

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER  
WITH A DOMESTIC INSURER

DEAN HEALTH INSURANCE, INC.  
and  
DEAN HEALTH PLAN, INC.

(collectively, the "Domestic Insurers")

by

SSM HEALTH CARE CORPORATION  
and  
FPP, INC.

(collectively, "Applicants")

Filed with the Office of the Commissioner of Insurance for the State of Wisconsin

Dated June 18, 2013

Name, title, address and telephone number of individuals to whom notices and  
correspondence concerning this statement should be addressed:

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## ITEM 1. INSURER AND METHOD OF ACQUISITION

The names and addresses of the Domestic Insurers to which this application (this “**Form A**”) applies are as follows:

- Dean Health Insurance, Inc. (“**DHI**”) (NAIC Number 60067)  
1277 Deming Way  
Madison, Wisconsin 53714
- Dean Health Plan, Inc. (“**DHP**”) (NAIC Number 96156)  
1277 Deming Way  
Madison, Wisconsin 53717

DHI is a Wisconsin stock health insurance corporation owned by Dean Health Systems, Inc. (“**DHS**”), a Wisconsin multi-specialty physician group, and SSM Health Care Corporation (“**SSM**”), a Missouri-based nonprofit multi-state health care system. DHS owns 52.632% and SSM owns 47.368% of the common stock of DHI. DHP is a Wisconsin stock health insurance corporation and a wholly-owned subsidiary of DHI. DHS and SSM filed a joint Form A with the Office of the Wisconsin Commissioner of Insurance (“**OCI**”) on July 10, 1995 regarding the acquisition of control of DHP, which Form A contemplated the restructuring of DHP resulting in the acquisition of 100% of the outstanding stock of DHP by DHI and the issuance of the stock of DHI to DHS and SSM. The acquisition of control of DHP by DHS and SSM was approved on July 25, 1995.

The ultimate acquiring party in this transaction is SSM, acting through its direct wholly-owned subsidiary, FPP, Inc. (“**FPP**”) (collectively, the “**Applicants**”) and FPP’s direct wholly-owned subsidiary, FPP Acquisition Corporation (“**Merger Sub**”). FPP is a Missouri corporation and Merger Sub is a Wisconsin corporation.

The Applicants intend to acquire sole control of DHI and DHP, subject to all required regulatory approvals, including the approval of this Form A by the Commissioner of Insurance for the State of Wisconsin (the “**Commissioner**”), pursuant to the terms of the Agreement and Plan of Merger dated April 15, 2013 by and among DHS, FPP, Merger Sub, and Synergy SR, LLC, a Wisconsin limited liability company (“**Shareholders’ Representative**”) (the “**Merger Agreement**”), whereby Merger Sub will be merged with and into DHS (the “**Merger**”), with DHS being the surviving corporation (the “**Surviving Corporation**”). After the Merger Agreement is consummated, SSM will control all of the outstanding shares of DHS and thereby obtain sole, indirect control of DHI and DHP by acquiring DHS’s 52.632% interest in DHI (the “**Acquisition**”).

A true and correct copy of the Merger Agreement is attached to this Form A as **Exhibit 1** and is incorporated herein by reference. The specific terms and conditions governing the acquisition are set forth in the Merger Agreement. Certain material terms of the Merger Agreement are summarized as follows:

- DHS has the following outstanding classes and series of capital stock: (i) Class A Common Stock (the “**Class A Common Stock**”), (ii) Class B Common Stock (the “**Class B Common Stock**”), (iii) Class S-1 Common Stock (the “**Class S-1 Common Stock**”), (iv) Class C Preferred Stock (the “**Class C Preferred Stock**”), (v) Class R Preferred Stock (the “**Class R Preferred Stock**”), and (vi) Class S-2 Preferred Stock (the “**Class S-2 Preferred Stock**”).
- At the closing on the Merger: (i) the Class R Preferred Stock, Class C Preferred Stock, Class S-1 Preferred Stock, Class A Common Stock and Class B Common Stock will be converted into the right to receive a portion of the Merger Consideration; (ii) the Class S-2 Preferred Stock will be cancelled for no consideration; and (iii) each share of the common stock of Merger Sub will be converted into a fully paid and nonassessable share of the common stock of the Surviving Corporation. The Applicants will thereby acquire all of the shares of the common stock of DHS, representing all of the issued and outstanding capital stock of DHS at the time of closing (collectively, the “**Stock**”), and will thereby acquire control of DHS and the Domestic Insurers.
- As consideration for the Stock, and subject to the terms and conditions set forth in the Merger Agreement, the Applicants will pay to the Sellers aggregate consideration based on a formula set forth in the Merger Agreement (the “**Merger Consideration**”).
- At closing, the Applicants will pay the Merger Consideration to a paying agent on behalf of the selling shareholders, less (i) a [REDACTED] Dollar (\$ [REDACTED]) holdback which will be deposited into an escrow account to be used for the purpose described in Item 4, below (the “**Escrow Amount**”); and (ii) an estimated \$ [REDACTED] (or such greater amount as is established by the Company prior to the closing) (the “**Shareholders’ Representative Amount**”) which will be placed into an escrow account to be available to the Shareholders’ Representative to pay costs and expenses incurred by or on behalf of the Shareholders’ Representative in the performance of its duties.
- The Merger Agreement contains representations and warranties by the parties, and imposes certain pre-closing covenants and post-closing indemnification obligations on the parties, in each case that are either customary for acquisitions of this nature or otherwise suitable for this particular Acquisition.
- The closing of the Merger is subject to closing conditions that are either customary for acquisitions of this nature or otherwise suitable for this particular Acquisition, including, without limitation, conditions relating to the receipt of regulatory approvals, accuracy at the closing date of certain representations and warranties made in the Merger Agreement, compliance with pre-closing covenants, the absence of any Material Adverse Effect (as that term is defined in the Merger Agreement), and the delivery of certain closing documentation.

- It is anticipated that the closing of the Merger will occur on the first business day of a calendar month which is at least two business days after the satisfaction or waiver of all closing conditions, but in any event not later than October 12, 2013, or as otherwise mutually agreed by the parties; in each case subject to the satisfaction or waiver of all conditions precedent set forth in the Merger Agreement, including the approval of the Acquisition by the Commissioner.

This statement is submitted for the purpose of obtaining the approval of the Commissioner pursuant to Section 611.72 of the Wisconsin Statutes and Ch. Ins 40 of the Wisconsin Administrative Code.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

### **(a) The Applicants**

The names and addresses of the Applicants are as follows:

- SSM Health Care Corporation  
477 North Lindbergh Boulevard  
St. Louis, Missouri 63141
- FPP, Inc.  
477 North Lindbergh Boulevard  
St. Louis, Missouri 63141

### **(b) The Applicants' Business Operations**

SSM is a unified health care system sponsored by the Franciscan Sisters of Mary, which is a religious institute of pontifical right under the Code of Canon Law of the Roman Catholic Church ("**Canon Law**") and as such is the sole Public Juridic Person and sponsor of SSM for Canon Law purposes. FPP is a Missouri close corporation formed in 1986. FPP is a direct wholly-owned subsidiary of SSM and is subject to control by SSM. Other than SSM, no person or persons possess any rights to control the business or operations of FPP.

SSM's principal business is the operation of a unified health care system. Based in St. Louis, Missouri, SSM owns 18 hospitals, has a minority interest in five hospitals, manages one hospital, has affiliations with several rural hospitals, owns two nursing homes, and has a variety of partnerships and affiliations with physicians in Wisconsin, Illinois, Missouri and Oklahoma.

FPP's principal business is to operate as an intermediate holding company for purposes of owning, directly or indirectly, the issued and outstanding shares of capital stock of certain downstream subsidiaries of SSM.

The Applicants intend to maintain their current business operations as set forth above for the foreseeable future.

(c) **Organization Structure**

**Exhibit 2(c)(i)** attached hereto lists the present identities of, and inter-relationships among, the Applicants and all known affiliates of the Applicants, excluding any entities with total assets less than 0.5% of the total assets of SSM. Such list indicates the percentage of ownership interests, type of organization, and state or other jurisdiction of domicile of each person that is owned or controlled by the Applicants or by any such person. The Applicants' control of these subsidiaries is maintained by their direct or indirect ownership of voting securities of the subsidiaries or, in the case of not-for-profit corporations, reserved powers under the governing documents of those not-for-profit corporations. There are no court proceedings involving a reorganization or liquidation pending with respect to any such person.

The chart attached hereto as **Exhibit 2(c)(ii)** shows the impact of the Acquisition on the identities of, and inter-relationships among, the Applicants and all known affiliates of the Applicants, excluding any entities with total assets less than 0.5% of the total assets of SSM.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT**

**Identity of Officers, Directors and Owners**

Following are the names and principal occupations of the respective directors and executive officers of the Applicants at the effective date of the Acquisition.

**SSM Directors**

| <b>Name</b>                     | <b>Principal Occupation</b>                        |
|---------------------------------|--|
| David Cosby                     | Director of Advancement, Ninos de Mexico           |
| Sr. Rose Dowling, FSM           | President, Franciscan Sisters of Mary              |
| Sr. Irma Kennebeck, FSM         | Counselor, Franciscan Sisters of Mary              |
| John Moten                      | Retired  |
| Thomas M. Noonan                | Retired  |
| Sr. Margaret Mary O'Gorman, FSM | Spiritual Director, St. Louis Consultation Center  |
| Sr. Mary Jean Ryan, FSM         | Chair of Board, SSM Health Care Corporation        |
| Sr. Susan Scholl, FSM           | Treasurer, Franciscan Sisters of Mary              |
| Sr. Sandra Jean Schwartz, FSM   | Leadership Team Member, Franciscan Sisters of Mary |
| William P. Thompson             | President/CEO of SSM Health Care Corporation       |

**SSM Officers**

| <b>Name</b>            | <b>Principal Occupation</b>   |
|------------------------|---|
| William P. Thompson    | President/CEO   |
| Steven M. Barney       | Vice President  |
| June L. Pickett        | Secretary   |
| Kris A. Zimmer         | Treasurer   |
| Charles L. Johnson III | Regional Vice President/CFO of SSM Health Care of Wisconsin, Inc. and Interim Corporate Vice President-Finance and Treasury |

**FPP Directors**

| <b>Name</b>           | <b>Principal Occupation</b>   |
|-----------------------|---|
| Steven M. Barney      | Regional President-SSM Health Care of Wisconsin, Inc.   |
| Lynn D. Bruchhof      | Senior Vice President-Human Resources of SSM Health Corporation   |
| Gaurov Dayal, MD      | Senior Vice President-Physician Innovation & Integration/Chief Medical Officer of SSM Health Care Corporation |
| Paula J. Friedman     | Senior Vice President-Strategic Development of SSM Health Care Corporation                                    |
| Philip P. Gustafson   | Regional President-St. Mary's-Good Samaritan, Inc.  |
| Joe M. Hodges         | Regional President-SSM Health Care of Oklahoma, Inc.  |
| Christopher D. Howard | Regional President-SSM Health Care St. Louis  |
| Thomas K. Langston    | Senior Vice President/Chief Information Officer of SSM Health Care Corporation                                |
| Michael R. Panicola   | Senior Vice President-Mission & Organizational Ethics of SSM Health Care Corporation                          |
| Dixie L. Platt        | Senior Vice President-Communications, Public Policy & External Relations of SSM Health Care Corporation       |
| William P. Thompson   | President/CEO of SSM Health Care Corporation  |
| Kris A. Zimmer        | Senior Vice President-Finance of SSM Health Care Corporation  |

## FPP Officers

| Name                | Principal Occupation                          |
|---------------------|---|
| William P. Thompson | President/CEO of SSM Health Care Corporation  |
| Steven M. Barney    | Vice President of SSM Health Care Corporation |
| June L. Pickett     | Secretary of SSM Health Care Corporation      |
| Kris A. Zimmer      | Treasurer of SSM Health Care Corporation      |

## Biographical Affidavits and Authority for Release of Information

Biographical Affidavits for the Directors and Officers identified above are attached to this Form A as **Exhibit 3** and are incorporated herein by reference.

## ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

- (a) The Applicants will pay the Merger Consideration to the DHS shareholders entirely in cash. A portion of the purchase price (the “**Escrow Amount**”) will be paid into an escrow account where it will be available, subject to the terms and conditions of the Merger Agreement to: (i) pay to Applicants any post-closing reduction in the Merger Consideration, calculated in accordance with the Merger Agreement; (ii) make a payment to the Applicants in the event physician departures exceed certain thresholds set forth in the Merger Agreement in the 18-month period post-closing; and (iii) to satisfy the Applicants’ claims for indemnification (if any) asserted within 18 months after closing. Any portion of the Escrow Amount which has not been used will be distributed to the former holders of Common Stock of DHS after the conclusion of the 18-month period during which indemnification claims can be made by the Applicants. The Applicants have sufficient cash on hand to pay the Merger Consideration without having to borrow from third parties, and the Merger Agreement contains no financing contingency. Notwithstanding that fact, SSM does intend to replenish its cash reserves through a short term loan facility in the amount of up to \$ [REDACTED] million from Citibank, N.A. (the “**Citibank Loan**”). The Citibank Loan will be for a term not to exceed nine (9) months and will accrue interest at a variable interest rate tied to the one month LIBOR rate. The Citibank Loan will be a senior obligation under SSM’s master trust indenture, but will not be secured by any stock in, or assets of, DHI or DHP. [REDACTED]
- (b) The Purchase Price is the result of an arm’s-length auction process conducted by DHS and its financial advisors. Both the Applicants (collectively) and DHS were separately represented by independent financial and legal advisors throughout this process. The fairness of the Merger Consideration to the shareholders from a financial viewpoint has been confirmed in writing by DHS’ independent financial advisors. The Merger Agreement has been approved by the holders of DHS’ Class A Common Stock and Class S-1 Common Stock (constituting all of the voting stock of DHS), by approximately 97% of the voting power of such voting stock. No dissenters’ appraisal rights were exercised in connection with the Merger.

**ITEM 5. FUTURE PLANS FOR THE INSURERS**

Currently DHS owns 52,632 shares of Class A Series A Common Stock of DHI and SSM owns 47,368 shares of Class A Series B Common Stock of DHI. Concurrently with the closing under the Merger Agreement, SSM will make a capital contribution of its 47,368 shares of Class A Series B Common Stock of DHI to FPP. Immediately following the closing under the Merger Agreement, FPP will make a capital contribution to DHS of the 47,368 shares of Class A Series B Common Stock of DHI, such that 100% of the outstanding stock of DHI will be owned by DHS.

The Applicants intend that the Domestic Insurers will retain their brand identity and will continue to operate as they do presently. [REDACTED]

Upon closing on the Acquisition, and, as applicable, effective upon the filing of Articles of Amendment with the Commissioner pursuant to Wis. Stats. Section 611.29(4): (i) the Articles of Incorporation of DHI will be amended as set forth in **Exhibit 5-A(i)**; (ii) the Bylaws of DHI will be amended and restated in full as set forth in **Exhibit 5-A(ii)**; (iii) the Articles of Incorporation of DHP will be amended as set forth in **Exhibit 5-A(iii)**; and (iv) the Bylaws of DHP will be amended and restated in full as set forth in **Exhibit 5-A(iv)**. Copies of the Amended and Restated Bylaws of each of DHI and DHP will be filed with the Commissioner within 60 days after their adoption as required pursuant to Wis. Stats. Section 611.12(4).

Once the amendments to the Articles of Incorporation of DHI are filed, the distinctions between Class A Series A Common Stock and Class A Series B Common Stock of DHI (all of which pertain to voting rights) will be eliminated, and DHS will own 100% of the common stock of DHI.

The Applicants intend to retain all of the present directors of the Domestic Insurers after the closing of the Acquisition at least through the end of 2013. Any future changes in the directors of the Domestic Insurers will be reported to the Commissioner as required pursuant to Wis. Stats. Section 611.54(1). The only exception is that the Applicants will appoint Gaurov Dayal, M.D. to replace Steven M. Barney on July 5, 2013, concurrently with Mr. Barney's retirement. Dr. Dayal serves as a director of FPP and his biographical affidavit is attached as part of **Exhibit 3**.

Except as otherwise described in this Form A, the Applicants have no other current plans or proposals to declare an extraordinary dividend, to liquidate the Domestic Insurers, to sell the Domestic Insurers' assets to or merge them with any person or persons or to make any other material change in their business operations or corporate structure or management.

## **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

At the effective time of the Merger, each issued and outstanding share of DHS stock will be cancelled and converted into the right to receive a portion of the Merger Consideration as set forth in the Merger Agreement, and each issued and outstanding share of stock of Merger Sub will be converted into one share of common stock of DHS. As a result of the Acquisition, the Applicants will acquire indirect ownership and control of the 52.632% of the outstanding stock of DHI owned by DHS prior to the Merger, and will control all of the voting securities of DHS and all of the voting securities of the Domestic Insurers. The terms and conditions of the Acquisition and of the merger between Merger Sub and DHS are set forth in the Merger Agreement. The terms and conditions of the Acquisition were arrived at through an arm's-length auction process conducted by DHS with the assistance of its financial advisors. The fairness of the Merger Consideration to the shareholders from a financial viewpoint has been confirmed in writing by DHS' independent financial advisors. The Merger Agreement has been approved by the holders of DHS' Class A Common Stock and Class S-1 Common Stock (constituting all of the voting stock of DHS), by approximately 97% of the voting power of such voting stock. No dissenters' appraisal rights were exercised in connection with the Merger.

## **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

The Applicants currently own all of the issued and outstanding shares of Class S-1 Common Stock (as well as all of the issued and outstanding shares of nonvoting Class S-2 Preferred Stock) of DHS. The Articles of Incorporation of DHS grant the holders of Class S-1 Common Stock the right to acquire additional shares of Class S-1 Common Stock should the outstanding amount of Class S-1 Common Stock amount to less than five percent (5%) of the aggregate number of outstanding shares of the Class A Common Stock, Class B Common Stock and Class S-1 Common Stock. This right will not be triggered or exercised in conjunction with the Acquisition. The Applicants also currently own 47,368 shares of the Class A Series B Common Stock of DHI. Other than as described in this Form A, neither the Applicants nor any person listed in Item 3 has any other beneficial ownership of or the right to acquire beneficial ownership of any voting securities of the Domestic Insurers.

## **ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

The Merger Agreement reflects the current agreement between the Applicants and DHS in relation to the Acquisition. SSM and DHS are parties to that certain Shareholders' Agreement dated July 27, 1995 (as amended) regarding the stock of DHI (the "**Shareholders' Agreement**"). The Shareholders' Agreement contains the following provisions with respect to the voting securities of DHI:

- Restrictions on the transfer by DHS or SSM of stock of DHI;
- Put and call options for SSM with respect to its shares of DHI stock which arise should DHS sell, exchange or dispose of certain stock of DHI and

under which SSM may obligate DHS to purchase SSM's existing shares of DHI stock or sell additional shares of DHI stock to SSM; and

- Certain drag-along provisions relating to the transfer of DHI shares.

None of the provisions of the Shareholders' Agreement are expected to be invoked in connection with the Acquisition. Upon the closing of the Acquisition, the Shareholders' Agreement will be terminated.

DHP, DHS, and SSM Health Care of Wisconsin, Inc., a wholly owned subsidiary of SSM ("SSMWI") are parties to a Service Agreement dated December 20, 2010 (the "Service Agreement") whereby DHS and SSMWI agree to provide covered services to DHP's members pursuant to benefits contracts between such members or a payor and DHP, in exchange for global capitation payments calculated as a percentage of commercial premiums. Medicare and Medicaid services are reimbursed pursuant to a separate pooling arrangement, with the providers sharing 50% each in any surplus or deficit in such pools. The Service Agreement was filed with and approved by OCI pursuant to a Form D filing on October 29, 2010. No changes are anticipated to be made to the Service Agreement as a result of the Acquisition.

Other than the Merger Agreement, the Shareholders' Agreement, and the Service Agreement, there are no contracts, arrangements or understandings directly or indirectly relating to any voting securities of DHS or any of the Domestic Insurers involving the Applicants, its affiliates, or any person listed in Item 3, 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.

#### **ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

There have been no direct or indirect purchases of any voting securities of DHS or any of the Domestic Insurers by the Applicants, their affiliates or any person listed in Item 3 during the twelve calendar months preceding the filing of this Form A.

#### **ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

Except for the Merger Agreement, neither the Applicants, their affiliates nor any person listed in Item 3, nor to the knowledge of the Applicants, any other person based upon interviews or at the suggestion of the Applicants, their affiliates or any person listed in Item 3, has made any recommendations to others to acquire any shares of the voting securities of DHS or any of the Domestic Insurers during the last 12 calendar months preceding the filing of this Form A.

#### **ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

There are no agreements, contracts or understandings with any broker-dealer as to the solicitation of voting securities of DHS or any of the Domestic Insurers for tender.

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

(a), (b) Consolidated financial statements for the Applicants for the preceding five fiscal years, in addition to similar information covering the period from the end of the Applicants' last fiscal year, and the certification of such financial statements by an independent accountant, are attached to this Form A as **Exhibit 12**, as noted below.

| <b>Exhibit</b>  | <b>Exhibit</b> |
|---|----------------|
| SSM's Previous Five (5) Fiscal Years Audited Consolidated Financial Statements and Certificates | 12-A           |
| SSM Unaudited Q1 2013 Statement   | 12-B           |

(c) As noted previously, a copy of the Merger Agreement is attached to this Form A as **Exhibit 1**.

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**ITEM 13. SIGNATURE AND CERTIFICATION**

**Signature**

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, SSM Health Care Corporation and FPP, Inc. have caused this application to be duly signed on their behalf in the City of Creve Coeur and State of Missouri on the 17th day of June, 2013.

[SEAL]

[SEAL]

**SSM HEALTH CARE CORPORATION**

**FPP, INC.**

*William P. Thompson*  
By: William P. Thompson  
Title: President

*William P. Thompson*  
By: William P. Thompson  
Title: President

*June L. Pickett*  
Attest: June L. Pickett  
Title: Secretary

*June L. Pickett*  
Attest: June L. Pickett  
Title: Secretary

**Certification**

The undersigned deposes and says that he has duly executed the attached application dated June 18, 2013, for and on behalf of SSM Health Care Corporation and FPP, Inc., and that he is the President of each company and that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

*William P. Thompson*  
Signature  
William P. Thompson  
President

Subscribed and sworn to this 17th day of June, 2013.

*John W. Dillane*  
Notary Public



JOHN W. DILLANE  
My Commission Expires  
August 5, 2016  
St. Louis County  
Commission #12606354

My commission expires on August 5, 2016.

[Signature Page to Form A]

## LIST OF EXHIBITS

- Exhibit 1:** Agreement and Plan of Merger
- Exhibit 2(c)(i):** List of Entities Affiliated with the Applicants Prior to the Acquisition
- Exhibit 2(c)(ii):** List of Entities Affiliated with the Applicants Showing the Effect of the Acquisition
- Exhibit 3:** [REDACTED]
- Exhibit 4:** [REDACTED]
- Exhibit 5-A(i):** Amendments to Articles of Incorporation of DHI
- Exhibit 5-A(ii):** Amended and Restated Bylaws of DHI
- Exhibit 5-A(iii):** Amendment to Articles of Incorporation of DHP
- Exhibit 5-A(iv):** Amended and Restated Bylaws of DHP
- Exhibit 12:** Financial Statements of the Applicants and their Affiliates