

May 21, 2019

Neeli Bendapudi, Ph.D.
President
University of Louisville
2301 S. 3rd Street
Louisville, KY 40292

RE: Termination of Master Services Agreement and Academic Affiliation Agreement

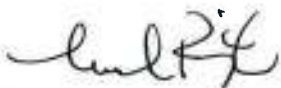
Dear Dr. Bendapudi:

Pursuant to the Letter Agreement entered into by and between Catholic Health Initiatives ("CHI") and the University of Louisville ("UL") dated December 29, 2018, please allow this letter to serve as our ten (10) day notice of termination of the Master Service Agreement ("MSA") and the Academic Affiliation Agreement ("AAA"), both of which were entered into as of July 1, 2017 as amended twice, the last amendment terminating as of June 30, 2019.

According to the terms of the Letter Agreement, CHI, through its direct affiliate KentuckyOne Health ("KYOne"), agreed to extend the existing AAA under certain terms, each of which required the meeting of milestones by the end of each month. These included diligently working toward an initial closing date of April, 30, 2019. Although we have agreed to extend certain of those deadlines, it is the position of CHI and KYOne that despite significant effort by both parties, we do not see a clear or achievable pathway to finalize and sign an agreement by May 31, 2019, the next milestone defined in the Letter Agreement. The termination, should it occur, does not in any way impact the ability of the faculty physicians and residents to continue practicing at Jewish Hospital.

Should facts and/or circumstances change and both parties are able to sign a binding agreement on or before May 31, CHI and KYOne will continue with the AAA payments through June 30, 2019. Otherwise, CHI and KYOne will consider the AAA and MSA terminated as of June 1 with no further payments to be made under the AAA to UL.

Sincerely,



Mark Parrington, FACHE
Vice President