

NOTICE OF MATERIAL CHANGE

Date of Notice: September 22, 2015

| | | |
|----|-------|----------------------------------|
| 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. | <i>Briefly describe your organization.</i> |
| | 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. |

| Type of Material Change | |
|-------------------------|--|
| 12. | <p>Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:</p> <ul style="list-style-type: none"> <input type="checkbox"/> A Merger or affiliation with, or Acquisition of or by, a Carrier <input type="checkbox"/> A Merger with or Acquisition of or by a Hospital or a hospital system <input type="checkbox"/> Any other Acquisition, Merger, or affiliation (such as a Corporate Affiliation, Contracting Affiliation, or employment of Health Care Professionals) of, by, or with another Provider, Providers (such as multiple Health Care Professionals from the same Provider or Provider Organization), or Provider Organization that would result in an increase in annual Net Patient Service Revenue of the Provider or Provider Organization of ten million dollars or more, or in the Provider or Provider Organization having a near-majority of market share in a given service or region; |

| | | |
|----------------------------------|--|--|
| | <p>X Any Clinical Affiliation between two or more Providers or Provider Organizations that each had annual Net Patient Service Revenue of \$25 million or more in the preceding fiscal year; provided that this shall not include a Clinical Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and</p> <p><input type="checkbox"/> Any formation of a partnership, joint venture, accountable care organization, parent corporation, management services organization, or other organization created for administering contracts with Carriers or third-party administrators or current or future contracting on behalf of one or more Providers or Provider Organizations.</p> | |
| 13. | What is the proposed effective date of the proposed Material Change? | Promptly following completion of HPC required review |
| Material Change Narrative | | |
| 14. | <i>Briefly</i> describe the nature and objectives of the proposed Material Change, including whether any changes in Health Care Services are anticipated in connection with the proposed Material Change: | |
| | <p>Dana-Farber Cancer Institute, Inc. (“DFCI”), Brigham and Women’s Hospital, Inc. (“BWH”) and Brigham and Women’s Physicians Organization, Inc. (“BWPO”) seek to share and disseminate best practices with respect to patient care, clinical operations, and scientific research to facilitate the provision of high-quality, cost-effective oncology care through the Dana-Farber/Brigham and Women’s Cancer Care Collaborative (the “Collaborative”). DFCI, BWH, BWPO and Berkshire Medical Center, Inc. (“Berkshire”) propose to enter into a Membership Agreement (“Membership Agreement”) pursuant to which Berkshire will become a member of the Collaborative. Under the Membership Agreement, DFCI, BWH, and BWPO will provide certain consulting services, educational services, and clinical support services (e.g., second opinions, tumor board conferences, lectures) to Berkshire and its patients.</p> | |
| 15. | <i>Briefly</i> describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact in reimbursement rates, care referral patterns, access to needed services, and/or quality of care: | |
| | <p>The parties anticipate that this change will disseminate best practices more broadly and help sustain the high quality of Berkshire’s oncology care. Because of those benefits and the geographic distance between the parties and existing patterns of patient choice, the parties do not expect the Membership Agreement to have a material change on referral patterns related to oncology services.</p> | |

| Development of the Material Change | |
|---|--|
| 16. | Describe any other Material Changes you anticipate making in the next 12 months: |
| | None- based on executed agreements that are in place on the date hereof. |
| 17. | 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: |
| | As of the date hereof, PHS has not made any other formal filings with, and has not given any other written notices to, any state or federal agencies regarding the Membership Agreement. |

Print this page, sign, notarize, and submit as a .PDF separately from the writable portion (p. 4-5) of the Notice of Material Change form. This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

AFFIDAVIT OF TRUTHFULNESS AND PROPER SUBMISSION

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
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, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

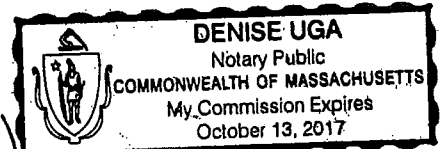
Signed on the 22nd day of September, 20 15, under the pains and penalties of perjury.

Signature: *Brent L. Henry*

Name: Brent L. Henry

Title: Vice President and General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Denise Uga
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)