

**HEALTH POLICY COMMISSION  
NOTICE OF MATERIAL CHANGE FORM**

**Health Policy Commission  
Two Boylston Street  
6<sup>th</sup> Floor  
Boston, MA 02116**

**NOTICE OF MATERIAL CHANGE**

1.	Name:	Partners HealthCare System, Inc.		
2.	Federal TAX ID #	MA DPH Facility ID #	NPI #	
	04-3230035	N/A	N/A	

Contact Information					
3.	Business Address 1:	800 Boylston Street			
4.	Business Address 2:	Suite 1150			
5.	City:	Boston	State:	MA	Zip Code: 02199
5.	Business Website:	www.partners.org			
7.	Contact First Name:	Brent	Contact Last Name:	Henry	
8.	Title:	Vice President and General Counsel			
9.	Contact Phone:	617-278-1065	Extension:		
10.	Contact Email:	bhenry1@partners.org			

Description of Organization	
11.	<p><i>Briefly</i> describe your organization.</p> <p>Partners HealthCare System, Inc. ("PHS") is the parent organization of an integrated health system ("Partners HealthCare") founded by Brigham and Women's Hospital and Massachusetts General Hospital. In addition to its two academic medical centers, Partners HealthCare includes community and specialty hospitals, a managed care organization, community health centers, a physician network, home health and long-term care services, and other health-related entities. Partners HealthCare is one of the nation's leading biomedical research organizations and its hospitals are principal teaching affiliates of Harvard Medical School. PHS and substantially all of the organizations that comprise Partners HealthCare are non-profit organizations.</p>

Type of Material Change	
12.	Check the box that most accurately describes the proposed material change:
	<input type="checkbox"/> Merger or affiliation with a carrier <input type="checkbox"/> Acquisition of or acquisition by a carrier <input checked="" type="checkbox"/> Merger with or acquisition of or by a hospital or a hospital system <input type="checkbox"/> Any other acquisition, merger, or affiliation between a provider organization and another provider organization where such acquisition, merger, or affiliation would result in an increase in annual net patient service revenue of the provider or provider organization of more than \$10,000,000 <input type="checkbox"/> Any clinical affiliation between a provider or provider organization with another provider or provider organization which itself has an annual net patient service revenue of more than \$25,000,000 <input type="checkbox"/> Formation of a partnership, joint venture, common entity, accountable care organization, or parent corporation created for the purpose of contracting on behalf of more than one provider or provider organizations
13.	What is the proposed effective date of the proposed material change?
	Promptly following receipt of all required approvals.
Material Change Narrative	
14.	Briefly describe the nature and objectives of the proposed material change:
	<p>PHS is the sole member of The Massachusetts General Hospital ("MGH"), and Cooley Dickinson Health Care Corporation ("CDHCC") is the sole member of Cooley Dickinson Hospital (the "Hospital"). The proposed material change will result in MGH becoming the sole member of CDHCC which, in turn, will result in the Hospital becoming an indirect subsidiary of PHS and MGH (the "Affiliation"). MGH is also the sole member of The General Hospital Corporation which operates the acute care hospital known as "Massachusetts General Hospital" ("Mass General"). This Affiliation will allow MGH and Partners HealthCare, acting through MGH, to support the CDHCC system as a member of an integrated healthcare system and to provide clinical, administrative and IT support to benefit local healthcare services in the Hospital's service area. By combining the clinical services offered at the Hospital with the additional clinical expertise and resources of Mass General and its affiliates, the Affiliation will further the parties' common charitable missions and purposes of promoting the health of the communities they serve.</p>
15.	Briefly describe the anticipated impact of the proposed material change:
	<p>The Affiliation will have both immediate and long term impact. The Affiliation will promote CDHCC's goals of enhancing access, including local access, for residents in the Hospital's service area to a broad range of high-quality, affordable health care services, lowering the cost of care while improving value, and deploying population health management to improve the health of these residents. Mass General and the Hospital will work to develop clinical programs that focus on clinical services where gaps currently exist. Hospital patients will also have enhanced access to clinical trials through Mass General. Second, the Hospital will work with Mass General and Partners HealthCare to reduce its costs and to implement the IT infrastructure that will be necessary for effective and efficient care coordination. The infrastructure and expertise of Partners HealthCare and Mass General in transitioning to a fee-for-value population health management model of care will be critical to assuring the long-term viability of the Hospital to provide care in the local community. The Hospital Board of Trustees will continue to exercise local control over the Hospital's operations, thus fulfilling the responsibilities of the governing board pursuant to the requirements of the Department of Public Health, Board of Registration in Medicine and The Joint Commission while providing the benefits of this Affiliation.</p>

Development of the Material Change	
16.	<p>Describe any other material changes you anticipate making in the next 12 months:</p> <p>Based on executed agreements that are in place on the date hereof, PHS anticipates that it will complete the following "material changes" (as defined in the Commission's Bulletin 2013-1) in the next twelve months:</p> <ul style="list-style-type: none"> <li>1) the acquisition of South Shore Health and Educational Corporation and its affiliated organizations, including South Shore Hospital; and</li> <li>2) the acquisition of Hallmark Health Corporation and its affiliated organizations, including Hallmark Health System.</li> </ul>
17.	<p>Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed material change to any other state or federal agency:</p> <p>On February 21, 2013, the parties filed a Hart-Scott-Rodino application ("HSR") with the Department of Justice ("DOJ") and Federal Trade Commission in connection with the Affiliation. On March 25, 2013, the DOJ issued a Request for Additional Information, and the parties are in the process of responding to such Second Request. The parties have voluntarily submitted all HSR materials to the Massachusetts Attorney General's Office ("AG") and have responded to the AG's requests for information in connection with its review of the Affiliation.</p>

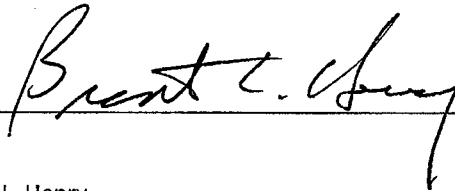
**Affidavit of Truthfulness and Proper Submission**

I, the undersigned, certify that:

1. I have read the Health Policy Commission Bulletin 2013-1, **Interim Guidance for Providers and Provider Organizations Relative to Notice of Material Change to the Health Policy Commission.**
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission and to all relevant agencies (see below\*) as required.

Signed on the 6th day of May, 2013, under the pains and penalties of perjury.

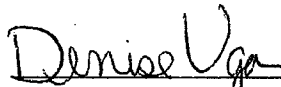
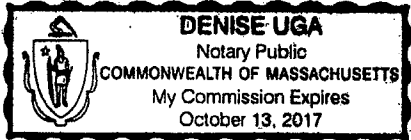
Signature: \_\_\_\_\_



Name: Brent L. Henry

Title: Vice President and General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)