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FORM A

INSURANCE EVALUATION DIVISION

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

Theramatrix Physical Therapy Plan, Inc.
(the "Domestic Insurer")

BY

**Richard E. Whitton and Eddie A. Whitton as Trustees of the Robert E. Whitton
Revocable Trust Dated November 6, 1992**
(the "Applicants")

Filed with the Insurance Department of the State of Michigan

Dated: March 4, 2016

Name, Title, address and telephone number of Individual to Whom Notices and Correspondence
Concerning this Statement should be Addressed:

Richard E. Whitton
Theramatrix Physical Therapy Plan, Inc.
900 Auburn Rd.
Pontiac, MI 48432
(248) 333-3335
rew@theramatrix.com

Eddie A. Whitton
Theramatrix Physical Therapy Plan, Inc.
900 Auburn Rd.
Pontiac, MI 48432
(248) 333-3335
ewhitton@theramatrix.com

ITEM 1. **METHOD OF ACQUISITION**

This statement relates to the proposed acquisition by Richard E. Whitton and Eddie A. Whitton of Theramatrix Physical Therapy Plan, Inc. 900 Auburn Rd. Pontiac, MI 48432. The Applicants, as trustees, intend to take ownership of the Domestic Insurer upon distribution of the assets of the Robert E. Whitton Revocable Trust Dated November 6, 1992.

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

- (a) **Name and Address of the Applicant** Richard E. Whitton and Eddie A. Whitton 900 Auburn Rd. Pontiac, MI 48432
- (b) **Nature of the Applicant's Business** The Applicants are individuals and executives of a physical therapy network.
- (c) **Organization Chart/Listing** The Applicants are Richard E. Whitton and Eddie A. Whitton, as trustees of the Robert E. Whitton Revocable Trust Dated November 6, 1992 which is the current owner of Theramatrix Physical Therapy Plan, Inc.

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

Biographical affidavits for Eddie A. Whitton and Richard E. Whitton included as Exhibit A.

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

- (a) **Nature, Source and Amount of Consideration** The Applicants are Trustees of the Robert E. Whitton Revocable Trust Dated November 6, 1992.
- (b) **Criteria Used in Determining Nature and Amount of Consideration** The Applicants have performed extensive research and review of the Insurer's financial statements, legal documents and business operations.

ITEM 5. **FUTURE PLANS FOR INSURER**

The Applicant has no present and or future plans to declare a dividend, liquidate the insurer, to sell its assets, to 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**

The Applicants are trustees of the Robert E. Whitton Revocable Trust Dated November 6, 1992. Voting securities will be distributed in accordance with the Trust agreement.

ITEM 7. **OWNERSHIP OF VOTING SECURITIES**

The Insurer is owned by the Robert E. Whitton Revocable Trust Dated November 6, 1992. The Applicants are the Trustees of the Trust and the assets of the Trust will be distributed in accordance with the Trust agreement.

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

There are no contracts, arrangements, or understandings with respect to voting securities of the insurer.

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

During the past twelve (12) calendar months preceding the filing of this Statement, the Applicant, nor any other persons has purchased any voting securities of the Domestic Insurer.

ITEM 10. **RECENT RECOMMENDATIONS TO PURCHASE**

Neither the Applicant, nor any other persons recently made a recommendation to purchase any voting security of the Domestic Insurer during the twelve (12) calendar months preceding the filing of this statement.

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

Neither the Applicant, nor any other persons has or will have any contract, understanding or agreement with any broker-dealers as to the solicitation of any voting security for tender issued by the Domestic Insurer.

ITEM 12. **FINANCIAL STATEMENTS AND EXHIBITS**

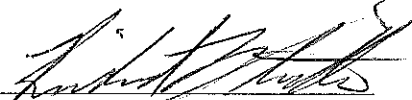
Audited financial statements of the Domestic Insurer for the past three years are attached as Exhibit B.

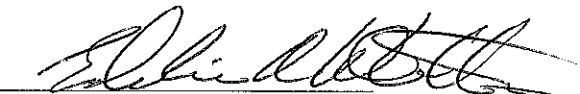
SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Section 1311 of the Ins. Code of 1956, as amended, Eddie A. Whitton and Richard E. Whitton have caused this application to be duly signed on its behalf in the City of Pontiac and State of Michigan on March 4, 2016

By: 
Richard E. Whitton

By: 
Eddie A. Whitton

Attest:

LEONARD W. WYDERKO, JR.

Name:

CFO

Title:

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated March 4, 2016 for and on behalf of Richard E. Whitton and Eddie A. Whitton that they are the CEO of such company and that she or he is authorized to execute and file such instrument. Deponent further says that she or he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

Signature 