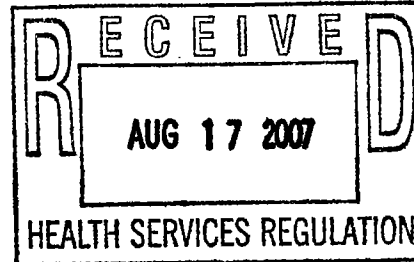




## Lifespan

August 17, 2007

Maureen G. Glynn, Esquire  
Healthcare Advocate  
Department of the Attorney General  
150 South Main Street  
Providence, Rhode Island 02903



### External Affairs

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**Mark Montella**  
*Senior Vice President*

Mr. Donald C. Williams  
Associate Director  
Health Services Development  
Rhode Island Department of Health  
Three Capitol Hill  
Room 410  
Providence, Rhode Island 02908

Dear Maureen and Don:

Enclosed is a copy of the affiliation agreement by and between Lifespan Corporation and Care New England Health System.

We are providing this copy in advance of its inclusion in our application under the Hospital Conversion Act in the interest of reaching a mutual understanding of each department's needs when reviewing our application.

I will contact each of you next week to arrange a mutually convenient time to have our teams meet to discuss the application process.

Sincerely,

Mark Montella  
Senior Vice President

Encl:

cc: Kenneth Arnold, Esq.  
Stephen Carlotti, Esq.  
Thomas Courage, Esq.  
Patricia Sullivan, Esq.

**AFFILIATION AGREEMENT  
BY AND BETWEEN  
LIFESPAN CORPORATION AND  
CARE NEW ENGLAND HEALTH SYSTEM**

This Affiliation Agreement (the "Agreement") is entered into as of this 26<sup>th</sup> day of July 2007 by and between Lifespan Corporation ("Lifespan") and Care New England Health System ("CNE"), each a Rhode Island nonprofit corporation. Lifespan and CNE are each sometimes referred to herein as a "Party" and, collectively, as the "Parties."

WHEREAS, the Parties have discussed the possibility of effectuating a corporate affiliation between them (the "Affiliation") to further their respective charitable missions by providing better and more cost-effective medical care, including improved primary care services, emergency medical and trauma care, behavioral health services, women's health services and home and hospice care, to Rhode Islanders;

WHEREAS, the Parties believe that the Affiliation would facilitate the development of new care models and afford opportunities to create new scientific Centers of Excellence;

WHEREAS, the Parties believe that the added scale that would be achieved through the Affiliation would complement and grow the existing first-rate teaching programs, programs of medical excellence, and programmatic and clinical development of the Parties, and would thereby strengthen the national reputation of the Warren Alpert Medical School of Brown University ("Brown Medical School");

WHEREAS, the Parties believe that the Affiliation would facilitate the growth and attraction of research funding through synergies and interdisciplinary grant proposals;

WHEREAS, the Parties believe that the Affiliation would stimulate economic development by attracting spin-off industries, which would create job growth; make available better medical education for doctors, nurses and others; and balance cost savings with building or combining the core capabilities of the Parties;

WHEREAS, the Parties believe that the Affiliation will provide opportunities to avoid making duplicate capital expenditures, thereby conserving scarce resources;

WHEREAS, Lifespan assists Lifespan Affiliates in meeting the needs of the communities they serve by providing high-quality, cost-effective corporate and shared services.

WHEREAS, the Parties believe that the Affiliation would allow them, in conjunction with Brown Medical School, to create a comprehensive academic medical complex on and/or adjacent to the Rhode Island Hospital (“RIH”) campus (the “Academic Medical Center Complex”), and thereby coordinate and improve the Parties’ respective graduate medical education programs;

WHEREAS, the Parties believe that such academic programs will help attract and retain medical professionals with significant levels of expertise that will maintain and increase the quality of services that are locally available to the citizens of Rhode Island in an increasingly competitive environment; and

WHEREAS, the Parties believe that close collaboration of the emergency departments at Kent and all Lifespan hospitals would provide the citizens of Rhode Island with improved hospital emergency department services in an environment that would facilitate disaster planning system-wide.

