

Figure 1

APPENDIX A. HMO Form A

OKLAHOMA INSURANCE DEPARTMENT
HOLDING COMPANY SYSTEM ACQUISITION STATEMENT

HMO FORM A

STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER WITH A
HEALTH MAINTENANCE ORGANIZATION (HMO)

Name of HMO

by

Name of Acquiring Person (Applicant)

FILED WITH

THE INSURANCE COMMISSIONER
FOR THE STATE OF OKLAHOMA

Dated: _____, 20____

Name, Title, Address and Telephone Number of Individual to Whom Notices and
correspondence Concerning This Statement Should Be Addressed:

ITEM 1. HMO and Method of Acquisition

State the name and address of the HMO to which this application relates and a brief
description of how control is to be acquired.

ITEM 2. Identity and Background of the Applicant

(a) State the name and address of the applicant seeking to acquire control over the HMO.

(b) If the applicant is not an individual, state the nature of its business operation for the
past five years or for such lesser period as such person and any predecessors thereof shall
have been in existence. State whether or not the applicant has ever been convicted of any
felony or of a misdemeanor involving moral turpitude, dishonesty, or breach of trust,
during its existence, and any administrative discipline imposed on the applicant during
the past ten (10) years and, if so, give the date, nature of conviction or administrative

Figure 2

order, name and location of court or administrative agency or board, and penalty imposed or other disposition of the case. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant. No affiliate need be identified if its total assets are equal to less than 1/2 of 1% of the total assets of the ultimate controlling person affiliated with the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained, other than by the ownership or control of voting securities, indicate the basis for such control. As to each person specified in such chart or listing, indicate the type of organization (e.g. corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings looking toward a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

ITEM 3. Identity and Background of Individuals Associated with the Applicant

State the following with respect to (1) the applicant if (s)he is an individual or (2) all persons who are directors, executive officers or owners of 10% or more of the voting securities of the applicant if the applicant is not an individual:

(a) Name and business address;

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;

(c) Material occupations, positions, offices or employments during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith;

(d) Whether or not such person has ever been convicted of any felony or of a misdemeanor involving moral turpitude, dishonesty, or breach of trust, during his or her lifetime, and if so, the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

(e) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) or any administrative discipline during the last ten years and, if so, give the date, nature of conviction or administrative order, name and location of court or administrative agency or board, and penalty imposed or other disposition of the case.

ITEM 4. Nature, source and amount of consideration

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise

Figure 3

obtained for the purpose of acquiring, holding, or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

(b) Explain the criteria used in determining the nature and amount of such consideration.

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity to remain confidential, he must specifically request that the identity be kept confidential.

ITEM 5. Future plans for HMO

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such HMO, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

ITEM 6. Voting securities to be acquired

State the number of shares of the HMO's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

ITEM 7. Ownership of voting securities

State the amount of each class of any voting security of the HMO which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

ITEM 8. Contracts, arrangements or understandings with respect to voting securities of the HMO

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the HMO in which the applicant, its affiliates or any person listed in Item 3 is involved, including, but not limited to, transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

ITEM 9. Recent purchases of voting securities

Describe any purchases of any voting securities of the HMO by the applicant, its affiliates or any person listed in Item 3 in the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefore. State whether any such shares so purchased are hypothecated.

ITEM 10. Recent recommendations to purchase

Describe any recommendations to purchase any voting security of the HMO made by the

applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.

ITEM 11. Agreements with broker-dealers

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the HMO for tender, and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

ITEM 12. Financial statements and exhibits

(a) Financial statements and exhibits shall be attached to this Statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the persons identified in Item 2 for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business. The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an HMO which is actively engaged in the business, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the regulatory department of the person's domiciliary State and are in accordance with the requirements of the NAIC Accounting Practices and Procedures Manual or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the HMO and (if distributed) of additional soliciting material relating thereto; any proposed employment, consultation, advisory or management contracts concerning the HMO; annual reports to the stockholders of the HMO and the applicant for the last two fiscal years; and any additional documents or papers required by HMO Form A or regulation Section 365:25-7-6.

ITEM 13. Signature and certification

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1653 of the Holding Company Act and Section 6930 of the HMO Act, _____ has caused this application to be duly signed on its behalf, in the City of _____ and State of _____ on the _____ day of _____, 20____.

(SEAL)

Name of Applicant

BY: _____

(Name)

(Title)

Attest:

(Signature of Officer)

(Title)

CERTIFICATION

The undersigned deposes and says that (s)he has duly executed the attached application dated _____, 20____, for and on behalf of _____; and that (s)he is the

(Name of Applicant)

_____ of such company and that (s)he is authorized
(Title of Officer)

to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

(Signature)

(Type or print name beneath)

Sworn to and subscribed before me this ____ day of ____, 20____ by

Notary Public

My Commission Expires:

(SEAL)