

EXHIBIT D



Navigant Capital Advisors, LLC
Member FINRA-SIPC
1180 Peachtree Street NE
Suite 1900
Atlanta, GA 30309
404 504 2010 phone
404 504 2023 fax

April 28, 2011

Mr. Ralph de la Torre, MD
Chief Executive Officer
Caritas Christi Health Care
77 Warren Street
Boston, MA 02135

Dear Mr. Ralph de la Torre, MD,

Thank you for your interest in Morton Hospital and Medical Center, Inc., (the "Hospital"). The Hospital's parent entity is the Morton Health Foundation, Inc. (the "Foundation"). The Foundation is also the parent entity of Morton Physician Associates, Inc. ("MPA"), Morton Property, Inc. ("MPI"), Morton Hospital Auxiliary, Inc., ("MHA"), and Community Counseling of Bristol County, Inc. ("CCBC") (collectively, the "Affiliates"). In follow up to you being offered access to an electronic data room, the subsequent delivery of a Confidential Information Memorandum (the "Memorandum"), and related conversations about this material, we are providing for your consideration the procedures for submitting a preliminary, non-binding indication of interest ("Proposal") to enter into one of the following types of transactions: (A) if you are a nonprofit, charitable organization, to acquire control of the Foundation and its Affiliates; or (B) if you are a for-profit organization, to acquire the assets of the Hospital, MPA, and MPI. Navigant Capital Advisors, LLC ("NCA") has been asked by the Board of Trustees of the Hospital and the Foundation to solicit such Proposals in order to identify parties who may be invited to enter into more in-depth negotiations regarding a transaction prior to submission of final proposals.

In order to evaluate your interest, we are requesting that you submit your written Proposal via facsimile or email no later than **12:00 P.M. EDT on Tuesday, November 30, 2010** to:

Navigant Capital Advisors, LLC
1180 Peachtree Street NE
Suite 1900
Atlanta, GA 30309

Attention: Greg Hagood
Telephone: (404) 504-2017
Fax: (404) 504-2023
E-mail: ghagood@ncacf.com

Your written Proposal should include the following:

1. *Organizational Overview.* A description of your organization, including its history and operations, financial resources, and educational and religious affiliations. Please discuss your organization's experience affiliating with or acquiring and operating hospitals and health systems.
2. *Valuation.* Please discuss your view and methodology with respect to the value of the assets which you would be acquiring by purchase or control, as it relates to your proposed Transaction Structure below.
3. *Transaction Structure.* Please describe the structure of the transaction you would propose to enter into. In your discussion, please specifically comment on the following:
 - i. Your long-term commitment to maintaining an acute care hospital in Taunton, MA and the services currently offered by the Hospital and MPA, as well a description of how the provision of healthcare services in the Hospital's service area relates to your current strategic plans.
 - ii. Your ability and commitment to funding future capital expenditures of the Hospital. Management currently estimates that over the next five years the Hospital will require a minimum of \$25 million in routine replacement capital expenditures, plus additional capital expenditures for facility improvements and service initiatives.
 - iii. Your proposed corporate governance structure, including the ability of the Foundation or another community group to appoint members to the Hospital's governing board and to approve future transactions involving the Hospital.
 - iv. Your willingness to keep the Hospital's name.
 - v. Whether the transaction would include a requirement that the Hospital be operated in accordance with the Catholic Ethical and Religious Directives.
 - vi. Whether and to what extent you believe that the transaction would be subject to federal or state antitrust laws.
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 - i. The Hospital's 2004 HEFA Bonds.
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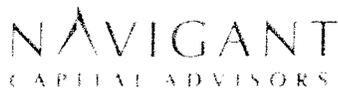
NAVIGANT CAPITAL ADVISORS, LLC

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April 28, 2011

Mr. George Vecchione
President & CEO
LifeSpan Corporate Services
167 Point Strteet, Suite 2B
Providence,, RI 02903

Dear Mr. George Vecchione,

Thank you for your interest in Morton Hospital and Medical Center, Inc., (the "Hospital"). The Hospital's parent entity is the Morton Health Foundation, Inc. (the "Foundation"). The Foundation is also the parent entity of Morton Physician Associates, Inc. ("MPA"), Morton Property, Inc. ("MPI"), Morton Hospital Auxiliary, Inc., ("MHA"), and Community Counseling of Bristol County, Inc. ("CCBC") (collectively, the "Affiliates"). In follow up to you being offered access to an electronic data room, the subsequent delivery of a Confidential Information Memorandum (the "Memorandum"), and related conversations about this material, we are providing for your consideration the procedures for submitting a preliminary, non-binding indication of interest ("Proposal") to enter into one of the following types of transactions: (A) if you are a nonprofit, charitable organization, to acquire control of the Foundation and its Affiliates; or (B) if you are a for-profit organization, to acquire the assets of the Hospital, MPA, and MPI. Navigant Capital Advisors, LLC ("NCA") has been asked by the Board of Trustees of the Hospital and the Foundation to solicit such Proposals in order to identify parties who may be invited to enter into more in-depth negotiations regarding a transaction prior to submission of final proposals.

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April 28, 2011

Mr. Keith Hovan
President
Southcoast Health System
101 Page Street
New Bedford, MA 02740

Dear Mr. Keith Hovan,

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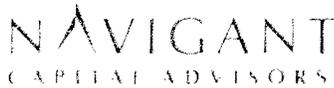
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April 28, 2011

Mr. John G. O'Brein
President & CEO
Umass Memorial Health Care
365 Plantation Street
Worcester, MA 01605

Dear Mr. John G. O'Brein,

Thank you for your interest in Morton Hospital and Medical Center, Inc., (the "Hospital"). The Hospital's parent entity is the Morton Health Foundation, Inc. (the "Foundation"). The Foundation is also the parent entity of Morton Physician Associates, Inc. ("MPA"), Morton Property, Inc. ("MPI"), Morton Hospital Auxiliary, Inc., ("MHA"), and Community Counseling of Bristol County, Inc. ("CCBC") (collectively, the "Affiliates"). In follow up to you being offered access to an electronic data room, the subsequent delivery of a Confidential Information Memorandum (the "Memorandum"), and related conversations about this material, we are providing for your consideration the procedures for submitting a preliminary, non-binding indication of interest ("Proposal") to enter into one of the following types of transactions: (A) if you are a nonprofit, charitable organization, to acquire control of the Foundation and its Affiliates; or (B) if you are a for-profit organization, to acquire the assets of the Hospital, MPA, and MPI. Navigant Capital Advisors, LLC ("NCA") has been asked by the Board of Trustees of the Hospital and the Foundation to solicit such Proposals in order to identify parties who may be invited to enter into more in-depth negotiations regarding a transaction prior to submission of final proposals.

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April 28, 2011

Mr. Keith Pitts
Vice Chairman
Vanguard Health Systems, Inc.
20 Burton Hills Boulevard, Suite 100
Nashville,, TN 37215

Dear Mr. Keith Pitts,

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 - vi. Whether and to what extent you believe that the transaction would be subject to federal or state antitrust laws.
 - vii. Whether and to what extent you are willing to agree to a break-up fee if you choose not to close the transaction after a definitive agreement is executed.
4. *Hospital Liabilities.* Please comment how you would assume or repay long term liabilities including:
 - i. The Hospital's 2004 HEFA Bonds.
 - ii. The Hospital's Bank debt and capital leases.
 - iii. The Hospital's pension liabilities.
 - iv. MPI's bank debt.

5. *Employees and Medical Staff.* Please discuss your plans with regard to retention of the Hospital's and MPA's employees and medical staff including:
 - i. Assumption of existing collective bargaining agreement with Massachusetts Nurses Association.
 - ii. Recognition and credentialing of existing medical staff
 - iii. Assumption of existing physician employment contracts
 - iv. Policies with regard to employees displaced in connection with a transaction including opportunities to relocate within the organization and severance benefits.

6. *Additional Resources.* Please comment on the additional resources you believe your organization would provide, including:
 - i. Access to a Physician Network.
 - ii. Access to managed care contracts.
 - iii. Access to greater discounts on hospital supplies.
 - iv. Participation in research and teaching programs.
 - v. Administrative and operational support.
 - vi. Access to specialty services not currently provided by the Hospital.

7. *Due Diligence.* A description of the due diligence process you would require for closing the transaction, including the significant areas of focus, the timing, and any financial, legal or other advisors or consultants you plan to engage regarding this transaction.

8. *Approvals.* The authorizations and approvals necessary for you to obtain prior to executing all definitive documentation. Also, please list any material conditions to closing the transaction.

9. *Timing.* Outline the anticipated timing for your team and advisors to complete due diligence and close the transaction.

10. *Management Roles.* A listing of those members of senior management you would anticipate retaining as well as the roles and positions these individuals would have in the organization post closing. Also, please identify any members of senior management with whom you would anticipate entering into employment agreements or other contractual obligations.

11. *Other Items.* Any material assumptions or conditions upon which you are basing your Proposal or any additional items you wish to highlight for consideration as part of your Proposal.

Shortly after receipt of the Proposals, the Hospital's and the Foundation's Boards of Trustees will advise NCA as to which parties they would like to meet with to pursue in-depth negotiations with regard to a potential transaction. In connection with the Boards of Trustees' evaluation of proposals, NCA may seek clarification of the information provided in the Proposals. NCA expects

to notify interested parties shortly after the submission of Proposals whether they have been selected to proceed with further due diligence in this process.

The existence and content of this letter are subject to the confidentiality agreement that you previously executed. The Boards of Trustees have asked us to convey to you the importance which they attach to keeping matters covered by this letter strictly confidential.

Should you have any questions regarding this letter, please do not hesitate to contact us at the numbers listed below. Also, between now and November 30, 2010, NCA continues to be available to answer questions and discuss the information materials previously provided to you. We appreciate your interest in this opportunity and look forward to hearing from you.

Sincerely,

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