

LETTER OF INTENT

THIS LETTER OF INTENT is between CareSource Network Partners, LLC, an Ohio limited liability company and CareSource Indiana, Inc., an Indiana not-for-profit corporation ("CareSource"), and _____ ("Provider"). (Collectively, CareSource and Provider shall be referred to as the "Parties;" and individually, as a "Party").

RECITALS

WHEREAS, CareSource intends to offer health care coverage through the Indiana Medicaid program (the "Product(s)") whereby purchasers of such health care coverage will have access to the network of participating providers contracted by CareSource (the "Network");

WHEREAS, CareSource and Provider have engaged in discussions regarding Provider's potential participation in the Network; and

WHEREAS, the Parties desire to memorialize their intent to enter into an agreement whereby Provider will participate in the Network (the "Agreement").

NOW, THEREFORE, the Parties agree as follows:

1. **Terms of Agreement.** Provided that CareSource offers the Products, the Parties shall work together in good faith to negotiate the Agreement whereby Provider will participate in the Network.
2. **Definitive Agreements.** Execution by each Party of the Agreement as described herein is contingent upon CareSource offering the Products and will then be subject to all necessary consents and approvals, including but not limited, to all required corporate approval of each Party.
3. **Confidentiality.** Each Party will maintain in strict confidence, and will not use or disclose, except as expressly permitted under this Letter of Intent, any confidential information of the other Party.
4. **Non-Binding.** Both Parties acknowledge and agree that this Letter of Intent is merely an expression of the Parties' intent and is not a binding contract or a binding agreement to enter into any agreement.
5. **Applicable Law and Venue.** Any and all matters of dispute between the Parties to this Letter of Intent shall be governed by the laws of the State of Indiana without reference to its conflict of law principles. Each of the Parties consents to the jurisdiction of the courts of the State of Indiana and agrees that Hamilton County of Indiana shall be the sole proper venue for any litigation or proceeding between the Parties which arises out of or is in connection with this Letter of Intent.

6. **Notices.** Notices given pursuant to this Letter of Intent shall be delivered by first class mail, postage prepaid and addressed as follows:

If to CARESOURCE:

CareSource Indiana, Inc.
c/o CareSource Management Group Co.
Attn: Office of General Counsel
P.O. Box 8738
Dayton, OH 45401-8738

If to Provider, then the address listed below.

WHEREAS, the Parties have caused this Letter of Intent to be executed by their duly authorized representatives effective as of the latest date set forth below.

CARESOURCE:

CareSource Network Partners LLC

230 N. Main Street
Dayton, OH 45402

By: _____

Its: _____

Date: _____

CareSource Indiana, Inc.

135 N Pennsylvania Street
Suite 1730
Indianapolis, In 46204

PROVIDER:

By: _____

Its: _____

Date: _____

Address: _____