
St. Vincent Medical Center	3/31/2017	6/30/2018	Physician Lounge TV	\$1,185
St. Louise Regional Hospital	3/31/2017	3/31/2017	PAC'S Monitor	\$14,246
St. Louise Regional Hospital	3/31/2017	4/30/2018	Pharmacy Hood	\$59,860
St. Louise Regional Hospital	3/31/2017	3/31/2017	Scanners	\$16,816
St. Francis Medical Center	3/31/2017	3/31/2017	Cepheid GeneXpert Instrument	\$2,895
St. Francis Medical Center	3/31/2017	8/31/2018	Conduit for IP Flex Trunking Upgrade	\$42,563
St. Francis Medical Center	3/31/2017	11/30/2018	Fetal Heart Monitors	\$138,775
St. Francis Medical Center	3/31/2017	3/31/2017	Gas Alarm Panel Replacement	\$42,282
St. Francis Medical Center	3/31/2017	3/31/2017	GURNEY WITH WEIGHING SCALE	\$8,545
St. Francis Medical Center	3/31/2017	3/31/2017	GURNEYS (10)	\$34,585
St. Francis Medical Center	3/31/2017	3/31/2017	HILL-ROM BEDS	\$457,307
St. Francis Medical Center	3/31/2017	8/3/2017	Minimally Invasive Spine Instrumentation	\$86,368
St. Francis Medical Center	3/31/2017	6/30/2018	PCA Pumps	\$121,388
St. Francis Medical Center	3/31/2017	3/31/2017	Soft Water Systems Overhaul	\$16,350
St. Francis Medical Center	3/31/2017	12/3/2017	Styker Video Upgrade	\$509,989
St. Francis Medical Center	3/31/2017	3/31/2017	Treatment Cart	\$1,288
St. Francis Medical Center	3/31/2017	11/3/2017	Underground Fuel Storage Tank	\$24,604
St. Francis Medical Center	3/31/2017	3/31/2017	Vital Signs Monitor 3 EA	\$8,004
Seton Medical Center	3/31/2017	4/30/2017	Cryostat	\$25,668
Seton Medical Center	3/31/2017	3/31/2017	Electric Pallet Jack	\$4,209
Seton Medical Center	3/31/2017	6/30/2018	HILL-ROM BEDS	\$731,428
Seton Medical Center	3/31/2017	3/31/2017	Patient Room Chairs	\$8,972
Seton Medical Center	3/31/2017	3/31/2017	Renovation of Offices - FOUNDATION MONIES	\$9,995
Seton Medical Center	3/31/2017	5/31/2017	Three (3) Endoscopic Towers w Video and printer	\$334,699
O'Connor Hospital	3/31/2017	6/30/2018	C-Arm 9900 Elite	\$75,501
O'Connor Hospital	3/31/2017	6/30/2017	CO2 Insufflator Pumps	\$29,477
O'Connor Hospital	3/31/2017	3/31/2017	Eye Gurneys	\$8,600
O'Connor Hospital	3/31/2017	6/30/2018	GE Anesthesia Machine	\$382,297
O'Connor Hospital	3/31/2017	3/31/2017	Platelet Agitator	\$1,634
O'Connor Hospital	3/31/2017	3/31/2017	RABCOM INTERCOM SYSTEM	\$73,622
O'Connor Hospital	3/31/2017	6/30/2017	Room 139 Improvements	\$23,884
O'Connor Hospital	3/31/2017	3/31/2017	Spine Surgery Power	\$24,091
O'Connor Hospital	3/31/2017	3/31/2017	Trophon Ultrasound Probe Processing System	\$7,603
O'Connor Hospital	3/31/2017	3/31/2017	Urinalysis Instrument	\$94,200
St. Vincent Medical Center	4/30/2017	4/30/2017	Aerobiotix	\$49,990
St. Vincent Medical Center	4/30/2017	4/30/2017	CSZ Hemotherm	\$41,325
St. Vincent Medical Center	4/30/2017	4/30/2017	Flat Screen Monitor for Dr. Del Junco	\$1,395
St. Vincent Medical Center	4/30/2017	4/30/2017	Lead Aprons	\$6,824
St. Vincent Medical Center	4/30/2017	4/30/2017	MRI Patient Monitor	\$60,493
St. Vincent Medical Center	4/30/2017	4/30/2017	Neoprobe	\$13,012
St. Louise Regional Hospital	4/30/2017	4/30/2017	CO2	\$11,409
St. Louise Regional Hospital	4/30/2017	4/30/2017	Food Warmer	\$4,000
St. Louise Regional Hospital	4/30/2017	4/30/2017	Glide Scope	\$14,846
St. Louise Regional Hospital	4/30/2017	5/31/2018	Hospital Main Monument Sign	\$41,840
St. Louise Regional Hospital	4/30/2017	4/30/2017	Keck TeleNeurology Stoke Cart	\$510
St. Louise Regional Hospital	4/30/2017	4/30/2017	MedaNeb	\$10,864
St. Francis Medical Center	4/30/2017	6/30/2018	CONSTRUCTION OF SUB ACUTE UNIT	\$82,695
St. Francis Medical Center	4/30/2017	4/30/2017	Micro Instruments	\$11,712

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
Seton Medical Center	4/30/2017	4/30/2017	Fluid Warmer D	\$6,391
Seton Medical Center	4/30/2017	4/30/2017	Heating Expansion Tank	\$18,270
Seton Medical Center	4/30/2017	4/30/2017	Logos for Signs	\$13,308
Seton Medical Center	4/30/2017	5/31/2018	Public Space Facelift	\$460,614
Seton Medical Center	4/30/2017	4/30/2017	Roof LED Lighting	\$20,766
Seton Medical Center	4/30/2017	4/30/2017	Two (2) Wound Care Gurneys	\$2,842
O'Connor Hospital	4/30/2017	12/31/2018	Elevator Modernization	\$1,766,952
O'Connor Hospital	4/30/2017	11/3/2017	Family Center: Paint and LDRP Ceiling tile	\$196,472
O'Connor Hospital	4/30/2017	10/31/2018	Flat screen TVs for Mother Baby unit	\$35,070
O'Connor Hospital	4/30/2017	4/30/2017	Spine Instrumentation	\$13,787
System Office	5/31/2017	8/3/2017	VDI Completion - additional fund	\$111,583
System Office	5/31/2017	7/31/2018	VoiceOver Transcription	\$251,892
St. Vincent Medical Center	5/31/2017	5/31/2017	3rd Floor Lobby Round Bench	\$4,803
St. Vincent Medical Center	5/31/2017	6/30/2018	Cafe buildout	\$45,046
St. Vincent Medical Center	5/31/2017	6/30/2017	Cath Lab Compressor Replacement	\$20,005
St. Vincent Medical Center	5/31/2017	6/30/2018	Emergency Cots and Beds	\$18,683
St. Vincent Medical Center	5/31/2017	5/31/2017	Nuclear Medicine GE Spect CT	\$1,838
St. Vincent Medical Center	5/31/2017	5/31/2017	Platelet Agitator/ Incubator	\$20,792
St. Louise Regional Hospital	5/31/2017	6/30/2018	Digital Mammography system	\$1,250,643
St. Louise Regional Hospital	5/31/2017	5/31/2017	OR Screw Removal Set	\$25,145
St. Francis Medical Center	5/31/2017	5/31/2017	Examination Equipment	\$13,080
St. Francis Medical Center	5/31/2017	7/3/2017	Ice Machine Replacement Telmetry & L&D	\$1,199
St. Francis Medical Center	5/31/2017	6/30/2017	Neurosurgery Equipment	\$22,660
Seton Medical Center	5/31/2017	5/31/2017	MRI Gas Manifold Control Assembly	\$11,350
O'Connor Hospital	5/31/2017	8/31/2018	DATS 4 Replacement	\$113,422
O'Connor Hospital	5/31/2017	6/30/2017	OCH Facelift	\$133,394
O'Connor Hospital	5/31/2017	8/31/2018	Re-Roofing Phase 2 North side	\$263,092
System Office	6/30/2017	7/3/2017	INFORMATICS OFFICE CONVERSION	\$147,098
St. Vincent Medical Center	6/30/2017	6/30/2018	CAD Replacement	\$20,779
St. Vincent Medical Center	6/30/2017	6/30/2017	Cath Lab Facelift	\$10,538
St. Vincent Medical Center	6/30/2017	6/30/2017	ELEVATOR-REPL ARMATURE BEARING	\$52,524
St. Vincent Medical Center	6/30/2017	6/30/2017	Pharmacy Door Installation	\$2,739
St. Vincent Medical Center	6/30/2017	6/30/2017	POB Dialysis 15 Chair Replacement	\$20,945
St. Vincent Medical Center	6/30/2017	6/30/2018	Public Space Facelift	\$253,199
St. Vincent Medical Center	6/30/2017	6/30/2017	Refurbished Stretchers	\$22,000
St. Vincent Medical Center	6/30/2017	8/3/2017	TCU Cubicle Curtains	\$6,338
St. Francis Medical Center	6/30/2017	10/31/2018	CENTRAL PLANT DEAERATOR REPLACEMENT	\$409,609
St. Francis Medical Center	6/30/2017	6/30/2017	Flyte Helmet	\$15,096
St. Francis Medical Center	6/30/2017	6/30/2017	MRI Monitoring Device	\$60,978
St. Francis Medical Center	6/30/2017	6/30/2017	Sleeper Chair replacement (6 each) Phase 1	\$8,372
St. Francis Medical Center	6/30/2017	6/30/2017	Sleeper Chair replacement (6 each) Phase 2	\$8,372
Seton Medical Center	6/30/2017	6/30/2017	Carts, Case - Sterile Instruments	\$11,771
Seton Medical Center	6/30/2017	2/1/2018	Eye Instrument	\$17,405
O'Connor Hospital	6/30/2017	9/3/2017	CBORD badge meal charging software	\$35,148
O'Connor Hospital	6/30/2017	6/30/2017	Family Center: Patient and Waiting Furniture	\$137,655
O'Connor Hospital	6/30/2017	6/30/2017	Patio Roofing	\$137,964
O'Connor Hospital	6/30/2017	2/1/2018	Remote Nuclear Med Reader	\$61,178
O'Connor Hospital	6/30/2017	6/30/2017	Urology Instrumentation	\$24,138
O'Connor Hospital	6/30/2017	6/30/2017	Vital Sign Machine	\$25,127
System Office	7/3/2017	10/3/2017	Additional Ipads for board and executive support	\$7,920
System Office	7/3/2017	6/30/2018	Board Meeting Ipads	\$8,010
St. Vincent Medical Center	7/3/2017	7/3/2017	Chemistry Refrigerator	\$16,765
St. Vincent Medical Center	7/3/2017	7/3/2017	Sunquest Vista Interface	\$15,750
St. Francis Medical Center	7/3/2017	7/3/2017	Bariatric Instrument	\$5,002
St. Francis Medical Center	7/3/2017	7/3/2017	Chilled water loop Filter	\$17,880
St. Francis Medical Center	7/3/2017	8/3/2017	Hospital Grade Replacement Refrigerators	\$11,933
St. Francis Medical Center	7/3/2017	6/30/2018	Pre - Maintenance Elevator refurbishment	\$338,200
St. Francis Medical Center	7/3/2017	8/3/2017	Replacement of Automated Blood Gas Machine	\$31,132

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
Seton Medical Center	7/3/2017	7/3/2017	(13) Defibrillators	\$234,051
Seton Medical Center	7/3/2017	6/30/2018	25 Regular Versacare and 10 Speciality sport Bed	\$479,915
Seton Medical Center	7/3/2017	3/31/2018	Fire Pump replacement	\$56,501
O'Connor Hospital	7/3/2017	5/31/2018	Public Space Facelift	\$239,710
O'Connor Hospital	7/3/2017	10/31/2018	SPD Cart & Utensils Washer/Disinfector	\$218,405
O'Connor Hospital	7/3/2017	2/1/2018	Toughbooks Device Replacement	\$21,522
St. Francis Medical Center	7/31/2017	11/30/2017	Ice Machine Replacement - Telemetry & L&D	\$9,208
System Office	8/3/2017	8/3/2017	Centralize Hospital Foundation Blackbaud Database	\$57,844
System Office	8/3/2017	12/31/2018	IT POOL CAPITAL FUND	\$11,915,554
System Office	8/3/2017	1/1/2018	Meru Wireless Upgrade	\$1,826
System Office	8/3/2017	4/30/2018	Pyxis Installation	\$86,657
St. Vincent Medical Center	8/3/2017	7/31/2018	New Chemistry & Hematology Equip.	\$35,360
St. Vincent Medical Center	8/3/2017	8/3/2017	O2 Flowmeters and Suction Guages	\$70,412
St. Vincent Medical Center	8/3/2017	8/3/2017	PCs for Hunt Brothers in Multispecialty Clinic	\$1,920
St. Vincent Medical Center	8/3/2017	6/30/2018	Velocity Image Registration PC	\$1,746
St. Louise Regional Hospital	8/3/2017	10/3/2017	Surgery Video Tower	\$333,823
St. Francis Medical Center	8/3/2017	6/30/2018	Automatic Urinalysis Analyzer	\$104,095
St. Francis Medical Center	8/3/2017	8/3/2017	Bilimeters	\$9,086
Seton Medical Center	8/3/2017	8/3/2017	Building restroom Upgrade	\$42,167
O'Connor Hospital	8/3/2017	8/31/2018	Da Vinci Power Supply	\$136,931
O'Connor Hospital	8/3/2017	6/30/2018	Directory and Evacuation Maps, Stairwell signage	\$57,147
O'Connor Hospital	8/3/2017	8/3/2017	NICU Transport Isolette - Foundation Funded	\$65,813
O'Connor Hospital	8/3/2017	11/3/2017	Relocation to HCI	\$115,038
System Office	9/3/2017	5/1/2018	Oceanview Equipment	\$10,997
St. Vincent Medical Center	9/3/2017	5/1/2018	Computer Lab PC Refresh	\$29,958
St. Vincent Medical Center	9/3/2017	9/3/2017	TCU Solar Shade	\$7,969
St. Louise Regional Hospital	9/3/2017	7/31/2018	Med Surge facelift	\$46,030
St. Francis Medical Center	9/3/2017	9/3/2017	PACS Monitor Replacement	\$11,182
St. Francis Medical Center	9/3/2017	6/30/2018	Public Space Facelift	\$290,151
Seton Medical Center	9/3/2017	9/3/2017	Chiller repair	\$45,543
Seton Medical Center	9/3/2017	3/31/2018	DR. Aditi EUS System & Components	\$53,641
System Office	10/3/2017	10/3/2017	Solarwinds Network Monitoring Upgrade	\$49,500
St. Vincent Medical Center	10/3/2017	5/1/2018	Carestream Detector Replacement Software Upgrade	\$69,600
St. Vincent Medical Center	10/3/2017	11/3/2017	Exam Table Hunt Brother on- Boarding	\$12,062
St. Vincent Medical Center	10/3/2017	6/30/2018	GI Image Capture and Report Writing	\$22,978
St. Vincent Medical Center	10/3/2017	2/28/2018	Radlink Detector Replacement / Software Upgrade	\$79,088
St. Louise Regional Hospital	10/3/2017	2/28/2018	Stereotactic Module Mammo Amendment	\$13,741
St. Francis Medical Center	10/3/2017	10/3/2017	BHU Perimeter Fence	\$24,765
St. Francis Medical Center	10/3/2017	10/3/2017	Patient Tile Shower Replacement	\$70,400
St. Francis Medical Center	10/3/2017	6/30/2018	Scope Cabinet	\$4,599
St. Vincent Medical Center	11/3/2017	3/31/2018	ARU Cubical Curtain	\$6,008
St. Vincent Medical Center	11/3/2017	6/30/2018	Epoxy Flooring	\$59,571
St. Vincent Medical Center	11/3/2017	11/3/2017	Pharmacy Staff ASCOM Phones	\$3,243
St. Francis Medical Center	11/3/2017	11/3/2017	Emergency Electric Breaker Replacement	\$18,345
St. Francis Medical Center	11/3/2017	10/31/2018	HSP Fire Alarm Replacement Upgrade	\$458,980
St. Francis Medical Center	11/3/2017	11/3/2017	Ice Machine Replacement (2 ea)	\$10,106
System Office	12/3/2017	12/3/2017	Additional fund Informatic office conversion for SV	\$901
System Office	12/3/2017	11/30/2018	All Scripts	\$10,591,371
System Office	12/3/2017	6/30/2018	Solarwinds Helpdesk	\$57,890
St. Vincent Medical Center	12/3/2017	12/3/2017	ASCOM Phone	\$7,402
St. Vincent Medical Center	12/3/2017	6/30/2018	Dietary Equipment Food warmer	\$58,754
St. Vincent Medical Center	12/3/2017	12/3/2017	Pharamacy Security Key Pad Locks	\$13,311
St. Vincent Medical Center	12/3/2017	11/30/2018	Room Refresh for 6th floor, 7th floor, Rehab, SNF, 6th Floor	
St. Vincent Medical Center	12/3/2017	7/31/2018	Waiting Room	\$136,214
St. Vincent Medical Center	12/3/2017	7/31/2018	Spine Instrumentation	\$254,435
St. Louise Regional Hospital	12/3/2017	10/31/2018	Urology	\$146,856
St. Francis Medical Center	12/3/2017	12/3/2017	Re-Tube Steam Boiler #2	\$103,895
O'Connor Hospital	12/3/2017	11/30/2018	Cooling Tower #2 Replacement	\$568,680

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
O'Connor Hospital	12/3/2017	3/31/2018	Stereotactic Module Mammo Amendment	\$20,012
St. Vincent Medical Center	1/1/2018	6/30/2018	Conversion of ER to Basic	-\$7,944
St. Vincent Medical Center	1/1/2018	7/31/2018	Plasma Freezer Blood Bank	\$925
St. Vincent Medical Center	1/1/2018	6/30/2018	Ultrasound and Electric Stimulation Combo Machine	\$15,424
St. Louise Regional Hospital	1/1/2018	7/31/2018	PCA Pumps	\$5,898
St. Louise Regional Hospital	1/1/2018	6/30/2018	Women's Center Upgrade 165K(Upgrade scope increased 42K)	\$88,463
Seton Medical Center	1/1/2018	1/31/2018	ED Cardiac Probe	\$684
Seton Medical Center	1/1/2018	3/31/2018	Kiosk	\$3,284
Seton Medical Center	1/1/2018	6/30/2018	Orthopedic Precision Saws	-\$2,555
O'Connor Hospital	1/1/2018	1/31/2018	High resolution monitor	\$14,810
System Office	1/31/2018	5/31/2018	1800.402.404 Tenant Improvement	\$1,023
System Office	1/31/2018	2/28/2018	Care Connect Scanner	\$3,087
St. Vincent Medical Center	1/31/2018	3/31/2018	Main OR - Cell Phone Antenna	\$26,927
St. Vincent Medical Center	1/31/2018	6/30/2018	Pharmacy Refrigerator	\$9,927
St. Vincent Medical Center	1/31/2018	5/31/2018	Spare Ascom Phones	\$3,248
St. Vincent Medical Center	1/31/2018	6/30/2018	SPD Single Washer Upgrade	\$205,847
St. Vincent Medical Center	1/31/2018	7/31/2018	Spine - Power	\$668,640
St. Vincent Medical Center	1/31/2018	5/31/2018	Stryker Power Upgrade	\$613,970
St. Francis Medical Center	1/31/2018	8/31/2018	FLC Operating Room LED Lighting Upgrade	\$166,429
St. Francis Medical Center	1/31/2018	6/30/2018	Post Care AHU#2 Overhaul	\$69,973
St. Francis Medical Center	1/31/2018	6/30/2018	Pyxis	\$2,790
St. Francis Medical Center	1/31/2018	10/31/2018	Visitor Elevator Drive Replacement	\$30,114
Seton Medical Center	1/31/2018	3/31/2018	Biomed Testing Equipment	\$52,980
Seton Medical Center	1/31/2018	2/28/2018	Bone Densitometer	\$52,718
Seton Medical Center	1/31/2018	1/31/2018	XPORTE Ultrasound System	\$69,383
O'Connor Hospital	1/31/2018	1/31/2018	Eye Instrumentation	\$10,722
O'Connor Hospital	1/31/2018	1/31/2018	Respiratory High Flow Oxygen – Funded by Foundation	\$10,380
O'Connor Hospital	1/31/2018	1/31/2018	Bladder Scanners	\$71,258
O'Connor Hospital	1/31/2018	4/30/2018	Dock Leveler Plate Replacement	\$5,992
O'Connor Hospital	1/31/2018	6/30/2018	Neuro Cranial Program	\$526,935
O'Connor Hospital	1/31/2018	1/31/2018	Nikon Microscope	\$24,433
System Office	2/28/2018	4/30/2018	Redwood Shore Move to SMC	\$395,467
System Office	2/28/2018	8/31/2018	RWS Office Relocation 455 OC	\$615,351
System Office	2/28/2018	9/30/2018	RWS Office Relocation - 1500 Southgate	\$742,441
System Office	2/28/2018	11/30/2018	Workday	\$3,124,864
St. Vincent Medical Center	2/28/2018	3/31/2018	ARU/Rehab Solar Shares	\$10,483
St. Vincent Medical Center	2/28/2018	3/31/2018	Glidescope	\$79,333
St. Vincent Medical Center	2/28/2018	2/28/2018	Impella Cath Lab	\$82,125
St. Vincent Medical Center	2/28/2018	2/28/2018	Mindray attachments	\$16,769
St. Louise Regional Hospital	2/28/2018	5/31/2018	High speed floor burnisher	\$1,947
St. Louise Regional Hospital	2/28/2018	6/30/2018	HR Badge System	\$5,941
St. Louise Regional Hospital	2/28/2018	7/31/2018	Water Softener Replacement	\$34,065
St. Francis Medical Center	2/28/2018	6/30/2018	4 ICP Monitoring Systems	\$56,021
St. Francis Medical Center	2/28/2018	6/30/2018	Hospital Grade Replacement Refrigerators	\$7,608
St. Francis Medical Center	2/28/2018	6/30/2018	Sunquest Collection Manager PDA & Printers	\$11,190
Seton Medical Center	2/28/2018	12/31/2018	9th Floor renovation	\$707,402
Seton Medical Center	2/28/2018	6/30/2018	Laparoscopic Surgical Instruments	\$35,449
Seton Medical Center	2/28/2018	4/30/2018	Malis Bipolar Generator & Irrigator System	\$37,719
O'Connor Hospital	2/28/2018	2/28/2018	Cryostat X2	\$29,222
O'Connor Hospital	2/28/2018	6/30/2018	Tissue Tracking System	\$15,378
O'Connor Hospital	2/28/2018	3/31/2018	Water Proofing Exterior Wall	\$96,661
System Office	3/31/2018	5/31/2018	Avamar Data Backup Solutions	\$342,486
System Office	3/31/2018	12/31/2018	Pyxis Upgrade and new installations	\$1,552,109
System Office	3/31/2018	5/31/2018	Redwood Shores Move - WIFI	\$152,029
System Office	3/31/2018	3/31/2018	Solarwinds Helpdesk amendment	\$17,190
System Office	3/31/2018	9/30/2018	Workstation and WOW Refresh	\$1,657,514
St. Louise Regional Hospital	3/31/2018	11/30/2018	Blood Gas Analyzer	\$19,722
St. Louise Regional Hospital	3/31/2018	6/30/2018	Cepheid Interface	\$8,850

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
St. Louise Regional Hospital	3/31/2018	6/30/2018	CT system repair	\$135,000
St. Louise Regional Hospital	3/31/2018	4/30/2018	Electrosurgical Unit Analyzer	\$7,684
St. Louise Regional Hospital	3/31/2018	4/30/2018	Endocavitary Transducer	\$10,652
St. Louise Regional Hospital	3/31/2018	3/31/2018	Locks	\$5,525
St. Louise Regional Hospital	3/31/2018	6/30/2018	Tissue Tracker	\$13,667
St. Francis Medical Center	3/31/2018	6/30/2018	Biomed Equipment	\$71,669
St. Francis Medical Center	3/31/2018	3/31/2018	Mediware Interface (Maestro) Blood Bank Interface Engine Software	\$3,516
St. Francis Medical Center	3/31/2018	5/31/2018	Thermacor Rapid Infusers (4 ea.)	\$166,441
Seton Medical Center	3/31/2018	10/31/2018	Blood Gas Analyzer	\$19,683
O'Connor Hospital	3/31/2018	4/30/2018	Laparoscopic Instrumentation replacement	\$36,058
O'Connor Hospital	3/31/2018	4/30/2018	MOB Boiler Replacement	\$41,308
System Office	4/30/2018	5/31/2018	3M Encompass	\$408,132
System Office	4/30/2018	6/30/2018	Redwood Shores Move OCH Cabling	\$65,941
System Office	4/30/2018	6/30/2018	Redwood Shores Move SMC Cabling	\$89,312
System Office	4/30/2018	7/31/2018	Redwood Shores Move to OCH	\$4,502
System Office	4/30/2018	4/30/2018	RL6 Upgrade	\$19,400
St. Vincent Medical Center	4/30/2018	5/31/2018	Megadyne Cautery Cart Replacement	\$18,396
St. Vincent Medical Center	4/30/2018	6/30/2018	Parking Garage LAFD Requirement Upgrade	\$15,698
St. Vincent Medical Center	4/30/2018	6/30/2018	Stairwell Signage Code Green	\$8,856
St. Vincent Medical Center	4/30/2018	5/31/2018	Zero Degree Lense for Cystoscope	\$9,855
St. Louise Regional Hospital	4/30/2018	5/31/2018	Patient Simulator	\$4,914
St. Francis Medical Center	4/30/2018	6/30/2018	Hospital Grade Refrigerator	\$2,236
St. Francis Medical Center	4/30/2018	6/30/2018	Sonosite Ultrasound Machine	\$75,907
St. Francis Medical Center	4/30/2018	7/31/2018	Trancranial Doppler Probe, Printer, Education	\$23,926
Seton Medical Center	4/30/2018	10/31/2018	USP 800 Compliance	\$519,161
Seton Medical Center	4/30/2018	4/30/2018	(2) Retherm Carts with Docking Stations	\$66,628
Seton Medical Center	4/30/2018	11/30/2018	Autotransfusion System	\$148,715
Seton Medical Center	4/30/2018	4/30/2018	Booster Heater for Dishwasher	\$10,346
Seton Medical Center	4/30/2018	6/30/2018	Cardiac Ultrasound IE33	\$46,700
Seton Medical Center	4/30/2018	5/31/2018	Fluke Gas Flow Analyzer	\$11,021
Seton Medical Center	4/30/2018	5/31/2018	VIO Argon Plasma Coagulator & Electrosurgical Unit	\$49,352
O'Connor Hospital	4/30/2018	4/30/2018	ALIF retractor set	\$17,237
O'Connor Hospital	4/30/2018	6/30/2018	Echo Exam Bed Replacement-Foundation Funded	\$9,489
O'Connor Hospital	4/30/2018	5/31/2018	H pylori Osuka Breathtek Instrument Buyout	\$4,370
O'Connor Hospital	4/30/2018	6/30/2018	Spine Joint Universal Screw Removal Set	\$19,770
O'Connor Hospital	4/30/2018	10/31/2018	USP 800 Compliance	\$423,946
System Office	5/31/2018	5/31/2018	Colo Palo Alto Network Firewalls	\$140,759
System Office	5/31/2018	5/31/2018	PICIS Billing Interface Changes for SMC SMCC	\$22,500
System Office	5/31/2018	5/31/2018	Plano Citrix Netscaler	\$25,513
System Office	5/31/2018	12/31/2018	Sunquest Fresh Start	\$1,386,202
St. Vincent Medical Center	5/31/2018	6/30/2018	Arthroscopy	\$59,081
St. Vincent Medical Center	5/31/2018	7/31/2018	Endoscopic Ear Instrumentation	\$18,703
St. Vincent Medical Center	5/31/2018	5/31/2018	Spine - Microscope	\$479,007
St. Vincent Medical Center	5/31/2018	5/31/2018	Sunquest Interface	\$15,750
St. Vincent Medical Center	5/31/2018	6/30/2018	TCU Sprinkle	\$16,015
St. Vincent Medical Center	5/31/2018	8/31/2018	VATS Tray 2018	\$50,218
St. Francis Medical Center	5/31/2018	5/31/2018	STRYKER SYSTEM 8 DRILL	\$544,224
St. Francis Medical Center	5/31/2018	5/31/2018	Blood Pressure Machine	\$6,071
St. Francis Medical Center	5/31/2018	8/31/2018	Care Point System for Hear Radio Replacement ED	\$253,962
St. Francis Medical Center	5/31/2018	5/31/2018	C-arm	\$244,007
St. Francis Medical Center	5/31/2018	7/31/2018	Patient Room Emergency Tile Shower Repairs	\$96,942
St. Francis Medical Center	5/31/2018	5/31/2018	PCU Steam Condensate Receiver Replacement	\$4,708
Seton Medical Center	5/31/2018	5/31/2018	Portable Air Conditioners	\$8,404
Seton Medical Center	5/31/2018	7/31/2018	Biocal/Hemotherm Replacement	\$199,277
Seton Medical Center	5/31/2018	5/31/2018	Enteral Feeding Pumps	\$29,731
Seton Medical Center	5/31/2018	6/30/2018	Microscope	\$106,453
Seton Medical Center	5/31/2018	6/30/2018	Pronk Infusion Pump Analyzer	\$11,921

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
O'Connor Hospital	5/31/2018	5/31/2018	De Paul Signage	\$3,499
O'Connor Hospital	5/31/2018	5/31/2018	Lab Blood gas Analyzer	\$23,857
O'Connor Hospital	5/31/2018	6/30/2018	Midas Rex console Handpiece replacement	\$21,316
O'Connor Hospital	5/31/2018	5/31/2018	Shade for Portable Cylinder storage Area	\$6,156
System Office	6/30/2018	9/30/2018	Help Desk Office Configuration	\$12,861
System Office	6/30/2018	6/30/2018	nThrive	\$186,882
St. Vincent Medical Center	6/30/2018	7/31/2018	Main OR Freezer	\$15,318
St. Vincent Medical Center	6/30/2018	7/31/2018	Video Media Stinoscope	\$65,282
St. Francis Medical Center	6/30/2018	6/30/2018	AESULAP plastic surgery instrument tray x2	\$4,101
St. Francis Medical Center	6/30/2018	12/31/2018	Cal OSHA Tile & Section 3203 Corrections	\$5,806
St. Francis Medical Center	6/30/2018	6/30/2018	Midline retractor instrument set	\$16,874
St. Francis Medical Center	6/30/2018	6/30/2018	Percussion Modules ICU	\$14,204
St. Francis Medical Center	6/30/2018	7/31/2018	Pilling Laryngoscope Light & cable	\$35,498
St. Francis Medical Center	6/30/2018	6/30/2018	Spider Arm Positioner & UC rotation	\$18,533
St. Francis Medical Center	6/30/2018	6/30/2018	Stryker Instruments for general , ortho & trauma	\$106,715
St. Francis Medical Center	6/30/2018	6/30/2018	Stryker Surgical Instrument for Neuro & Trauma	\$76,418
St. Francis Medical Center	6/30/2018	6/30/2018	TEE Leakage Test Equipment	\$4,384
Seton Medical Center	6/30/2018	6/30/2018	Portable Ice machine	\$5,211
Seton Medical Center	6/30/2018	8/31/2018	Dietary Convection Streamer	\$17,257
Seton Medical Center	6/30/2018	7/31/2018	Pharmacy Airflow Hood	\$34,291
O'Connor Hospital	6/30/2018	10/31/2018	OR and Csection Surgical Lights	\$449,522
O'Connor Hospital	6/30/2018	8/31/2018	Stealth Navigation Refrence Update	\$30,262
System Office	7/31/2018	7/31/2018	Care Connect Call Center Share Multifunction	\$7,585
System Office	7/31/2018	7/31/2018	SmartLinx Upgrade	\$20,000
System Office	7/31/2018	8/31/2018	SVMC Flood Remediation	\$21,315
System Office	7/31/2018	7/31/2018	VDI VmWare Horizon and App Volumes	\$49,828
System Office	7/31/2018	7/31/2018	Voicebrook Computers for SFMC and SVMC	\$4,729
St. Vincent Medical Center	7/31/2018	7/31/2018	Line Isolation Monitor	\$8,000
St. Vincent Medical Center	7/31/2018	7/31/2018	Liver Program-AMBU_ Bronchoscope	\$13,485
St. Vincent Medical Center	7/31/2018	7/31/2018	Liver Program-Level 1 Infuser	\$8,624
St. Vincent Medical Center	7/31/2018	9/30/2018	Liver Program-Smiths Hotline Blood Warmer	\$2,813
St. Louise Regional Hospital	7/31/2018	7/31/2018	Fire Door Replacement	\$12,069
St. Louise Regional Hospital	7/31/2018	7/31/2018	LD Fire door and Frame	\$11,659
St. Francis Medical Center	7/31/2018	8/31/2018	Ablation Machine	\$12,128
St. Francis Medical Center	7/31/2018	8/31/2018	Jackson Table	\$159,000
St. Francis Medical Center	7/31/2018	7/31/2018	JTECH - CUDA light	\$9,244
Seton Medical Center	7/31/2018	8/31/2018	OR/ASC Anesthesia GE AISYS	\$20,617
O'Connor Hospital	7/31/2018	8/31/2018	Clinical Engineering Test Equipment	\$55,481
System Office	8/31/2018	8/31/2018	TI Ste 809 201 S Alvarado	\$16,761
System Office	8/31/2018	10/31/2018	wifi Refresh	\$16,894
St. Vincent Medical Center	8/31/2018	9/30/2018	5 KVA Breaker	\$45,882
St. Vincent Medical Center	8/31/2018	8/31/2018	Exterior Painting	\$189,036
St. Vincent Medical Center	8/31/2018	8/31/2018	Hemochron Signature Elite Coagulation analyzer	\$15,909
St. Vincent Medical Center	8/31/2018	8/31/2018	Liver Program - Armstrong Procedure Cart	\$2,333
St. Vincent Medical Center	8/31/2018	9/30/2018	Liver program-BloodBank Plasma Equipment	\$103,427
St. Louise Regional Hospital	8/31/2018	12/31/2018	ED Facelift	\$119,152
St. Louise Regional Hospital	8/31/2018	8/31/2018	Stackable Wheel Chairs-Foundation funded	\$5,167
St. Francis Medical Center	8/31/2018	8/31/2018	Hana Table	\$98,499
St. Francis Medical Center	8/31/2018	8/31/2018	New Flooring surgery waiting room	\$12,635
St. Francis Medical Center	8/31/2018	8/31/2018	Philips Aspect Vascular Table	\$40,000
St. Francis Medical Center	8/31/2018	8/31/2018	West Com Nurse Call Upgrade	\$153,646
Seton Medical Center	8/31/2018	8/31/2018	BIOMED ERBE Testing Tools	\$8,448
O'Connor Hospital	8/31/2018	10/31/2018	Infusion Center Expansion	\$21,751
St. Vincent Medical Center	9/30/2018	12/31/2018	Flexible Uretroscope	\$28,470
St. Vincent Medical Center	9/30/2018	9/30/2018	Liver program Siemens Blood Gas Machine	\$6,537
St. Louise Regional Hospital	9/30/2018	9/30/2018	Main Ultrasound	\$59,678
St. Francis Medical Center	9/30/2018	10/31/2018	Dialysis Machine	\$385,500
St. Francis Medical Center	9/30/2018	9/30/2018	Mammo unit	\$12,999

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
Seton Medical Center	9/30/2018	9/30/2018	Compactor replacement	\$43,095
O'Connor Hospital	9/30/2018	10/31/2018	Infusion recliner and chair - foundation funded	\$39,445
System Office	10/31/2018	10/31/2018	Additional storage Plano	\$12,362
St. Vincent Medical Center	10/31/2018	10/31/2018	Cafeteria Ice and water dispenser	\$5,665
St. Vincent Medical Center	10/31/2018	10/31/2018	Liver Program-Belmont Rapid Infuser	\$55,207
St. Francis Medical Center	10/31/2018	10/31/2018	KMI - Surgical Instruments	\$7,273
St. Louise Regional Hospital	11/30/2018	11/30/2018	Fire rated door replacement	\$9,768
St. Louise Regional Hospital	11/30/2018	12/31/2018	OR and L7D waiting area remodel	\$14,465
St. Louise Regional Hospital	11/30/2018	11/30/2018	Urine Lab Analyzer	\$7,677
St. Louise Regional Hospital	11/30/2018	11/30/2018	UST Pressure Line Leak Detection	\$29,750
St. Francis Medical Center	11/30/2018	11/30/2018	Centrifuge	\$4,369
St. Francis Medical Center	11/30/2018	11/30/2018	Stryker Surgcial Drill shaft	\$1,790
Seton Medical Center	11/30/2018	11/30/2018	EUS Machine Dr. Aditi (foundation funds)	\$227,925
Seton Medical Center	11/30/2018	11/30/2018	EVS Cleaning Equipment	\$9,306
System Office	12/31/2018	12/31/2018	1850 Sullivan Fire Panel Replacement	\$169,656
System Office	12/31/2018	12/31/2018	Experian Upgrade	\$195,045
St. Louise Regional Hospital	12/31/2018	12/31/2018	Encoders Video Surveilence systems	\$2,581
St. Louise Regional Hospital	12/31/2018	12/31/2018	TJC Findings Corrections	\$10,727
Seton Medical Center	12/31/2018	12/31/2018	Bronch/TEE scope Storage Cart	\$15,575
Seton Medical Center	12/31/2018	12/31/2018	Gach Survey Container Replacement Instrument	\$10,889
Seton Medical Center	12/31/2018	12/31/2018	Wanderguard system	\$13,191
System Office	1/31/2019	6/30/2019	Bundled Payments	\$77,967
St. Vincent Medical Center	1/31/2019	6/30/2019	ADDITIONAL FUND for Elevator modernization	\$140,153
St. Vincent Medical Center	1/31/2019	1/31/2019	Elevator upgrades and repairs	\$68,666
St. Vincent Medical Center	1/31/2019	6/30/2019	Integra Sugicial Equipment Tracking	\$8,013
St. Vincent Medical Center	1/31/2019	6/30/2019	Replacement Printers	\$3,913
St. Louise Regional Hospital	1/31/2019	6/30/2019	ICU Beds 16k	\$88,463
St. Francis Medical Center	1/31/2019	6/30/2019	Bi-plane design	\$134,686
St. Francis Medical Center	1/31/2019	6/30/2019	Computer for Welcome Baby	\$7,076
St. Francis Medical Center	1/31/2019	6/30/2019	CPR Mannequin	\$8,757
St. Francis Medical Center	1/31/2019	6/30/2019	Dietary Cashier/Stand	\$10,389
St. Francis Medical Center	1/31/2019	6/30/2019	Fujitsu Scanner	\$27,566
St. Francis Medical Center	1/31/2019	1/31/2019	Integra Mayfield headrest	\$45,197
St. Francis Medical Center	1/31/2019	6/30/2019	iPads for Welcome Baby	\$2,230
St. Francis Medical Center	1/31/2019	6/30/2019	Medline Crash Cart	\$32,207
St. Francis Medical Center	1/31/2019	6/30/2019	Neoblu Blue Blanket for Newborns	\$4,179
St. Francis Medical Center	1/31/2019	6/30/2019	Nutrition Warmer	\$6,154
St. Francis Medical Center	1/31/2019	6/30/2019	OR Scrub Sink Refurbishment	\$18,900
St. Francis Medical Center	1/31/2019	6/30/2019	PACS Station Monitors and Computer	\$19,735
St. Francis Medical Center	1/31/2019	6/30/2019	Privacy Screen	\$3,586
St. Francis Medical Center	1/31/2019	6/30/2019	Replacement of BHU Dining Tables	\$13,872
St. Francis Medical Center	1/31/2019	6/30/2019	SMR Instrument Trays	\$5,344
St. Francis Medical Center	1/31/2019	6/30/2019	Taser for CAL OSHA safety	\$5,947
Seton Medical Center	1/31/2019	6/30/2019	Biomed Anesthesia Tolls	\$10,995
Seton Medical Center	1/31/2019	6/30/2019	Cath Lab EP Cardiac Mapping Upgrade	\$97,875
Seton Medical Center	1/31/2019	6/30/2019	Cath Lead Drapes	\$3,510
Seton Medical Center	1/31/2019	6/30/2019	CT Installation	\$65,372
Seton Medical Center	1/31/2019	6/30/2019	Dietary Ice Machine	\$4,850
Seton Medical Center	1/31/2019	6/30/2019	Digital Scale	\$4,504
Seton Medical Center	1/31/2019	6/30/2019	GACH Survey - GI Scope Cabinets	\$10,990
Seton Medical Center	1/31/2019	6/30/2019	MRI Mobile Light	\$3,108
Seton Medical Center	1/31/2019	6/30/2019	OR Closed Case Part	\$22,167
Seton Medical Center	1/31/2019	6/30/2019	PICC	\$30,381
Seton Medical Center	1/31/2019	6/30/2019	Replace Gel Pad	\$1,456
Seton Medical Center	1/31/2019	6/30/2019	Seismic Master Facility Plan	\$124,849
Seton Medical Center	1/31/2019	6/30/2019	Subacute Bariatric Bed	\$31,453
Seton Medical Center	1/31/2019	6/30/2019	Surgical Lights	\$187,174
Seton Medical Center	1/31/2019	6/30/2019	Telemetry Bladder Scanner	\$13,192

Verity Capital Commitments - Amounts Spent

Facility	Starting	Ending	Project Name	Amount Spent
Seton Medical Center	1/31/2019	6/30/2019	Storage Container	\$10,722
O'Connor Hospital	1/31/2019	6/30/2019	Cath Lab West X-Ray Tube Replacement	\$201,377
O'Connor Hospital	1/31/2019	6/30/2019	Esophageal Manometry (Foundation Funded)	\$71,220
O'Connor Hospital	1/31/2019	6/30/2019	High Resolution Monitor Replacement	\$12,922
O'Connor Hospital	1/31/2019	6/30/2019	Ultrasonic Debridement	\$1,038
St. Francis Medical Center	3/31/2019	6/30/2019	Air Handler Replacement	\$280,739
St. Francis Medical Center	3/31/2019	3/31/2019	Soma Heart Lung Machine	\$60,936
St. Francis Medical Center	3/31/2019	3/31/2019	Stryker Hip Tray	\$42,587
St. Vincent Medical Center	4/30/2019	4/30/2019	Seismic Renovation	\$90,172
St. Francis Medical Center	4/30/2019	4/30/2019	Stryker Hysteroscopy Scopes	\$164,148
St. Vincent Medical Center	5/31/2019	5/31/2019	OR Scope Dryer(for GI Lap)	\$22,886
St. Vincent Medical Center	5/31/2019	5/31/2019	Trane Chiller Gasket Replacement	\$37,914
System Office	6/30/2019	6/30/2019	Server Upgrade Replacement	\$1,540
TOTAL SPENT				\$172,546,644

Verity Capital Commitments - Amounts Committed

Facility	Date	Project Name	Amount Committed
O'Connor Hospital	12/15/2015	OCH Seismic	\$238,390
St. Vincent Medical Center	7/5/2017	Elevator upgrades and repairs	\$26,484
St. Francis Medical Center	7/6/2017	HSP Fire Alarm Replacement Upgrade	\$36,000
Seton Medical Center	7/26/2017	IT POOL CAPITAL FUND	\$3,563
Seton Medical Center	8/9/2017	Fire Pump replacement	\$8,166
St. Vincent Medical Center	8/17/2017	AMSCO 400 Series Medium Steam Sterilizer	\$2,774
St. Vincent Medical Center	8/24/2017	Pharmacy Compliance HVAC Upgrade Project	\$17,370
Seton Medical Center	9/12/2017	Seismic Master Facility Plan	\$42,951
Seton Medical Center	9/21/2017	Fire Pump replacement	\$2,975
St. Louise Regional Hospital	10/2/2017	BCC Mamo	\$151,253
Seton Medical Center	10/4/2017	Construction/Renovation-Furniture/fixture	\$548,956
Seton Medical Center	10/4/2017	Seismic Master Facility Plan	\$76,150
Seton Medical Center	10/11/2017	Construction/Renovation-Furniture/fixture	\$22,669
O'Connor Hospital	10/12/2017	ICU Entry Lock Down - Foundation Funded	\$8,123
Seton Medical Center	10/12/2017	Construction/Renovation-Furniture/fixture	\$2,656
O'Connor Hospital	10/13/2017	ICU Entry Lock Down - Foundation Funded	\$2,512
O'Connor Hospital	10/13/2017	ICU Entry Lock Down - Foundation Funded	\$4,090
O'Connor Hospital	10/13/2017	ICU Entry Lock Down - Foundation Funded	\$7,902
O'Connor Hospital	10/13/2017	ICU Entry Lock Down - Foundation Funded	\$24,214
St. Francis Medical Center	10/18/2017	EMERGENCY: OR Scrub Sink Refurbishment	\$23,814
St. Louise Regional Hospital	10/23/2017	Women's Center Upgrade 165KUpgrade scope increased 42K	\$105,418
Seton Medical Center	10/24/2017	Three (3) Endoscopic Tower w Video and Printer	\$159,146
St. Francis Medical Center	10/24/2017	Stryker Video Upgrade	\$306,161
St. Vincent Medical Center	10/27/2017	Dietary Equipment Food warmer	\$4,016
O'Connor Hospital	10/31/2017	Cooling Tower #2 Replacement	\$22,924
O'Connor Hospital	10/31/2017	Cooling Tower #2 Replacement	\$123,900
O'Connor Hospital	11/1/2017	Cooling Tower #2 Replacement	\$17,860
Seton Medical Center	11/7/2017	Public Space Facelift	\$1,000
O'Connor Hospital	11/8/2017	Elevator Modernization	\$13,872
Seton Medical Center	11/17/2017	Construction/Renovation-Furniture/fixture	\$1,997
St. Vincent Medical Center	12/2/2017	Room Refresh for 6th floor, 7th floor, Rehab, SNF, 6th Floor Waiting Room	\$48,995
St. Vincent Medical Center	12/13/2017	Additional Fund - Elevator Modernization	\$26,512
System Office	12/14/2017	Pyxis	\$199,806
O'Connor Hospital	12/15/2017	OR and C-Section Surgical Lights	\$40,679
System Office	12/19/2017	Solarwinds Helpdesk	\$6,911
Seton Medical Center	12/21/2017	Construction/Renovation-Furniture/fixture	\$1,750
System Office	12/22/2017	All Scripts	\$7,503,750
St. Vincent Medical Center	1/5/2018	Stryker Trauma Titanium Upgrade	\$241,232
St. Vincent Medical Center	1/22/2018	Parking Garage LAFD Requirement Upgrade	\$2,727
St. Vincent Medical Center	1/22/2018	Parking Garage LAFD Requirement Upgrade	\$5,506
St. Vincent Medical Center	1/22/2018	TCU Sprinkle	\$7,800
System Office	1/22/2018	All Scripts	\$60,000
System Office	1/22/2018	All Scripts	\$1,120,632
System Office	1/22/2018	Workday	\$3,952,155
O'Connor Hospital	1/25/2018	OR and C-Section Surgical Lights	\$47,765
St. Louise Regional Hospital	1/25/2018	Water Softener Replacement	\$18,805
System Office	1/25/2018	All Scripts	\$2,025
System Office	1/25/2018	All Scripts	\$5,250
System Office	1/25/2018	All Scripts	\$49,575
System Office	1/25/2018	All Scripts	\$57,038
St. Louise Regional Hospital	1/31/2018	Water Softener Replacement	\$3,347
System Office	1/31/2018	Avamar Data Backup Solutions	\$277,392
System Office	2/13/2018	Workday	\$528,768
Seton Medical Center	2/22/2018	SNF 9th Floor Renovation	\$76,165
System Office	2/22/2018	Pyxis	\$7,982

Verity Capital Commitments - Amounts Committed

Facility	Date	Project Name	Amount Committed
System Office	2/22/2018	Pyxis	\$31,485
System Office	2/28/2018	RL6 Upgrade	\$6,911
Seton Medical Center	3/12/2018	SNF 9th Floor Renovation	\$1,757
St. Louise Regional Hospital	3/13/2018	DePaul Signage Update	\$3,507
System Office	3/15/2018	Redwood Shores move to SMC	\$316,745
System Office	4/2/2018	3M Encompass	\$87,000
System Office	4/2/2018	3M Encompass	\$863,655
System Office	4/2/2018	nThrive	\$81,563
System Office	4/2/2018	nThrive	\$747,526
System Office	4/4/2018	Sunquest Fresh Start	\$13,330
System Office	4/4/2018	Sunquest Fresh Start	\$1,096,184
System Office	4/10/2018	RWS Office Relocation - 1500 Southgate	\$109
System Office	4/10/2018	VDI VmWare Horizon and App Volumes	\$162,931
System Office	4/12/2018	wifi Refresh	\$25,337
System Office	4/12/2018	wifi Refresh	\$25,713
System Office	4/12/2018	wifi Refresh	\$80,140
St. Francis Medical Center	5/14/2018	Sterilizer Water Softening Project	\$39,281
St. Francis Medical Center	5/22/2018	Headlight Source	\$1,560
System Office	5/22/2018	wifi Refresh	\$615
System Office	5/22/2018	wifi Refresh	\$3,150
St. Francis Medical Center	5/24/2018	Control Air Compressoor Replacement	\$7,615
System Office	6/4/2018	Workday	\$71,726
System Office	6/4/2018	Workday	\$347,000
System Office	6/12/2018	On Base Implementation	\$116,180
System Office	6/12/2018	On Base Implementation	\$682,090
St. Louise Regional Hospital	6/14/2018	ED Facelift	\$750
St. Francis Medical Center	6/18/2018	SNF Fan Coil repair	\$55,355
System Office	6/22/2018	Pyxis	\$800
St. Louise Regional Hospital	6/27/2018	Medication Refrigerator	\$1,989
O'Connor Hospital	6/28/2018	OCH USP 800 Compliance	\$882,068
Seton Medical Center	6/28/2018	SMC USP 800 Compliance	\$545,511
Seton Medical Center	6/28/2018	SNF 9th Floor Renovation	\$865
St. Francis Medical Center	6/28/2018	SFMC USP 800 Compliance	\$882,734
St. Louise Regional Hospital	6/28/2018	USP 800 Compliance	\$902,324
St. Louise Regional Hospital	11/12/2018	TJC Findings Corrections	\$15,420
Seton Medical Center	11/14/2018	Gach Survey Container Replacement Instrument	\$9,188
System Office	11/29/2018	1850 Sullivan Fire Panel Replacement	\$114,922
Seton Medical Center	11/5/2018	Gach Survey Container Replacement Instrument	\$30,515
St. Louise Regional Hospital	11/8/2018	OR and L7D waiting area remodel	\$710
System Office	12/13/2018	Bundled Payments	\$10,995
Seton Medical Center	12/4/2018	CT Scan Equipment Install - design only	\$62,641
System Office	12/4/2018	Pyxis Upgrade and new installations	\$24,720
Seton Medical Center	12/5/2018	Wanderguard system	\$13,277
	6/26/2017-		
System Office	9/19/2018	IT POOL CAPITAL FUND	\$102,174
Seton Medical Center	7/11/2018	OR Light Replacement	\$108,782
St. Francis Medical Center	7/19/2018	C-Arm	\$145,649
St. Francis Medical Center	7/19/2018	Combo Oven Replacement	\$30,761
System Office	7/31/2018	IT POOL CAPITAL FUND	\$102,625
System Office	7/5/2018	Pyxis Upgrade and new installations	\$680
System Office	7/5/2018	Pyxis Upgrade and new installations	\$2,475
System Office	7/5/2018	Pyxis Upgrade and new installations	\$35,700
System Office	7/5/2018	Pyxis Upgrade and new installations	\$155,029
System Office	7/6/2018	All Scripts	\$58,200
St. Vincent Medical Center	8/20/2018	Thompson Liver Retractor	\$14,672
O'Connor Hospital	8/3/2018	Elevator Modernization	\$32,070

Verity Capital Commitments - Amounts Committed

Facility	Date	Project Name	Amount Committed
O'Connor Hospital	8/3/2018	USP 797/800 Pharmacy Upgrade	\$84,857
O'Connor Hospital	8/6/2018	Infusion Center Expansion	\$9,236
Seton Medical Center	8/6/2018	USP 797/800 Pharmacy Upgrade	\$28,242
St. Louise Regional Hospital	8/7/2018	Infant Security System	\$44,601
St. Francis Medical Center	9/12/2018	Dialysis Machine	\$14,057
TOTAL COMMITTED:			\$25,637,578
ADJUSTED* TOTAL COMMITTED:			\$23,294,502

*The amount committed has been adjusted to remove all amounts spent in 2019 to avoid any potential for overlap between the adjusted and committed numbers.

EXHIBIT B

Verity Health System
QAF - FY 20 Actuals & Projections
As of Week Ending July 27, 2019

Cash Flow Type ¹	FFS Cyc 10	WW	WW	FFS Cyc 10	WW	WW	WW	WW	WW	WW	WW	MC DT	FFS Cyc 3 Rec	MC DT	FFS Cyc 4 Rec
Service Period ¹	4/1-6/30/19	PP	PP	4/1-6/30/19	PP	PP	PP	PP	PP	PP	PP	7/1-12/31/17	7/1-9/30/17	7/1-12/31/17	10/1-12/31/17
Week Ending ²	Actual	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
	7/6/2019	7/13/2019	7/20/2019	7/27/2019	8/3/2019	8/10/2019	8/17/2019	8/24/2019	8/31/2019	9/7/2019	9/14/2019	9/21/2019	9/28/2019	11/16/2019	12/23/2019
SFMC / SVMC / SMC															
Inflows	\$ -	\$ -	\$ -	\$ 18,333	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,378	\$ 18,207	\$ 5,562
Outflows															
Verity Paid Directly	(12,094)	-	-	(3,355)	-	-	-	-	-	-	-	(4,885)	-	-	-
QAF Inflows Withheld	-	-	-	-	-	-	-	-	-	-	-	-	(162)	-	-
Weekly Withhold	-	(510)	(272)	(53)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	-	-
Outflows Total	(12,094)	(510)	(272)	(3,407)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(4,912)	(189)	-
Net Inflows (Outflows)	\$ (12,094)	\$ (510)	\$ (272)	\$ 14,925	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (4,912)	\$ 1,189	\$ 5,562
SFMC															
Inflows	\$ -	\$ -	\$ -	\$ 13,554	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,017	\$ 14,676	\$ 4,105
Outflows															
Verity Paid Directly	(6,520)	-	-	-	-	-	-	-	-	-	-	(2,660)	-	-	-
QAF Inflows Withheld	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Weekly Withhold	-	-	-	-	-	-	-	-	-	-	-	(2,660)	-	-	-
Outflows Total	(6,520)	-	-	-	-	-	-	-	-	-	-	(2,660)	-	-	-
Net Inflows (Outflows)	\$ (6,520)	\$ -	\$ -	\$ 13,554	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,660)	\$ 1,017	\$ 14,676	\$ 4,105
SVMC															
Inflows	\$ -	\$ -	\$ -	\$ 2,633	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 199	\$ 1,879	\$ 802
Outflows															
Verity Paid Directly	(3,342)	-	-	-	-	-	-	-	-	-	-	(1,279)	-	-	-
QAF Inflows Withheld	-	-	-	(1,210)	-	-	-	-	-	-	-	-	-	-	-
Weekly Withhold	-	(428)	(174)	-	-	-	-	-	-	-	-	-	-	-	-
Outflows Total	(3,342)	(428)	(174)	(1,210)	-	-	-	-	-	-	-	(1,279)	-	-	-
Net Inflows (Outflows)	\$ (3,342)	\$ (428)	\$ (174)	\$ 1,424	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,279)	\$ 199	\$ 1,879	\$ 802
SMC															
Inflows	\$ -	\$ -	\$ -	\$ 2,145	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 162	\$ 1,652	\$ 654
Outflows															
Verity Paid Directly	(2,231)	-	-	-	-	-	-	-	-	-	-	(946)	-	-	-
QAF Inflows Withheld	-	-	-	(2,145)	-	-	-	-	-	-	-	-	(162)	-	-
Weekly Withhold	-	(81)	(98)	(53)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	-	-
Outflows Total	(2,231)	(81)	(98)	(2,197)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(972)	(189)	-
Net Inflows (Outflows)	\$ (2,231)	\$ (81)	\$ (98)	\$ (53)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (27)	\$ (972)	\$ (27)	\$ 1,652	\$ 654

Notes:

1. WW = Weekly Withhold; FFS = Fee For Service; MC = Managed Care; PP = Post-Petition

2. After Sept. 2019, we only displayed weeks with QAF activity for ease of review

Verity Health System
QAF - FY 20 Actuals & Projections
As of Week Ending July 27, 2019

Cash Flow Type ¹	MC DT	FFS Cyo 5 Rec	MC DT	MC PT	FFS Cyo 6 Rec			
Service Period ¹	1/1-6/30/18	1/1-3/31/18	1/1-6/30/18	7/1/18-6/30/19	4/1-6/30/18			
Week Ending ²	Forecast	Forecast	Forecast	Forecast	Forecast	Actuals	Forecast	Total
	3/21/2020	3/28/2020	5/10/2020	5/23/2020	6/27/2020	7/1/19 - 7/27/19	7/28/19 - 6/27/20	7/1/19 - 6/27/20
SFMC / SVMC / SMC								
Inflows	\$ -	\$ 1,633	\$ 18,207	\$ -	\$ 1,711	\$ 18,333	\$ 46,698	\$ 65,031
Outflows								
Verity Paid Directly	(4,885)	-	-	(10,630)	-	(12,094)	(20,400)	(32,494)
QAF Inflows Withheld	-	-	-	-	-	(3,355)	(162)	(3,517)
Weekly Withhold	-	-	-	-	-	(834)	(241)	(1,076)
Outflows Total	(4,885)	-	-	(10,630)	-	(16,283)	(20,804)	(37,086)
Net Inflows (Outflows)	\$ (4,885)	\$ 1,633	\$ 18,207	\$ (10,630)	\$ 1,711	\$ 2,050	\$ 25,895	\$ 27,944
SFMC								
Inflows	\$ -	\$ 1,205	\$ 14,676	\$ -	\$ 1,263	\$ 13,554	\$ 36,943	\$ 50,497
Outflows								
Verity Paid Directly	(2,660)	-	-	(5,777)	-	(6,520)	(11,098)	(17,618)
QAF Inflows Withheld	-	-	-	-	-	-	-	-
Weekly Withhold	-	-	-	-	-	-	-	-
Outflows Total	(2,660)	-	-	(5,777)	-	(6,520)	(11,098)	(17,618)
Net Inflows (Outflows)	\$ (2,660)	\$ 1,205	\$ 14,676	\$ (5,777)	\$ 1,263	\$ 7,034	\$ 25,845	\$ 32,879
SVMC								
Inflows	\$ -	\$ 236	\$ 1,879	\$ -	\$ 247	\$ 2,633	\$ 5,241	\$ 7,874
Outflows								
Verity Paid Directly	(1,279)	-	-	(2,806)	-	(3,342)	(5,364)	(8,706)
QAF Inflows Withheld	-	-	-	-	-	(1,210)	-	(1,210)
Weekly Withhold	-	-	-	-	-	(602)	-	(602)
Outflows Total	(1,279)	-	-	(2,806)	-	(5,155)	(5,364)	(10,519)
Net Inflows (Outflows)	\$ (1,279)	\$ 236	\$ 1,879	\$ (2,806)	\$ 247	\$ (2,521)	\$ (123)	\$ (2,644)
SMC								
Inflows	\$ -	\$ 192	\$ 1,652	\$ -	\$ 201	\$ 2,145	\$ 4,514	\$ 6,659
Outflows								
Verity Paid Directly	(946)	-	-	(2,047)	-	(2,231)	(3,938)	(6,169)
QAF Inflows Withheld	-	-	-	-	-	(2,145)	(162)	(2,307)
Weekly Withhold	-	-	-	-	-	(232)	(241)	(473)
Outflows Total	(946)	-	-	(2,047)	-	(4,608)	(4,342)	(8,950)
Net Inflows (Outflows)	\$ (946)	\$ 192	\$ 1,652	\$ (2,047)	\$ 201	\$ (2,463)	\$ 173	\$ (2,290)

EXHIBIT C

**RESOLUTIONS APPROVED BY THE BOARD OF DIRECTORS
OF
VERITY HEALTH SYSTEM OF CALIFORNIA, INC.**

December 4, 2018

The board of directors (the "Board") of VERITY HEALTH SYSTEM OF CALIFORNIA, INC., a California nonprofit public benefit corporation (the "Company"), hereby adopts the following resolutions, at a duly-held meeting of the Board.

WHEREAS, the Company filed for protection under the provisions of chapter 11 of title 11 of the United States Code;

WHEREAS, in connection with such proceedings the Board has reviewed and discussed the recommendations of the advisors of the Company, including Dentons US LLP, Berkeley Research Group and Cain Bros.;

WHEREAS, the Company has been presented with an opportunity (the "Potential Transaction") to enter into an Asset Purchase Agreement (a "Purchase Agreement") with either of (i) Strategic Global Management, Inc., a California for-profit corporation ("SGM") or (ii) Prime Healthcare Services, Inc., a Delaware for-profit corporation ("Prime" and, together with SGM, each a "Purchaser") as a "stalking horse bidder" for the potential sale to Purchaser of the hospitals and other assets (the "Hospitals") owned by St. Francis Medical Center, a California nonprofit public benefit corporation ("SFMC"), St. Vincent Medical Center, a California nonprofit public benefit corporation ("SVMC"), and Seton Medical Center, a California nonprofit public benefit corporation ("SMC" and, together with SFMC and SVMC, the "Affiliates");

WHEREAS, the Board is approving the Purchase Agreements, with the ultimate choice between SGM and Prime to be made by the Executive Committee of the Board;

WHEREAS, the Company and Verity Holdings, LLC would sell certain related assets to the chosen Purchaser pursuant to the Potential Transaction as set forth in the Purchase Agreement; and

WHEREAS, the Board has reviewed and approved certain key terms of each Purchase Agreement set forth in a comparison chart prepared by management and Company counsel attached hereto as Exhibit A (the "Asset Purchase Agreement Comparison") and includes the purchase prices ("Purchase Price");

WHEREAS, Cain Bros. has demonstrated to the Board that Cain Bros. has actively and thoroughly marketed the Hospitals; and

WHEREAS, Berkeley Research Group has provided an independent analysis of the benefit to the estate regarding each proposed Purchase Agreement.

NOW, THEREFORE, the Board hereby determines that it is necessary, advisable and in the best interests of the Company that the following resolutions are hereby adopted:

RESOLVED, that Executive Committee of the Board shall determine whether Prime or SGM shall be the "stalking horse bidder;"

FURTHER RESOLVED, that the Potential Transactions and the Purchase Agreements, on substantially the terms presented to the Board in the Asset Purchase Agreement Comparison (with such deviations as may be approved by the officers of the Company after consultation with the Chair or, in the Chair's absence, the Vice Chair), with the chosen Purchaser as the "stalking horse bidder," and all documents incident thereto be, and the same hereby are, in all respects approved as being in the best interests of the Company for itself and acting as sole member of the Affiliates;

FURTHER RESOLVED, that it is the judgment of the Board that it is advisable and in the best interests of the Company and its direct and indirect affiliates, having considered the interests of creditors and other interested parties, that the Board approve each of the Purchase Prices;

FURTHER RESOLVED, that the officers of the Company, or any one or more of them, be, and each of them hereby is, authorized and directed, for and on behalf of the Company and the Affiliates, to execute and deliver the Purchase Agreement and to consummate the Potential Transaction, on substantially the same terms approved by these resolutions, with such changes thereto as the officer or officers executing the Purchase Agreement shall approve, such approval to be conclusively evidenced by such officer's or officers' execution and delivery thereof;

FURTHER RESOLVED, that the officers of the Company, or any one or more of them, be, and each of them hereby is, authorized and directed, for and on behalf of the Company and the Affiliates, to execute, seal, attest and deliver all such instruments, certificates, agreements and other documents, to pay all such fees and expenses, and to do and perform all such acts and things as may be necessary or desirable to consummate the transactions contemplated by the Purchase Agreement; and

FURTHER RESOLVED, that any acts of the officers of the Company in connection with the Potential Transaction and the transactions contemplated by the Purchase Agreement, and of any person or persons designated or authorized to act by any officer of the Company in furtherance of such transactions, which acts would have been authorized by the foregoing resolutions, except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted in all respects.

EXHIBIT A

Asset Purchase Agreement Comparison

See attached.

EXHIBIT D

**VERITY HEALTH SYSTEM OF CALIFORNIA, INC.
BOARD OF DIRECTORS MEETING**

Monday, April 15, 2019

El Segundo, California

MINUTES

PRESENT

Terry Belmont, *Secretary* (via phone)
Jack Krouskup, *Board Chair*
Andrew Pines, *Vice Chair*
Charles Patton
Ernest Agatstein (via phone)
Jim Barber
Chris Selecky (via phone)

MANAGEMENT/ STAFF

Richard Adcock, Chief Executive Officer
Anthony Armada, Chief Operating Officer
Tirso del Junco Jr., MD, Chief Medical Officer
Steven Sharrer, Chief Human Resources Officer
Elspeth Paul, General Counsel
Jessica M. Davis, Exec. Assistant, *Recorder*

GUESTS

Sam Maizel, Dentons US LLP
Tania Moyron, Dentons US LLP
Jim Moloney, Cain Brothers
Carsten Beith, Cain Brothers (via phone)
Peter Chadwick, Berkeley Research Group
Chris Kearns, Berkeley Research Group (via phone)
John Chesley, Ropes & Gray (via phone)
David Galfus, Berkeley Research Group

1. CALL TO ORDER

A quorum being present, the Board Meeting was called to order at 1:08 PM.

2. CONSENT AGENDA

The Board was presented the Consent Agenda, attached hereto as Exhibit A, and upon a motion made, seconded and carried, the Board approved the Consent Agenda.

3. QUALITY AND CLINICAL RISK MANAGEMENT UPDATE

Ms. Selecky gave an update on the Quality and Clinical Risk Management Committee's last meeting on April 2, 2019. Ms. Selecky noted several topics that the committee receives updates

on and reported that performance is much improved this year. There are several opportunities for review and to discuss action plans allowing for these improvements to continue.

Dr. del Junco gave an update on the latest report filed by the Patient Care Ombudsman, dated April 8, 2019. The report was favorable and there were no concerns raised.

4. OPERATIONS UPDATE

Mr. Armada reviewed the remaining hospitals' volume trends. He discussed the continued transition services agreement with Santa Clara County and the current Verity Medical Foundation wind-down and timing.

Dr. del Junco discussed the disposition of certain physicians related to the Verity Medical Foundation.

Mr. Sharrer gave a brief update on the recent SEIU settlement and other ongoing discussions with the unions.

Ms. Paul provided an overview of certain legal and compliance issues.

5. FINANCIAL UPDATE

Mr. Chadwick reviewed the YTD February Financial results and reviewed the cash flow update chart.

6. SALES PROCESS

All board members were provided entire bid packages for the qualified partial bids (2), the non-qualified full system bid (1) and the qualified full system bid (1), prior to the board meeting for review.

Mr. Moloney reviewed the marketing process conducted by Cain Brothers ("Cain"). Cain conducted a broad and thorough sales process that included outreach to approximately 190 parties and numerous bidding opportunities. Cain continued discussions with potentially interested parties after the approval of the bidding procedures for the SFMC, SVMC, SMC, and SMCC assets, contacting 90 parties that had signed an NDA. The diligence materials in the data room were continuously updated, including a roll-forward of the quality of earnings analysis by PwC and posting of the monthly financial and operating reports.

Mr. Moloney reviewed in detail the partial and full system bids and their net benefit to the debtors.

Mr. Chadwick and Mr. Galfus reviewed BRG's detailed analysis and scoring of the partial and full qualified bids and the non-qualified bids. Mr. Chadwick and Mr. Galfus also presented and discussed with the Board, BRG's sales proceeds analysis.

Ms. Moyron discussed the approved Bidding Procedures and application of the Bidding Procedures.

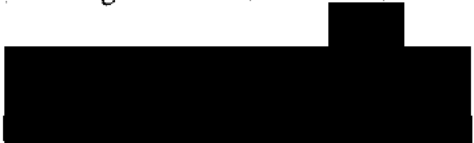
The Board asked the advisors numerous questions. The Board discussed, at length, the information provided by Cain, BRG and Dentons, the analyses and the best interests of the hospitals and the Corporation.

7. BOARD RESOLUTION

Ms. Paul discussed, and provided a copy of, California Health & Safety Code § 1260. Ms. Paul reviewed Resolution 2019-4-5 section-by-section with the Board, both for the proposed approval of the sale and the proposed approval of submission of an application to the California Attorney General. Resolution 2019-4-5 is attached hereto as Exhibit B.

Action: Upon a motion made, seconded and carried, the Board approved Resolution 2019-4-5.

There being no further business before the Board, the meeting was adjourned at 4:37 PM.


Terry Belmont, Secretary

June 4, 2019
Date

Exhibit A

1. Approval of December 4, 2018 Board of Directors Meeting Minutes
2. Approval of December 11, 2018 Board of Directors Meeting Minutes
3. Approval of December 11, 2018 Board of Directors Executive Session Meeting Minutes

Exhibit B

See attached Resolution 2019-4-5.

EXHIBIT E

Seton Medical Center Infusion Therapy and Radiation Oncology Summary

As of February 2019

	FY2016	FY2017	FY2018	FYTD2019
SMC updated as of Aug-19				
INFUSION THERAPY				
Inpatient Treatments	16	18	51	5
Outpatient Treatments	2,055	2,632	2,935	3,094
Total	2,071	2,650	2,986	3,099
RADIATION ONCOLOGY				
Inpatient Treatments	1,005	773	332	151
Outpatient Treatments	6,107	6,412	5,111	4,606
Total	7,112	7,185	5,443	4,757

SMCC

INFUSION THERAPY				
Inpatient Treatments	-	-	-	-
Outpatient Treatments	-	-	-	-
Total	-	-	-	-
RADIATION ONCOLOGY				
Inpatient Treatments	-	-	-	-
Outpatient Treatments	-	-	-	-
Total	-	-	-	-

EXHIBIT F

Attorney or Party Name, Address, Telephone and FAX	
Samuel R. Maizel, Esq. (Bar No. 189301) Tania M. Moyron, Esq. (Bar No. 235736) Dentons US LLP 601 South Figueroa Street, Suite 2500 Los Angeles, CA 90017-5704 T: (213) 623-9300 F: (213) 623-9924	
UNITED STATES DEPARTMENT OF JUSTICE OFFICE OF THE UNITED STATES TRUSTEE CENTRAL DISTRICT OF CALIFORNIA	ATTACH TO THE FRONT OF THE MONTHLY OPERATING REPORT AND SUBMIT TO UNITED STATES TRUSTEE
In re: VERITY HEALTH SYSTEM OF CALIFORNIA, INC, <i>et al.</i> , <div style="text-align: right;">Debtors.</div>	Case Number: 18-20151-ER (See Below) MONTHLY OPERATING REPORT DISBURSEMENT SUMMARY MOR NO. 10 FOR MONTH ENDING: June 2019

1. Total number of Debtor in Possession Bank Accounts for all Debtors.

76

2. TOTAL THIRD PARTY DISBURSEMENTS THIS PERIOD FROM ALL DEBTOR IN POSSESSION ACCOUNTS FOR ALL ENTITIES WITH BANK ACCOUNTS

\$97,326,405.15

The Debtors in the these chapter 11 cases, along with their case numbers are: Verity Health System of California, Inc. 18-20151-ER, O'Connor Hospital 18-20168-ER, Saint Louise Regional Hospital 18-20162-ER, St. Francis Medical Center 18-20165-ER, St. Vincent Medical Center 18-20164-ER, Seton Medical Center 18-20167-ER, O'Connor Hospital Foundation 18-20179-ER, Saint Louise Regional Hospital Foundation 18-20172-ER, St. Francis Medical Center of Lynwood Foundation 18-20178-ER, St. Vincent Foundation 18-20180-ER, St. Vincent Dialysis Center, Inc. 18-20171-ER Seton Medical Center Foundation 18-20175-ER, Verity Business Services 18-20173-ER, Verity Medical Foundation 18-20169-ER, Verity Holdings, LLC 18-20163-ER, DePaul Ventures, LLC 18-20176-ER, and DePaul Ventures - San Jose Dialysis, LLC 18-20181-ER.

Effective September 1, 2011

USTLA 16



182015119073100000000006

Verity Bank Account Summary
For the month ending 6/30/2019
\$ in 000's

Debtor Name ¹	Debtor Case #	Beg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
Verity Health System of California, Inc.	18-20151	\$ 45,231	\$ 3,116	\$ (31,904)	\$ 71,126	\$ (48)	\$ 112,000	\$ (74,676)	\$ 50,970	\$ (111,922)	\$ 63,893	544
O'Connor Hospital	18-20168	111,755	2,856	(719)	-	(2,651)	-	-	750	(0)	111,990	404
St. Louise Regional Hospital	18-20162	57,691	673	(104)	-	(576)	-	-	50	-	57,734	275
St. Francis Medical Center	18-20165	13,753	37,819	(28,851)	-	(37,851)	-	-	55,693	(19,356)	21,207	2,589
St. Vincent Medical Center	18-20164	4,218	14,409	(14,608)	-	(14,335)	-	-	25,202	(6,970)	7,917	1,386
Seton Medical Center	18-20167	7,583	15,138	(14,372)	-	(14,903)	-	-	26,667	(10,290)	9,823	1,739
O'Connor Hospital Foundation	18-20179	1,582	2	-	-	-	-	-	-	-	1,584	3
St. Louise Regional Hospital Foundation	18-20172	320	1	(0)	-	-	-	-	-	-	320	2
St. Francis Medical Center of Lynwood Foundation	18-20178	279	216	-	-	-	-	-	-	(322)	173	7
St. Vincent Medical Center Foundation	18-20180	1,682	11	-	-	-	-	-	-	(82)	1,611	4
St. Vincent Dialysis Center, Inc.	18-20171	36	381	-	-	(399)	-	-	-	-	18	21
Seton Medical Center Foundation	18-20175	5,872	23	(6)	-	-	-	-	-	-	5,888	32
Verity Business Services	18-20173	1,094	-	(2,640)	-	-	-	-	3,899	(1,149)	1,204	108
Verity Medical Foundation	18-20169	20,180	1,903	(3,439)	-	-	-	-	3,183	(17,073)	4,753	1,253
Verity Holdings, LLC	18-20163	16,090	394	(683)	-	(364)	-	-	750	-	16,188	100
De Paul Ventures – San Jose Dialysis, LLC	18-20181	87	0	-	-	-	-	-	-	-	87	1
Subtotal		\$ 287,452	\$ 76,940	\$ (97,326)	\$ 71,126	\$ (71,126)	\$ 112,000	\$ (74,676)	\$ 167,164	\$ (167,164)	\$ 304,390	8,468

Notes

1) In our monthly submissions, De Paul Ventures, LLC is not included above because it does not have a bank account.

2) Pursuant to the terms of the DIP loan agreement, Verity submits its cash inflows to the Debtors' DIP Lender Ally Bank on a daily basis even when there is no DIP balance outstanding. When this occurs, Ally Bank returns the funds to Verity. Commencing in November 2018, when there was no DIP balance outstanding, funds flowed to Ally Bank from the VHS – DIP Concentration Account and were returned by Ally to the new VHS – DIP Loan Proceeds account. Prior to the implementation of this cash management process, funds flowed to/ from Ally Bank through the VHS – AP account and such activity netted to zero to the extent funds were sent to and received from Ally Bank in the same month. The aggregate of the DIP Inflows and DIP Outflows columns above represent cumulative DIP borrowings and DIP repayments, respectively, for the period presented.

Verity Bank Account Summary
For the month ending 6/30/2019
\$ in 000's

Bank Account Name	Bank Account Number	Beg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
VHS - AP	XXXXXX6440	\$ 2,299	\$ 3	\$ (29,189)	\$ -	\$ -	\$ -	\$ -	\$ 31,600	\$ (2,322)	\$ 2,392	279
VHS - Self Insurance	XXXXXX9250	4	44	-	-	(48)	-	-	-	-	-	3
VHS - Payroll	XXXXXX1785	349	-	(2,314)	-	-	-	-	2,322	-	357	10
VHS - DIP Concentration Account	XXXXXX2889	2,194	3,018	(402)	71,126	-	-	(74,676)	3,048	-	4,309	208
VHS - DIP Loan Proceeds	XXXXXX4358	9,450	-	-	-	-	112,000	-	14,000	(109,600)	25,850	42
VHS - Non Santa Clara Sale Proceeds ⁴	XXXXXX9100	30,214	50	-	-	-	-	-	-	-	30,264	1
VHS - Santa Clara Sale Proceeds ⁴	XXXXXX9087	721	1	-	-	-	-	-	-	-	722	1
OCH - Lockbox	XXXXXX2945	1	2,672	-	-	(2,651)	-	-	-	-	23	311
OCH - Gross Revenue	XXXXXX3900	45	-	-	-	-	-	-	-	-	45	-
OCH - AP	XXXXXX6389	615	-	(718)	-	-	-	-	750	(0)	646	86
OCH - Payroll	XXXXXX3007	314	-	(1)	-	-	-	-	0	-	313	5
OCH - FSA	XXXXXX2284	-	-	-	-	-	-	-	-	-	-	-
OCH - Patient Trust	XXXXXX2662	4	1	-	-	-	-	-	-	-	5	1
OCH - Santa Clara Sale Proceeds ⁴	XXXXXX9549	110,776	182	-	-	-	-	-	-	-	110,958	1
SLRH - Lockbox	XXXXXX2926	2	579	-	-	(576)	-	-	-	-	5	199
SLRH - Gross Revenue	XXXXXX3905	15	-	-	-	-	-	-	-	-	15	-
SLRH - AP	XXXXXX6421	338	-	(104)	-	-	-	-	50	-	284	74
SLRH - Payroll	XXXXXX7575	180	-	(0)	-	-	-	-	-	-	180	1
SLRH - FSA	XXXXXX2307	-	-	-	-	-	-	-	-	-	-	-
SLRH - Santa Clara Sale Proceeds ⁴	XXXXXX9563	57,157	94	-	-	-	-	-	-	-	57,251	1
SFMC - Lockbox	XXXXXX2940	324	37,785	-	-	(37,820)	-	-	-	-	289	443
SFMC - Gross Revenue	XXXXXX3924	60	-	-	-	-	-	-	-	-	60	-
SFMC - AP	XXXXXX6407	10,469	-	(9,822)	-	-	-	-	36,372	(19,356)	17,662	737
SFMC - Payroll	XXXXXX3012	691	-	(13,150)	-	-	-	-	13,213	-	754	416
SFMC - FSA	XXXXXX2487	-	-	-	-	-	-	-	-	-	-	-
SFMC - Cafeteria Deposits	XXXXXX1057	1	32	-	-	(30)	-	-	-	-	3	48
SFMC - Capitation (AppleCare)	XXXXXX1371	1,525	-	(4,535)	-	-	-	-	4,656	-	1,646	397
SFMC - Capitation (Conifer)	XXXXXX1357	467	-	(850)	-	-	-	-	882	-	499	403
SFMC - Capitation AC	XXXXXX1845	23	-	(8)	-	-	-	-	10	-	25	7
SFMC - Capitation HCLA	XXXXXX1840	147	0	(486)	-	-	-	-	561	-	222	130
SFMC - Career College	XXXXXX2162	45	1	(0)	-	-	-	-	-	-	46	7
SFMC - Sale Proceeds ⁴	XXXXXX0090	0	0	-	-	-	-	-	-	-	0	1
SVMC - Lockbox	XXXXXX2964	115	14,407	-	-	(14,335)	-	-	-	-	187	537
SVMC - Gross Revenue	XXXXXX3929	35	-	-	-	-	-	-	-	-	35	-
SVMC - AP	XXXXXX6426	1,690	-	(7,641)	-	-	-	-	18,232	(6,970)	5,311	560
SVMC - Payroll	XXXXXX3017	162	-	(6,450)	-	-	-	-	6,439	-	151	154
SVMC - FSA	XXXXXX2062	-	-	-	-	-	-	-	-	-	-	-
SVMC - Capitation (CHP)	XXXXXX0553	332	-	-	-	-	-	-	-	-	332	-
SVMC - Capitation (Conifer)	XXXXXX3695	640	-	(517)	-	-	-	-	531	-	654	133
SVMC - Restricted Cash ³	XXXXXX0989	1,244	2	-	-	-	-	-	-	-	1,246	1
SVMC - Sale Proceeds ⁴	XXXXXX0076	0	0	-	-	-	-	-	-	-	0	1
SMC - Lockbox	XXXXXX2902	13	14,950	-	-	(14,730)	-	-	-	-	233	572
SMC - Gross Revenue	XXXXXX3887	5	-	-	-	-	-	-	-	-	5	-
SMC - AP	XXXXXX6365	5,985	-	(5,037)	-	-	-	-	17,450	(10,290)	8,108	763
SMC - Payroll	XXXXXX3001	1,248	-	(9,185)	-	-	-	-	9,167	-	1,230	212
SMC - FSA	XXXXXX2289	-	-	-	-	-	-	-	-	-	-	-
SMCC - Lockbox	XXXXXX02907	0	187	-	-	(173)	-	-	-	-	15	84
SMCC - Gross Revenue	XXXXXX3882	40	-	-	-	-	-	-	-	-	40	-
SMCC - AP	XXXXXX6384	258	-	(141)	-	-	-	-	50	-	167	99
SMCC - FSA	XXXXXX2302	-	-	-	-	-	-	-	-	-	-	-
SMCC - Patient Trust	XXXXXX12907	34	-	(9)	-	-	-	-	-	-	25	9

Verity Bank Account Summary
For the month ending 6/30/2019
\$ in 000's

Bank Account Name	Bank Account Number	Beg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
OCH Foundation ³	XXXXXX3433	1,339	2	-	-	-	-	-	-	-	1,341	1
OCH Foundation - Investment ³	XXXXX2-037	243	0	-	-	-	-	-	-	-	243	2
SLRH Foundation ³	XXXXXX2521	320	1	(0)	-	-	-	-	-	-	320	2
SFMC of Lynwood Foundation ³	XXXXXX2809	279	216	-	-	-	-	-	-	(322)	173	7
SVMC Foundation ³	XXXXXX3025	1,682	11	-	-	-	-	-	-	(82)	1,611	4
SVMC Foundation - EWB ³	XXXXXX1162	-	-	-	-	-	-	-	-	-	-	-
St. Vincent Dialysis Center	XXXXXX8921	36	381	-	-	(399)	-	-	-	-	18	21
SMC Foundation ³	XXXXXX2260	5,454	5	(0)	-	-	-	-	-	-	5,460	2
SMC Foundation - SVCS ³	XXXXXX0089	417	17	(6)	-	-	-	-	-	-	429	30
VBS - AP	XXXXXX6402	1,089	-	(1,496)	-	-	-	-	2,750	(1,149)	1,193	86
VBS - Payroll	XXXXXX2982	4	-	(1,144)	-	-	-	-	1,149	-	10	22
VBS - FSA	XXXXXX3192	-	-	-	-	-	-	-	-	-	-	-
VMF - Checking	XXXXXX9996	18,409	1,903	(3,439)	-	-	-	-	3,158	(17,073)	2,957	1,251
VMF - Payroll ZBA	XXXXXX0010	-	-	-	-	-	-	-	-	-	-	-
VMF - Sale Proceeds ⁴	XXXXXX2810	1,771	0	-	-	-	-	-	25	-	1,796	2
VH - AP	XXXXXX1597	279	1	(583)	-	-	-	-	750	-	347	64
VH - MOB	XXXXXX1248	29	368	-	-	(364)	-	-	-	-	33	35
VH - Operating	XXXXXX1970	-	-	-	-	-	-	-	-	-	-	-
VH - Savings	XXXXXX1975	-	-	-	-	-	-	-	-	-	-	-
VH - Santa Clara Sale Proceeds ⁴	XXXXXX9588	15,782	26	-	-	-	-	-	-	-	15,808	1
De Paul Ventures - San Jose Dialysis, LLC	XXXXXX2797	87	0	-	-	-	-	-	-	-	87	1
SMCC - Patient Trust - TCB	XXXXXX3611	-	-	-	-	-	-	-	-	-	-	-
SMC Foundation - TCB ³	XXXXXX8521	-	-	-	-	-	-	-	-	-	-	-
Subtotal		\$ 287,452	\$ 76,940	\$ (97,326)	\$ 71,126	\$ (71,126)	\$ 112,000	\$ (74,676)	\$ 167,164	\$ (167,164)	\$ 304,390	8,468

Notes

- 1) Sweep inflows and outflows reflect sweeps between lockbox, gross revenue and AP accounts of the same debtor and between lockbox and the VHS - DIP Concentration Account. In addition, VMF - Checking receipts that are swept to the VHS - DIP Concentration Account are reflected in I/C Outflows for the VMF - Checking account.
- 2) Pursuant to the terms of the DIP loan agreement, Verity submits its cash inflows to the Debtors' DIP Lender Ally Bank on a daily basis even when there is no DIP balance outstanding. When this occurs, Ally Bank returns the funds to Verity. Commencing in November 2018, when there was no DIP balance outstanding, funds flowed to Ally Bank from the VHS - DIP Concentration Account and were returned by Ally to the new VHS - DIP Loan Proceeds account. Prior to the implementation of this cash management process, funds flowed to/ from Ally Bank through the VHS - AP account and such activity netted to zero to the extent funds were sent to and received from Ally Bank in the same month. The aggregate of the DIP Inflows and DIP Outflows columns above represent cumulative DIP borrowings and DIP repayments, respectively, for the period presented.
- 3) This bank account contains certain funds that are donor restricted, and therefore, are not available for the debtor's general operating activities. Please refer to the attached restricted funds schedule for additional restricted funds recorded by the debtors that are not included in the Verity bank account summary as they are not part of the cash management program.
- 4) The Final DIP Order provides that the Sale Proceeds, including any deposits, shall be held in escrow in one or more deposit accounts subject to a deposit account control agreement in favor of the DIP Agent (the "Escrow Deposit Account"). Any funds held in the Escrow Deposit Account shall not be commingled with any other funds of the selling Debtor, the Sale Proceeds of any other Debtor or otherwise.

Verity Bank Account Cumulative Summary

For the ten months ending 6/30/2019 (including 8/31/2018 activity)
\$ in 000's

Debtor Name ¹	Debtor Case #	Beg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
Verity Health System of California, Inc.	18-20151	\$ 7,529	\$ 43,651	\$ (287,361)	\$ 543,423	\$ (3,379)	\$ 780,000	\$ (710,066)	\$ 666,293	\$ (976,196)	\$ 63,893	5,562
O'Connor Hospital	18-20168	8,981	273,134	(111,355)	194,828	(260,924)	-	-	140,284	(132,958)	111,990	14,291
St. Louise Regional Hospital	18-20162	3,978	109,100	(36,686)	61,632	(83,153)	-	-	45,527	(42,665)	57,734	9,224
St. Francis Medical Center	18-20165	10,077	482,144	(301,519)	411,355	(675,609)	-	-	426,272	(331,513)	21,207	23,967
St. Vincent Medical Center	18-20164	9,936	165,642	(170,973)	149,073	(232,793)	-	-	209,624	(122,592)	7,917	14,128
Seton Medical Center	18-20167	5,884	186,327	(156,083)	176,193	(274,349)	-	-	231,277	(159,427)	9,823	17,588
O'Connor Hospital Foundation	18-20179	1,714	95	(0)	-	-	-	-	-	(224)	1,584	57
St. Louise Regional Hospital Foundation	18-20172	720	52	(2)	-	-	-	-	-	(450)	320	43
St. Francis Medical Center of Lynwood Foundation	18-20178	780	2,566	(0)	-	-	-	-	-	(3,173)	173	67
St. Vincent Medical Center Foundation	18-20180	1,613	1,058	-	-	-	-	-	772	(1,833)	1,611	58
St. Vincent Dialysis Center, Inc.	18-20171	332	4,377	(7)	-	(3,358)	-	-	-	(1,325)	18	240
Seton Medical Center Foundation	18-20175	6,229	177	(99)	-	-	-	-	117	(535)	5,888	374
Verity Business Services	18-20173	1,003	4	(27,304)	-	-	-	-	42,796	(15,296)	1,204	1,085
Verity Medical Foundation	18-20169	4,493	55,285	(86,183)	-	-	-	-	111,111	(79,952)	4,753	24,816
Verity Holdings, LLC	18-20163	12,778	20,953	(8,670)	-	(2,938)	-	-	14,593	(20,528)	16,188	1,156
De Paul Ventures – San Jose Dialysis, LLC	18-20181	-	87	-	-	-	-	-	-	-	87	4
Subtotal		\$ 76,048	\$ 1,344,650	\$ (1,186,243)	\$ 1,536,503	\$ (1,536,503)	\$ 780,000	\$ (710,066)	\$ 1,888,667	\$ (1,888,667)	\$ 304,390	112,660

Notes

1) In our monthly submissions, De Paul Ventures, LLC is not included above because it does not have a bank account.

2) Pursuant to the terms of the DIP loan agreement, Verity submits its cash inflows to the Debtors' DIP Lender Ally Bank on a daily basis even when there is no DIP balance outstanding. When this occurs, Ally Bank returns the funds to Verity. Commencing in November 2018, when there was no DIP balance outstanding, funds flowed to Ally Bank from the VHS – DIP Concentration Account and were returned by Ally to the new VHS – DIP Loan Proceeds account. Prior to the implementation of this cash management process, funds flowed to/ from Ally Bank through the VHS – AP account and such activity netted to zero to the extent funds were sent to and received from Ally Bank in the same month. In the month of January, certain funds continued to flow to Ally Bank through the VHS – AP account. The aggregate of the DIP Inflows and DIP Outflows columns above represent cumulative DIP borrowings and DIP repayments, respectively, for the period presented.

Verity Bank Account Cumulative Summary

For the ten months ending 6/30/2019 (including 8/31/2018 activity)

\$ in 000's

Bank Account Name	Bank Account Number	Reg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
VHS - AP	XXXXXX6440	\$ 7,083	\$ 879	\$ (251,299)	\$ -	\$ -	\$ 40,000	\$ (150,125)	\$ 395,951	\$ (40,098)	\$ 2,392	3,249
VHS - Self Insurance	XXXXXX9250	200	4,220	-	-	(3,379)	-	-	-	(1,041)	-	75
VHS - Payroll	XXXXXX1785	246	-	(33,353)	-	-	-	-	33,464	-	357	294
VHS - DIP Concentration Account	XXXXXX2889	-	7,567	(2,486)	543,423	-	-	(752,735)	208,676	(135)	4,309	1,490
VHS - DIP Loan Proceeds	XXXXXX4358	-	-	(223)	-	-	740,000	192,794	28,200	(934,921)	25,850	440
VHS - Non Santa Clara Sale Proceeds ⁴	XXXXXX9100	-	30,264	-	-	-	-	-	-	-	30,264	7
VHS - Santa Clara Sale Proceeds ⁴	XXXXXX9087	-	721	-	-	-	-	-	1	-	722	7
OCH - Lockbox	XXXXXX2945	188	162,383	-	-	(162,549)	-	-	-	-	23	6,355
OCH - Gross Revenue	XXXXXX3900	1,962	-	-	96,452	(98,376)	-	-	7	-	45	202
OCH - AP	XXXXXX6389	6,499	0	(43,273)	98,376	-	-	-	71,870	(132,825)	646	4,887
OCH - Payroll	XXXXXX3007	207	-	(68,082)	-	-	-	-	68,188	-	313	2,821
OCH - FSA	XXXXXX2284	125	-	-	-	-	-	-	-	(125)	-	2
OCH - Patient Trust	XXXXXX2662	-	12	-	-	-	-	-	0	(7)	5	17
OCH - Santa Clara Sale Proceeds ⁴	XXXXXX9549	-	110,738	-	-	-	-	-	219	-	110,958	7
SLRH - Lockbox	XXXXXX2926	24	51,952	-	-	(51,971)	-	-	-	-	5	5,033
SLRH - Gross Revenue	XXXXXX3905	746	0	-	30,451	(31,182)	-	-	-	-	15	196
SLRH - AP	XXXXXX6421	3,047	1	(15,277)	31,182	-	-	-	23,963	(42,632)	284	2,876
SLRH - Payroll	XXXXXX7575	128	-	(21,408)	-	-	-	-	21,460	-	180	1,111
SLRH - FSA	XXXXXX2307	33	-	-	-	-	-	-	-	(33)	-	1
SLRH - Santa Clara Sale Proceeds ⁴	XXXXXX9563	-	57,147	-	-	-	-	-	103	-	57,251	7
SFMC - Lockbox	XXXXXX2940	357	469,278	-	-	(469,346)	-	-	-	-	289	4,476
SFMC - Gross Revenue	XXXXXX3924	903	-	-	205,256	(206,099)	-	-	-	-	60	195
SFMC - AP	XXXXXX6407	7,314	4	(110,527)	206,099	-	-	-	245,612	(330,840)	17,662	7,122
SFMC - Payroll	XXXXXX3012	589	-	(136,117)	-	-	-	-	136,282	-	754	3,979
SFMC - FSA	XXXXXX2487	198	-	-	-	-	-	-	-	(198)	-	1
SFMC - Cafeteria Deposits	XXXXXX1057	312	331	(0)	-	(164)	-	-	-	(475)	3	482
SFMC - Capitation (AppleCare)	XXXXXX1371	128	-	(32,934)	-	-	-	-	34,453	-	1,646	3,220
SFMC - Capitation (Conifer)	XXXXXX1357	156	2	(6,602)	-	-	-	-	6,944	-	499	3,153
SFMC - Capitation AC	XXXXXX1845	10	-	(189)	-	-	-	-	204	-	25	180
SFMC - Capitation HCLA	XXXXXX1840	75	5	(2,636)	-	-	-	-	2,778	-	222	1,064
SFMC - Career College	XXXXXX2162	37	11	(2)	-	-	-	-	-	-	46	88
SFMC - Sale Proceeds ⁴	XXXXXX0090	-	12,512	(12,512)	-	-	-	-	-	-	0	7
SVMC - Lockbox	XXXXXX2984	13	158,112	-	-	(157,937)	-	-	-	-	187	5,661
SVMC - Gross Revenue	XXXXXX3929	672	2	-	74,217	(74,855)	-	-	-	-	35	197
SVMC - AP	XXXXXX6426	6,943	-	(87,757)	74,855	-	-	-	133,809	(122,540)	5,311	5,517
SVMC - Payroll	XXXXXX3017	116	0	(72,128)	-	-	-	-	72,164	-	151	1,725
SVMC - FSA	XXXXXX2082	52	-	-	-	-	-	-	-	(52)	-	1
SVMC - Capitation (CHP)	XXXXXX0553	493	-	(161)	-	-	-	-	-	-	332	20
SVMC - Capitation (Conifer)	XXXXXX3695	417	4	(3,419)	-	-	-	-	3,651	-	654	989
SVMC - Restricted Cash ³	XXXXXX0989	1,230	17	-	-	-	-	-	-	-	1,246	11
SVMC - Sale Proceeds ⁴	XXXXXX0076	-	7,509	(7,509)	-	-	-	-	-	-	0	7
SMC - Lockbox	XXXXXX2902	14	183,888	-	-	(183,669)	-	-	-	-	233	6,616
SMC - Gross Revenue	XXXXXX3887	370	-	-	86,744	(87,109)	-	-	-	-	5	195
SMC - AP	XXXXXX6365	2,911	-	(58,819)	87,109	-	-	-	134,485	(157,578)	8,108	6,577
SMC - Payroll	XXXXXX3001	1,212	-	(95,680)	-	-	-	-	96,698	(1,000)	1,230	2,060
SMC - FSA	XXXXXX2289	117	1	-	-	-	-	-	-	(117)	-	2
SMCC - Lockbox	XXXXXX02907	2	2,406	-	-	(2,394)	-	-	-	-	15	877
SMCC - Gross Revenue	XXXXXX3882	54	-	-	1,163	(1,177)	-	-	-	-	40	195
SMCC - AP	XXXXXX6384	1,160	-	(1,552)	1,177	-	-	-	69	(688)	167	1,016
SMCC - FSA	XXXXXX2302	19	-	-	-	-	-	-	-	(19)	-	1
SMCC - Patient Trust	XXXXXX12907	-	32	(31)	-	-	-	-	25	-	25	47

Verity Bank Account Cumulative Summary

For the ten months ending 6/30/2019 (including 8/31/2018 activity)

\$ in 000's

Bank Account Name	Bank Account Number	Beg Balance	Total Receipts	Operating Disbursements	Sweep Inflows	Sweep Outflows	DIP Inflows ²	DIP Outflows ²	I/C Inflows	I/C Outflows	Ending Bank Balance	Total Transaction Count
OCH Foundation ³	XXXXXX3433	1,473	93	-	-	-	-	-	-	(224)	1,341	36
OCH Foundation - Investment ³	XXXXX2-037	242	2	(0)	-	-	-	-	-	-	243	21
SLRH Foundation ³	XXXXXX2521	720	52	(2)	-	-	-	-	-	(450)	320	43
SFMC of Lynwood Foundation ³	XXXXXX2809	780	2,566	(0)	-	-	-	-	-	(3,173)	173	67
SVMC Foundation ³	XXXXXX3025	844	1,055	-	-	-	-	-	772	(1,060)	1,611	47
SVMC Foundation - EWB ³	XXXXXX1162	769	3	-	-	-	-	-	-	(772)	-	11
St. Vincent Dialysis Center	XXXXXX8921	332	4,377	(7)	-	(3,358)	-	-	-	(1,325)	18	240
SMC Foundation ³	XXXXXX2260	5,660	103	(3)	-	-	-	-	117	(418)	5,460	53
SMC Foundation - SVCS ³	XXXXXX0089	451	73	(96)	-	-	-	-	-	-	429	318
VBS - AP	XXXXXX6402	962	4	(12,029)	-	-	-	-	27,526	(15,270)	1,193	779
VBS - Payroll	XXXXXX2982	15	-	(15,275)	-	-	-	-	15,270	-	10	305
VBS - FSA	XXXXXX3192	26	-	-	-	-	-	-	-	(26)	-	1
VMF - Checking	XXXXXX9996	4,493	53,492	(86,162)	-	-	-	-	111,086	(79,952)	2,957	24,802
VMF - Payroll ZBA	XXXXXX0010	-	21	(21)	-	-	-	-	-	-	-	6
VMF - Sale Proceeds ⁴	XXXXXX2810	-	1,771	-	-	-	-	-	25	-	1,796	8
VH - AP	XXXXXX1597	1,106	1	(7,669)	-	-	-	-	10,913	(4,005)	347	800
VH - MOB	XXXXXX1248	1,108	5,169	(10)	-	(2,938)	-	-	8	(3,304)	33	325
VH - Operating	XXXXXX1970	8,321	-	(991)	-	-	-	-	3,645	(10,975)	-	14
VH - Savings	XXXXXX1975	2,243	1	(0)	-	-	-	-	0	(2,244)	-	10
VH - Santa Clara Sale Proceeds ⁴	XXXXXX9568	-	15,782	-	-	-	-	-	26	-	15,808	7
De Paul Ventures - San Jose Dialysis, LLC	XXXXXX2797	-	87	-	-	-	-	-	-	-	87	4
SMCC - Patient Trust - TCB	XXXXXX3611	24	0	-	-	-	-	-	-	(24)	-	2
SMC Foundation - TCB ³	XXXXXX8521	117	0	-	-	-	-	-	-	(117)	-	3
Subtotal		\$ 76,048	\$ 1,344,650	\$ (1,186,243)	\$ 1,536,503	\$ (1,536,503)	\$ 780,000	\$ (710,066)	\$ 1,888,667	\$ (1,888,667)	\$ 304,390	112,660

Notes

1) Sweep inflows and outflows reflect sweeps between lockbox, gross revenue and AP accounts of the same debtor and between lockbox and the VHS - DIP Concentration Account. In addition, VMF - Checking receipts that are swept to the VHS - DIP Concentration Account are reflected in I/C Outflows for the VMF - Checking account.

2) Pursuant to the terms of the DIP loan agreement, Verity submits its cash inflows to the Debtors' DIP Lender Ally Bank on a daily basis even when there is no DIP balance outstanding. When this occurs, Ally Bank returns the funds to Verity. Commencing in November 2018, when there was no DIP balance outstanding, funds flowed to Ally Bank from the VHS - DIP Concentration Account and were returned by Ally to the new VHS - DIP Loan Proceeds account. Prior to the implementation of this cash management process, funds flowed to/ from Ally Bank through the VHS - AP account and such activity netted to zero to the extent funds were sent to and received from Ally Bank in the same month. In the month of January, certain funds continued to flow to Ally Bank through the VHS - AP account. The aggregate of the DIP Inflows and DIP Outflows columns above represent cumulative DIP borrowings and DIP repayments, respectively, for the period presented.

3) This bank account contains certain funds that are donor restricted, and therefore, are not available for the debtor's general operating activities. Please refer to the attached restricted funds schedule for additional restricted funds recorded by the debtors that are not included in the Verity bank account summary as they are not part of the cash management program.

4) The Final DIP Order provides that the Sale Proceeds, including any deposits, shall be held in escrow in one or more deposit accounts subject to a deposit account control agreement in favor of the DIP Agent (the "Escrow Deposit Account"). Any funds held in the Escrow Deposit Account shall not be commingled with any other funds of the selling Debtor, the Sale Proceeds of any other Debtor or otherwise.

Verity Health System of California, Inc.
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	VHS - AP / Self Insurance	VHS - Payroll	VHS - DIP Concentration Account	VHS - DIP Loan Proceeds	VHS - Santa Clara Sale Proceeds	VHS - Non Santa Clara Sale Proceeds	Debtor Total
	6440 / 9250	1765	2889	4358	9087	9100	
Balance Per Bank	\$ 2,392	\$ 357	\$ 4,309	\$ 25,850	\$ 722	\$ 30,264	\$ 63,893
Additive Items:							-
Deposits in Transit							-
Other Additive Items							-
Subtractive Items:							-
Outstanding Checks	(1,274)	(49)					(1,323)
Other Subtractive Items							-
Reclassifications							-
Negative book balance reclassified to AP							-
Petty Cash							-
Adjusted Bank Balance	1,117	308	4,309	25,850	722	30,264	62,570
GL Balance	\$ 1,117	\$ 308	\$ 4,309	\$ 25,850	\$ 722	\$ 30,264	\$ 62,570
							-
Number of Outstanding Checks	83	8					91

O'Connor Hospital
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	OCH - AP	OCH - Payroll	OCH - Lockbox/GR	OCH - Patient Trust	OCH-Santa Clara Sale Proceeds	Petty Cash Total	Debtor Total
	6389	3007	2945 / 3900	2882	9549	N/A	
Balance Per Bank	\$ 646	\$ 313	\$ 68	\$ 5	\$ 110,958		\$ 111,990
Additive Items:							-
Deposits in Transit							-
Other Additive Items							-
Subtractive Items:							(432)
Outstanding Checks	(361)	(71)					-
Other Subtractive Items							-
Reclassifications							-
Reconciling item							-
Petty Cash							-
Adjusted Bank Balance	286	242	68	5	110,958	-	111,559
GL Balance	\$ 286	\$ 242	\$ 68	\$ 5	\$ 110,958	\$ -	\$ 111,559
Number of Outstanding Checks	257	77					334

Saint Louise Regional Hospital
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	SLRH - AP	SLRH - Payroll	SLRH - Lockbox/GR	SLRH-Santa Clara Sale Proceeds	Petty Cash Total	Debtor Total
	6421	7575	2926 / 3905	9563	N/A	
Balance Per Bank	\$ 284	\$ 180	\$ 20	\$ 57,251		\$ 57,734
Additive Items:						-
Deposits in Transit						-
Other Additive Items						-
Subtractive Items:						-
Outstanding Checks	(54)	(14)				(68)
Other Subtractive Items						-
Reclassifications						-
Negative book balance reclassified to AP						-
Petty Cash						-
Adjusted Bank Balance	230	166	20	57,251	-	57,666
GL Balance	\$ 230	\$ 166	\$ 20	\$ 57,251	\$ -	\$ 57,666
Number of Outstanding Checks	176	20				196

St Francis Medical Center
Bank Reconciliation Summary
June 30, 2019
\$ In 000's

Bank Account No. (last 4 digits)	SFMC - AP 6407	SFMC - Payroll 3012	SFMC - Lockbox/GR 2940 / 3924 / 1057	SFMC - Capitation (Conifer) 1357	SFMC - Capitation (AppleCare) 1371	SFMC - Capitation HCLA / AC 1840 / 1845	SFMC - Career College 2162	SFMC- Sale Proceeds 0090	Petty Cash Total N/A	Debtor Total
Balance Per Bank	\$ 17,662	\$ 754	\$ 352	\$ 499	\$ 1,646	\$ 248	\$ 46	\$ 0		\$ 21,207
Additive Items:										-
Deposits in Transit										-
Other Additive Items				3		42				45
Subtractive Items:										-
Outstanding Checks	(2,123)	(276)		(331)	(1,422)	(236)				(4,388)
Other Subtractive Items						(21)				(21)
Reclassifications										-
Negative book balance reclassified to AP										-
Petty Cash									3	3
Adjusted Bank Balance	15,538	478	352	172	225	32	46	0	3	16,846
GL Balance	\$ 15,538	\$ 478	\$ 352	\$ 172	\$ 225	\$ 33	\$ 46	\$ 0	\$ 3	\$ 16,847
Number of Outstanding Checks	295	438		831	237	103				1,904

St Vincent Medical Center
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	SVMC - AP	SVMC - Payroll	SVMC - Lockbox/GR	SVMC - Capitation (Conifer)	SVMC - Capitation (CHP)	SVMC - Restricted Cash	SVMC- Sale Proceeds	Petty Cash Total	Debtor Total
	6426	3017	2964 / 3929	3695	0553	0989	0076	N/A	
Balance Per Bank	\$ 5,311	\$ 151	\$ 222	\$ 654	\$ 332	\$ 1,246	\$ 0		\$ 7,917
Additive Items:									
Deposits in Transit									-
Other Additive Items									-
Subtractive Items:									
Outstanding Checks	(1,373)	(88)		(291)	(186)				(1,939)
Other Subtractive Items									-
Reclassifications:									
Negative book balance reclassified to AP									-
Petty Cash								4	4
Adjusted Bank Balance	3,938	63	222	363	146	1,246	0	4	5,982
GL Balance	\$ 3,938	\$ 63	\$ 222	\$ 363	\$ 146	\$ 1,246	\$ 0	\$ 4	\$ 5,982
Number of Outstanding Checks	318	50		131	68				567

Seton Medical Center
Bank Reconciliation Summary
June 30, 2019
\$ In 000's

Bank Account No. (last 4 digits)	SMC- Sale						Debtor Total
	AP Disbursement	Payroll	Lockbox/GR	Proceeds	Petty Cash Total		
	6365	3001	2902 / 3887	0071	N/A		
Balance Per Bank	\$ 8,108	\$ 1,230	\$ 238	\$ -			\$ 9,576
Additive Items:							-
Deposits in Transit							-
Other Additive Items							-
Subtractive Items:							-
Outstanding Checks	(789)	(217)					(1,005)
Other Subtractive Items							-
Reclassifications							-
Negative book balance reclassified to AP							-
Petty Cash					4		4
Adjusted Bank Balance	7,319	1,013	238	-	4		8,574
GL Balance	\$ 7,319	\$ 1,013	\$ 238	\$ -	\$ 4		\$ 8,574
Number of Outstanding Checks	478	144					622

Seton Medical Center Coastside
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	AP Disbursement	SMCC - Lockbox/GR	Patient Trust	Debtor Total
	6834	02907 / 3882	12907	
Balance Per Bank	\$ 167	\$ 55	\$ 25	\$ 247
Additive Items:				-
Deposits in Transit			4	4
Other Additive Items				-
Subtractive Items:				-
Outstanding Checks	(45)		(5)	(50)
Other Subtractive Items			(4)	(4)
Reclassifications				-
Negative book balance reclassified to AP				-
Petty Cash				-
Adjusted Bank Balance	122	55	20	197
GL Balance	\$ 122	\$ 55	\$ 20	\$ 197
Number of Outstanding Checks	47		8	55

O'Connor Hospital Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

	OCH Foundation	OCH Foundation - Investment	Debtor Total
Bank Account No. (last 4 digits)	3433	2-037	
Balance Per Bank	\$ 1,341	\$ 243	\$ 1,584
Additive Items:			-
Deposits in Transit			-
Other Additive Items			-
Subtractive Items:			-
Outstanding Checks			-
Other Subtractive Items			-
Reclassifications			-
Negative book balance reclassified to AP			-
Petty Cash			-
Adjusted Bank Balance	1,341	243	1,584
GL Balance	\$ 1,341	\$ 243	\$ 1,584
Number of Outstanding Checks			-

Saint Louise Regional Hospital Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

	Debtor Total
Bank Account No. (last 4 digits)	2521
Balance Per Bank	\$ 320
Additive Items:	
Deposits in Transit	
Other Additive Items	
Subtractive Items:	
Outstanding Checks	
Other Subtractive Items	
Reclassifications	
Negative book balance reclassified to AP	
Petty Cash	
Adjusted Bank Balance	320
GL Balance	\$ 320
Number of Outstanding Checks	

St. Francis Medical Center of Lynwood Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	Debtor Total
	2809
Balance Per Bank	\$ 173
Additive Items:	
Deposits in Transit	67
Other Additive Items	
Subtractive Items:	
Outstanding Checks	
Other Subtractive Items	
Reclassifications	
Negative book balance reclassified to AP	
Petty Cash	
Adjusted Bank Balance	240
GL Balance	\$ 240
Number of Outstanding Checks	

St Vincent Medical Center Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

	Debtor Total
Bank Account No. (last 4 digits)	3025
Balance Per Bank	\$ 1,611
Additive Items:	
Deposits in Transit	2
Other Additive Items	
Subtractive Items:	
Outstanding Checks	
Other Subtractive Items	
Reclassifications	
Negative book balance reclassified to AP	
Petty Cash	
Adjusted Bank Balance	1,613
GL Balance	\$ 1,613
Number of Outstanding Checks	

St. Vincent Dialysis Center, Inc.
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

	Debtor Total
Bank Account No. (last 4 digits)	8921
Balance Per Bank	\$ 18
Additive Items:	
Deposits In Transit	
Other Additive Items	
Subtractive Items:	
Outstanding Checks	
Other Subtractive Items	
Reclassifications	
Negative book balance reclassified to AP	
Petty Cash	
Adjusted Bank Balance	18
GL Balance	\$ 18
Number of Outstanding Checks	

Seton Medical Center Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	SMC Foundation	SMC Foundation - SVCS	Debtor Total
	2260	0089	
Balance Per Bank	\$ 5,460	\$ 429	\$ 5,888
Additive Items:			
Deposits In Transit			-
Other Additive Items			-
Subtractive Items:			
Outstanding Checks			-
Other Subtractive Items		(429)	(429)
Reclassifications			
Negative book balance reclassified to AP			-
Petty Cash			-
Adjusted Bank Balance	5,460	-	5,460
GL Balance	\$ 5,460	\$ -	\$ 5,460
Number of Outstanding Checks			-

Verity Business Services
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	AP Disbursement	Payroll	Debtor Total
	6402	2982	
Balance Per Bank	\$ 1,193	\$ 10	\$ 1,204
Additive Items:			-
Deposits in Transit			-
Other Additive Items			-
Subtractive Items:			-
Outstanding Checks	(309)	(2)	(311)
Other Subtractive Items			-
Reclassifications			-
Negative book balance reclassified to AP			-
Petty Cash			-
Adjusted Bank Balance	884	8	892
GL Balance	\$ 884	\$ 8	\$ 892
Number of Outstanding Checks	20	2	22

Verity Medical Foundation
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	VMF - Checking	VMF - Sale Proceeds	Petty Cash Total	Debtor Total
	9996	2810		
Balance Per Bank	\$ 2,957	\$ 1,796		\$ 4,753
Additive Items:				-
Deposits in Transit				-
Other Additive Items	162			162
Subtractive Items:				-
Outstanding Checks	(540)			(540)
Other Subtractive Items				-
Reclassifications				-
Negative book balance reclassified to AP				-
Petty Cash			4	4
Adjusted Bank Balance	2,579	1,796	4	4,379
GL Balance	\$ 2,579	\$ 1,796	\$ 4	\$ 4,379
Number of Outstanding Checks	711			711

Verity Holdings, LLC
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

Bank Account No. (last 4 digits)	AP Disbursement	MOB	VH- Santa Clara Sale Proceeds	VH-Sale Proceeds	Debtor Total
	1597	1248	9568	0151	
Balance Per Bank	\$ 347	\$ 33	\$ 15,808	\$ -	\$ 16,188
Additive Items:					-
Deposits in Transit					-
Other Additive Items		4			4
Subtractive Items:					-
Outstanding Checks	(61)				(61)
Other Subtractive Items					-
Reclassifications					-
Negative book balance reclassified to AP					-
Petty Cash					-
Adjusted Bank Balance	286	37	15,808	-	16,131
GL Balance	\$ 286	\$ 37	\$ 15,808	\$ -	\$ 16,131
					-
Number of Outstanding Checks	21				21

De Paul Ventures - San Jose Dialysis, LLC
Bank Reconciliation Summary
June 30, 2019
\$ in 000's

	De Paul Ventures – San Jose Dialysis, LLC
Bank Account No. (last 4 digits)	2797
Balance Per Bank	\$ 87
Additive Items:	
Deposits In Transit	
Other Additive Items	
Subtractive Items:	
Outstanding Checks	
Other Subtractive Items	
Reclassifications	
Negative book balance reclassified to AP	
Petty Cash	
Adjusted Bank Balance	87
GL Balance	\$ 87
Number of Outstanding Checks	

Verity Health System, Inc.
Notes on Bank Reconciliations
June 30, 2019

1. DePaul Ventures, LLC has no bank accounts. Therefore, there is no bank activity reported on the Verity Bank Account Summary or on the Verity Bank Account Cumulative Summary, and accordingly no bank reconciliations.
2. The following bank accounts were closed prior to June 1, 2019, and are not reported on the Bank Reconciliation Summary.

Account name	Last four of account #
SMC Foundation - TCB	XXXXXXXX8521
SMCC - Patient Trust - TCB	XXXXXXXX3611
OCH - FSA	XXXXXX12284
SLRH - FSA	XXXXXX12307
SMC - FSA	XXXXXX12289
SMCC - FSA	XXXXXX12302
SFMC - FSA	XXXXXX12487
SVMC - FSA	XXXXXX12062
VBS - FSA	XXXXXX13192
VH - Operating	XXXXXX11970
VH - Savings	XXXXXX11975
VMF - Payroll ZBA - Wells Fargo	XXXXXX20010
SVMC Foundation - EWB	XXXXXX1162

3. The following bank accounts have had no activity and therefore bank and book balances were both zero at the end of June. These accounts are not reported on the Verity Bank Account Summary or on the Verity Bank Account Cumulative Summary.

Account name	Last four of account #
VH - Sale Proceeds	XXXXXXXX0151
SMC - Sale Proceeds	XXXXXXXX0071

**Verity Health System, Inc.
Notes on Bank Reconciliations
June 30, 2019**

4. On February 28, 2019 (the "Closing Date"), the Debtors' asset sale to Santa Clara County (the "Santa Clara Sale Transaction") closed and Santa Clara County wired the sale proceeds to Chicago Title Insurance Company ("Chicago Title"). As part of that transaction, operating disbursements were made by Chicago Title directly to third parties, on behalf of the Debtors that are party to the Santa Clara Sale Transaction (the "Chicago Title Disbursements"). In order to provide a full accounting of operating disbursements made by or on behalf of the Debtors in the June 2019 Monthly Operating Report, the Chicago Title Disbursements are added to the operating disbursements reported in the Verity Bank Account Summary for the ten months ending June 30, 2019 and reported in the table below (\$ 000):

Operating Disbursements for the ten months ending 6/30/19			
	Chicago Title Disb.	Op. Disb. From page 5	Total
O'Connor Hospital	\$ 21,573	\$ 111,355	\$ 132,928
St. Louise Regional Hospital	5,528	36,686	42,214
Verity Holdings, LLC	269	8,670	8,939
Verity Health System of California, Inc.	88	287,361	287,449

5. Per the Santa Clara County asset purchase agreement (the "APA") § 1.2 and 1.1.2, \$23.5 million of sale proceeds transferred by Santa Clara County were escrowed with Chicago Title as escrow agent, subject to reductions related to post-closing obligations and damages as described in APA § 15.2 (as reduced in accordance with APA § 15.2, the "Escrow Amount"). The APA provides that the Escrow Amount is security for the satisfaction of Sellers' post-closing obligations and to offset Damages incurred by Santa Clara County as described in Section 15.2 of the APA. The APA provides that the Escrow Agent shall hold the Escrow Amount for a period of twelve months following the Closing Date, and the Escrow Agent shall disburse the same (along with any interest accrued thereon, as further described in the Escrow Agreement) upon the expiration of such twelve month period (subject to valid escrow claims) in accordance with the terms of the Escrow Agreement. The Debtors that are party to the Santa Clara Sales Transaction report the Escrow Amount as a receivable in the Consolidating Balance Sheet – Unaudited as of June 30, 2019.

Verity Status of Payments to Secured Creditors, Lessors, And Other Parties to Executory Contracts

For the month ending 06/30/2019

\$ in 000's

#	Creditor, Lessor, Etc.	Frequency of Payments (Mo/Qtr)	Amount of Payment	Post-petition Payments Not Made (Number) ^(A)	Total Due Not Paid According to Postpetition Terms
Secured Debt Holders					
1	Ally Bank ^(B)	Various	\$75,078	-	-
2	Wells Fargo - 2005 Bonds	Monthly	1,226	-	-
3	US Bank 2015 Notes	Monthly	1,044	-	-
4	Verity MOB Financing, LLC	Monthly	418	-	-
5	US Bank 2017 Notes	Monthly	254	-	-
	Subtotal		\$78,020	-	-
Top 20 Vendors					
1	Healthnow Administrative Services	Various	\$7,012	-	-
2	Marillac Ltd.	Various	5,786	-	-
3	Transamerica	Various	4,199	-	-
4	Cardinal Health	Various	1,648	-	-
5	Old Republic Insurance Company	Various	1,491	-	-
6	Medline Industries, Inc.	Various	1,443	-	-
7	Verity Medical Group	Various	1,011	-	-
8	Applecare Medical Group	Various	926	-	-
9	Quadramed Corporation	Various	900	-	-
10	Sodexo, Inc & Affiliates	Various	890	-	-
11	Rightsourcing Inc	Various	719	-	-
12	Lockton Companies LLC	Various	687	-	-
13	Sagewell Healthcare Benefits Trust	Various	604	-	-
14	Nantworks LLC	Various	533	-	-
15	Onelegacy	Various	531	-	-
16	American Red Cross	Various	417	-	-
17	Medtronic USA Inc	Various	415	-	-
18	Shiftwise	Various	404	-	-
19	Kforce Inc.	Various	397	-	-
20	Norcal Mutual Insurance Company	Various	386	-	-
	Subtotal		\$30,399	-	-

Notes

- A) See Notes after XI. Questionnaire.
- B) In addition to the above payments to Ally Bank, Verity also submits its cash inflows to the Debtors' DIP Lender Ally Bank on a daily basis even when there is no DIP balance outstanding. When this occurs, Ally Bank returns the funds to Verity. To the extent funds are sent to and received from Ally Bank in the same month in the case of a zero DIP balance, the transfers will net out to zero.

TOTAL DUE:

III. TAX LIABILITIES - \$ in 000's

FOR THE REPORTING PERIOD - \$ in 000's:

Gross Sales Subject to Sales Tax: \$ 280

Total Wages Paid:	\$ 32,475
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	Total Post-Petition Amounts Owning	Amount Delinquent	Date Delinquent Amount Due
Federal Withholding	\$ 1,480	\$ -	
State Withholding	591	-	
FICA- Employee/Employer Share	1,990	-	
State Unemployment	107	-	
State Disability Insurance	112	-	
Sales and Use	26	-	
Real Property	33		
Other:			
TOTAL	\$ 4,338	-	

	*Accounts Payable Post-Petition	Patient Receivables Combined Pre and Post Petition
30 days or less	\$ 5,686	\$ 69,407
31 - 60 days	710	20,462
61 - 90 days	610	11,951
91 - 120 days	349	9,144
Over 120 days	379	40,763
TOTAL:	\$ 7,734	\$ 151,727

V. INSURANCE COVERAGE

	Name of Carrier	Amount of Coverage	Policy Expiration Date	Premium Paid Through (Date)
General Liability				
Worker's Compensation	See Schedule Attached			
Casualty				
Vehicle				
Others:				

VI. UNITED STATES TRUSTEE QUARTERLY FEES - \$ in 000's
 (TOTAL PAYMENTS)

Quarterly Period Ending (Date)	Total Disbursements	Quarterly Fees	Date Paid	Amount Paid	Quarterly Fees Still Owing	(A)
30-Sep-2018	\$ 89,411	\$ 898	31-Oct-2018	\$ 898	\$ -	
31-Dec-2018	\$ 377,637	\$ 1,775	31-Jan-2019	\$ 1,775	\$ -	
31-Mar-2019	\$ 418,770	\$ 1,840	30-Apr-2019	\$ 1,840	\$ -	
					-	
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					-	
					-	
					-	
					-	
		\$ 4,513		\$ 4,513	\$ -	

(A) The Debtors did not initially receive an invoice from the U.S. Trustee for quarterly fees for De Paul Ventures – San Jose Dialysis, LLC and therefore \$0.325 thousand of the reported amount paid was paid on November 30, 2018.

See Notes after Section XI., Questionnaire.

Debtor	Account Used	Aggregate Insider Compensation Paid
Verity Health System of California, Inc.	XXXXXX1785	\$ 260,716
O'Connor Hospital	XXXXXX3007	\$ -
Saint Louise Regional Hospital	XXXXXX7575	\$ -
St. Francis Medical Center	XXXXXX3012	\$ 11,429
St. Vincent Medical Center	XXXXXX3017	\$ 61,629
Seton Medical Center	XXXXXX3001	\$ 65,977
O'Connor Hospital Foundation		-
Saint Louise Regional Hospital Foundation		-
St. Francis Medical Center of Lynwood Foundation		-
St. Vincent Foundation		-
St. Vincent Dialysis Center, Inc.		-
Seton Medical Center Foundation		-
Verity Business Services		-
Verity Medical Foundation	XXXXXX9996	\$ -
Verity Holdings, LLC		-
DePaul Ventures, LLC		-
DePaul Ventures - San Jose Dialysis, LLC		-
		\$ 399,751

VIII SCHEDULE OF OTHER AMOUNTS PAID TO INSIDERS

Debtor	Account Used	Aggregate Insider Other Amounts Paid (a)
Verity Health System of California, Inc.	XXXXXX6440	\$ 124,375
O'Connor Hospital	XXXXXX6389	\$ -
Saint Louise Regional Hospital	XXXXXX6421	\$ -
St. Francis Medical Center	XXXXXX6407	\$ 31,750
St. Vincent Medical Center	XXXXXX6426	\$ 10,215
Seton Medical Center	XXXXXX6365	\$ 20,250
O'Connor Hospital Foundation		\$ -
Saint Louise Regional Hospital Foundation		\$ -
St. Francis Medical Center of Lynwood Foundation		\$ -
St. Vincent Foundation		\$ -
St. Vincent Dialysis Center, Inc.		\$ -
Seton Medical Center Foundation		\$ -
Verity Business Services		\$ -
Verity Medical Foundation		\$ -
Verity Holdings, LLC		\$ -
DePaul Ventures, LLC		\$ -
DePaul Ventures - San Jose Dialysis, LLC		\$ -
		\$ 186,590

(a) For the Hospital Debtors, amounts represent payments made by the Hospitals to physician board members associated with medical directorships and on-call coverage provided. Such payments are not associated with services provided as a board member.

	O'Connor Hospital	Saint Louis Regional Hospital	St. Francis Medical Center	St. Vincent Medical Center	Seton Medical Center	Seton Medical Center Coastside (Seton Medical Center)	System Office (Verity Health System of CA, Inc.)	System Elimination - Obligated Group	Obligated Group Subtotal	Non-Debtor A	Verity Business Services	DePaul Ventures (Includes DePaul Ventures - San Jose Dialysis, LLC)
ASSETS												
Current Assets:												
Cash and cash equivalents	\$ 601	\$ 416	\$ 16,847	\$ 4,736	\$ 8,574	\$ 197	\$ 31,584	\$ -	\$ 62,955	\$ 17,970	\$ 892	\$ 87
Net patient accounts receivable	12,029	3,977	61,282	32,268	35,810	4,535	-	-	149,901	-	-	-
Due from government agencies	739	188	2,949	5,003	1,895	-	-	-	10,684	-	-	-
Due from related organizations	13,434	4,905	453,240	13,554	17,240	48	631,858	(1,058,503)	75,776	-	55,632	3,474
Other current assets	30,254	10,797	44,945	19,176	13,357	368	10,695	-	129,590	6,056	239	-
Other restricted assets	110,956	57,251	-	-	-	-	30,988	-	199,185	-	-	-
Total Current Assets	168,015	77,544	679,263	74,737	76,976	5,145	705,123	(1,058,503)	626,301	24,026	56,763	3,561
Assets Limited As To Use:												
Other investments	-	-	-	3,031	-	-	20	-	3,051	35,633	-	-
Under bond indenture agreements	-	-	-	-	34,832	-	24,816	-	59,648	-	-	-
Total Assets Limited As To Use	-	-	-	3,031	34,832	-	24,836	-	82,699	35,633	-	-
Property And Equipment, Net	-	-	86,029	44,119	41,335	641	24,092	-	186,216	-	1,522	-
Other Long-Term Assets	-	-	137	7	222	-	2,475	-	2,841	-	-	51
Total Assets	\$ 168,015	\$ 77,544	\$ 685,429	\$ 121,894	\$ 153,365	\$ 5,787	\$ 755,626	\$ (1,058,503)	\$ 890,657	\$ 59,659	\$ 58,285	\$ 3,612
LIABILITIES AND NET (DEFICIT) ASSETS												
Current Liabilities:												
Accounts payable	\$ 15,900	\$ 4,091	\$ 16,974	\$ 23,371	\$ 15,274	\$ 403	\$ 14,183	\$ -	\$ 89,690	\$ 33	\$ 5,825	\$ -
Current portion of long-term debt, net of debt issuance costs	774	469	4,076	867	1,801	-	228,350	-	236,337	-	-	-
Due to government agencies	570	-	2,603	1,605	326	-	-	-	5,104	-	-	-
Accrued expenses and other current liabilities	15,848	5,285	94,744	32,543	47,496	2,152	159,859	-	357,708	15,889	3,593	1
Due to related organizations	270,132	73,620	10,343	340,362	220,728	26,451	269,577	(1,058,503)	152,711	-	47,086	2
Total Current Liabilities	302,926	83,445	129,740	398,748	285,628	29,009	671,769	(1,058,503)	641,756	15,922	56,506	3
Other Liabilities												
Pension and other long-term liabilities	48,641	5,669	95,824	73,788	2,549	26	49,335	-	275,832	33,092	-	-
Total Other Liabilities	48,641	5,669	95,824	73,788	2,549	26	49,335	-	275,832	33,092	-	-
Long-Term Debt, Net Of Current Portion And Debt Issuance Costs	47,507	28,776	63,436	53,181	86,132	-	44,076	-	333,108	-	-	-
Total Liabilities	399,073	117,890	285,000	525,717	384,307	29,032	765,180	(1,058,503)	1,450,666	49,014	56,506	3
NET (DEFICIT) ASSETS:												
Unrestricted	(231,056)	(40,346)	377,429	(407,064)	(230,942)	(23,245)	(6,654)	-	(563,880)	10,645	1,779	3,608
Temporarily restricted	-	-	-	523	-	-	-	-	523	-	-	-
Permanently restricted	-	-	-	2,718	-	-	-	-	2,718	-	-	-
Total Net (Deficit) Assets	(231,056)	(40,346)	377,429	(403,823)	(230,942)	(23,245)	(6,654)	-	(560,639)	10,645	1,779	3,608
Total Liabilities And Net (Deficit) Assets	\$ 168,015	\$ 77,544	\$ 685,429	\$ 121,894	\$ 153,365	\$ 5,787	\$ 755,626	\$ (1,058,503)	\$ 890,657	\$ 59,659	\$ 58,285	\$ 3,612

	St. Vincent Dialysis Center Inc.	Verity Medical Foundation	O'Connor Hospital Foundation	Seton Medical Center Foundation	St. Francis Medical Center of Lynwood Foundation	Saint Louis Regional Hospital Foundation	St. Vincent Foundation	Verity Holdings, LLC	Non-Debtor B	System Elimination - Non Obligated Group	Verity Total
ASSETS											
Current Assets:											
Cash and cash equivalents	\$ 18	\$ 2,583	\$ 343	\$ 222	\$ 58	\$ 19	\$ 195	\$ 323	\$ 15	\$ -	\$ 85,878
Net patient accounts receivable	815	1,211	-	-	-	-	-	-	-	-	151,727
Due from government agencies	-	-	-	-	-	-	-	-	-	-	10,884
Due from related organizations	8,913	3,438	1	7	4	5	12,517	78,654	-	(234,421)	-
Other current assets	84	3,142	-	387	1,421	-	982	1,969	-	(8,363)	135,487
Other restricted assets	-	1,796	-	-	-	-	-	15,808	-	-	216,799
Total Current Assets	7,610	12,170	344	616	1,481	24	13,694	94,784	15	(242,784)	600,875
Assets Limited As To Use:											
Other investments	-	-	1,241	5,238	184	301	4,104	-	-	-	49,750
Under bond indenture agreements	-	-	-	-	-	-	-	-	-	-	59,848
Total Assets Limited As To Use	-	-	1,241	5,238	184	301	4,104	-	-	-	169,398
Property And Equipment, Net	185	501	-	-	-	-	-	13,578	-	-	212,006
Other Long-Term Assets	-	886	-	-	-	-	956	890	-	(1,491)	4,113
Total Assets	\$ 7,799	\$ 13,537	\$ 1,585	\$ 5,852	\$ 1,665	\$ 325	\$ 18,754	\$ 109,222	\$ 15	\$ (244,275)	\$ 926,092
LIABILITIES AND NET (DEFICIT) ASSETS											
Current Liabilities:											
Accounts payable	\$ -	\$ 596	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,057	\$ -	\$ -	\$ 97,407
Current portion of long-term debt, net of debt issuance costs	-	-	-	-	-	-	-	-	-	-	236,337
Due to government agencies	-	-	-	-	-	-	-	-	-	-	5,104
Accrued expenses and other current liabilities	34	10,501	-	-	-	-	-	1,704	-	(9,844)	379,586
Due to related organizations	12,123	-	7,343	1,112	8,687	5,094	890	(629)	-	(234,421)	-
Total Current Liabilities	12,157	11,097	7,343	1,112	8,687	5,094	890	2,132	-	(244,285)	718,434
Other Liabilities											
Pension and other long-term liabilities	-	7,801	70	-	-	-	104	18,579	-	(10)	335,468
Total Other Liabilities	-	7,801	70	-	-	-	104	18,579	-	(10)	335,468
Long-Term Debt, Net Of Current Portion And Debt Issuance Costs	-	-	-	-	-	-	-	105,853	-	-	438,761
Total Liabilities	12,157	18,898	7,413	1,112	8,687	5,094	994	126,364	-	(244,275)	1,492,663
NET (DEFICIT) ASSETS:											
Unrestricted	(4,358)	(5,381)	(6,998)	(424)	(8,538)	(5,070)	11,692	(17,142)	15	-	(584,029)
Temporarily restricted	-	-	635	2,446	1,514	301	3,617	-	-	-	9,236
Permanently restricted	-	-	335	2,718	-	-	2,451	-	-	-	8,222
Total Net (Deficit) Assets	(4,358)	(5,381)	(6,828)	4,740	(7,022)	(4,769)	17,760	(17,142)	15	-	(565,571)
Total Liabilities And Net (Deficit) Assets	\$ 7,799	\$ 13,537	\$ 1,585	\$ 5,852	\$ 1,665	\$ 325	\$ 18,754	\$ 109,222	\$ 15	\$ (244,275)	\$ 926,092

	O'Connor Hospital	Saint Louise Regional Hospital	St. Francis Medical Center	St. Vincent Medical Center	Seton Medical Center	Seton Medical Center Coastside (Seton Medical Center)	System Office (Verity Health System of CA, Inc.)	System Elimination - Obligated Group	Obligated Group Subtotal	Non-Debtor A	Verity Business Services	DePaul Ventures (Includes DePaul Ventures - San Jose Dialysis, LLC)
UNRESTRICTED REVENUES AND OTHER SUPPORT:												
Nat patient service revenue	\$ (1,777)	\$ (894)	\$ 25,559	\$ 13,496	\$ 12,222	\$ 1,269	\$ -	\$ (1,412)	\$ 48,368	\$ -	\$ -	\$ -
Provision for doubtful accounts	839	377	1,886	(248)	(232)	72	-	-	2,695	-	-	-
Nat patient service revenue less provision for doubtful accounts	(938)	(517)	27,447	13,250	11,990	1,341	-	(1,412)	51,063	-	-	-
Premium revenue	-	-	8,988	1,853	-	-	-	(158)	10,683	-	-	-
Other revenue	(21)	-	220	15	101	32	9,817	(8,778)	1,385	984	2,399	-
Contributions	-	-	364	65	15	-	-	-	444	-	-	-
Total Unrestricted Revenues And Other Support	(958)	(517)	37,017	15,183	12,106	1,373	9,817	(10,347)	63,573	984	2,399	-
EXPENSES:												
Salaries and benefits	236	126	20,682	9,068	12,053	1,503	3,302	(1,412)	45,759	-	1,730	-
Supplies	(57)	(9)	3,717	2,834	1,390	210	6	-	8,141	-	(9)	-
Purchased services, medical claims and other	496	40	18,533	8,023	5,577	426	1,747	(5,828)	28,908	106	642	1
Depreciation and amortization	-	-	701	576	426	11	43	-	1,757	-	23	-
Interest, net	229	139	316	229	442	-	2,114	-	3,471	-	-	-
Total Expenses	896	296	44,131	20,798	19,888	2,150	7,212	(7,340)	88,031	196	2,386	1
Operating (Loss) Income	(1,855)	(913)	(7,114)	(5,615)	(7,782)	(777)	2,605	(3,007)	(24,458)	788	13	(1)
Investment Income (Loss)	102	94	-	-	102	-	402	-	780	45	-	-
Gain (Loss) on Hospital Sales	(393)	(90)	-	-	-	-	-	-	(483)	-	-	-
Reorganization Items	(44)	(83)	1,448	950	823	76	3,007	(3,007)	3,190	-	13	-
Excess (Deficit) Of Revenues Over Expenses	\$ (2,022)	\$ (846)	\$ (6,562)	\$ (6,565)	\$ (6,502)	\$ (853)	\$ -	\$ -	(27,351)	\$ 833	\$ -	(1)

	St. Vincent Diagnosis Center Inc.	Verity Medical Foundation	O'Connor Hospital Foundation	Seton Medical Center Foundation	St. Francis Medical Center of Lynwood Foundation	Saint Louis Regional Hospital Foundation	St. Vincent Foundation	Verity Holdings, LLC	Non-Debtor B	System Elimination - Non Obligated Group	Verity Total
UNRESTRICTED REVENUES AND OTHER SUPPORT:											
Net patient service revenue	\$ 422	\$ (310)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (97)	\$ 48,381
Provision for doubtful accounts	(15)	-	-	-	-	-	-	-	-	-	2,680
Net patient service revenue less provision for doubtful accounts	407	(310)	-	-	-	-	-	-	-	(97)	61,061
Premium revenue	-	250	-	-	-	-	-	-	-	-	10,933
Other revenue	-	790	-	-	-	-	-	924	-	(4,564)	1,888
Contributions	-	-	-	5	23	-	20	180	-	-	672
Total Unrestricted Revenues And Other Support	407	709	-	5	23	-	20	1,104	-	(4,661)	64,554
EXPENSES:											
Salaries and benefits	260	506	-	13	33	-	18	-	-	(648)	47,668
Supplies	116	45	-	-	-	-	-	(7)	-	-	8,286
Purchased services, medical claims and other	40	2,829	-	(1)	(2)	-	2	882	-	(3,999)	29,476
Depreciation and amortization	2	14	-	1	1	-	1	41	-	-	1,640
Interest, net	-	-	-	-	-	-	-	698	-	-	4,169
Total Expenses	418	3,394	-	13	32	-	21	1,594	-	(4,647)	81,439
Operating (Loss) Income	(11)	(2,684)	-	(8)	(9)	-	(1)	(490)	-	(14)	(26,885)
Investment Income (Loss)	-	-	2	5	1	1	3	26	-	-	863
Gain (Loss) on Hospital Sales	-	-	-	-	-	-	-	-	-	-	(483)
Reorganization Items	-	(84)	-	-	-	-	-	14	-	(13)	3,120
Excess (Deficit) Of Revenues Over Expenses	\$ (11)	\$ (2,610)	\$ 2	\$ (3)	\$ (8)	\$ 1	\$ 2	\$ (478)	\$ -	\$ (1)	\$ (29,625)

	O'Connor Hospital	Saint Louise Regional Hospital	St. Francis Medical Center	St. Vincent Medical Center	Seton Medical Center	Seton Medical Center Coastside (Seton Medical Center)	System Office (Verity Health System of CA, Inc.)	System Elimination - Obligated Group	Obligated Group Subtotal	Non-Debtor A	Verity Business Services	DePaul Ventures (Includes DePaul Ventures - San Jose Dialysis, LLC)
UNRESTRICTED REVENUES AND OTHER SUPPORT:												
Net patient service revenue	\$ 125,008	\$ 40,112	\$ 361,461	\$ 149,068	\$ 174,813	\$ 18,182	\$ -	\$ (14,657)	\$ 653,987	\$ -	\$ -	\$ -
Provision for doubtful accounts	(3,308)	(1,324)	(1,870)	(1,213)	(9,096)	(612)	-	-	(17,423)	-	-	-
Net patient service revenue less provision for doubtful accounts	121,700	38,788	359,591	147,855	165,717	17,570	-	(14,657)	636,564	-	-	-
Premium revenue	-	-	86,395	13,404	-	-	-	(1,044)	98,755	-	-	-
Other revenue	2,231	92	1,640	1,236	998	448	128,407	(124,705)	11,347	10,609	31,609	-
Contributions	62	32	3,214	920	73	-	-	-	4,301	-	-	-
Total Unrestricted Revenues And Other Support	123,993	38,912	460,840	163,415	166,788	18,018	128,407	(140,406)	950,967	10,609	31,609	-
EXPENSES:												
Salaries and benefits	84,748	30,266	192,993	95,805	125,557	14,525	41,603	(14,657)	570,841	-	23,060	-
Supplies	18,379	4,028	35,498	33,691	22,724	1,604	114	-	116,238	-	193	-
Purchased services, medical claims and other	49,328	15,305	175,112	82,466	57,483	3,913	27,542	(84,211)	325,937	9,981	7,852	(75)
Depreciation and amortization	3,005	688	6,955	4,880	4,219	103	403	-	20,433	-	229	-
Interest, net	2,070	1,377	3,155	2,231	4,505	-	20,718	-	34,054	-	-	-
Total Expenses	158,531	51,844	413,713	219,273	214,488	20,145	80,378	(98,868)	1,047,603	9,981	31,334	(75)
Operating (Loss) Income	(32,538)	(12,932)	37,127	(55,858)	(47,700)	(2,127)	39,029	(41,538)	(116,538)	628	275	75
Investment Income (Loss)	744	385	-	-	247	-	2,509	-	3,885	498	-	-
Gain (Loss) on Hospital Sales	109,158	51,629	-	-	-	-	674	-	161,459	-	-	-
Reorganization Items	5,987	2,053	16,683	10,570	9,410	880	41,538	(41,538)	45,571	-	275	1
Excess (Deficit) Of Revenues Over Expenses	\$ 71,395	\$ 37,029	\$ 20,444	\$ (66,428)	\$ (56,871)	\$ (3,007)	\$ 674	\$ -	\$ 3,237	\$ 1,126	\$ -	\$ 74

	St. Vincent Dialysis Center Inc.	Verity Medical Foundation	O'Connor Hospital Foundation	Seton Medical Center Foundation	St. Francis Medical Center of Lynwood Foundation	Saint Louise Regional Hospital Foundation	St. Vincent Foundation	Verity Holdings, LLC	Non-Debtor B	System Elimination - Non Obligated Group	Verity Total
UNRESTRICTED REVENUES AND OTHER SUPPORT:											
Net patient service revenue	\$ 4,163	\$ 31,448	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,080)	\$ 888,518
Provision for doubtful accounts	(265)	(1,609)	-	-	-	-	-	-	-	-	(19,298)
Net patient service revenue less provision for doubtful accounts	3,897	29,839	-	-	-	-	-	-	-	(1,080)	869,220
Premium revenue	-	10,764	-	-	-	-	-	-	-	-	109,519
Other revenue	-	6,747	-	-	-	-	-	11,653	-	(55,546)	18,419
Contributions	-	-	5	43	124	(1)	141	1,800	-	-	6,413
Total Unrestricted Revenues And Other Support	3,897	49,350	5	43	124	(1)	141	13,453	-	(56,626)	1,003,571
EXPENSES:											
Salaries and benefits	2,603	24,662	94	138	360	69	188	(9)	-	(6,661)	815,345
Supplies	1,358	10,581	-	(5)	-	-	-	49	-	-	128,414
Purchased services, medical claims and other	440	58,837	6	(7)	41	28	31	9,184	-	(49,695)	362,560
Depreciation and amortization	20	1,526	-	4	4	-	4	605	-	-	22,825
Interest, net	-	11	-	-	-	-	-	7,097	-	-	41,162
Total Expenses	4,421	95,617	100	130	405	97	223	16,926	-	(56,356)	1,170,306
Operating (Loss) Income	(524)	(46,267)	(95)	(87)	(281)	(98)	(82)	(3,473)	-	(276)	(168,738)
Investment Income (Loss)	3	-	17	55	10	7	20	599	-	-	5,094
Gain (Loss) on Hospital Sales	-	(31)	-	-	-	-	-	13,170	-	-	174,598
Reorganization Items	-	589	3	4	3	3	3	95	-	(273)	46,274
Excess (Deficit) Of Revenues Over Expenses	\$ (521)	\$ (46,887)	\$ (81)	\$ (38)	\$ (274)	\$ (94)	\$ (65)	\$ 10,201	\$ -	\$ 3	\$ (33,317)

XI. QUESTIONNAIRE

- | | | |
|--|----|-----|
| | No | Yes |
|--|----|-----|
1. Has the debtor-in-possession made any payments on its pre-petition unsecured debt, except as have been authorized by the court? If "Yes", explain below:
- x _____
-
- | | | |
|--|----|-----|
| | No | Yes |
|--|----|-----|
2. Has the debtor-in-possession during this reporting period provided compensation or remuneration to any officers, directors, principals, or other insiders without appropriate authorization? If "Yes", explain below:
- x _____
-
3. State what progress was made during the reporting period toward filing a plan of reorganization
- On May 2, 2019, the Court entered the *Order (A) Authorizing The Sale Of Certain Of The Debtors' Assets To Strategic Global Management, Inc. ["SGM"] Free And Clear Of Liens, Claims, Encumbrances, And Other Interests; (B) Approving The Assumption And Assignment Of An Unexpired Lease Related Thereto; And (C) Granting Related Relief* [Docket No. 2306] (the "Sale Order"). Since the entry of the Sale Order, the Debtors and SGM continue to work together on numerous matters related to the sale, including the submission of the application to the Attorney General on May 13, 2019 [as noticed at Docket No. 2379]. During the reporting period, among other things, the Debtors met with the Attorney General's expert and responded to inquiries from the Office of Attorney General. Also, the Debtors (i) continued to work with counterparties to executory contracts and unexpired leases with respect to the resolution of cure costs and other issues, and (ii) have met with unions with respect to their collective bargaining agreements. Once the sale of the Debtors' four remaining hospitals closes, the Debtors will be able to adequately formulate a plan of reorganization. During the reporting period, the Debtors also filed the *Motion to Approve Terms of a Private Sale of Clinics to Union Square Hearing, Inc. In Accordance with Sections 363(b) and (f)* [Docket No. 2500]. The Debtors also continued to work closely and collaboratively with the Official Committee of Unsecured Creditors and secured creditors on issues related to, among other things, the sale of their assets and resolution of pending disputes with creditors, vendors, doctors, employees and other parties in interest.
-
4. Describe potential future developments which may have a significant impact on the case:
The closing of the sale of the Debtors' remaining Hospitals and other assets will have a significant impact on these cases, particularly the Attorney General review of the sale of the remaining Hospitals.
-
5. Attach copies of all Orders granting relief from the automatic stay that were entered during the reporting period.
Attached.
-
- | | | |
|--|----|-----|
| | No | Yes |
|--|----|-----|
6. Did you receive any exempt income this month, which is not set forth in the operating report? If "Yes", please set forth the amounts and sources of the income below.
- x _____
-
7. Anita Chou, declare under penalty of perjury that I have fully read and understood the foregoing debtor-in-possession operating report and that the information contained herein is true and complete to the best of my knowledge.

Date

7/30/19

Principal for debtor-in-possession

Notes

Creditor, Lessor, Etc. Not Paid According to Postpetition Terms	Frequency of Payments (Mo/Qtr)	Post-Petition payments not made (Number)	Total Due not paid according to postpetition terms	Explanation
None	n/a	-	-	n/a
TOTAL DUE:			0.00	

VI. UNITED STATES TRUSTEE QUARTERLY FEES (TOTAL PAYMENTS - 1st QUARTERLY PERIOD)

Quarterly Period Ending (Date)	Debtor	Total Disbursements	Quarterly Fees	Date Paid	Amount Paid	Quarterly Fees Still Owing
		\$ -	\$ -		\$ -	\$ -



#	Insurance Coverage	Carrier	First Named Insured	Policy Period	Policy Number	Limits of Liability	Premium Paid Through (Date)
1	Storage Tank Liability	ACE American Insurance Company (Chubb)	O'Connor Hospital	6/30/2018-2/28/2022	G24668538 010	\$1,000,000 Per Storage Tank Incident \$2,000,000 Aggregate for ASTs \$2,000,000 Aggregate for USTs \$4,000,000 Aggregate Limit of Liability for All Storage Tank Incidents \$2,000,000 Aggregate Limit of Liability for Legal Defense Expenses \$6,000,000 Policy Aggregate	2/28/2022
2	Cyber/Network Liability	AXIS Insurance Company	Verity Health System of California, Inc.	2/4/2019-2/4/2020	P-001-000076217-01	\$2,000,000 per claim in excess of \$500,000	2/4/2020
3	Commercial Property	American Guarantee and Liability Insurance Company (Zurich)	Verity Health System of California, Inc.	7/1/2019-7/1/2020	ZHD7067455-01	\$1,000,000,000 Less Limit	7/1/2020
4	Workers' Compensation and Employers Liability	Old Republic Insurance Company	Verity Health System of California, Inc.	7/1/2019-1/1/2020	MWC 313800-19	Workers' Compensation - Statutory Employers Liability - \$1,000,000 BI Each Accident \$1,000,000 BI Disease Each Employee \$1,000,000 BI Disease Policy Limit	1/1/2020
5	Storage Tank Liability (Consolidated)	ACE American Insurance Company (Chubb)	St. Vincent Medical Center/ Seton Medical Center; Verity Holdings, LLC	10/1/2018-10/1/2019	UST G71182654 001	\$1,000,000 Per Storage Tank Incident \$1,000,000 Aggregate for ASTs \$1,000,000 Aggregate for USTs \$2,000,000 Aggregate Limit of Liability for All Storage Tank Incidents \$1,000,000 Aggregate Limit of Liability for Legal Defense Expenses \$3,000,000 Policy Aggregate	10/1/2019
6	Commercial Automobile	National Union Fire Insurance Company of Pittsburgh, PA (AIG)	Verity Health System of California, Inc.	10/1/2018-10/1/2019	CA 087 15 98	\$1,000,000 Combined Single Limit	10/1/2019
7	Helipad Liability & Non-Owned Aircraft Liability	ACE Property and Casualty Insurance Company (Chubb)	Verity Health System of California, Inc.	10/1/2018-10/1/2019	AAP N17935550 001	\$10,000,000 Each Occurrence \$10,000,000 Products-Completed Operations Aggregate \$10,000,000 Personal Injury and Advertising Injury Aggregate \$10,000,000 Hangarkeepers Any One Occurrence \$10,000,000 Hangarkeepers Any One Aircraft \$10,000,000 Non-Owned Aircraft Liability Any One Occurrence	10/1/2019
8	Sexual Misconduct and Molestation Liability	Lloyds of London (Beadley Syndicates #2623/#623)	St. Francis Medical Center (Children's Counseling Center Agreement)	10/1/2018-10/1/2019	GLOPR1801815	\$2,000,000 Any One Victim and in the Aggregate	10/1/2019
9	D&O Liability, Employment Practices Liability, Fiduciary Liability, Crime <i>Primary Layer</i>	National Union Fire Insurance Company of Pittsburgh, PA (AIG)	Verity Health System of California, Inc.	10/1/2017-10/1/2018 (Extended to 10/1/2019)	02-359-65-60	\$10,000,000 D&O Liability and EPL (Shared) \$10,000,000 Fiduciary Liability \$10,000,000 Crime \$20,000,000 Policy Aggregate	10/1/2019
10	D&O Liability and Employment Practices Liability <i>1st Excess Layer</i>	Endurance Risk Solutions Assurance Company	Verity Health System of California, Inc.	10/1/2017-10/1/2018 (Extended to 10/1/2019)	BLX1000826901	\$10,000,000 Excess of \$10,000,000	10/1/2019
11	D&O Liability Only <i>2nd Excess Layer</i>	Argonaut Insurance Company (ARGO Group)	Verity Health System of California, Inc.	10/1/2017-10/1/2018 (Extended to 10/1/2019)	MLX 7602088-01	\$10,000,000 Excess of \$20,000,000 (D&O Liability Only)	10/1/2019
12	Excess Side A D&O Liability	National Union Fire Insurance Company of Pittsburgh, PA	Verity Health System of California, Inc.	10/1/2018-10/1/2019	02-306-61-90	\$2,000,000 Excess of \$30,000,000	10/1/2019



#	Insurance Coverage	Carrier	First Named Insured	Policy Period	Policy Number	Limits of Liability	Premium Paid Through (Date)	
13	Punitive Damages Wrap <i>Primary Layer</i>	American International Reinsurance Company, Ltd.	Verity Health System of California, Inc.	10/1/2017-10/1/2018 (Extended to 10/1/2019)	24542026	\$10,000,000 Each Occurrence \$10,000,000 Aggregate	10/1/2019	
14	Punitive Damages Wrap <i>1st Excess Layer</i>	Magna Carta Insurance, Ltd.	Verity Health System of California, Inc.	10/1/2017-10/1/2018 (Extended to 10/1/2019)	MCEN204155	\$10,000,000 Excess of \$10,000,000	10/1/2019	
15	Storage Tank Liability	Tokio Marine Specialty Insurance Company (Philadelphia)	St. Francis Medical Center	12/05/2018-12/05/2019	STEP011394-01	\$1,000,000 Remediation Expense \$1,000,000 Bodily Injury and Property Damage Resulting from Contamination \$1,000,000 Defense Expense \$1,000,000 Defense Expense Aggregate \$2,000,000 Total Policy Aggregate	12/5/2019	
16	General Liability	Chubb	St. Francis Medical Center (Lynwood Parking Agreement)	3/31/2019-3/31/2020	HPL G2181684A 012	\$1,000,000 Each Occurrence \$1,000,000 Personal Injury & Advertising Injury \$1,000,000 Products/Completed Operations Aggregate \$3,000,000 General Aggregate	3/31/2020	
	Physicians Professional Liability							
17	Professional Liability	NORCAL Mutual Insurance Company	The Contracted Physicians of O'Connor Hospital	1/1/2019-1/1/2020	728814N	Per Scheduled Provider \$1,000,000 Each Claim; \$3,000,000 Aggregate	9/30/2019	
18	Professional Liability	NORCAL Mutual Insurance Company	The Contracted Physicians of St. Francis Medical Center	1/1/2019-1/1/2020	728812N	Per Scheduled Provider \$1,000,000 Each Claim; \$3,000,000 Aggregate \$2,000,000 Each Claim; \$4,000,000 Aggregate	9/30/2019	
	Captive							
19	Professional and General Liability	Marillac Insurance Company, Ltd.	Verity Health System of California, Inc.	3/31/2019-3/31/2020	DOC PLGL-26000-019	Professional Liability \$5,000,000 Each Claim and No Aggregate General Liability \$2,000,000 Each Occurrence and No Aggregate	7/31/2019	
20	Excess Professional and Umbrella Liability (See Reinsurance Below)	Marillac Insurance Company, Ltd.	Verity Health System of California, Inc.	3/31/2019-3/31/2020	DOC PLGL-26000-019	Excess Professional Liability \$80,000,000 Each Occurrence \$80,000,000 Aggregate All Other Liability \$80,000,000 Each Claim \$80,000,000 Aggregate	3/31/2020	
21	Workers Compensation Deductible Liability Protection	Marillac Insurance Company, Ltd.	Verity Health System of California, Inc.	7/1/2019-1/1/2020	DED.WC-07.01.19-20	Workers' Compensation \$500,000 Each Occurrence Employers Liability \$500,000 Each Occurrence	10/1/2019	
	Reinsurance							
22	Lead Excess Layer	ACE American Insurance Company (Chubb)	Verity Health System of California, Inc.	3/31/2019-3/31/2020	RBN G21816838 012	\$15,000,000 Each Professional Liability Loss Event \$15,000,000 Aggregate Professional Liability \$15,000,000 Aggregate General Liability of Ceding Company Limits	3/31/2020	



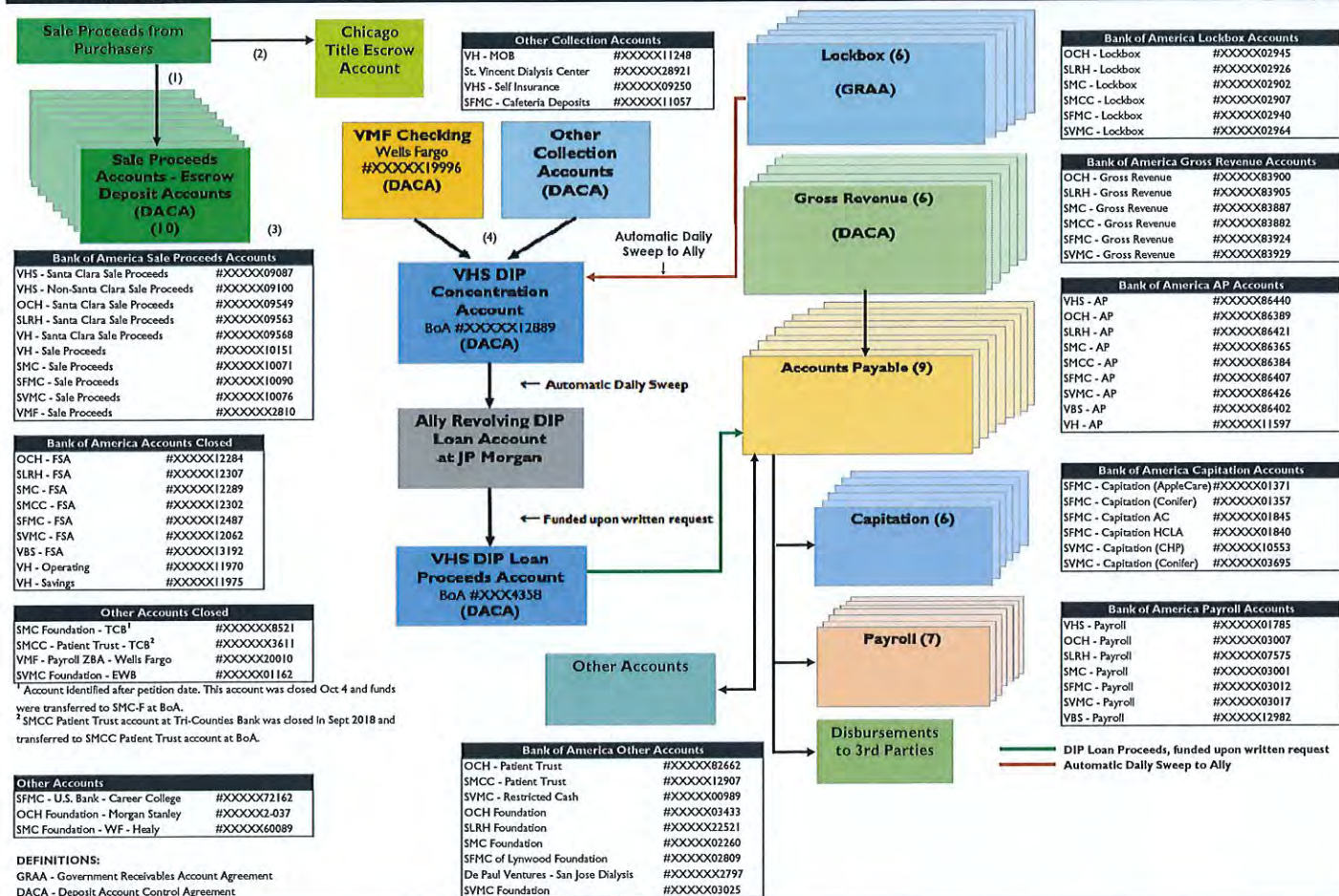
#	Insurance Coverage	Carrier	First Named Insured	Policy Period	Policy Number	Limits of Liability	Premium Paid Through (Date)	
23	2nd Excess Layer	Continental Casualty Company (CNA)	Verity Health System of California, Inc.	3/31/2019-3/31/2020	HMU 2097462209-11	\$10,000,000 Each Professional Liability Claim \$10,000,000 Aggregate Professional Liability \$10,000,000 Each General Liability Occurrence \$10,000,000 Aggregate General Liability Excess of Chubb Underlying Above	3/31/2020	
24	3rd Excess Layer	Berkshire Hathaway Specialty Insurance Company	Verity Health System of California, Inc.	3/31/2019-3/31/2020	47-RHC-304968-02	\$10,000,000 Each Professional Liability Claim \$10,000,000 Aggregate Professional Liability \$10,000,000 Each General Liability Occurrence \$10,000,000 Aggregate General Liability Excess of Chubb and CNA Underlying Above	3/31/2020	
25	4th Excess Layer	Zurich American Insurance Company	Verity Health System of California, Inc.	3/31/2019-3/31/2020	HPC 0239123-01	\$10,000,000 Each Professional Liability Claim \$10,000,000 Aggregate Professional Liability \$10,000,000 Each General Liability Occurrence \$10,000,000 Aggregate General Liability Excess of Chubb, CNA and Berkshire Underlying Above	3/31/2020	
26	5th Excess Layer	The Doctors Company Group	Verity Health System of California, Inc.	3/31/2019-3/31/2020	FRX-00015-19-00	\$15,000,000 Each Professional Liability Claim \$15,000,000 Aggregate Professional Liability \$15,000,000 Aggregate General Liability Excess of Chubb, CNA, Berkshire and Zurich Underlying Above	3/31/2020	
27	6th Excess Layer	The Medical Protective Company	Verity Health System of California, Inc.	3/31/2019-3/31/2020	XOL2019-018	\$20,000,000 Each Professional Liability Claim \$20,000,000 Aggregate Professional Liability \$20,000,000 Each General Liability Occurrence \$20,000,000 Aggregate General Liability Excess of Chubb, CNA, Berkshire, Zurich and TDC Underlying Above	3/31/2020	
	Surety Bonds							
28	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	Seton Medical Center Coastside	12/1/2001-12/1/2019	838588F7598	\$75,000 Bond Amount	12/1/2019	
29	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	St. Francis Medical Center	12/1/2001-12/1/2019	838588F7621	\$5,000 Bond Amount	12/1/2019	
30	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	St. Vincent Medical Center	12/1/2001-12/1/2019	838588F7625	\$2,000 Bond Amount	12/1/2019	
31	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	Saint Louise Regional Hospital	12/1/2001-12/1/2019	838588F7637	\$10,000 Bond Amount	12/1/2019	
32	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	O'Connor Hospital	12/1/2001-12/1/2019	838588F7648	\$50,000 Bond Amount	12/1/2019	
33	CA DHS Patient Trust Bond	Hartford Fire Insurance Company	Seton Medical Center	12/1/2001-12/1/2019	838588F7661	\$35,000 Bond Amount	12/1/2019	



#	Insurance Coverage	Carrier	First Named Insured	Policy Period	Policy Number	Limits of Liability	Premium Paid Through (Date)	
Provider Capitation Stop Loss (Managed Care Excess Loss)								
34	Provider Capitation Stop Loss (Applicable to St. Vincent Medical Center and St. Francis Medical Center)	PartnerRe America Insurance Company	Verity Health System of California, Inc.	1/1/2019-1/1/2020	P0312544005	\$1,000,000 Maximum Benefit Per Covered Person 90% Payable in Excess of Specific Deductible if Complete Claim Is Received by 2/1/20 50% Payable in Excess of Specific Deductible if Complete Claim Is Not Received by 2/1/20 Transplant Services - 50% by a Non-Approved Transplant Network Provider	6/30/2019	(A)
Self-Insured Medical and Pharmacy Stop Loss								
35	Self-Insured Medical and Pharmacy Stop Loss	Reliastar Life Insurance Company (Voya)	Verity Health System of California, Inc.	1/1/19-12/31/19	70037-7	\$375,000 per Individual Coverage Period - Incurred in 12 months 1/1/19 - 12/31/19 and paid in 24 months 1/1/19 - 12/31/20	7/1/2019	(A)

(A) Premium is paid monthly.

Verity Health System - Debtors' Postpetition Cash Flowchart
Structure as of June 30, 2019



**Verity Health System
Debtor Bank Accounts
As of 06/30/19**

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers	
1	Obligated Group	VHS - Santa Clara Sale Proceeds	Verity Health System of California, Inc.	Bank of America	XXXXXX9087	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(C)
2	Obligated Group	VHS - Non-Santa Clara Sale Proceeds	Verity Health System of California, Inc.	Bank of America	XXXXXX9100	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(C)
3	Obligated Group	VHS - AP	Verity Health System of California, Inc.	Bank of America	XXXXXX6440	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
4	Obligated Group	VHS - Self Insurance	Verity Health System of California, Inc.	Bank of America	XXXXXX9250	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
5	Obligated Group	VHS - Payroll	Verity Health System of California, Inc.	Bank of America	XXXXXX1785	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
6	Obligated Group	VHS - DIP Concentration Account (formerly named Construction Escrow)	Verity Health System of California, Inc.	Bank of America	XXXXXX2889	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
7	Obligated Group	VHS - DIP Loan Proceeds	Verity Health System of California, Inc.	Bank of America	XXXXXX4358	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
8	Obligated Group	OCH - Santa Clara Sale Proceeds	O'Connor Hospital	Bank of America	XXXXXX9549	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(C)
9	Obligated Group	OCH - Lockbox	O'Connor Hospital	Bank of America	XXXXXX2945	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
10	Obligated Group	OCH - Gross Revenue	O'Connor Hospital	Bank of America	XXXXXX3900	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
11	Obligated Group	OCH - AP	O'Connor Hospital	Bank of America	XXXXXX6389	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers
12	Obligated Group	OCH - Payroll	O'Connor Hospital	Bank of America	XXXXXX3007	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
13	Obligated Group	OCH - Patient Trust	O'Connor Hospital	Bank of America	XXXXXX2662	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
14	Obligated Group	SLRH - Santa Clara Sale Proceeds	St. Louise Regional Hospital	Bank of America	XXXXXX9563	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
15	Obligated Group	SLRH - Lockbox	St. Louise Regional Hospital	Bank of America	XXXXXX2926	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
16	Obligated Group	SLRH - Gross Revenue	St. Louise Regional Hospital	Bank of America	XXXXXX3905	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
17	Obligated Group	SLRH - AP	St. Louise Regional Hospital	Bank of America	XXXXXX6421	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
18	Obligated Group	SLRH - Payroll	St. Louise Regional Hospital	Bank of America	XXXXXX7575	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
19	Obligated Group	SFMC - Sale Proceeds	St. Francis Medical Center	Bank of America	XXXXXX0090	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
20	Obligated Group	SFMC - Lockbox	St. Francis Medical Center	Bank of America	XXXXXX2940	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
21	Obligated Group	SFMC - Gross Revenue	St. Francis Medical Center	Bank of America	XXXXXX3924	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
22	Obligated Group	SFMC - AP	St. Francis Medical Center	Bank of America	XXXXXX6407	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers
23	Obligated Group	SFMC - Payroll	St. Francis Medical Center	Bank of America	XXXXXX3012	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
24	Obligated Group	SFMC - Cafeteria Deposits	St. Francis Medical Center	Bank of America	XXXXXX1057	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
25	Obligated Group	SFMC - Capitation (AppleCare)	St. Francis Medical Center	Bank of America	XXXXXX1371	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer; Eleanor Ramirez, SFMC CEO
26	Obligated Group	SFMC - Capitation (Conifer)	St. Francis Medical Center	Bank of America	XXXXXX1357	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer; Eleanor Ramirez, SFMC CEO
27	Obligated Group	SFMC - Capitation AC	St. Francis Medical Center	Bank of America	XXXXXX1845	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer; Eleanor Ramirez, SFMC CEO
28	Obligated Group	SFMC - Capitation HCLA	St. Francis Medical Center	Bank of America	XXXXXX1840	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer; Eleanor Ramirez, SFMC CEO
29	Obligated Group	SFMC - Career College	St. Francis Medical Center	U S Bank	XXXXXX2162	Need to Update Signers (A)
30	Obligated Group	SVMC - Sale Proceeds	St. Vincent Medical Center	Bank of America	XXXXXX0076	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
31	Obligated Group	SVMC - Lockbox	St. Vincent Medical Center	Bank of America	XXXXXX2964	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
32	Obligated Group	SVMC - Gross Revenue	St. Vincent Medical Center	Bank of America	XXXXXX3929	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
33	Obligated Group	SVMC - AP	St. Vincent Medical Center	Bank of America	XXXXXX6426	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
34	Obligated Group	SVMC - Payroll	St. Vincent Medical Center	Bank of America	XXXXXX3017	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers
35	Obligated Group	SVMC - Capitation (CHP)	St. Vincent Medical Center	Bank of America	XXXXXX0553	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer, Margaret Pfeiffer, SVMC COO
36	Obligated Group	SVMC - Capitation (Conifer)	St. Vincent Medical Center	Bank of America	XXXXXX3695	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer, Margaret Pfeiffer, SVMC COO
37	Obligated Group	SVMC - Restricted Cash	St. Vincent Medical Center	Bank of America	XXXXXX0989	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (B)
38	Obligated Group	SMC - Sale Proceeds	Seton Medical Center	Bank of America	XXXXXX0071	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
39	Obligated Group	SMC - Lockbox	Seton Medical Center	Bank of America	XXXXXX2902	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
40	Obligated Group	SMC - Gross Revenue	Seton Medical Center	Bank of America	XXXXXX3887	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
41	Obligated Group	SMC - AP	Seton Medical Center	Bank of America	XXXXXX6365	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
42	Obligated Group	SMC - Payroll	Seton Medical Center	Bank of America	XXXXXX3001	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
43	Obligated Group	SMCC - Lockbox	Seton Medical Center	Bank of America	XXXXXX02907	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
44	Obligated Group	SMCC - Gross Revenue	Seton Medical Center	Bank of America	XXXXXX3882	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers	
45	Obligated Group	SMCC - AP	Seton Medical Center	Bank of America	XXXXXX6384	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
46	Obligated Group	SMCC - Patient Trust	Seton Medical Center	Bank of America	XXXXX12907	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
47	Charitable Foundation	OCH Foundation	O'Connor Hospital Foundation	Bank of America	XXXXXX3433	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(B)
48	Charitable Foundation	OCH Foundation - Investment	O'Connor Hospital Foundation	Morgan Stanley	XXXXX2-037	Ty Conner, Treasurer	(B)
49	Charitable Foundation	SLRH Foundation	St. Louise Regional Hospital Foundation	Bank of America	XXXXXX2521	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(B)
50	Charitable Foundation	SFMC of Lynwood Foundation	St. Francis Medical Center Foundation	Bank of America	XXXXXX2809	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(B)
51	Charitable Foundation	SVMC Foundation	St. Vincent Medical Center Foundation	Bank of America	XXXXXX3025	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(B)
52	Non-Obligated Group	St. Vincent Dialysis Center	St. Vincent Dialysis Center	Bank of America	XXXXXX8921	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
53	Charitable Foundation	SMC Foundation	Seton Medical Center Foundation	Bank of America	XXXXXX2260	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	(B)
54	Charitable Foundation	SMC Foundation - SVCS	Healy, James T/U/A	Wells Fargo	XXXXX60089	Need to Update Signers	(A) (B)
55	Non-Obligated Group	VBS - AP	Verity Business Services	Bank of America	XXXXXX6402	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	
56	Non-Obligated Group	VBS - Payroll	Verity Business Services	Bank of America	XXXXXX2982	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer	

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers
57	Physician Foundation	VMF - Checking	Verity Medical Foundation	Wells Fargo	XXXXXX9996	Steve Campbell, CEO; Randall Roisman, CFO; and Fariba Shahbazi, Tony Armada
58	Physician Foundation	VMF - Sale Proceeds	Verity Medical Foundation	Bank of America	XXXXXX2810	Steve Campbell, CEO; Randall Roisman, CFO; and Fariba Shahbazi, Tony Armada (C)
59	Non-Obligated Group	De Paul Ventures - San Jose Dialysis, LLC	De Paul Ventures - San Jose Dialysis, LLC	Bank of America	XXXXXX2797	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
60	Non-Obligated Group	VH - Santa Clara Sale Proceeds	Verity Holdings LLC	Bank of America	XXXXXX9568	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
61	Non-Obligated Group	VH - Sale Proceeds	Verity Holdings LLC	Bank of America	XXXXXX0151	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer (C)
62	Non-Obligated Group	VH - AP	Verity Holdings LLC	Bank of America	XXXXXX1597	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
63	Non-Obligated Group	VH - MOB	Verity Holdings LLC	Bank of America	XXXXXX1248	Rich Adcock, CEO; Tony Armada, COO; Anita Chou, CFO; and Ty Conner, Treasurer
Bank Account Closed Since the Petition Date						
64	Obligated Group	SMCC - Patient Trust - TCB	Seton Medical Center	Tri Counties Bank	XXXXXX3611	Not applicable
65	Obligated Group	OCH - FSA	O'Connor Hospital	Bank of America	XXXXXX2284	Not applicable
66	Obligated Group	SLRH - FSA	St. Louise Regional Hospital	Bank of America	XXXXXX2307	Not applicable
67	Obligated Group	SFMC - FSA	St. Francis Medical Center	Bank of America	XXXXXX2487	Not applicable

Verity Health System
Debtor Bank Accounts
As of 06/30/19

Number	Group	Bank Account Name	Company	Financial Institution	Account Number	Authorized Signers
68	Obligated Group	SVMC - FSA	St. Vincent Medical Center	Bank of America	XXXXXX2062	Not applicable
69	Charitable Foundation	SVMC Foundation - EWB	St. Vincent Medical Center Foundation	EastWest Bank	XXXXXX1162	Not applicable
70	Obligated Group	SMC - FSA	Seton Medical Center	Bank of America	XXXXXX2289	Not applicable
71	Obligated Group	SMCC - FSA	Seton Medical Center	Bank of America	XXXXXX2302	Not applicable
72	Non-Obligated Group	VBS - FSA	Verity Business Services	Bank of America	XXXXXX3192	Not applicable
73	Non-Obligated Group	VH - Operating	Verity Holdings LLC	Bank of America	XXXXXX1970	Not applicable
74	Non-Obligated Group	VH - Savings	Verity Holdings LLC	Bank of America	XXXXXX1975	Not applicable
75	Physician Foundation	VMF - Payroll ZBA	Verity Medical Foundation	Wells Fargo	XXXXXX0010	Not applicable

Bank Account Identified After the Petition Date (Closed 10/4/18)

76		SMC Foundation - TCB	Seton Medical Center Foundation	Tri Counties Bank	XXXXXX8521	Not applicable
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(A) Authorized signors are to be updated to current signors on the other Debtor accounts.

(B) This bank account contains certain funds that are donor restricted or restricted per an asset purchase agreement, and therefore, are not available for the Debtor's general operating activities. Please refer to the attached Restricted Funds schedule for additional restricted funds recorded by the Debtors that are not included in this schedule of Debtor Bank Accounts as they are not part of the cash management program.

(C) The Final DIP Order provides that the Sale Proceeds, including any deposits, shall be held in escrow in one or more deposit accounts subject to a deposit account control agreement in favor of the DIP Agent (the "Escrow Deposit Account"). Any funds held in the Escrow Deposit Account shall not be commingled with any other funds of the selling Debtor, the Sale Proceeds of any other Debtor or otherwise.

Verity Health System, Inc.
Restricted Funds Schedule
At May 31, 2019 and June 30, 2019
\$ in 000's

No.	Debtor Name	Institution Name	Type of Account	Last 4 of A/C	5/31/2019 Balance	6/30/2019 Balance	Description of Restrictions
1R	Verity Health System of California	Wells Fargo	Checking (Restricted Funds)	0300	\$ 2,000	\$ 2,000	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements
2R	Verity Health System of California	Wells Fargo	Checking (Restricted Funds)	8703	21,063	21,103	Debt Reserve Account - funds held in trust under bond indenture; only trustee can authorize disbursements
3R	Verity Health System of California	Wells Fargo	Checking (Restricted Funds)	8803	813	814	Debt Reserve Account - funds held in trust under bond indenture; only trustee can authorize disbursements
4R	Verity Health System of California	Wells Fargo	Checking (Restricted Funds)	8903	896	898	Debt Reserve Account - funds held in trust under bond indenture; only trustee can authorize disbursements
6R	St. Vincent Foundation	Green Oak Consulting Group	Endowment Fund (Restricted Funds)	a541a	3,141	3,274	Donor restricted funds controlled by third party; Debtor does not control disbursements from this account
7R	St. Vincent Medical Center	Northern Trust	Endowment Fund (Restricted Funds)	4098	1,785	1,862	Donor restricted funds controlled by third party; Debtor does not control disbursements from this account
8R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7000	252	252	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements
9R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7001	250	250	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements
10R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7002	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
11R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7003	16,824	16,852	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
12R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7004	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
13R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7005	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
14R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7006	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
15R	Seton Medical Center	Wilmington Trust	Checking - Restricted	7007	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
16R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1000	142	142	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
17R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1001	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
18R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1002	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.

Verity Health System, Inc.
Restricted Funds Schedule
At May 31, 2019 and June 30, 2019
\$ in 000's

No.	Debtor Name	Institution Name	Type of Account	Last 4 of A/C	5/31/2019 Balance	6/30/2019 Balance	Description of Restrictions
19R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1003	17,698	17,727	Escrow Account - funds held in trust under bond indenture; only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
20R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1004	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
21R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1005	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
22R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1006	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.
23R	Seton Medical Center	Wilmington Trust	Checking - Restricted	1007	-	-	Escrow Account - only trustee can authorize disbursements to pay for seismic-related expenditures for Seton Medical Center.

EXHIBIT G

The chart below summarizes seismic compliance obligations for the Verity Health System. These obligations derive primarily from Senate Bill 1953 (1994) and are codified in the California Building Code. Amendments to the 1994 legislation have changed criteria and extended compliance time allowances for hospitals meeting certain conditions. Of primary importance for Verity are SB 499, which grants extension to January 1, 2020, for completion of upgrades to Non-structural Performance Category Three (NPC-3), and AB 2190, which grants extension to July 1, 2022, for completion of Structural Performance Category (SPC) upgrades from SPC-1 to SPC-2. Both these extension programs permit acute care operations at compliant hospitals until January 1, 2030, after which other upgrade criteria of SB 1953 must be met.

Hospital	2030 Compliance Requirements & Status	Current Seismic Related Activities
Seton	1963 Tower and Front Wing must achieve SPC-2 and NPC-3 in order to operate until 2030. To operate past 2029 Seton will need to upgrade to SPC-4 and NPC-5.	NPC-3 compliance obligations to be completed on or before 12/31/2019. AB2190 seismic compliance extension for 1963 Tower and Front Wing – grants an extension deadline to July 1, 2022, for SPC-2 compliance of the buildings with the Senate Bill 1953 (SB 1953) structural seismic standards. Submittal of a construction schedule, obtaining a building permit, and start of construction will be completed no later than April 1, 2020.
St. Francis	Buildings at St. Francis meet SPC requirements to operate past 2030. To operate past 2029 these will need to upgrade to NPC-5.	No current activity.
St. Vincent	The Main Tower and Doheny Wing must achieve SPC-2 in order to operate until 2030. To operate past 2029 Seton will need to upgrade to SPC-4 and NPC-5.	AB2190 seismic compliance extension for Main Hospital and Doheny Wing grants an extension deadline to July 1, 2022, for SPC-2 compliance of the buildings with the Senate Bill 1953 (SB 1953) structural seismic standards. Submittal of a construction schedule, obtaining a building permit, and start of construction will be completed no later than April 1, 2020.

EXHIBIT H

BOARD OF DIRECTORS
EXECUTIVE SESSION
September 26, 2018

Board Members Present:

Rich Adcock
Chad Druten
Carlos Gomez
Ursula Hyman, Esq
Andy Moosa, MD
Louis Rubino, Ph.D
Sam Ynzunza, Esq
Harding Young, MD

Guests Present:

Eleanor Ramirez, Interim President/CEO
Elspeth Paul, Verity General Counsel
Alan Sedley, Verity Associate General Counsel
Stephanie Kopp, Recording Secretary

1. Call to Order

Chad Druten, Chair, called the executive session to order at 9:00 A.M.

2. Consent Agenda

Mr. Chad Druten stated that the following items were on the consent agenda:

- Executive Session Minutes of July 17, 2018

Action: A motion was made, seconded and carried to approve the consent agenda as presented.

3. Verity Health Update

Rich Adcock provided a Verity Health update.

4. Board Resolution

Elspeth Paul presented a Board Resolution for the Board to recommend to the Verity Board the sale of St. Francis Medical Center as an Acute Care facility.

Action: A motion was made, seconded and carried with three abstentions to approve the Board resolution as presented.

5. St. Francis Medical Center update

Eleanor Ramirez provided an update regarding St. Francis Medical Center. She stated that Davita Dialysis will no longer be providing dialysis services at the facility. SFMC will be insourcing the service starting October 1, 2018. She stated that SFMC

has been verbally notified that we have regained Deemed status but have not received the official letter. Eleanor stated that SFMC has requested program flexibility from CDPH for NICU transport, BHU observation beds and Pediatric beds. She stated that SFMC started suspending physicians for unsigned verbal and restraint orders on September 25, 2018.

6. Attorney General Report

Eleanor presented the draft AG Report. She stated, once it was finalized we would be setting up a Board of Directors meeting to approve the report.

7. Physician Contract

Eleanor presented Landmark Anesthesia contract for board approval.

Action: a motion was made, seconded and carried to approve the Landmark Anesthesia contract as presented.

8. Adjournment

With no further business, the meeting was adjourned at 10:39 A.M.

Approved

Stephanie Kopp
Recording Secretary

Orsola Hyman
Secretary, Board of Directors

**Board of Directors
Meeting Minutes**

**September 19, 2018
Board Room**



2131 West 3rd Street, Los Angeles, CA 90057

Members Present

Randal Arase, M.D., Chair
Richard Adcock, CEO, Verity

Jeff Whitman
Faye Montegrando, M.D.

Members Excused

David Slomovic
Rick McKnight

**Joined by Conference Call*

Guests

Margaret Pfeiffer, Chief Operating Officer/Interim CEO
Elspeth Paul, General Counsel, Verity Health System

Robert Yesko (recorder)

Call To Order

Randal Arase, M.D. called the meeting to order at 8:28 a.m.

Announcements

Fredrick "Rick" McKnight has resigned from the board.

I. Board Meeting Minutes

A. Board of Directors Executive Session Meeting Minutes – July 18, 2018

Randal Arase, M.D. asked for additions and/or corrections to the July 18, 2018, Board of Directors Executive Session Meeting Minutes.

There were no corrections to the minutes.

ACTION

It was moved, seconded and carried that the Board of Directors Executive Session Meeting Minutes dated July 18, 2018, (copy on file) be approved as presented.

B. Board of Directors General Session Meeting Minutes – July 18, 2018

Randal Arase, M.D. asked for additions and/or corrections to the July 18, 2018, Board of Directors General Session Meeting Minutes.

There were no corrections to the minutes.

ACTION

It was moved, seconded and carried that the Board of Directors General Session Meeting Minutes dated July 18, 2018, (copy on file) be approved as presented.

II. Consent Agenda

C. The following Consent Agenda items were presented:

- Meeting Minutes – Medical Executive Committee – July 5, 2018
- Meeting Minutes – Medical Executive Committee – August 2, 2018
- Patient Safety & Risk Management Plan – 2017

ACTION

It was moved, seconded and carried that the Consent Agenda Items, (copies on file) be accepted as presented.

Financial Assistance Policy

Elsbeth Paul, General Counsel, Verity Health System presented the Financial Assistance Policy.

Discussion was held regarding a contradiction within the current policy that listed non-employed physicians as being covered. Non-employed physicians are not covered by the Financial Assistance Policy, only hospital departments. The Financial Assistance Policy was revised to reflect correct the oversight. Charity Care has increased compared prior year. \$47 Million in Charity Care was provided in 2018 and \$57 Million was provided in 2017. There has been an increase (7 – 15%) in services provided to Medi-Cal patients. It was noted that St. Vincent Medical Center has provided more care to those in need than most of the facilities within Verity Health System. The Health Benefits Resource Center (HBRC) continues to provide services to the underinsured who need medical care but do not have the means to navigate the provider coverage systems.

ACTION

It was moved, seconded and carried that the Financial Assistance Policy, (copies on file) be accepted as presented.

III. Medical Staff Report

Medical Staff Report (Verbal)

Samuel Lee, MD presented the following:

- Jamie Taylor, M.D., has been appointed Chair of the Critical Care Committee
- David Cox, M.D., has been appointed Chair of the Anesthesia Committee
- Medical Staff is assisting with vendor relations during the bankruptcy process
- Associates have approached Physicians to discuss bankruptcy
- Edward McPherson, M.D. has moved his to UCLA
- Juan Luis, M.D., Radiology, has left St. Vincent due to termination of his contract
- Neurology Coverage for ER is under discussion as physicians have pulled out
- Brian Itagaki, M.D. was nominated "Physician of the Year." He will be given the award on November 15th at the Wilshire Country Club

Medical Staff Credentialing Recommendations – August 2, 2018 / September 6, 2018

D. Initial Appointment – August 2, 2018

APPLICANT NAME	SPECIALTY	RECOMMENDATION
Ayvazyan, Vladamir, MD*	Medicine/Hospitalist	Appointment to Provisional Staff.
Cadman, Sarah L., MD*	Medicine/Hospitalist	Appointment to Provisional Staff.
Dillavou, Steven, PA	Surgery/Neurosurgery	Appointment to Allied Health Professional Staff.
Fagan, Philip J., MD*	Medicine/Hospitalist	Appointment to Provisional Staff.
Hills, Chad A., DO*	Surgery/Orthopedic Surgery	Appointment to Provisional Staff.
Nangiana, Jasvinder S., MD	Surgery/Neurosurgery	Appointment to Provisional Staff.
Nerio, Namiko, DO*	Medicine/Hospitalist	Appointment to Provisional Staff.
Romero, Antonio N., MD	Surgery/Orthopedic Surgery	Appointment to Provisional Staff.
Sterry, Linda G., DO*	Medicine/Hospitalist	Appointment to Provisional Staff. Board Certification Exp: 12/31/2017 Exam date: 10/30/2018.
Whelan, John P., MD	Medicine/ Rheumatology	Appointment to Provisional Staff.

Initial Appointments (Disclosures)

Physician No. 3305

Self-Disclosed: Four arrests for public intoxication all in one year prior to 21 years of age. No record reported out via Background Check or NPDB. Claims Status: Incident Date: October 2014; Filed September 2016, with 3 amendments; Status/Closing Date: Dismissed by Claimant July 2017; Closed Paid: \$0, No Payments.

Physician No. 3302

Self-Disclosed - May 2013 suit filed alleging failure to diagnose transverse myelitis during Emergency Department visit. Case was dismissed.

Physician RA

Claim Status: Incident Date: 01/10/2015; Closing Date: 02/25/2016; Closed Paid: \$0

An 8-year-old male patient presented to the insured after weights fell on his finger. The insured performed surgery and the patient was put in a full arm cast. The parents called a week later complaining the finger was still purple/black. They were advised to come into the office but declined. The patient ended up seeing another doctor and had part of his finger amputated.

Initial Appointments - September 6, 2018

APPLICANT NAME	SPECIALTY	RECOMMENDATION
Fleischmann, Jacob, MD*	Medicine / Internal Medicine	Appointment to Provisional Staff.
Ho, Edmund, MD*	Medicine / Internal Medicine	Appointment to Provisional Staff.
Kim, Doeyoung, MD	Medicine / Internal Medicine	Appointment to Provisional Staff.
Peng, Grace L., MD	Surgery/Otolaryngology	Appointment to Provisional Staff.
Silver, Scott J., MD*	Medicine/Internal Medicine	Appointment to Provisional Staff.

Initial Appointments (Disclosures)

Physician No: 3309

Pending claims history (during residency) from FOJP. One closed claim; \$100,000 Paid. Incident date: 6/29/2008.

Allegation: Wrong Diagnosis. Physician 3309 was the supervising attending physician in the Emergency Department at the VA. The resident reported a case of chest pain with normal EKG and discharged the patient. Unfortunately, Physician 3309 missed some EKG changes. On 8/15/2018 (8 years later) the VA reported the incident to NPDB, Physician 3309 was named because he was the attending physician.

Physician PG

One closed claim occurred during Fellowship. Date of incident: 11/07/2014 \$0 paid.

Allegation: issues with osteotomy (bone fracture site) during rhinoplasty. Assisted on a case where Osteotomies was performed on a 48-year-old male. Physician PG's role was to harvest rib cartilage, hold retractors, and suctioning. Was initially named in the lawsuit then dismissed.

Physician No: 3308

One open claim. Date of incident: 11/15/2015. Allegation: 68-year-old male expired from a rupture of a previously diagnosed aortic aneurysm.

Reappointments – August 2, 2018

NAME	SPECIALTY	COMMENTS
Davidson, Joseph K., MD	Surgery/Ophthalmology	Reappointment to the Courtesy Staff.
Derek, Erika, MD	Surgery/General Surgery	Reappointment to the Courtesy Staff.
Kim, Yong J., MD	Surgery/Ophthalmology	Reappointment to the Courtesy Staff.
Natividad, Alberto V., MD	Medicine/Family Practice	Reappointment to the Affiliate Staff.
Zschaschel, Diana E., DDS	Surgery/Dentistry	Reappointment to the Courtesy Staff.

Physician #001543

Claim Status: Open Incident Date: 02/01/2016 Paid: \$0. 63-year-old female patient was seen by the insured one time for a routine eye exam. The insured diagnosed cataracts bilaterally and referred the patient to others as he no longer performs surgery. The patient subsequently underwent cataract surgery with others in February and April 2016.

Reappointments – September 6, 2018

NAME	SPECIALTY	COMMENTS
Shidban, Hamid, MD	Surgery/Urology/Transplant Surgery	Reappointment to the Active Staff. Requesting new privileges. As assist only: Pancreas Transplantation, Laparoscopic Donor Nephrectomy.
Sohal, Mohinder S., MD	Medicine/Cardiology	Reappointment to the Active Staff.
Hashimoto, Nathan E., MD	Medicine/General Family Practice	Reappointment to the Active Staff.
Rhee, Jason, MD	Medicine/Physical Medicine & Rehabilitation	Reappointment to the Active Staff.
Shulman, Valery P., MD	Medicine/Geriatric Medicine	Reappointment to the Active Staff.
Tan, Tingting, MD	Medicine/Hematology & Oncology	Reappointment to the Active Staff.
Zhiroff, Katrine A., MD	Medicine Cardiology	Reappointment to the Courtesy Staff.

Completion of Proctoring

NAME	DEPARTMENT/SPECIALTY
Trask, Douglas T., MD	Surgery/Otolaryngology
Wu, Eijean I., MD	Surgery/Obstetrics & Gynecology

Advancements / Staff Status Change

NAME	DEPARTMENT/SPECIALTY	COMMENTS
Mobin, Fardad MD	Surgery/Neurological Surgery	From Active Staff to Courtesy Staff
Natividad, Alberto V., MD	Medicine/Family Practice	From Provisional to Affiliate.
Sial, Shahid H., MD	Medicine/Gastroenterology	From Leave of Absence to Honorary.

Additional/Withdrawal of Clinical Privileges

NAME	DEPARTMENT/SPECIALTY	COMMENTS
Nerio, Namiko, DO	Medicine/Family Practice	Withdrawal of Family Practice Privileges Requested Internal Medicine Privileges.
Park, Eugene, PA	Allied Surgery/Transplant Surgery	Withdrawal of Medicine Privileges Requested Surgery Privileges.

Resignations

NAME	SPECIALTY	COMMENTS
El-Shahawy, Mohamed MD	Medicine/Nephrology	Voluntary Resignation 08/30/18.
Marmor, Meir T., MD	Surgery/Orthopedic Surgery	Voluntary Resignation 06/11/18.
Patki, Aniruddha U. MD	Surgery/Otolaryngology (Fellow)	Voluntary Resignation 06/30/18.
Phan, Alexander F., PA	Surgery/General Surgery	Voluntary Resignation 07/01/18.
Rasouli, Alexandre, MD	Surgery/Orthopedic Surgery	Voluntary Resignation 08/14/18.
Rheem, Dae S. MD	Medicine/Gastroenterology	Withdrawal of Application 07/24/18.
Steinschriber, Steven MD	Surgery/Ophthalmology	Non-Response to Reappointment. Voluntary Resignation. Current appointment expires 9/14/18.

ACTION

It was moved, seconded and carried that the Medical Staff Credentialing Recommendations (copies on file) be approved as presented.

V. Finance & Audit Committee Report

E. SVMC Financial Report – July 2018

Eileen Fisler, CFO is out on a leave of absence. Sumer Sharma will support Financial Services in October by filling in while Eileen is out.

Margaret Pfeiffer, COO presented the St. Vincent Financials highlighting the following:

- The Medical Center reported a GAAP EBIDAM Loss of \$4,536,000.00 and a Normalized EBIDAM Loss of \$4,208,000.00.
- Admissions were 935 which were favorable to the prior year.
- Patient Days were 4,492 which were favorable to the prior year.
- Inpatient surgeries were 246, favorable to prior year.
- Outpatient surgeries were 272, favorable to the prior year.
- Emergency Department admission were 638, increase compared to prior year.
- Emergency Department visits were 1, 828, slight decrease compared to prior year.
- Salaries, wages and benefits were 61.0% which is slightly behind budget.
- Overall operating expenses have increased to 130.0% compared to prior year (121.1%).
- Cash Collections did not meet target goal.
- Conifer Bad Debt continues to hinder goals and targets being met.

ACTION

It was moved, seconded and carried that the St. Vincent Medical Center Financial Presentation for July 2018, (copy on file) be accepted as presented.

VI. St. Vincent Medical Center Operation's Report

Operations Report/Business Development Initiatives Highlights

Margaret Pfeiffer, Chief Operating Officer presented the following:

- Suspension Policy:
The policy represents the actual practice which is and has been in place. This policy will provide the best practice guidelines which will set the standard for other facilities as well as St. Vincent Medical Center.

- J. Rick McKnight Resignation letter was shared with the board.

Phillip Fagan, M.D. has joined St. Vincent Medical Center to lead the Hospitalist Program. Dr. Fagan's group will bring experienced physicians to provide hospital services.

September 27 SEIU will hold a candle light vigil at St. Vincent Medical Center to support the current hospital membership as one. In addition, SEIU is requesting that the Attorney General Conditions remain in place at each hospital. Should the current conditions remain, the hospitals could face continued hardships which they cannot recover from.

ACTION

It was moved, seconded and unanimously carried that the Suspension Policy and the St. Vincent Medical Center Operations Report (copy on file) be approved and accepted as presented.

VII. Verity Health System Update

Verity Health System Update

Richard Adcock, President, Verity Health System presented the following update:

Bank of America and Wells Fargo Bank prematurely froze all accounts when the Bankruptcy was announced. This resulted in checks not clearing accounts, additional fees and unpaid vendors and physicians. Motions were filed to pay debtors such as physicians and vendors. This created hardship for physicians. Vendors on the other hand, who had previously experienced late payments from DCHS as well as Verity Health System withdrew services to the hospitals. Tirso del Junco, M.D., Chief Medical Officer, Verity Health System has worked to have physicians paid. Vendor payments and relationships are slowly being repaired but many of the larger vendors are not responding to and/or responding slowly to rebuilding relationships. Accounting is working to release additional checks. Several vendors such as Cardinal Health have established terms and are now working with the hospitals.

Some Physicians have not been timely in submitting check requests, others have not cashed their checks and some have surpassed the 6-month check life to cash them. This has made it difficult to pay on outstanding invoices and check requests. Some of these may not be resolved.

Through the loan agreement the System will be able to draw down additional funds to make additional payments on October 3rd. Patient volumes need to be increased and better contracts will need to be negotiated to help St Vincent regain its financial stability.

The first phase of the bankruptcy process includes emergency motions, payroll assurance to staff, payments to physicians and paying bills such as electric and gas. In October/November the second phase of access to funding will set up money to budget for the next year. Following this, the bidding process will take place in November/December or perhaps January. Following the bidding process, a Sales Auction will take place. Closing procedures will follow 60 days to 6 months. The entire bankruptcy process will take approximately 2 years.

Major academic centers remain interested in St. Vincent Medical Center, but they are slow moving and may not be able to meet deadlines to be considered in the bidding process. UCLA has shown interest and commented that St. Vincent is the "Jewel of Downtown." Prime Healthcare has also shown interest in St. Vincent. Prime Healthcare is very experienced in the bankruptcy bidding process. In addition, Non-Profits and Governmental Agencies have shown interest. Ultimately a Stocking Horse bid will be the purchase agreement starting point. Should other facilities choose not to participate the first bidder will acquire St. Vincent following the preset terms. The Stocking Horse bid will set the starting price point for the medical center.

The board will have to vote to enter into an Asset Purchase Agreement (APA) process however, the System Board will have ultimate voting authority to make the decision. Currently St. Vincent Medical Center has a very good and clear path. Patrick Soon-Shiong, M.D. continues to evaluate his interest in the hospital. Although the Attorney General outlined the Integrity Health structure, Verity Health System will reject the Attorney General's condition for this structure through the court system. Integrity Health no longer will be part of Verity Health System and the Chief Executive Officer for Integrity Health has taken the position of Chief Executive Officer, Verity Health System. Currently St. Vincent Medical Center stands as an individual non-profit corporation.

Outstanding debt held by each hospital will be acquired and paid for by the new owner of the facility they purchase. Secured lenders will be paid first. Unsecured lenders will be paid with any remaining funds after all secured payments have been made.

The Liver Transplant Program will be significant for the Medical Centers future. A review of the region shows that there are not enough Liver Transplant surgeons compared to the need in this region. Funding transplant programs on a program basis, not an individual basis, offsets the individual program loss. St. Vincent Medical Center has an excellent reputation in the transplant community and physicians from other facilities have showed interest in participating in the Liver Program. The Medical Center does not have an academic program which will have benefits not seen in academic settings.

At St. Vincent Medical Center many vendors and physicians have been very positive during this situation and have remained supportive during this time.

The Liver Transplant Program, while controversial, remains a very substantial program as it will be the first additional liver transplant program in the United States for the last 11 years. Cedars, USC and UCLA currently have liver transplant programs.

Board Resolution

Elspeth Paul, General Counsel, Verity Health System, presented the following Resolution of the Board of Directors:

**RESOLUTION OF THE
BOARD OF DIRECTORS
St. Vincent Medical Center**

The members of the board of directors (each, a "Director" and collectively, the "Board") of St. Vincent Medical Center, a California nonprofit public benefit corporation (the "Company"), hereby adopt the following resolutions:

WHEREAS, the Company filed for protection under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy");

WHEREAS, after reviewing and discussing the recommendations of the advisors of the Company and Verity Health System of California, Inc. ("VHS"), the Board previously passed a resolution to authorize all actions and steps necessary to effectuate and bring to conclusion the Bankruptcy, including obtaining final approval from the Bankruptcy Court; and

WHEREAS, the Board wishes to recommend a certain course of action to the Board of Directors of VHS (the "VHS Board"), namely a sale of the Company as a general acute care hospital.

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that it is in the best interests of the Company to recommend to the VHS Board that the Company be sold as a general acute care hospital to the purchaser offering the best terms and conditions, as to be determined and approved by the VHS Board.

These foregoing Resolutions are adopted by the Board of Directors of the Corporation effective September 19, 2018.

Discussion followed regarding potential outcomes for the hospitals and each entity in the System. As the process moves forward, the board will be apprised of additional information as it becomes available. The System will set up conference calls to update the board as final decisions are made.

ACTION


It was moved, seconded and unanimously carried that the Resolution to move forward with the sale St. Vincent Medical Center as a General Acute Care Hospital (copy on file) be approved as presented.

VIII. Next Meeting

The next meeting of the Board of Directors will be held via Conference Call, October 2018, if needed.

IX. Adjournment

There being no further business before the Board, the meeting was adjourned at 10:17 am.


JEFF WHITMAN, SECRETARY/TREASURER

**RESOLUTION OF THE
BOARD OF DIRECTORS**

St. Vincent Medical Center

The members of the board of directors (each, a "Director" and collectively, the "Board") of St. Vincent Medical Center, a California nonprofit public benefit corporation (the "Company"), hereby adopt the following resolutions:

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These foregoing Resolutions were adopted by the Board of Directors of the Corporation at a meeting on September 19, 2018.

9/19/2018
Date


Jeff Whitman, Secretary/Treasurer

SETON MEDICAL CENTER
BOARD OF DIRECTORS MEETING

Tuesday, March 12, 2019

MINUTES

PRESENT

Thomas A. Nuris, Esq., *Chair*
Colman Ryan, MD, *Vice Chair*
Kathy Shapiro, MD, *Secretary*
Warren Chang, MD
Dale Kocienski, MD
Patricia Martel (*via phone*)
Gene Mullin
Robert Perez, MD, Chief of Staff
Jim Ruane (*via phone*)
Mark Fratzke, President and CEO

STAFF

Tina Ahn, Director, Business Development
Charles Antonini, Jr., MD, CMO
Mark Brown, CNO
Edith Conner, Director, Medical Staff Office
Tirso del Junco, MD, CMO, Verity (*via phone*)
James Jackson, COO
Linda Monte, Executive Director, Quality and Risk
Elspeth D. Paul, Esq., General Counsel, Verity (*via phone*)
Linda Sanfilippo, Manager, Risk Management
Kyle Wichelmann, CFO
Opal N. Cava, Executive Assistant to President and CEO

EXCUSED:

Michael J. Crilly
Maria Kwok, Esq., Deputy General Counsel, Verity

CALL TO ORDER

Mr. Tom Nuris, Chair, called the meeting to order at 8:40 a.m.

RESOLUTION

Mr. Mark Fratzke welcomed and introduced Ms. Elspeth D. Paul, Esq., General Counsel, Verity, who will be presenting a resolution via phone.

Ms. Paul presented the resolution regarding Seton Board consenting the sale of Seton and Seton Coastsides during Chapter 11 Bankruptcy.

***ACTION:** A motion was made, seconded and unanimously carried approving the Resolution on Chapter 11 Auction.*

CONSENT AGENDA

February 12, 2019 SMC/SC Board Meeting Minutes

Mr. Nuris presented for approval the Seton and Seton Coastsides Board of Directors Meeting Minutes of February 12, 2019. Correction on Chapter 11 auction dates.

Also, included on the consent agenda for approval are Administrative Policies and Procedures.

***ACTION:** A motion was made, seconded and carried approving with correction the SMC/SC Board Meeting Minutes of February 12, 2019 and the Administrative Policies and Procedures. Dr. Kathy Shapiro abstained from voting.*

QUALITY REPORT

Dr. Charles Antonini presented the Quality Compass. Hard copy of the report was distributed. He discussed Readmission O/E index. Stroke doing well in December. Challenges in LOS. Difficult patient discharged after being admitted for 974 days. Commended medical staff, Case Management and Administration, especially Mark Brown.

Dr. Antonini presented the CMS Core Measure Severe Sepsis and Septic Shock for the month of December 2018. He reviewed the Hospital Comparative 3 and 6 Hour Sepsis Bundle Compliance for 2018.

Dr. Antonini presented the LOS data. The Hospitalists did not do as well as the Community Physicians. The new Hospitalists need education of the process.

CMS Site Visit and Plan of Correction Update

Ms. Linda Monte provided Regulatory update. She mentioned receipt of CMS letter stating Seton is in good standing with CMS.

We have an interim Pharmacy Director, Marie Tambot, while we recruit for permanent director of Pharmacy.

Stroke survey coming late Summer. The Radiology survey was last week.

Ms. Monte provided Infection Prevention update. She stated there was a Flu outbreak at Coastsides on February 26, 2019. It was positive Influenza type B isolated from patient. We implemented protocol. There were 29 prophylaxis administered. The last date of signs and symptoms were reported on March 7, 2019 and is expected to obtain clearance from the Public Health on March 14, 2019.

She provided update on Seton Infection Prevention. They are as follows:

- De-escalation of Foleys to Suprapubic catheter
- Properly disinfect scopes
- TB
- IP proper cleaning with OR management

Risk Management

Ms. Linda Sanfilippo stated Patient Safety is underway. Overall, we are currently at 30% with the survey and the goal is 60% by end of the month. It will be promoted with Patient Safety Fair along with promoting education, poster contest on hand washing and video on hand washing.

Ms. Sanfilippo stated there is no updated Fall data. She will provide more information at the next Board meeting.

Measles was discussed. Ms. Tina Ahn stated Seton employees have gone through rigorous vaccination process through Employee Health.

Board requested a report back on vaccination. Will add to future agenda.

CEO REPORT

Mr. Fratzke provided the following update:

- Organizational scorecard
- Monthly Operational Reporting rounds; he commended Kyle Wichelmann and Tina Ahn for the process.
- Press Ganey scores
- Implementation of Code Kingsmen – Fall incident
- Working on Code Safe – Employee injury

Discussion followed.

MEDICAL STAFF UPDATE

1. Medical Executive Committee Meeting Minutes of February 26, 2019

Dr. Robert Perez presented for acceptance the Medical Executive Committee Meeting Minutes of February 26, 2019. Discussed re-structuring Quality Cabinet and PI Committee; one Medical Director for Gero-psych unit; CT project; VMF physicians; change meeting requirements in Bylaws; and bronchoscopic ultrasound.

ACTION: *A motion was made, seconded and unanimously carried accepting the Medical Executive Committee Meeting Minutes of February 26, 2019.*

2. Interdisciplinary Practice Committee Meeting Minutes of February 12, 2019

Dr. Perez presented for acceptance the Interdisciplinary Practice Committee Meeting Minutes of February 12, 2019.

ACTION: *A motion was made, seconded and unanimously carried accepting the Interdisciplinary Practice Committee Meeting Minutes of February 12, 2019.*

3. Credentials Committee Meeting Minutes of February 20, 2019

Dr. Perez presented for acceptance the Credentials Committee Meeting Minutes of February 20, 2019.

ACTION: *A motion was made, seconded and unanimously carried accepting the Credentials Committee Meeting Minutes of February 20, 2019.*

4. Medical Executive Committee Reappointments, Initial FPPE and Resignations of February 26, 2019

Dr. Perez presented for approval the Medical Executive Committee Reappointments, Initial FPPE, and Resignations of February 26, 2019.

ACTION: *A motion was made, seconded and unanimously carried approving the Medical Executive Committee Appointments, Reappointments, Initial FPPE, Modification of Privileges and Resignations of January 22, 2019 pending discussion with Credentials Committee no later than this week regarding Dr. Benjamin Wyler.*

5. Allied Health Professionals Credentials Report February 26, 2019

Dr. Perez presented for approval the Medical Executive Committee Allied Health Professionals Credentials Report February 26, 2019.

ACTION: *A motion was made, seconded and unanimously carried approving the Medical Executive Committee Allied Health Professionals Credentials Report February 26, 2019.*

6. Chief of Staff Update

Dr. Perez discussed the following:

- VMF physicians
- Create unique program, i.e., EU
- CT scanner
- Wellness Center

FINANCE UPDATE

Mr. Kyle Wichelmann presented the January 2019 Finance for Seton and Seton Coastside.

Mr. Wichelmann answered questions posed by Board members.

ACTION: *A motion was made, seconded and unanimously carried accepting the Seton and Seton Coastside January 2019 Finance.*

VERITY UPDATE

Dr. del Junco provided the following updates:

- Auction will take place on April 8 and April 9. Due date for partial bids will take place on March 28 and due date for full bids on April 3. The winner of auction goes to VHS Board for approval. The recommendation goes to the Judge on April 17. Then submitted to AG. Court will approve auction bidder on April 17. Then submit to Attorney General.
- Focus is maintaining Quality
- OMBUDSMAN Report

Discussions and interests with San Jose Medical Group is being handled by Cain Brothers. Dr. del Junco answered questions posed by Board members.

Board inquired about shortage of Shingle vaccine. Mr. Jackson to follow up.

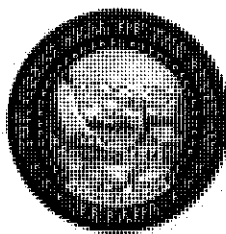
ADJOURNMENT

The meeting was adjourned at 10:18 a.m.

EXHIBIT I

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

August 26, 2015

Job Number: C20150826-0570
Reference Number: 00010057763-39
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C10133-1988-001	Articles of Incorporation	5 Pages/1 Copies
C10133-1988-003	Articles of Merger	4 Pages/1 Copies
C10133-1988-004	Amendment	1 Pages/1 Copies
C10133-1988-005	Amendment	4 Pages/1 Copies
C10133-1988-007	Amendment	2 Pages/1 Copies
C10133-1988-010	Amendment	1 Pages/1 Copies
C10133-1988-011	Amendment	1 Pages/1 Copies
20070887680-66	Amended & Restated Articles	5 Pages/1 Copies
20090329679-57	Amended & Restated Articles	5 Pages/1 Copies
20100539957-01	Amended & Restated Articles	5 Pages/1 Copies
20140368029-25	Amendment	2 Pages/1 Copies
20150052286-61	Amendment	1 Pages/1 Copies
20150379042-43	Amendment	1 Pages/1 Copies

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138



Certified By: Christine Rakow
Certificate Number: C20150826-0570
You may verify this certificate
online at <http://www.nvsos.gov/>

Respectfully



BARBARA K. CEGAVSKE
Secretary of State

FILED
IN THE OFFICE OF THE
CLERK OF THE STATE OF NEVADA

DEC 20 1988

ARTICLES OF INCORPORATION
OF
AQUACHLOR MARKETING, INC.

FILING FEE-100.00
AQUACHLOR MARKETING, INC.
4646 SOUTH 3075 EAST
SALT LAKE CITY, UT 84111

WALTER R. BISHOP, SECRETARY OF STATE

James A. Smith

WE, THE UNDERSIGNED, NATURAL PERSONS OF THE AGE OF
IN 10133 No. TWENTY-ONE (21) YEAR OR MORE, ACTING AS INCORPORATORS OF THE CORPORATION
HEREINAFTER REFERRED TO REFERRED TO AS THE "CORPORATION" HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name of the Corporation is AQUACHLOR MARKETING, INC.

ARTICLE II

The period of duration of the Corporation is PERPETUAL.

ARTICLE III

The Purpose or Purposes are:

1. PURPOSES: The purpose or purposes for which the Corporation is organized are as follows:

(a) Primarily to engage in a revolutionary process that, among other attributes, compresses and regenerates fully 100% of an audio and video signal using systems now in general use worldwide.

(b) To engage generally in the business of manufacturing, selling, distributing, leasing and otherwise dealing in a revolutionary process that among other attributes compresses and regenerates fully 100% of an audio and video signal using systems now in general use worldwide.

(c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this ARTICLE III and from time to time authorized or approved by the Board of Directors of this Corporation.

(d) To act as partner or joint venturer or in any other legal capacity in any transaction.

(e) To do business anywhere in the world.

(f) To have and exercise all rights and powers from time to time granted to a corporation by law.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by law, or by these Articles of Incorporation.

ARTICLE IV

1. NUMBER The aggregate number of shares which the Corporation shall have authorized is FIFTY MILLION (50,000,000) SHARES of CAPITAL STOCK with par value of ONE MIL (\$0.001).

2. STATED CAPITAL: The sum of the amount of consideration received by the Corporation for all shares of the Corporation with par value of \$0.001 that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, shall be the stated capital of the Corporation at any particular time.

3. DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the Corporation, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE V

Shares not to be divided into Classes;

The shares of the Corporation are not to be divided into classes.

ARTICLE VI

No Shares issued in Series.

The Corporation is not authorized to issue shares in series.

ARTICLE VII

Receipt of Minimum Capital

The Corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares

ARTICLE VIII

Provision for Regulation of Internal Affairs.

1. MEETING OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held in such place, either within or without the State of Nevada, as may be provided in the Code of By Laws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

2. MEETING OF DIRECTORS: Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Nevada.

3. CODE OF BY LAWS: The internal Code of By Laws of the Corporation shall be adopted by its Board of Directors. The Power to alter, amend or repeal the Code of By Laws, or to adopt a new Code of By Laws, shall be vested in the Board of Directors. The Code of By Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of Nevada or these Articles of Incorporation.

4. INTEREST OF DIRECTORS IN CONTRACTS: Any contract or other action between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of directors present, such interest of director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or any transaction which would otherwise be valid under the common and statutory law applicable thereto.

5. EXECUTIVE COMMITTEE: If the Code of By Laws so provided, the Board of Directors, by resolution adopted by a majority of the number of directors fixed by the Code of By Laws, or in the absence of the By Laws fixing the number of directors, then the number stated in these Articles of Incorporation, may designate two or more directors to constitute an Executive Committee, which Committee, to the extent provided in such

resolution or the Code of By Laws, shall have and may exercise all of the authority of the Board of Directors and the management of the Corporation; both the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

6. AMENDMENT TO ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation in the manner prescribed by the laws of Nevada.

7. COMPENSATION OF DIRECTORS: The Board of Directors is authorized to make provision for reasonable compensation to its members when their services as directors and to fix the basis and conditions upon which this compensation shall be made. Any director may also serve in the Corporation in any capacity and receive compensation therefor in any form.

ARTICLE IX

Address of Initial Registered Office

and

Name of Initial Registered Agent

1. REGISTERED OFFICE: The address of the initial registered office of the Corporation is: 1870 TWIN OAKS ROAD, RENO, NEVADA, 89611

2. REGISTERED AGENT: The initial registered agent of the Corporation is BERT GALL

ARTICLE X

Data Respecting Directors

1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) members who need not be shareholders of the Corporation.

2. NAMES AND ADDRESSES: The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors shall have elected and qualified are:

FRANK J. SCOVILLE	4646 South 3075 East	Salt Lake City, Ut 84117
ANN SCOVILLE	4646 South 3075 East	Salt Lake City, Ut 84117
RICHARD B. SCOVILLE	1482 Ken Rey	Salt Lake City, Ut 84108

3. INCREASE OR DECREASE OF DIRECTORS: The number of directors of the Corporation shall not be less than three. Subject to this limitation, the number of directors may be increased or decreased from time to time by amendment of the Code of By Laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Code of By Laws, fixing the number of directors, the number shall be seven (7).

ARTICLE XI

Data Respecting Incorporators

The names and address of the Incorporators of the Corporation are:

FRANK J. SCOVILLE	4646 South 3075 East	Salt Lake City, Ut 84117
ANN SCOVILLE	4646 South 3075 East	Salt Lake City, Ut 84117
RICHARD B. SCOVILLE	1482 Ken Rey	Salt Lake City, Ut 84108

ARTICLE XII

Special Transactions:

This Corporation shall have the power and right through its Board of Directors and without the consent of its shareholders to acquire by purchase or otherwise, shares of its own stock which may be purchased from the unreserved or unrestricted capital surplus of the Corporation. The Board of Directors shall also have the right and power to authorize and make distribution of its shareholders in partial liquidation of the capital asset on such terms as the Board of Directors may deem appropriate. Such distribution may be made whether in cash or property or may be made from out of the Corporation's stated capital or capital surplus provided that such distribution shall not render the Corporation insolvent or otherwise unable to meet its obligations.

ARTICLE XIII

The capital stock of this Corporation shall be issued as fully paid and the private property of the shareholders shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE XIV

Shares of stock of this Corporation authorized and issued pursuant to these Articles within two (2) years from the date of Incorporation are for purpose of Internal Revenue Code authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1964 and shall be known as "Section 1244 Stock".

EXECUTED THIS 16 DAY OF Nov, 1988

ANN SCOVILLE

RICHARD B. SCOVILLE

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

I, THE UNDERSIGNED, A NOTARY PUBLIC COMMISSION TO TAKE ACKNOWLEDGEMENT AND ADMINISTER OATH IN THE STATE OF UTAH, SO HEREBY CERTIFY THAT ON THIS DAY, PERSONALLY APPEARED BEFORE ME FRANK J. SCOVILLE, ANN SCOVILLE, AND RICHARD B. SCOVILLE BEING ALL THE INCORPORATORS REFERRED TO IN ARTICLE XI OF THE FOREGOING ARTICLES OF INCORPORATION, PERSONALLY APPEARED BEFORE ME, AND WHO BEING BY ME FIRST DULY SWORN, SEVERALLY DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING INSTRUMENT AS INCORPORATORS AND THAT THE STATEMENT THEREIN CONTAINED ARE TRUE.

WITNESS MY HAND AND NOTARIAL SEAL THIS

MY COMMISSION EXPIRES 3.11.90

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 20 1988

**CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT**

NAME OF THE CORPORATION

No. 1013388

IN THE MATTER OF TECHNICAL INC. d/b/a AQUACHLOR MARKETING, INC.

I, BERT GALL, hereby certify that on the 7TH day of
DECEMBER, 1988, I accepted the appointment as Resident Agent of the above-
entitled corporation in accordance with Sec. 78.090, NRS 1957.

Furthermore, that the principal office in this State is located at Room.....
Building, No. 1870 TWIN OAKS ROAD Street, Town of RENO, NEVADA 89501
NV LIC #020867
County of WASHOE, State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand this.....day of.....
19.....

Resident Agent

SEC. 78. Every corporation shall have a resident agent, who may be either an individual or a corporation, resident of or located in this state, in charge of its principal office. Every such resident agent shall, within ten days after acceptance of an appointment as such, file a certificate thereof in the office of the secretary of state, and a copy of such certificate in the office of the county clerk of the county in which the principal office of the corporation in this state shall be located. The resident agent may be any bank, or banking corporation, or other corporation located and doing business in this state, and any such bank and any such corporation, acting as such resident agent, shall have authority * * *.

AGREEMENT OF MERGER

MERGING

**AQUACHLOR MARKETING, INC.
(A UTAH CORPORATION)**

INTO

**AQUACHLOR MARKETING, INC.
(A NEVADA CORPORATION)**

10133-88

FILED AT THE REQUEST OF

**AQUACHLOR INTERSTATE MARKETING, INC.
4646 SOUTH 3075 EAST
SALT LAKE CITY, UT 84117**

FILING DATE

DECEMBER 23, 1988

FILING FEE

\$50.00

FILE NUMBER

10133-88

FILING FEE: \$50.00
BY: AQUACHLOR INTERSTATE
MARKETING
4646 SOUTH 3075 EAST
SALT LAKE CITY, UT 84117

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 23 1988

10133-88

AGREEMENT OF MERGER
OF

AQUACHLOR MARKETING, INC.
(A Utah Corporation)

AND

AQUACHLOR MARKETING, INC.
(A Nevada Corporation)

This Agreement of Merger entered into between AQUACHLOR
MARKETING, INC., a Utah Corporation, herein ("Merging Corporation")
and AQUACHLOR MARKETING, INC. herein ("Surviving Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to each share of Surviving Corporation.
3. The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of this merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

AQUACHLOR MARKETING INC.
(A Utah Corporation)

by

FRANK J. SCOVILLE, PRESIDENT

by

ANN SCOVILLE, SECRETARY

AQUACHLOR MARKETING, INC
(A Nevada Corporation)

by

FRANK J. SCOVILLE, PRESIDENT

by

ANN SCOVILLE, SECRETARY

STATE OF UTAH)
COUNTY OF SALT LAKE)

I, THE UNDERSIGNED, A NOTARY PUBLIC COMMISSIONED TO TAKE ACKNOWLEDGEMENT AND ADMINISTER OATH IN THE STATE OF UTAH, DO HEREBY CERTIFY THAT ON THIS DAY, PERSONALLY APPEARED BEFORE ME FRANK J. SCOVILLE AND ANN SCOVILLE BEING THE MAJORITY DIRECTORS REFERRED TO IN THIS INSTRUMENT, PERSONALLY APPEARED BEFORE ME AND WHO BEING BY ME FIRST DULY SWORN, SEVERALLY DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING INSTRUMENT CONTAINED THAT THE STATEMENT THEREIN CONTAINED ARE TRUE

NOTARY

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

FRANK J. SCOVILLE and ANN SCOVILLE certify that:

1. They are the president and secretary, respectively, of AQUACHLOR MARKETING, INC., a UTAH CORPORATION.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of the Corporation.
3. The shareholders approval was by the holders of 85% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 5,677,920. There are 50,000,000 authorized shares.

We further declare under penalty of perjury under the laws of the State of Utah that the matters set forth in this certificate are true and correct to our own knowledge.

DATED:

by 

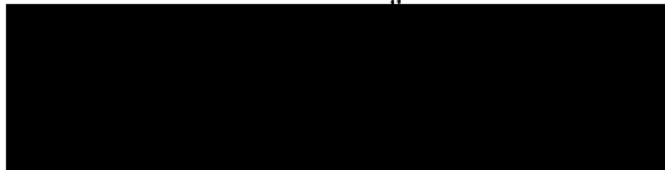
FRANK J. SCOVILLE, PRESIDENT

by 

ANN SCOVILLE, SECRETARY

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

I, THE UNDERSIGNED, A NOTARY PUBLIC COMMISSION TO TAKE ACKNOWLEDGEMENT AND ADMINISTER OATH IN THE STATE OF UTAH, DO HEREBY CERTIFY THAT ON THIS DAY, PERSONALLY APPEARED BEFORE ME FRANK J. SCOVILLE AND ANN SCOVILLE BEING THE MAJORITY DIRECTORS REFERRED TO IN THIS INSTRUMENT, PERSONALLY APPEARED BEFORE ME AND WHO BEING BY ME FIRST DULY SWORN SEVERALLY DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING INSTRUMENT AND THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE



CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

FRANK J. SCOVILLE and ANN SCOVILLE certify that:

1. They are the president and secretary, respectively, of
AQUACHLOR MARKETING, INC. a NEVADA CORPORATION.

2. The Agreement of Merger in the form attached was duly
approved by the Board of Directors and Shareholders of the Corporation.

3. The Shareholders approval was by the holders of 100% of
the outstanding shares of the Corporation.

4. There is only one class of shares and the number of shares
outstanding is 5,677,920. There are 50,000,000 authorized shares.

We further declare under penalty of perjury under the laws
of the State of Nevada that the matters set forth in this certificate
are true and correct to our own knowledge.

STATE OF UTAH)


COUNTY OF SALT LAKE)

Dated:


FRANK J. SCOVILLE, PRESIDENT


ANN SCOVILLE, SECRETARY

I, THE UNDERSIGNED, A NOTARY PUBLIC COMMISSIONED
TO TAKE ACKNOWLEDGEMENT AND ADMINISTER OATHS
IN THE STATE OF UTAH, DO HEREBY CERTIFY THAT
ON THIS DAY, PERSONALLY APPEARED BEFORE ME
FRANK J. SCOVILLE AND ANN SCOVILLE BEING
THE MAJORITY DIRECTORS REFERRED TO IN THIS
INSTRUMENT, PERSONALLY APPEARED BEFORE ME
AND WHO BEING BY ME FIRST DULY SWORN,
SEVERALLY DECLARED THAT THEY ARE THE PERSONS
WHO SIGNED THE FOREGOING INSTRUMENT AND THAT
THE STATEMENTS THEREIN CONTAINED ARE TRUE



FILE
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 23 1988

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION

FILING FEE: \$50.00
BY: AQUACHLOR INTERSTATE
MARKETING
4646 SOUTH 3075 EAST
SALT LAKE CITY, UT 84117

10133-88

FRANK J. SCOVILLE and ANN SCOVILLE certify that:

1. They are the president and secretary, respectively, of AQUACHLOR MARKETING, INC. , a Nevada Corporation.
2. Article 1 of the Articles of Incorporation of this Corporation is amended to read as follows:
"The name of the Corporation is DELTAVISION, INC".
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been approved by the required vote of shareholders in accordance with Nevada Law. The total number of outstanding shares of the Corporation is 5,677,920 shares. The number of shares voted in favor of the amendment (99.95%) equaled or exceeds the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in this certificate are true and correct to our knowledge.

DATED:

by

FRANK J. SCOVILLE, PRESIDENT

by

ANN SCOVILLE, SECRETARY

by

RICHARD B. SCOVILLE, DIRECTOR

STATE OF UTAH)
COUNTY OF SALT LAKE)

I, THE UNDERSIGNED, A NOTARY PUBLIC COMMISSIONED TO TAKE ACKNOWLEDGEMENT AND ADMINISTER OATH IN THE STATE OF UTAH, DO HEREBY CERTIFY THAT ON THIS DAY, PERSONALLY APPEARED BEFORE ME FRANK J. SCOVILLE, ANN SCOVILLE AND RICHARD B. SCOVILLE BEING ALL THE DIRECTORS REFERRED TO IN THIS DOCUMENT, PERSONALLY APPEARED BEFORE ME, AND WHO BEING BY ME FIRST DULY SWORN, SEVERALLY DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING INSTRUMENT AND THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.

3/21/97 4:47

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
State Capitol Complex
Carson City, Nevada 89710

MAR 23 1991
 No. C10133-88

Certificate of Revival Pursuant to NRS 78.730

DEATH: 311, 432, 211, 704, 891, 175

For office use only above this line.

1. The name of the corporation: Deltavision, Inc.
2. The name and address of the corporation's resident agent:

CSC Services of Nevada, Inc.

Same

502 East John Street, Room E

(Physical address of Resident Agent)

Carson City, Nevada 89706

(Mailing address of Resident Agent)

3. The date when the revival of the charter is to commence: December 31, 1990

4. Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. The corporation's existence shall be: PERPETUAL or

(Time for which the revival is to continue)

5. We/I declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of this chapter.

6. The names and addresses of the president, secretary and treasurer and all of the corporation's directors are as follows:

David C. Merrell 75 Cobble Canyon Lane, Sandy, Utah 84093

(president) (address)

Todd Ross 38 South 1650 West, Cedar City, Utah 84720

(secretary) _____ (address)

Todd Ross 38 South 1650 West, Cedar City, Utah 84720

(treasurer)	(address)
1. _____	_____
2. _____	_____
3. _____	_____
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98. _____	_____
99. _____	_____
100. _____	_____

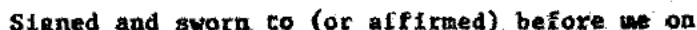
David C. Merrell 9005 Cobble Canyon Lane, Sandy, Utah 84093

(director) (address)

Todd Ross 38 South 1650 West, Cedar City, Utah 84720

(director) You may attach additional pages, if necessary.

The undersigned declare that they have obtained written consent of ~~all~~ ²¹¹ the stockholders of the corporation and that unanimous consent was secured and that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.



3-19-97 by David C. Merrell & Todd Rose

(d) [REDACTED] making statement)

(notary stamp or seal)

Attach additional page(s), if necessary.

Secretary of State
FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 25 1997
No. 410133-88

DEAN HELLER, SECRETARY OF STATE

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
State Capitol Complex
Carson City, Nevada 89710

Telephone (702) 487-3263
Fax (702) 487-3471

**CERTIFICATE OF CHANGE
OF RESIDENT AGENT AND/OR
LOCATION OF REGISTERED OFFICE**
(Pursuant to NRS Chapters 78 and 80)

Deltavision, Inc.

Name of Corporation

The change(s) indicated below is (are) effective upon the filing of this document with the secretary of state.

Reason for Change: (check one) ☒ Change of Resident Agent ☐ Change Location of Registered Office

The former resident agent and/or location of the registered office was:

Resident Agent: Bert Gall

Street No.: 1570 Twin Oaks Road

City: Reno, Nevada 89511

The resident agent and/or location of the registered office is changed to:

Resident Agent: CSC Services of Nevada, Inc. #62865

Street No.: 502 East John Street, Room F

City: Carson City, Nevada 89706

Signature of two officers, one of whom must be either the president or secretary:

[Signature]
President or Secretary

[Signature]
Corporate Officer

State of Utah
County of Salt Lake
This instrument was acknowledged before me
on March 19, 1997, by
David C. Merrell
(name(s) of person(s))
as President & Director
(type of authority, e.g. president, etc.)
of Deltavision, Inc.

(name of party on behalf of whom instrument was executed)
SHERYL A. R.
Notary Public
State of Utah
My Comm. Expires Jan 6, 2000
3785 South 300 East SLC UT 84115
(Signature of Notarial Officer)

State of Utah
County of Salt Lake
This instrument was acknowledged before me
on March 19, 1997, by
Todd Ross
(name(s) of person(s))
as Secretary/Treasurer & Director
(type of authority, e.g. president, etc.)
of Deltavision, Inc.

(name of party on behalf of whom instrument was executed)
Notary Public
State of Utah
My Comm. Expires Jan 6, 2000
3785 South 300 East SLC UT 84115
(Signature of Notarial Officer)

Certificate of Acceptance of Appointment by Resident Agent: I, CSC SERVICES OF NEVADA, INC.
hereby accept the appointment as Resident Agent for the above-named corporation.

(Signature of Resident Agent)

(Date)
MARCH 21, 1997

NOTE: Fee-- \$15.00 for filing either a certificate of change of location of a corporation's registered office (resident agent's address) or a new designation of resident agent.

File with the Secretary of State, Capitol Complex, Carson City, Nevada 89710

(Rev. 10-94)

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF

FILE NUMBER

10133-88

DELTA VISION, INC.

A NEVADA CORPORATION INCORPORATED ON DECEMBER 20, 1988.

THIS LIST IS FOR THE FILING PERIOD DECEMBER 1996 TO DECEMBER 1997

The Corporation's duly appointed Resident Agent in the State of Nevada upon whom process can be served is:

CSC Services of Nevada, Inc.
502 East John Street, Room E
Carson City, Nevada 89706

DF Revival

FOR OFFICE USE ONLY

FILED (DATE)

1990-1997

Stock

Revival

RA Res.

775.00

EXP.

15.00

FILED

50.00

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 25 1997

No. C10133-88

DEAN HELLER, SECRETARY OF STATE

AM 4:47

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors attach a list of them to this form.
3. Return the completed form with the \$85.00 filing fee. A \$15.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form.
4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, Capitol Complex, Carson City, NV 89710 (702) 687-5105

FILING FEE: \$85.00

LATE PENALTY: \$15.00

NAME

David C. Merrell

TITLE(S)

PRESIDENT

P.O. BOX

STREET ADDRESS

9005 Cobble Canyon Lane

CITY

Sandy

ST

UT

ZIP

84093

NAME

Todd Ross

TITLE(S)

SECRETARY

P.O. BOX

STREET ADDRESS

38 South 1650 West

CITY

Cedar City

ST

UT

ZIP

84720

NAME

Todd Ross

TITLE(S)

TREASURER

P.O. BOX

STREET ADDRESS

38 South 1650 West

CITY

Cedar City

ST

UT

ZIP

84720

NAME

David C. Merrell

TITLE(S)

DIRECTOR

P.O. BOX

STREET ADDRESS

9005 Cobble Canyon Lane

CITY

Sandy

ST

UT

ZIP

84093

NAME

Todd Ross

TITLE(S)

DIRECTOR

P.O. BOX

STREET ADDRESS

38 South 1650 West

CITY

Cedar City

ST

UT

ZIP

84720

NAME

DIRECTOR

P.O. BOX

STREET ADDRESS

CITY

ST

ZIP

President

Title(s)

3/15/97

Date

Application for Revival

This application authorizes the office of the secretary of state of Nevada to revive Deltavision, Inc. (old name) under the name of

First Deltavision, Inc. (new name).

This application is accompanied with the certificate of revival, the designation of the resident agent, and all fees and penalties.

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 25 1997

No. 010133-88

KEVIN MELLER, SECRETARY OF STATE

(authorized signature):

President / Director

If a corporation, this application shall be signed by an officer.

If a limited partnership, this application shall be signed by a general partner.

If a limited-liability company, this application shall be signed by a manager or a member.

If a limited-liability partnership, this application shall be signed by a managing partner.

(75)

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAY 06 1997
No. 010133-88
[Redacted]
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF FIRST DELTAVISION, INC.,
A NEVADA CORPORATION,
PURSUANT TO SECTION 78.207(4) OF THE
NEVADA REVISED STATUTES

Receipt No. FY9700001423
LEONARD W BURNINGHAM
05/06/1997
135.00
DEPT. OF C&E H&M

FIRST: The name of the corporation is First Deltavision, Inc. (the "Company").

SECOND: On April 23, 1997, the Board of Directors of the Company unanimously consented to a reverse split of the Company's outstanding common stock in the ratio of one new share for every 248.339 shares issued and outstanding as of the date of filing of this Certificate, with fractional shares being rounded up to the nearest whole share, and retaining the present par value and authorized capital, with no stockholder to own less than 100 shares as a result thereof (computed on a per stockholder basis rather than a per stock certificate basis), and with those stockholders presently owning less than 100 shares to not be affected by such reverse split.

THIRD: The number of authorized shares and the par value of the Company's common stock immediately before the above-referenced resolutions were 50,000,000 shares and one mill (\$0.001), respectively.

FOURTH: The number of authorized shares and the par value of the Company's common stock immediately after the above-referenced resolutions were 50,000,000 shares and one mill (\$0.001), respectively.

FIFTH: The number of shares of the Company's common stock to be issued after the reverse split in exchange for each pre-split share of common stock is 1/248.339 of one share.

SIXTH: No fractional shares will be issued as a result of the reverse split. There is no provision for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share as a result of the reverse split.

SEVENTH: The approval of the affected stockholders is not required and has not been sought.

EIGHTH: The above-referenced resolutions will be effective as of the date of filing of this Certificate with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, the undersigned executive officers of the Company hereby execute this Certificate on the 23 day of April, 1997.

[REDACTED]
David C. Merrell, President

[REDACTED]
Todd D. Ross, Secretary/Treasurer

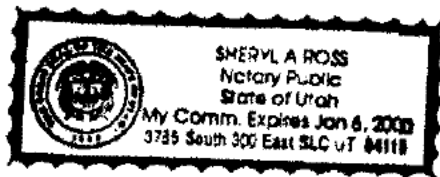
STATE OF UTAH)
) ss
COUNTY OF SALT LAKE)

David C. Merrell and Todd D. Ross, hereby acknowledge that they are the President and Secretary/Treasurer of First Deltavision, Inc., that they have read the foregoing information, and of their personal knowledge, they represent and warrant that such information is true and correct in every material respect.

[REDACTED]
David C. Merrell

[REDACTED]
Todd D. Ross

Subscribed and sworn to before me this 23 day of April, 1997.



[REDACTED]
NOTARY PUBLIC



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 884 5708
Website: secretaryofstate.biz

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

175
FILED # C10133-88

MAY 26 2004

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: First Deltavision, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article FIRST of the Articles of Incorporation shall be amended to read in its
entirety as follows:

"FIRST: The name of the corporation is
Integrated Healthcare Holdings, Inc."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: majority

4. Effective date of filing (optional): _____

5. Officer Signature (required): _____

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

SUBMIT IN DUPLICATE

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State, 204 North Carson Street, Carson City, NV 89701
Revised 05/01/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

C10133 1988
FILED

AUG 26 2004

Dean Heller
Secretary of State

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACES FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: INTEGRATED HEALTHCARE HOLDINGS, INC.

2. The articles have been amended as follows (provide article numbers, if available)

ARTICLE IV, 1. OF THE ARTICLES OF INCORPORATION
SHALL BE AMENDED TO READ IN ITS ENTIRETY AS
FOLLOWS:

ARTICLE IV 1. NUMBER THE AGGREGATE NUMBER OR
SHARES WHICH THE CORPORATION SHALL HAVE AUTHORIZED IS
TWO HUNDRED FIFTY MILLION (250,000,000) SHARES OF
CAPITAL STOCK WITH PAR VALUE OF ONE MIL (\$0.001)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: MAJORITY

4. Effective date of filing (optional):

5. Officer Signature (required):

(90 days after the certificate is filed)

EVP FINANCE/CEO

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

SUBMIT IN DUPLICATE

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 11/20/03

7528-928040027 09
09 2004 04 11 11:12:40 02/0



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Certificate to Accompany Restated Articles

(PURSUANT TO NRS)

Filed in the office of	Document Number
Ross Miller	20070887680-66
Secretary of State	Filing Date and Time
State of Nevada	12/31/2007 1:05 PM
	Entity Number
	C10133-1988

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form Is to Accompany Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Integrated Healthcare Holdings, Inc.

2. The articles are being ☐ Restated or ☒ Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box.*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on [] The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ The entity name has been amended.

☐ The resident agent has been changed. (attach Certificate of Acceptance from new resident agent)

☒ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☒ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☒ Articles have been added.

☒ Articles have been deleted.

☒ Other. The articles or certificate have been amended as follows (provide article numbers, if available):

The articles have been amended in their entirety to eliminate out-dated or irrelevant provisions in the original articles, and to consolidate in one document the original articles and various amendments adopted since the original articles were filed. In addition, Article V has been added to provide for the indemnification and exculpation of directors as permitted under Nevada law.

* This form is to accompany Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles or certificates

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees

Nevada Secretary of State AM Restated 2007
Revised on: 10/12/07

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRATED HEALTHCARE HOLDINGS, INC.**

(Pursuant to Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes)

I, the undersigned Chief Executive Officer of Integrated Healthcare Holdings, Inc., a Nevada corporation, do hereby certify that:

1. The Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

**ARTICLE I
NAME AND OFFICES**

Section 1. **Name.** The name of the Corporation is Integrated Healthcare Holdings, Inc.

Section 2. **Offices.** The Corporation may maintain offices for the transaction of any business at such places within or outside of the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if held in the State of Nevada.

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of engaging in any lawful act or activity, within or outside of the State of Nevada, for which a corporation may be organized under the Nevada Revised Statutes other than the insurance, banking or trust company businesses.

**ARTICLE III
CAPITAL STOCK**

Section 1. **Number.** The aggregate number of shares which the Corporation shall have authorized is Four Hundred Million (400,000,000) shares of common stock with par value of \$0.001 per share.

Section 2. **Classes and Series of Stock.** The shares of the Corporation are not to be divided into classes. The Corporation is not authorized to issue shares in series.

Section 3. **Stated Capital.** The sum of the amount of consideration received by the Corporation for all shares of the Corporation with par value of \$0.001 that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, shall be the stated capital of the Corporation at any particular time.

Section 4. **Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the Corporation, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE IV REGULATION OF INTERNAL AFFAIRS

Section 1. **Meetings of Stockholders.** Meetings of the stockholders of the Corporation may be held in such place, either within or without the State of Nevada, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Nevada.

Section 3. **Bylaws.** The Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors, except that the Board of Directors may not alter, amend or repeal Bylaws provisions that are specifically authorized or approved by a vote of the stockholders of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of Nevada or these Articles of Incorporation.

Section 4. **Interest of Directors in Contracts.** Any contract or other action between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of directors present, such interest of director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or any transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. **Amendment to Article of Incorporation.** The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in the manner prescribed by the laws of Nevada.

Section 6. **Compensation of Directors.** The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be made. Any director may also serve in the Corporation in any capacity and receive compensation therefor in any form.

Section 7. **Number of Directors.** The number of directors of the Corporation shall be as set forth in the Bylaws. Subject to this limitation, the number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE V INDEMNIFICATION

Section 1. **Elimination of Liability.** To the maximum extent permitted under the Nevada Revised Statutes, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages arising as a result of any act or failure to act in his capacity as a director or officer of the Corporation.

Section 2. **Mandatory Indemnification.** The Corporation shall, to the maximum extent and in the manner permitted by Nevada law, indemnify each of its directors and officers against expenses (including attorneys fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Corporation. For purposes of this paragraph, a director or officer of the Corporation includes any person (i) who is or was a director or officer of the Corporation, (ii) who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 3. **Indemnification; Mandatory Payment of Expenses.** The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon and subject to the receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

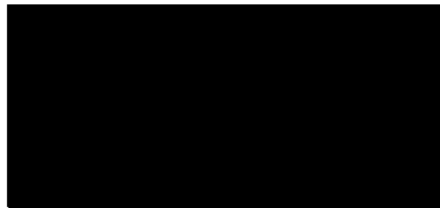
Section 4. **Effect of Amendment or Repeal.** Any amendment to or repeal of any of the provisions in this Article V shall only be prospective and shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

* * * * *

2. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of stockholders in accordance with Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes. As of the date of such approval, the total number of outstanding shares of Common Stock of the Corporation was 137,095,716, of which 108,636,716 shares were voted in favor of the Amended and Restated Articles of Incorporation. The number of shares voted in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required under applicable law and the Articles of Incorporation in effect at the time of this amendment was more than fifty percent (50%) of the outstanding shares of Common Stock.

EXECUTED this 31st day of December, 2007.




Name: Bruce Mogel
Title: Chief Executive Officer



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of	Document Number
	20090329679-57
Ross Miller Secretary of State State of Nevada	Filing Date and Time 04/08/2009 10:45 AM
	Entity Number C10133-1988

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation
(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Integrated Healthcare Holdings, Inc.

2. The articles are being ☐ Restated or ☒ Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

- ☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- ☐ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☐ The purpose of the entity has been amended.
- ☒ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted.
- ☐ Other. The articles or certificate have been amended as follows (provide article numbers, if available):

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 7-1-08

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRATED HEALTHCARE HOLDINGS, INC.**

(Pursuant to Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes)

I, the undersigned Secretary of Integrated Healthcare Holdings, Inc., a Nevada corporation, do hereby certify that:

1. The Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

**ARTICLE I
NAME AND OFFICES**

Section 1. **Name.** The name of the Corporation is Integrated Healthcare Holdings, Inc.

Section 2. **Offices.** The Corporation may maintain offices for the transaction of any business at such places within or outside of the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if held in the State of Nevada.

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of engaging in any lawful act or activity, within or outside of the State of Nevada, for which a corporation may be organized under the Nevada Revised Statutes other than the insurance, banking or trust company businesses.

**ARTICLE III
CAPITAL STOCK**

Section 1. **Number.** The aggregate number of shares which the Corporation shall have authorized is Five Hundred Million (500,000,000) shares of common stock with par value of \$0.001 per share.

Section 2. **Classes and Series of Stock.** The shares of the Corporation are not to be divided into classes. The Corporation is not authorized to issue shares in series.

Section 3. **Stated Capital.** The sum of the amount of consideration received by the Corporation for all shares of the Corporation with par value of \$0.001 that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, shall be the stated capital of the Corporation at any particular time.

Section 4. **Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the Corporation, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE IV REGULATION OF INTERNAL AFFAIRS

Section 1. **Meetings of Stockholders.** Meetings of the stockholders of the Corporation may be held in such place, either within or without the State of Nevada, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Nevada.

Section 3. **Bylaws.** The Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors, except that the Board of Directors may not alter, amend or repeal Bylaws provisions that are specifically authorized or approved by a vote of the stockholders of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of Nevada or these Articles of Incorporation.

Section 4. **Interest of Directors in Contracts.** Any contract or other action between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of directors present, such interest of director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or any transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. **Amendment to Article of Incorporation.** The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in the manner prescribed by the laws of Nevada.

Section 6. **Compensation of Directors.** The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be made. Any director may also serve in the Corporation in any capacity and receive compensation therefor in any form.

Section 7. **Number of Directors.** The number of directors of the Corporation shall be as set forth in the Bylaws. Subject to this limitation, the number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE V INDEMNIFICATION

Section 1. **Elimination of Liability.** To the maximum extent permitted under the Nevada Revised Statutes, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages arising as a result of any act or failure to act in his capacity as a director or officer of the Corporation.

Section 2. **Mandatory Indemnification.** The Corporation shall, to the maximum extent and in the manner permitted by Nevada law, indemnify each of its directors and officers against expenses (including attorneys fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Corporation. For purposes of this paragraph, a director or officer of the Corporation includes any person (i) who is or was a director or officer of the Corporation, (ii) who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 3. **Indemnification; Mandatory Payment of Expenses.** The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon and subject to the receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

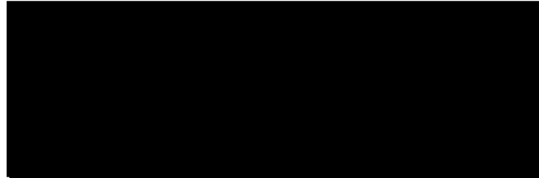
Section 4. **Effect of Amendment or Repeal.** Any amendment to or repeal of any of the provisions in this Article V shall only be prospective and shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

* * * * *

2. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of stockholders in accordance with Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes. As of the date of such approval, the total number of outstanding shares of Common Stock of the Corporation was 195,307,262, of which 107,749,832 shares were voted in favor of the Amended and Restated Articles of Incorporation. The number of shares voted in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required under applicable law and the Articles of Incorporation in effect at the time of this amendment was more than fifty percent (50%) of the outstanding shares of Common Stock.

EXECUTED this 8th day of April, 2009.



Name: J. Scott Schoeffel

Title: Secretary




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov



090501

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100539957-01 Filing Date and Time 07/21/2010 3:30 PM Entity Number C10133-1988
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation
(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Integrated Healthcare Holdings, Inc.

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____
The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☐ Articles have been added.

☐ Articles have been deleted.

☐ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 10-18-09

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTEGRATED HEALTHCARE HOLDINGS, INC.**

(Pursuant to Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes)

I, the undersigned Secretary of Integrated Healthcare Holdings, Inc., a Nevada corporation, do hereby certify that:

1. The Articles of Incorporation of this Corporation are amended and restated to read in full as follows:

**ARTICLE I
NAME AND OFFICES**

Section 1. **Name**. The name of the Corporation is Integrated Healthcare Holdings, Inc.

Section 2. **Offices**. The Corporation may maintain offices for the transaction of any business at such places within or outside of the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if held in the State of Nevada.

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of engaging in any lawful act or activity, within or outside of the State of Nevada, for which a corporation may be organized under the Nevada Revised Statutes other than the insurance, banking or trust company businesses.

**ARTICLE III
CAPITAL STOCK**

Section 1. **Number**. The aggregate number of shares which the Corporation shall have authorized is Eight Hundred Million (800,000,000) shares of common stock with par value of \$0.001 per share.

Section 2. **Classes and Series of Stock**. The shares of the Corporation are not to be divided into classes. The Corporation is not authorized to issue shares in series.

Section 3. **Stated Capital**. The sum of the amount of consideration received by the Corporation for all shares of the Corporation with par value of \$0.001 that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law, shall be the stated capital of the Corporation at any particular time.

Section 4. **Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the Corporation, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE IV REGULATION OF INTERNAL AFFAIRS

Section 1. **Meetings of Stockholders.** Meetings of the stockholders of the Corporation may be held in such place, either within or without the State of Nevada, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Nevada.

Section 3. **Bylaws.** The Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors, except that the Board of Directors may not alter, amend or repeal Bylaws provisions that are specifically authorized or approved by a vote of the stockholders of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of Nevada or these Articles of Incorporation.

Section 4. **Interest of Directors in Contracts.** Any contract or other action between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of directors present, such interest of director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or any transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. **Amendment to Article of Incorporation.** The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in the manner prescribed by the laws of Nevada.

Section 6. **Compensation of Directors.** The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be made. Any director may also serve in the Corporation in any capacity and receive compensation therefor in any form.

Section 7. **Number of Directors.** The number of directors of the Corporation shall be as set forth in the Bylaws. Subject to this limitation, the number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE V INDEMNIFICATION

Section 1. **Elimination of Liability.** To the maximum extent permitted under the Nevada Revised Statutes, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages arising as a result of any act or failure to act in his capacity as a director or officer of the Corporation.

Section 2. **Mandatory Indemnification.** The Corporation shall, to the maximum extent and in the manner permitted by Nevada law, indemnify each of its directors and officers against expenses (including attorneys fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the Corporation. For purposes of this paragraph, a director or officer of the Corporation includes any person (i) who is or was a director or officer of the Corporation, (ii) who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 3. **Indemnification; Mandatory Payment of Expenses.** The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon and subject to the receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

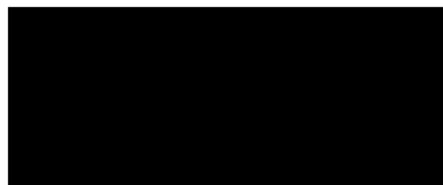
Section 4. **Effect of Amendment or Repeal.** Any amendment to or repeal of any of the provisions in this Article V shall only be prospective and shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

* * * * *

2. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of stockholders in accordance with Sections 78.385, 78.390 and 78.403 of the Nevada Revised Statutes. As of the date of such approval, the total number of outstanding shares of Common Stock of the Corporation was 255,307,262, of which 138,349,832 shares were voted in favor of the Amended and Restated Articles of Incorporation. The number of shares voted in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required under applicable law and the Articles of Incorporation in effect at the time of this amendment was more than fifty percent (50%) of the outstanding shares of Common Stock.

EXECUTED this 21st day of July, 2010.



Name: J. Scott Schoeffel
Title: Secretary



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



090203

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20140368029-25
	Filing Date and Time
	05/20/2014 12:36 PM
	Entity Number
	C10133-1988

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Integrated Healthcare Holdings, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article III, Section 1 of the Articles of Incorporation of the corporation is hereby amended by adding a new paragraph at the end of Article III, Section 1. The newly added paragraph to Article III, Section 1 of the Articles of Incorporation of the corporation is set forth in its entirety in Attachment 1 to this Certificate of Amendment as attached hereto.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

82.0%

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X /s/ Kenneth Westbrook

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 11-27-13

ATTACHMENT 1

CERTIFICATE OF AMENDMENT

OF

INTEGRATED HEALTHCARE HOLDINGS, INC.

Article III, Section 1 of the Articles of Incorporation of the corporation is hereby amended by adding the following new paragraph at the end of Section 1, to read as follows:

Upon the filing of this Certificate of Amendment with the Nevada Secretary of State (the "Effective Time"), all issued and outstanding shares of Common Stock, par value \$0.001 per share (the "Pre-Reverse Split Stock"), shall be and hereby are automatically combined and reclassified (the "Reverse Stock Split"), such that each Thirteen Million Five Hundred Thousand (13,500,000) shares of Pre-Reverse Split Stock shall be combined and reclassified into one (1) validly issued, fully paid and non-assessable share of the corporation's Common Stock, par value \$0.001 per share (the "New Common Stock"), without any action by the holders thereof. The corporation shall not issue fractional shares of New Common Stock in connection with the Reverse Stock Split. Each stockholder entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split shall receive cash equal to \$0.203256 per share of Pre-Reverse Split Stock held by such stockholder immediately prior to the Effective Time. Whether or not the Reverse Stock Split would result in fractional shares for a holder of record shall be determined on the basis of the total number of shares of Common Stock held by such holder of record at the time that the Reverse Stock Split occurs.




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



090203

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of 	Document Number 20150052286-61
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 02/03/2015 9:45 AM
	Entity Number C10133-1988

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Integrated Healthcare Holdings Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article I, Section 1 of the Amended and Restated Articles of Incorporation is amended to read as follows:

Name. The name of the Corporation is KPC Healthcare, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:


4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)



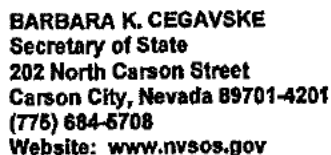
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 11-27-13



Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of [REDACTED]	Document Number 20150379042-43
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 08/25/2015 1:40 PM
	Entity Number C10133-1988

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations.
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
KPC Healthcare, Inc.
2. The articles have been amended as follows: (provide article numbers, if available)
Section 4 of Article III of the Amended and Restated Articles of Incorporation shall be deleted in its entirety.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: Unanimous

Unanimous

4. Effective date and time of filing: (optional) Date: Time: (must not be later than 90 days after the certificate is filed)

- 5. Signature: (required)**

X  Ali P. Chaudhuri, President
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

**AMENDED AND RESTATED BYLAWS
OF
KPC HEALTHCARE, INC.
as amended and restated effective May 20, 2014**

ARTICLE I. OFFICES.

Section 1. Principal Office. The principal office of KPC Healthcare, Inc. shall be located in Orange County, California, or at such other place as shall from time to time be fixed by the Board of Directors. The corporation may have such other offices, within or without the State of California, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office. The corporation shall maintain a registered office required by the laws of the State of Nevada to be maintained in the State of Nevada, and the registered office and the registered agent at such office may be changed from time to time by the Board of Directors.

ARTICLE II. STOCKHOLDERS.

Section 1. Annual Meeting. The annual meeting of the stockholders of the corporation shall be held on such date and at such time each year as may be designated from time to time by the Board of Directors.

Section 2. Purposes of Annual Meeting. The annual meeting shall be held for the purpose of electing directors, and for the transaction of such other business as may lawfully come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting of stockholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as may be conveniently held.

Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, may only be called (a) by the vote of a majority of the entire Board of Directors or action by written consent signed by all of the directors or (b) by any holder of not less than fifteen percent (15%) of the shares entitled to vote at the special meeting, provided that such holder (including any other stockholder(s) forming a "group" with such holder within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) has not called a special meeting of stockholders of the corporation during the same calendar year.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Nevada, as the place of meeting for any annual or for any special meeting of stockholders, or if no designation is made the place of meeting shall be the principal office of the corporation in the State of California.

Section 5. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the

meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer of persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 6. Closing of Transfer Books and Fixing Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of the stockholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than fifty days and, in case of a meeting of stockholders, not less than ten days prior to the date on which the particular action, requiring such determination of stockholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholder entitled to notice of or to vote at a meeting of stockholders, or of stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section 7. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation, shall make, at least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of, and the number of shares held by each, which list, for a period of ten days prior to the meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are stockholders entitled to examine such list or transfer books or to vote at any meeting of stockholders. Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

Section 8. Quorum of Stockholders. A majority of the outstanding shares of the corporation entitled to vote, represented in person or any proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

Section 9. Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting of Shares. Each outstanding share entitled to vote (common share) shall be entitled to one vote upon each matter submitted to a vote at a meeting of stockholders.

Section 11. Voting of Certain Shares. Neither treasury shares nor shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by the corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine. Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name. Shares standing in the name of a receiver may be voted by such receiver and shares held by or under the control of a receiver may be voted by such receiver without transfer thereof into his name if authority so to do be contained in an appropriate order of the Court by which such receiver was appointed. A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledge, and thereafter the pledge shall be entitled to vote the shares so transferred. On or after the date on which written notice of redemption of redeemable shares has been mailed to the holders thereof and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders thereof upon surrender of certificates therefor, such shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares. Shares of its own stock held by the corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 12. Noncumulative Voting. At each election of directors every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. No stockholder may cast more than one vote for any one nominee for director.

Section 13. Voting Trust. Any number of stockholders of the corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a period of not to exceed ten years, by entering into a written voting trust agreement specifying the terms and conditions of the voting trust, by depositing a counterpart of the agreement with the corporation at its registered office, and by transferring their shares to such trustee or trustees for the purpose of the agreement. The counterpart of the

voting trust agreement so deposited with the corporation shall be subject to the same right of examination by a stockholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and shall be subject to examination by any holder of a beneficial interest in the voting trust, either in person or by agent or attorney, at a reasonable time for any proper purpose.

Section 14. Action Without a Meeting.

(a) Unless otherwise provided in the Articles of Incorporation of the corporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(b) To be effective, a written consent must be delivered to the corporation by delivery to its registered office in Nevada, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office or principal place of business shall be by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this Section to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation in accordance with this Section. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 15. Stockholder Proposals at Annual Meetings.

(a) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (iii) otherwise properly brought before the meeting by a stockholder of the corporation who is a stockholder of record on the date of the giving of the notice provided for in this Section 15 and on the record date for the determination of stockholders entitled to vote at such meeting and who complies with the notice procedures set forth in this in this Section 15.

(b) In addition to any other applicable requirements for business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation not less than 45 days nor more than 75 days prior to the anniversary of the date on

which the corporation first mailed its proxy materials for the previous year's annual meeting of stockholders (or the date on which the corporation mails its proxy materials for the current year if during the prior year the corporation did not hold an annual meeting or if the date of the annual meeting was changed more than 30 days from the prior year). A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the stockholder proposing such business, (iii) the class and number of shares of the corporation which are beneficially owned by the stockholder, (iv) a description of any material interest of such stockholder in such business, (v) a representation that such stockholder intends to appear in person or by proxy at the meeting to bring such business before the meeting and (vi) any other information required by law.

(c) Notwithstanding anything in the bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section 15, provided, however, that nothing in this Section 15 shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting in accordance with said procedure. The chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 15 or other rules applicable to the conduct of business at the annual meeting, and if he should so determine he shall so declare to the meeting, and any such business not properly brought before the meeting shall not be transacted.

(d) Nothing in this Section 15 shall affect the right of a stockholder to request inclusion of a proposal in the corporation's proxy statement to the extent that such right is provided by an applicable rule of the Securities and Exchange Commission.

Section 16. Nominations of Persons for Election to the Board of Directors.

(a) In addition to any other applicable requirements, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors.

(b) Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of stockholders (i) by or at the direction of the Board of Directors, (ii) by any nominating committee or person appointed by the Board of Directors or (iii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 16.

(c) Such nominations, other than those made by or at the direction of the Board of Directors or a nominating committee, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation, not less than 45 days nor more than 75 days prior to the anniversary of the date on which the corporation first mailed its proxy materials for the previous year's annual meeting of stockholders (or the date on which the corporation mails its proxy materials for the current year if during the prior year the corporation did not hold an annual meeting or if the date of the annual meeting was changed

more than 30 days from the prior year). Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or re-election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class and number of shares of the corporation which are beneficially owned by the person, and (iv) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934; and (b) as to the stockholder giving the notice, (i) the name and record address of the stockholder, and (ii) the class and number of shares of the corporation which are beneficially owned by the stockholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation.

(d) To be eligible to be a nominee for election or reelection as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 16(c) of these bylaws) to the Secretary at the principal executive offices of the corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the corporation, with such person's fiduciary duties under applicable law, (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the corporation.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. Directors shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, provided that any such request must be for a purpose which is in the interest of the business of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of directors of this corporation shall be established from time to time by a resolution of the Board of Directors or of the stockholders. Subject to Section 11 of this Article III, each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and

qualified. No reduction of the authorized number of directors shall have the effect of removing any director before such director's term of office expires.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board may determine and, if so determined, no notice thereof need be given, provided that the first meeting following such a determination by the Board may be held no less than 72 hours after the determination. A regular meeting of the Board of Directors may be held without notice immediately after the annual meeting of stockholders at the same place at which such meeting was held.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice.

(a) No notice is required for regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each director at least two (2) days in advance of the meeting if given by written notice, or at least forty-eight (48) hours in advance of the meeting if given orally, by personal delivery in writing, or by delivery in writing and acknowledged in writing by the director. Written notice may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, facsimile or electronic mail. Oral notice may be communicated in person or by telephone, and is effective when communicated in a comprehensible manner.

(b) Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting, provided a consent in writing, setting forth the action taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the

number of directors, shall be filled by the Board of Directors, such appointment to be until the next annual meeting or a special meeting of the stockholders called for the purpose of electing a director to the office to created.

Section 9. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and non-employee directors may be paid a fixed sum for attendance at each such meeting of the Board of Directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Any such compensation fixed by the Board of Directors shall be reported to the stockholders.

Section 10. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Removal of Directors. One or more directors or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. Any directorship to be filled by reason of the removal of one or more directors by the stockholders may be filled by election by the stockholders at the meeting at which the director or directors are removed or as otherwise permitted by applicable law.

Section 12. Chairman of the Board. The Chairman of the Board of Directors shall be elected by a majority of the directors at any meeting of the Board of Directors, may be an officer of the corporation and, if an officer, may serve as Executive Chairman. The Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors. The Board of Directors may also elect a Vice-Chairman of the Board of Directors who shall, in the absence of the Chairman, preside at all meetings of the stockholders and of the Board of Directors. In the absence of the Chairman or Vice-Chairman, another director selected by the majority of the directors present shall preside at such meetings.

Section 13. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, retain independent counsel or other advisers, and may authorize the seal of the

corporation to be affixed to all pages which may require it. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to these bylaws.

ARTICLE IV. OFFICERS.

Section 1. Positions. The officers of the corporation shall be appointed by resolution of the Board of Directors and shall consist of a President, a Secretary and a Treasurer. The Board of Directors may also appoint additional officers by resolution, including without limitation an Executive Chairman (who may be the Chairman of the Board), a Chief Executive Officer and one or more Vice Presidents (who may be designated Senior Vice President or Executive Vice President). The corporation may have such additional or assistant officers as the Board of Directors may appoint from time to time. The Board of Directors shall also have the authority, but shall not be required, to designate officers as the Chief Operating Officer, the Chief Financial Officer or similar such titles.

Section 2. Appointment and Term of Office. The officers of the corporation shall be appointed annually by resolution of the Board of Directors at the first meeting of the Board held after each annual meeting of the stockholders. If officers are not appointed at such meeting, such appointment shall occur as soon as possible thereafter, or may be left vacant. Each officer shall hold office until a successor shall have been appointed and qualified or until said officer's earlier death, resignation, or removal.

Section 3. President. In the absence of a Chief Executive Officer or Executive Chairman, the president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and shall perform such other duties as may be prescribed by the Board of Directors. He shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

Section 5. Treasurer. The treasurer shall have charge and custody of all funds and securities of the corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, and shall perform all other duties incident to the office of treasurer and such other duties as may from time to time be assigned to him by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at the regular meetings of the Board, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 6. Authority and Duties of Other Officers. Each officer shall have the authority and shall perform the duties set forth in these bylaws or, to the extent consistent with the bylaws, the duties prescribed by the Board of Directors or an officer authorized by the Board to prescribe the duties of such officer.

Section 7. Compensation and Contract Rights. The Board of Directors shall have authority (a) to fix the compensation, whether in the form of salary, bonus, stock options or otherwise, of all officers and employees of the corporation, either specifically or by formula applicable to particular classes of officers or employees, and (b) to authorize officers of the corporation to fix the compensation of subordinate employees. The Board of Directors shall have authority to appoint a Compensation Committee and may delegate to such committee any or all of its authority relating to compensation. The appointment of an officer shall not of itself create contract rights.

Section 8. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9. Vacancies. If any office becomes vacant by any reason, the directors may appoint a successor or successors who shall hold office for the unexpired term or leave such office vacant.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors or delegated to an officer by resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be

signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES, THEIR TRANSFER, LOST CERTIFICATES.

Section 1. Certificates For Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefor. Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and advertise the same in such manner as the Board of Directors may require and shall give the corporation a bond of indemnity in form and with one or more sureties and in such amount as determined by the Board of Directors, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed, but always subject to the approval of the Board of Directors.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to the transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE VII. DIVIDENDS.

Section 1. When Declared. The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in cash, property, or its own shares, upon the terms and conditions provided by law.

Section 2. Reserve. The Board of Directors may set aside out of the net profits of the corporation available for dividends such sum or sums, before payment of any dividend, as the Board of Directors in their absolute discretion think proper as a reserve fund, to meet contingencies, or for equalizing dividends, or for repairing, or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interests of the

corporation, and they may abolish or modify any such reserve in the manner in which it was created.

ARTICLE VIII. SEAL.

Section 1. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon

ARTICLE IX. WAIVER OF NOTICE.

Section 1. Whenever any notice is required to be given to any stockholder or any director of the corporation under the provisions of these bylaws or under the provisions of the laws of the State of Nevada, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS.

Section 1. The power to alter, amend or repeal the bylaws of the corporation, or to adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the stockholders; provided, no bylaws shall be adopted by the Board of Directors which shall require more than a majority of the voting shares for a quorum at a meeting of the stockholders, or more than a majority of the votes cast to constitute action by the stockholders, except where higher percentages are required by law. The directors may amend or repeal bylaws passed by them but may not amend or repeal the bylaws passed by the stockholders.

ARTICLE XI. INDEMNITY

Section 1. Indemnification of Directors and Officers. The corporation shall, to the maximum extent and in the manner permitted by the Nevada Revised Statutes, as amended, indemnify each of its directors and officers against expenses (including attorneys fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this paragraph, a director or officer of the corporation includes any person (i) who is or was a director or officer of the corporation, (ii) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

Section 2. Indemnification of Others. The corporation shall have the power, to the extent and in the manner permitted by the Nevada Revised Statutes, as amended, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this paragraph, an employee or agent of the corporation (other than a director or officer) includes any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an

employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the Nevada Revised Statutes, as amended.