

FILED

FEB 16 2011

INSURANCE COMMISSIONER
OKLAHOMA

**BEFORE THE INSURANCE COMMISSIONER OF THE
STATE OF OKLAHOMA**

IN RE: Form A: Acquisition of Control of)
HHS HEALTH OF OKLAHOMA by)
R. SCOTT VAUGHN) Case No. 11-0118-TRN
)
(No Change in Control))

CONSENT ORDER FOR NO CHANGE IN CONTROL FORM A

The State of Oklahoma, ex rel. John D. Doak, Insurance Commissioner, having reviewed the captioned request for exemption pursuant to 36 O.S. § 1653(F) involving domestic Health Maintenance Organization HHS Health of Oklahoma ("HHSOK") ("the Company") and R. Scott Vaughn, Co-Chief Executive Officer and member of the Board of Directors of the Company, finds and orders as follows:

JURISDICTION

1. John D. Doak is the Insurance Commissioner of the State of Oklahoma ("the Insurance Commissioner") and as such is charged with the duty of administering and enforcing all provisions of the Oklahoma Insurance Code, 36 O.S. §§ 101-7204, including all provisions of 36 O.S. §§ 6901 et seq. regulating Health Maintenance Organizations. Under 36 O.S. §§ 619 and 6920(B), the Insurance Commissioner has the authority to regulate and superintend the operation of Health Maintenance Organizations.

2. More particularly, the Insurance Commissioner has jurisdiction of this Form A exemption requests under 36 O.S. § 1653(F) of the Oklahoma Insurance Holding Company Act, which authorizes the Insurance Commissioner to waive the hearing and approval process of an

acquisition where the Insurance Commissioner finds that the transaction should be exempted based on fact that it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a domestic regulated entity, or otherwise is not comprehended within the purposes of 36 O.S. § 1653(E).

3. The Company is an HMO authorized to conduct business as same in the State of Oklahoma pursuant to Certificate of Authority Number 1135 (NAIC CoCode 13667).

FINDINGS OF FACT

1. HHSOK submitted a No Change of Control Form A dated January 27, 2011 filed on behalf of R. Scott Vaughn. The purpose of this Form A is to allow Mr. Vaughn to acquire 25% of the stock of Momentum Health, LLC (Momentum). Currently 100% of Momentum is owned by the Oklahoma City Clinic ("OCC"). Momentum owns 100% of HHSOK. If the Form A is approved the ownership of Momentum will change to:

OCC – 60.001%
R. Scott Vaughn – 25%
Denise S. Suttles – 9.999%
John M. Bell – 5%

2. The Insurance Commissioner recommends approving this Form A as exempt under 36 O.S. § 1653(F), provided that Mr. Vaughn agrees not to file a disclaimer of control and affiliation and that he will provide all required holding company filings when due.

CONCLUSIONS OF LAW

1. The Insurance Commissioner has jurisdiction of this Form A exemption request under 36 O.S. § 1653(F) of the Oklahoma Insurance Holding Company Act which authorizes the Insurance Commissioner to waive the hearing and approval process of an acquisition where he finds that the transaction should be exempted based on the fact that it is not made or entered into for the purpose and does not have the effect of changing or influencing the control of a

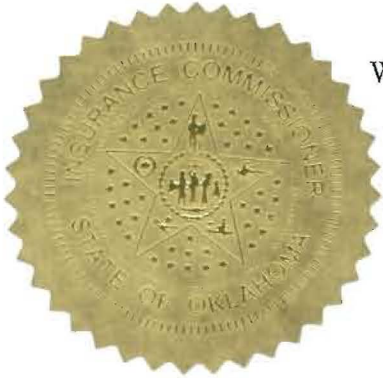
domestic regulated entities, or otherwise is not comprehended within the purposes of 36 O.S. § 1653(E).

2. The Insurance Commissioner further finds and makes a conclusion of law that, based on the information and the documentation the Applicant and the Company presented and filed with the Insurance Commissioner, the transaction as described and outlined by this Application is not made or entered into for the purpose and does not have the effect of changing or influencing control of the Company.

3. The Insurance Commissioner's consent to this exemption is, as a matter of law, based on the representations of Mr. Vaughn and the Company that Mr. Vaughn agrees not to file a disclaimer of control and affiliation and that he will provide all required holding company filings when due.

ORDER

IT IS THEREFORE ORDERED that, based on the foregoing, the request of Mr. Vaughn and the Company for an exemption pursuant to 36 O.S. § 1653(E) as described in Applicants' filings and documents presented IS HEREBY APPROVED without hearing, contingent upon Mr. Vaughn's agreement not to file a disclaimer of control and affiliation and that he provide all required holding company filings when due.



WITNESS My Hand and Official Seal this 15th February day of ~~January~~, 2011.

A handwritten signature in black ink, appearing to read "P. Wilkening", written over a horizontal line.

PAUL WILKENING
Deputy Insurance Commissioner
Oklahoma Insurance Department

APPROVED:

A handwritten signature in black ink, appearing to read "Owen Laughlin", written over a horizontal line.

OWEN LAUGHLIN
KELLEY C. CALLAHAN
Oklahoma Insurance Department
Five Corporate Plaza
3625 N.W. 56th Street, Suite 100
Oklahoma City, OK 73112
(405) 521-2746
(405) 522-0125 (Facsimile)

ATTORNEYS FOR INSURANCE COMMISSIONER
JOHN D. DOAK

A handwritten signature in black ink, appearing to read "J. Angela Ables", written over a horizontal line.

J. ANGELA ABLES
Kerr, Irvine, Rhodes & Ables, P.C.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, OK 73102
(405) 272-9221
(405) 236-3121 (Facsimile)

ATTORNEY FOR HHSOK

A handwritten signature in black ink, appearing to read "R. Scott Vaughn", written over a horizontal line.

R. SCOTT VAUGHN, APPICANT

CERTIFICATE OF MAILING

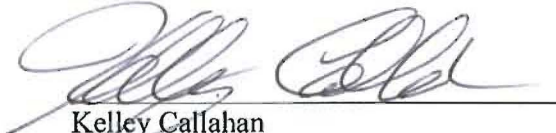
I, Kelley C. Callahan, hereby certify that a true and correct copy of the above foregoing document was mailed postage prepaid with return receipt requested on this 16th day of ~~January~~, 2011, to:

February

J. Angela Ables, Esq.
Kerr, Irvine, Rhodes & Ables, P.C.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, Oklahoma 73102
Attorney for Applicants

Certified Mail No.
7008 1830 0003 9411 6074

and that a copy was delivered to the Oklahoma Insurance Department Financial and Examination Division: Mathangi Shankar, Chief Examiner and Division Director.



Kelley Callahan
Senior Attorney

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

7008 1830 0003 9411 6074

Postage \$	
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage	

Postmark: **MARTIN LUTHER KING STATION**
FEB 16 2011
USPS OKC OK 73105

Sent to: J. Angela Ables, Esq.
 Kerr, Irvine, Rhodes & Ables, P.C.
 201 Robert S. Kerr, Suite 600
 OKC, OK 73102
 sms/11-0118-TRN/Const Ord

PS Form 3800, August 2009 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

OKLAHOMA INDIAN
 J. Angela Ables, Esq.
 Kerr, Irvine, Rhodes & Ables, P.C.
 201 Robert S. Kerr, Suite 600
 OKC, OK 73102
 sms/11-0118-TRN/Const Ord

FEB 23 2011
 Legal Division

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
J. Coleman

B. Received by (Printed Name) *J. Coleman*

C. Date of Delivery *02-17-11*

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

Service Type:
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

Article Number (Transfer from service label) **7008 1830 0003 9411 6074**