

**Form A – Acquisition of Control of MercyCare Insurance Company and
MercyCare HMO, Inc.
by
Interstate Alliance, Inc.**

**Hearing Exhibits
[Case No. 15-C40481]**

Form A and Exhibits – Filed December 26, 2014:

Exhibit A: Cover Letter to Kristin Forsberg, OCI Company Licensing Specialist, from William J. Toman, Quarles and Brady, dated December 24, 2014.

- Exhibit A-1: Form A – Acquisition of Control of MercyCare Insurance Company and MercyCare HMO, Inc. by Interstate Alliance, Inc.
- Exhibit A-2: Waiver of Minimum Hearing Notice dated December 24, 2014, signed by William J. Toman on behalf of Interstate Alliance, Inc., MercyCare Insurance Company, and MercyCare HMO, Inc.
- Exhibit A-3: Form E – Consent to Jurisdiction Statement

Exhibit 1: System Formation Agreement

Exhibit 2: Current MAI Organizational Chart

Exhibit 3: IAI Organizational Chart

Exhibit 4: Biographical Information for Interstate Alliance, Inc. Officers and Directors

Exhibit 5: Rockford Health System Audited Consolidated Financials (2013 and 2012)

Amended Form A Exhibits – Filed January 6, 2015 (Response to OCI Request #1):

Exhibit 6: Rockford Health System Bylaws

Exhibit 7: RHS and MAI Objectives **[Confidential]**

Exhibit 8: MAI board, including RHS representatives to be added in January of 2015

Exhibit 9: Ziegler Investment Analysis **[Confidential]**

Exhibit 10: RHS and MAI Debt Service Coverage Ratios for the last 5 fiscal years

Exhibit 11: RHS Audited Consolidated Financial Statements for the fiscal years ended December 31, 2011 and 2010

Exhibit 12: RHS Audited Consolidated Financial Statements for the fiscal years ended December 31, 2010 and 2009

Exhibit 13: RHS Unaudited Consolidated Financial Statements as of September 30, 2014

Exhibit 14: MAI Audited Consolidated Financial Statements for the fiscal years ended June 30, 2014 and 2013

Exhibit 15: MAI Unaudited Consolidated Financial Statements as of September 30, 2014

Amended Form A Exhibits – Filed January 6, 2015 (Response to OCI Request #2)

Exhibit 16: MAI Amended and Restated Articles of Incorporation

Amended Form A Exhibits – Filed January 7 – 8, 2015

Exhibit 17: RHS Audited Consolidated Financial Statements for the fiscal years ended December 31, 2012 and 2011

Exhibit 18: RHS Audited Consolidated Financial Statements for the fiscal years ended December 31, 2009 and 2008

Exhibit 19: Proposed MAI Bylaws

Exhibit 20: MAI Board Materials (October 23, 2014) **[Confidential]**

Exhibit 21: MAI Board Minutes (October 23, 2014) **[Confidential]**

Exhibit 22: MAI Board Resolution (October 23, 2014)

Exhibit 23: Certificate of MAI's Secretary

Exhibit 24: Biographical Affidavits **[Confidential]**

OCI Form A Follow-up Letters:

Exhibit 25: First OCI Form A follow-up letter dated December 30, 2014

Exhibit 26: Second OCI Form A follow-up letter dated January 2, 2015

Exhibit 27: Third OCI Form A follow-up letter dated January 5, 2015

Applicant Response Cover Letters (Referenced Exhibits are listed above):

Exhibit 28: Applicant's Response dated January 6, 2015 to OCI's Form A follow-up letter dated December 30, 2014 **[Redacted] [Confidential] (See Exhibits 6-15)**

Exhibit 29: Applicant's Response dated January 6, 2015 to OCI's Form A follow-up letter dated January 2, 2015 **(See Exhibit 16)**

Exhibit 30: Applicant's Response dated January 7, 2015 to OCI's Form A follow-up letters dated December 30, 2014 and January 2, 2015 **(See Exhibits 17-19)**

Exhibit 31: Applicant's Response dated January 8, 2015 to OCI's Form A follow-up letter dated January 5, 2015 **(See Exhibit 20)**

Exhibit 32: Applicant's Response dated January 7, 2015 to OCI's Form A follow-up letter dated January 5, 2015 **(See Exhibit 21)**

Exhibit 33: Applicant's Response dated January 8, 2015 to OCI's Form A follow-up letter dated January 5, 2015 **(See Exhibits 22-23)**

Exhibit 34: Applicant's Response dated January 7, 2015 to OCI's Form A follow-up letter dated December 30, 2014 **(See Exhibit 24)**

Exhibit 35: Applicant's Response dated January 8, 2015 to OCI's Form A follow-up letter dated December 30, 2014 **(See Exhibit 24)**

OCI Recommendation Memorandum:

Exhibit 36: January 12, 2015 OCI Recommendation Memorandum regarding the Acquisition of Control of MercyCare Insurance Company and MercyCare HMO, Inc. **[Redacted] [Confidential]**

