

STATE OF GEORGIA

COUNTY OF DOUGHERTY

IMMUNITY AGREEMENT

THIS IMMUNITY AGREEMENT is entered into this ____ day of _____, 2004 between PHOEBE PUTNEY MEMORIAL HOSPITAL, INC. ("Phoebe Putney"), and CHARLES REHBERG ("Rehberg").

WITNESSETH:

WHEREAS, Phoebe Putney has been the target of a corporate campaign including anonymous facsimiles and other schemes designed to harm the business of Phoebe Putney and to create dissention between its Boards and management; and

WHEREAS, Rehberg has actively participated in the distribution of facsimiles and other information for purposes of harming Phoebe Putney and creating dissention between its Boards and management staff; and

WHEREAS, Phoebe Putney contends that Rehberg's conduct violates both federal and state criminal statutes; and

WHEREAS, Phoebe Putney has prepared civil litigation against Rehberg which includes claims for defamation, tortious interference with business relationships, RICO violations as well as other causes of action which, if successful, will result in personal liability of Rehberg for potentially millions of dollars; and

WHEREAS, Phoebe Putney has caused the District Attorney of Dougherty County, Georgia to open a case against those responsible for the facsimiles and other schemes designed to harm the business of Phoebe Putney and to create dissention between its Boards and management; and

WHEREAS, Rehberg and Phoebe Putney desire to resolve all criminal and civil claims which Phoebe Putney may have against Rehberg in exchange for Rehberg's cooperation including, but not limited to, the identification and prosecution of other conspirators engaged in the schemes designed to harm Phoebe Putney's business and to bring dissention between its Board and management;

NOW, THEREFORE, Phoebe Putney and Rehberg agree as follows:

1. Rehberg agrees that he shall cooperate by giving information and sworn testimony whenever requested to either law enforcement officials or representatives of Phoebe Putney which shall be full and complete disclosure of all facts and circumstances concerning the