

TILLINGHAST LIGHT & SEMONOFF LTD.

ATTORNEYS AT LAW PROVIDENCE BOSTON



April 8, 1998

Mr. John R. Kramer
Senior Vice President
Governmental Affairs
and Corporate Relations
CVS
One CVS Drive
Woonsocket, Rhode Island 02895

Re: Agreement for Legal Services

Dear Jack:

Tillinghast Licht & Semonoff welcomes the opportunity to serve you. We are a general practice firm offering a broad range of legal services in corporate and tax law, governmental law, litigation, and personal and estate planning. Our attorneys are organized into practice groups which enable us to combine many levels of expertise to handle more efficiently the complex legal questions facing our clients.

The firm's Government Relations Group acts as a liaison between our clients and the leaders of the State's and municipalities' executive and legislative branches. As an adjunct to this function, we draft legislation, ordinances and resolutions, and lobby for their passage. We research, track and monitor legislation and attend meetings on pertinent issues. When called upon, we provide advice and testimony relative to government issues.

The scope of our work and the limitations on the services to be performed on your behalf shall be in accordance with discussions and correspondence with you from time to time.

The principal factor in setting fees is the time devoted to your matter, including consultations, correspondence, meetings, telephone calls, negotiations, factual investigations, legal research, document preparation, travel away from the office on your behalf and all other work related to your matter.

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Our hourly rates vary depending upon the experience, specialization, and practice area of the lawyers performing the services. Our total fees on a matter are dependent upon the novelty and difficulty of the issues and problems involved, the skill required to perform the services properly, the time constraints imposed by you or by circumstances, the seriousness of the consequences and other considerations permitted or required by rules of professional conduct.

Our current rates vary from \$60 to \$100 per hour for legal assistants, \$100 to \$180 per hour for associates and \$180 to \$290 per hour for partners. Our hourly rates are subject to change from time to time, without notice. However, in this matter, I propose that we perform our services on an annual basis for a fee of \$5,000 per month commencing in May, 1998.

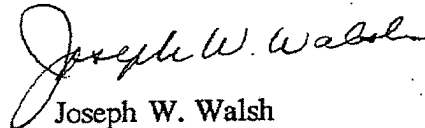
In addition to the fees described above, we will bill for out-of-pocket disbursements for photocopying, travel, long distance telephone calls, court fees, messenger fees, computerized legal research, expert fees, and other costs which may be incurred on your behalf. We may advance such costs on your behalf or ask you to pay them directly or in advance.

We will send you copies of pertinent correspondence, documents, and other materials we prepare or receive in the course of your representation. We ask that you contact us whenever you have any questions or comments regarding our services, fees, the status of your matter, or whenever any new facts or considerations come to your attention.

I have enclosed a listing of clients presently represented by our Government Relations Group along with my biography for your review.

We look forward to a long and pleasant relationship with you and sincerely hope that we will be able to render the services which you require in a manner which will be of the greatest assistance to you.

Regards,


Joseph W. Walsh

AGREED TO AND ACCEPTED:


Mr. Jack Kramer

Dated: 4/30/98

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