

FORM A

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

Upper Peninsula Health Plan, LLC

by

RegionalCare Hospital Partners Holdings, Inc. (D/B/A RCCH HealthCare Partners)

103 Continental Place, Suite 200

Brentwood, Tennessee 37027

Filed with the Michigan Department of Insurance and Financial Services

Dated: August 13, 2018

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INSURANCE EVALUATION DIVISION

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This Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this “Form A”) is being submitted to the Director (the “Director”) of the Michigan Department of Insurance and Financial Services (the “Department”) by RegionalCare Hospital Partners Holdings, Inc. (D/B/A RCCH HealthCare Partners), a Delaware corporation (the “Applicant”), in connection with the Applicant’s proposed acquisition of control (the “Proposed Transaction”) of Upper Peninsula Health Plan, LLC, a Michigan domiciled health maintenance organization (the “Domestic HMO”).

On July 23, 2018, LifePoint Health, Inc., a Delaware corporation (Nasdaq: LPNT, “LifePoint”), and the Applicant, which is owned by certain funds managed by subsidiaries of Apollo Global Management, LLC, a Delaware limited liability company (NYSE: APO, “AGM”) and together with its consolidated subsidiaries, “Apollo”), announced that they have entered into a definitive agreement to merge. Upon completion of the Proposed Transaction, the combined company will be privately held and operate under the LifePoint name.

LifePoint and the Applicant are healthcare providers, owning and operating networks of hospitals, post-acute service providers and outpatient centers that are integral to their communities. The Applicant believes the Proposed Transaction and combination of LifePoint and the Applicant will create a well-capitalized healthcare services provider with approximately 85 healthcare facilities and 60,000 employees in approximately 30 states. In addition, certain Apollo funds have committed \$1 billion of capital in support of the combined enterprise.

LifePoint currently indirectly controls approximately 70% of the outstanding voting membership interests of the Domestic HMO. The Proposed Transaction will result in the Applicant’s acquisition of 100% of the issued and outstanding shares of capital stock of LifePoint, as a result of which the Applicant will indirectly own LifePoint’s interest in the Domestic HMO.

As further discussed in Item 5 below, following the closing of the Proposed Transaction, the Domestic HMO will continue to maintain its separate corporate existence and continue its operations as currently conducted. The Applicant has no present plan to make any material change in the Domestic HMO’s business operations, structure or management. Ultimately, the Domestic HMO and its enrollees should benefit from the enhanced financial strength of the combined enterprise, including the capital commitment by certain Apollo funds, coupled with Apollo’s strategic direction and guidance.

AGM’s predecessor was founded in 1990, and today Apollo is a leading global alternative investment manager with 15 offices worldwide and total assets under management of approximately \$270 billion as of June 30, 2018. Apollo is a builder of businesses and takes a long-term approach working alongside management teams to create value for all stakeholders. Apollo facilitates the growth of the funds it manages and their portfolio companies, such as the Applicant, by participating as active board members in guiding strategic direction and providing the financial wherewithal and capital support to fund growth opportunities. Additionally, funds managed by Apollo have made significant investments in several insurance-related enterprises including Athene Holding Ltd., Venerable Holdings, Inc. (Voya Insurance and Annuity Company) and OneMain Holdings, Inc., each of which has one or more insurers admitted in Michigan.

ITEM 1. METHOD OF ACQUISITION

This Form A seeks the approval of the Director, pursuant to the requirements of Mich. Comp. Laws § 500.1311, for the Applicant's acquisition of control of the Domestic HMO. The Domestic HMO's statutory home office and main administrative office address is 853 W. Washington St., Marquette, Michigan 49855. In accordance with Mich. Comp. Laws § 500.1311(1), the Applicant will provide the Domestic HMO with a copy of this Form A promptly following the filing of this Form A with the Director.

On July 22, 2018, the Applicant, Legend Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Applicant ("Merger Sub"), and LifePoint entered into an Agreement and Plan of Merger, a copy of which is attached as Exhibit A (the "Merger Agreement"). The following is a brief summary of the Proposed Transaction, and is qualified in its entirety by the actual terms and conditions of the Merger Agreement.

Pursuant to the terms and conditions of the Merger Agreement, Merger Sub will merge with and into LifePoint, with LifePoint surviving the merger as a wholly owned subsidiary of the Applicant on the terms and conditions set forth in the Merger Agreement (the "Merger"). Each share of LifePoint's common stock will cease to be outstanding at the effective time of the Merger and, subject to certain exceptions set forth in the Merger Agreement, will be converted into the right to receive \$65.00 in cash, without interest. As a result of the Merger, the Applicant will acquire indirect control of the Domestic HMO.

Subject to receipt of the required stockholder approval and the required approvals from, and making of required filings and notices with, governmental and regulatory authorities as well as other customary closing conditions, the parties to the Merger Agreement desire to close the Proposed Transaction as soon as possible.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) Name and Business Address of the Applicant

RegionalCare Hospital Partners Holdings, Inc. (a Delaware corporation)
103 Continental Place, Suite 200
Brentwood, Tennessee 37027

(b) Nature of the Business Operations of the Applicant for the Past Five Years

The Applicant is the owner and operator of 17 regional health systems in 12 states. The Applicant has more than 14,000 employees and more than 2,500 affiliated physicians and mid-level providers. As mentioned above, the Applicant is owned by certain funds managed by subsidiaries of AGM. The organizational structure of the funds (typically limited partnerships of which subsidiaries of AGM are the general partners), as well as the underlying agreements for investment management services with subsidiaries of AGM, result in AGM having ultimate control over the Applicant, as depicted on the organizational chart attached as Exhibit B.

AGM is ultimately managed, operated and controlled collectively by Leon Black, Joshua Harris and Marc Rowan (collectively, the “Founders”) through BRH Holdings GP, Ltd., a Cayman Islands company (“BRH”), and AGM Management, LLC, a Delaware limited liability company (“AGM Management”). BRH owns approximately 52.4% of AGM’s voting power as of June 30, 2018, and 100% of AGM Management. AGM Management is AGM’s manager. BRH is wholly-owned and controlled by the Founders. Other than BRH, which is controlled by the Founders, no single person or entity owns or controls 10% or more of AGM’s voting securities.

(c) Organizational Chart

Attached as Exhibit B and Exhibit C, respectively, are organization charts that present the identities of, and inter-relationships among, (i) AGM and its affiliates that are in the chain of control of the Applicant and (ii) the direct and indirect subsidiaries of the Applicant, before and after giving effect to the Proposed Transaction. The organization charts indicate the type of organization and the state or other jurisdiction of domicile of each entity listed or depicted therein, and the percentage of voting securities of each entity owned (or to be owned) by an affiliate in the chain of control of the Domestic HMO or a subsidiary of the Applicant. Unless otherwise indicated, the entities identified in the organization charts own or control 100% of the voting securities or membership interests or are the general partners of their immediate downstream affiliates identified therein. There are no court proceedings involving a reorganization or liquidation pending with respect to any person on the organization charts.

(d) Disclaimer of Affiliation

The Applicant notes that, in a confidential disclaimer petition that will be submitted separately to the Department (the “Disclaimer Petition”), AGM plans to request that the Department grant certain disclaimers of affiliation with respect to the interests of certain parties related to AGM and the Founders in the Domestic HMO.

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

(a) Names and Business Addresses

The names and business addresses of the directors and executive officers of the Applicant are as follows:

Name	Title	Business Address
Martin S. Rash	Chairman, Chief Executive Officer and Director	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Michael W. Browder	Executive Vice President and	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027

Name	Title	Business Address
	Chief Financial Officer	
Robert F. Jay	Executive Vice President and Chief Operating Officer	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Howard T. Wall, III	Executive Vice President, Chief Administrative Officer, General Counsel and Secretary	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
D. Andrew Slusser	Executive Vice President and Chief Development Officer	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Pamela Hunter	Vice President and Treasurer	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Stephen L. Page	Vice President and Assistant Secretary	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Davis Turner	Vice President and Assistant Secretary	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Steve Wilson	Senior Vice President and Chief Accounting Officer	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Matthew Nord	Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

Name	Title	Business Address
Christopher Edson	Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Eric Press	Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Evan Bayh	Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
G. Rod Wolford	Director	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Steve Levin	Director	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Daniel Morissette	Director	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027
Norman Brownstein	Director	c/o RegionalCare Hospital Partners Holdings, Inc. 103 Continental Place, Suite 200 Brentwood, Tennessee 37027

The names and business addresses of the directors and executive officers¹ of AGM are as follows:

Name	Title	Business Address
Leon Black	Chairman, Chief Executive Officer and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Joshua Harris	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

¹ Executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and Securities and Exchange Commission Form 10-K reporting.

Name	Title	Business Address
Marc Rowan	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Scott Kleinman	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
James Zelter	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Martin Kelly	Chief Financial Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
John Suydam	Chief Legal Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Michael Ducey	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Paul Fribourg	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Robert Kraft	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
A.B. Krongard	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Pauline Richards	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

(b), (c), (d) **Background Information Regarding the Applicant's and AGM's Respective Directors and Executive Officers**

A listing of all directors and executive officers of each of the Applicant and AGM is set forth in Item 3(a). Biographical affidavits of each of these individuals identified in Item 3(a), including each of the Founders, setting forth each such individual's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address, and starting and ending dates of employment) are attached as Exhibit D.² Fingerprint cards for each of the individuals identified in Exhibit D have been, or will be, sent to IdentoGo for processing, and copies of the filing receipts with respect to such fingerprint card submissions made to date are attached as Exhibit E. Copies of the fingerprint card filing receipts received after the filing of this Form A will be furnished to the Department in a supplemental filing.

None of the individuals with respect to whom biographical affidavits are provided, including the Founders, have been convicted of any crime, other than minor traffic violations, during the past ten years, except as otherwise may be disclosed in the biographical affidavits.

(e) **Managers and Officers of the Domestic HMO**

The Domestic HMO is governed by a Board of Managers. Following the closing of the Proposed Transaction, the Applicant has no present plan to make any change to the Domestic HMO's current officers and members of the Board of Managers, all of whom are identified in the tables below.

Board of Managers

Name	Title
Brian Sinotte	Chair
John Schon	Vice Chair
Scott Pillion	Manager
David Jahn	Manager
Chuck Nelson	Manager
R. Conrad Deese	Manager
Robert Vairo	Manager
Michelle Tavernier	Manager
Donald Pawelski	Manager

Officers

Name	Title
Melissa Holmquist	President and Chief Executive Officer

² Certain of AGM's directors identified in Item 3(a) are outside or independent directors of AGM and the subject of the Disclaimer Petition referenced in Item 2(d). For those independent directors who are the subject of the Disclaimer Petition, biographical affidavits and fingerprint cards are not being submitted at this time.

Name	Title
Leslie Luke	Treasurer and Chief Financial Officer
Johanna Novak	Secretary and General Counsel
Melanie Bicigo	Chief Operating Officer

Other than Melanie Bicigo, who has submitted a biographical affidavit to the Department and fingerprint card to IdentoGo within the last year, biographical affidavits of each of the above individuals are attached as Exhibit D or will be furnished to the Department in a supplemental filing. A fingerprint card for each such individual (other than Melanie Bicigo) has been, or will be, sent to IdentoGo for processing, and copies of the filing receipts with respect to such fingerprint card submissions are attached as Exhibit E or will be furnished to the Department in a supplemental filing.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, Source and Amount of Funds or Other Consideration

The aggregate merger consideration payable pursuant to the Merger Agreement is anticipated to be approximately \$2.7 billion (generally, \$65 per share multiplied the number of outstanding shares). In addition, certain debt of LifePoint will be paid off as part of the Proposed Transaction. Overall, the enterprise value of the Proposed Transaction is estimated to be \$5.6 billion. The consideration will be paid through equity investments and debt financing, each of which is described in more detail below. While there is some complexity to these arrangements, it is important to note that:

- All equity investments will be made through entities or vehicles that are managed by AGM subsidiaries or otherwise controlled by AGM subsidiaries. Each subsidiary organization that is involved in the management or control of the entities or vehicles through which the equity investments will be made is identified on the organizational chart attached as Exhibit B.
- The Domestic HMO will not be a guarantor of any of the debt facilities described below, and neither the membership interests in the Domestic HMO held by affiliates of the Applicant, nor the assets of the Domestic HMO, will be pledged for the benefit of such debt facilities.

(1) Equity Investments

Four of the funds that currently own indirectly (or whose limited partners own indirectly) the Applicant (the “Apollo Funds”) have committed, severally and not jointly, to provide, or cause to be provided, their pro rata share of equity capital contributions of up to \$1.0 billion in the aggregate, directly or indirectly, to the Applicant. The Apollo Funds will satisfy such commitment by making investments into an aggregating vehicle, or having their limited partners make investments into such aggregating vehicle through various vehicles (collectively, the “Equity Investments”). The Apollo Funds and the various vehicles through which certain of their limited partners invest, indirectly, in the Applicant have passive investors, but no such investors have any control over the Apollo Funds or the Applicant. As noted above, the Apollo Funds and the vehicles

through which the limited partners invest are managed and/or otherwise controlled by subsidiaries of AGM that are identified on the organizational chart attached as Exhibit B.

It also is contemplated that certain additional passive investors will have an opportunity to invest indirectly in the ownership of the Applicant through the formation of one or more co-investment vehicles. In the event of such co-investment, the investment vehicle would be managed and/or otherwise controlled, directly or indirectly, by the same subsidiaries of AGM that control the Apollo Funds as depicted on the organizational chart attached as Exhibit B. The terms and size of any such offering have not yet been finalized. Any such co-investments by such passive investors would reduce on a dollar-for-dollar basis the Apollo Funds' commitment to make the Equity Investments described above.

(2) Debt Financing

In addition to the Equity Investments described above, the Applicant will obtain debt financing from third party sources (the "Debt Financing"). Specifically, the Applicant has entered into a debt commitment letter (the "Term/Bridge Commitment Letter") with Citigroup Global Markets Inc., Barclays Bank PLC, Royal Bank of Canada, RBC Capital Markets, Credit Suisse AG, Credit Suisse Loan Funding LLC, UBS AG, Stamford Branch, UBS Securities LLC, Deutsche Bank AG New York Branch, Deutsche Bank AG Cayman Islands Branch, Deutsche Bank Securities Inc. (collectively, the "Banks"), PSP Investments Credit USA LLC and an affiliate of Qatar Investment Authority (collectively with the Banks, the "Bridge Lenders") (a copy of which is attached as Exhibit F, together with a joinder to the Term/Bridge Commitment Letter), pursuant to which (i) the Banks severally, and not jointly, have committed to lend to the Applicant on the closing date up to \$3.4 billion in senior secured term loans and (ii) the Applicant, at its option, will either (x) issue senior unsecured notes in a Rule 144A or other private placement yielding \$1.575 billion in aggregate gross cash proceeds or (y) if any or all of such notes are not issued on or prior to the closing date and the proceeds thereof made available to the Applicant, borrow up to such unissued or unavailable amount in the form of senior unsecured bridge loans to be provided by the Bridge Lenders. In addition, the borrower has entered into a debt commitment letter (the "ABL Commitment Letter") with the Banks (a copy of which is attached as Exhibit G, together with a joinder to the ABL Commitment Letter), pursuant to which the Banks have committed to lend asset-based revolving loans to the Applicant in an aggregate principal amount of up to \$800 million. Consistent with the provisions of Mich. Comp. Laws § 500.1312(1)(b), the Applicant requests that the Department protect the confidentiality of Exhibit F and Exhibit G and the information contained therein.

As noted previously, the Domestic HMO will not be a guarantor of any of the debt facilities described above, and neither the membership interests in the Domestic HMO held by affiliates of the Applicant, nor the assets of the Domestic HMO, will be pledged for the benefit of such debt facilities.

(3) Use of Proceeds from Equity Investments and Debt Financing

The proceeds of the Equity Investments and the Debt Financing will be used by the Applicant to pay the merger consideration pursuant to the Merger Agreement, and by the consolidated company to repay or redeem all outstanding borrowings under LifePoint's existing

credit facility; LifePoint's existing senior notes due 2021, senior notes due 2023 and senior notes due 2024; the Applicant's existing bank credit facilities; and pay related fees and expenses.

(b) Criteria Used in Determining the Nature and Amount of the Consideration

The nature and amount of the consideration to be paid in connection with the Proposed Transaction was determined by arm's-length negotiations among the parties to the Merger Agreement. The Applicant performed due diligence and reviewed, among other things, the financial statements, operations and material legal documents of LifePoint and its subsidiaries. The Applicant utilized widely accepted valuation techniques to obtain an indication of value for determining the amount of consideration and also considered such additional factors and information as the Applicant deemed relevant under the circumstances including, but not limited to, the financial position and results of operations of LifePoint and its subsidiaries, their past and current business operations, historical and potential earnings, financial prospects, and assets and liabilities. The Applicant utilized financial advisors, consultants and legal counsel to assist it in its due diligence.

ITEM 5. FUTURE PLANS FOR INSURER

The Applicant has no present plan or proposal to: (a) cause the Domestic HMO to declare an extraordinary dividend; (b) liquidate the Domestic HMO; (c) sell the Domestic HMO's assets (except for potential investment transactions or minor asset dispositions in the ordinary course of business); (d) merge the Domestic HMO with any person or persons; or (e) make any other material change in the Domestic HMO's business operations, corporate structure or management. Furthermore, the Applicant has no present plan to cause the Domestic HMO to enter into any new agreement with any affiliate of the Applicant, make any change to any existing agreement between the Domestic HMO and its affiliates, or make any change to the Domestic HMO's officers and managers. Moreover, it is proposed that LifePoint's current Chairman and Chief Executive Officer, William F. Carpenter III, will continue in his leadership role of the combined enterprise following the closing of the Proposed Transaction. A biographical affidavit for Mr. Carpenter will be furnished to the Department shortly in a supplemental filing. Mr. Carpenter's fingerprint card will be sent to IdentoGo for processing, and a copy of the filing receipt with respect to such fingerprint card submission also will be furnished to the Department in a supplemental filing.

Following the closing of the Proposed Transaction, the Domestic HMO will continue to maintain its separate corporate existence and continue its operations as currently conducted. Such operations are described in greater detail in the business and marketing plan, including pro forma financial statements), which are attached as Exhibit H. The Applicant will cause the Domestic HMO to continue to maintain the books and records of the Domestic HMO at its statutory office and main administrative office located at 853 W. Washington St., Marquette, Michigan 49855 in compliance with the "books and records in Michigan" requirement of Mich. Comp. Laws § 500.5256.

During the pendency of this Form A, the Applicant will keep the Department apprised of any change to the Applicant's present plans or proposals with respect to the Domestic HMO, as described herein. From time to time following the closing of the Proposed Transaction, in the ordinary course of business, the Applicant and the management of the Domestic HMO may

evaluate the business and operations of the Domestic HMO and make any necessary or desirable changes to such business and operations, subject in each case to obtaining any required regulatory approvals.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

LifePoint indirectly controls approximately 70% of the outstanding voting membership interests (“Interests”) of the Domestic HMO.³ Specifically, LifePoint controls 56.41% of the Interests through its majority ownership of DLP Marquette Health Plan, LLC, and controls 5.14% of the Interests through its ownership of Acquisition Bell Hospital. LifePoint’s subsidiary, LifePoint Holdings 2, LLC owns 80% of Portage Holding Company, LLC, which ultimately controls 10.05% of the Interests. Following the closing of the Proposed Acquisition, the Applicant, which is ultimately controlled by AGM and the Founders, will acquire control of LifePoint and indirect control of the Domestic HMO as a result of the Merger. As described further in Item 4(b), the nature, amount and method of determination of the fairness of the consideration to be paid in connection with the Proposed Transaction was determined by arm’s-length negotiations among the parties to the Merger Agreement.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

To the knowledge of the Applicant, except pursuant to the Merger Agreement as described in Item 1 and except for any purchases of LifePoint’s shares made in the public market in the ordinary course of investing activities in accordance with applicable law, none of the Applicant, its affiliates or any person listed in Item 3, beneficially owns or has the right to acquire beneficial ownership of voting securities of the Domestic HMO.

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

To the knowledge of the Applicant, except as disclosed herein, there is no contract, arrangement or understanding with respect to any voting securities of the Domestic HMO, in which the Applicant, its affiliates or any person listed in Item 3 is involved, including, without limitation, the transfer of any securities, any joint venture, loan or option arrangement, put or call, guarantee of any loan, guarantee against any loss or guarantee of any profit, division of any loss or profit, or the giving or withholding of any proxy.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

To the knowledge of the Applicant, except for any purchases of LifePoint’s shares made in the public market in the ordinary course of investing activities in accordance with applicable law, there has been no acquisition, direct or indirect, during the 12 calendar months preceding the

³ LifePoint has entered into a confidential non-binding letter of intent dated July 6, 2018, with Dickinson County Healthcare System (“DCHS”) regarding LifePoint’s or its affiliate’s acquisition of substantially all of the assets associated with or employed in connection with the business or operations of Dickinson Memorial Hospital. Prior to any such asset sale by DCHS, the Domestic HMO is considering purchasing the approximate 5.41% of *Interests* currently controlled by DCHS. If such proposed acquisition of the Interests is consummated, LifePoint’s control of the Domestic HMO would be increased proportionately, but would remain below 75%.

filing of this Form A, of any voting securities of the Domestic HMO that was effected by the Applicant, its affiliates or any person listed in Item 3.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

To the knowledge of the Applicant, none of the Applicant, its affiliates, any person listed in Item 3 or any person, based upon interviews or at the suggestion of the Applicant, its affiliates or any person listed in Item 3, has made any recommendation to acquire any voting securities of the Domestic HMO during the 12 calendar months preceding the filing of this Form A, except as set forth herein and for any recommendation to purchase LifePoint’s shares in the public market in the ordinary course of investing activities in accordance with applicable law.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

On July 23, 2018, the Applicant and Barclays Capital Inc. (“Barclays”) entered into an Engagement Letter (the “Barclays Engagement Letter”), whereby Barclays agreed to act as a financial advisor to the Applicant in connection with the Proposed Transaction and to provide strategic and financial advisory services and assistance to the Applicant. The Applicant currently expects to enter into an Engagement Letter with MTS Health Partners, L.P. (“MTS Health Partners”), whereby MTS Health Partners would agree to act as a financial advisor to the Applicant in connection with the Proposed Transaction and provide strategic and financial advisory services and assistance to the Applicant (the “MTS Health Engagement Letter,” and together with the Barclays Engagement Letter, the “Engagement Letters”).

A copy of the Barclays Engagement Letter is attached as Exhibit I. Because the Barclays Engagement Letter contains proprietary information, the Applicant is requesting that the Department protect the confidentiality of Exhibit I and the information contained therein. A copy of the MTS Health Engagement Letter will be furnished to the Department on a confidential basis once executed.

Other than the Engagement Letters, no agreement, contract or understanding has been made by the Applicant, its affiliates or any person listed in Item 3, with any broker-dealer as to solicitation of voting securities of the Domestic HMO for tender, and no fee, commission or other compensation will be paid to any broker-dealer in connection with the same.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Exhibits

All exhibits referenced in this Form A are itemized below:

Exhibit A Merger Agreement

Exhibit B..... Condensed Organizational Chart of AGM and its Affiliates in the Applicant’s Chain of Control

<u>Exhibit C</u>	Organizational Charts of the Applicant Prior to and after the Proposed Transaction
<u>Exhibit D</u>	NAIC Biographical Affidavits (submitted confidentially under separate cover)
<u>Exhibit E</u>	Fingerprint Payment Processing Receipts
<u>Exhibit F</u>	Term/Bridge Commitment Letter (submitted confidentially under separate cover)
<u>Exhibit G</u>	ABL Commitment Letter (submitted confidentially under separate cover)
<u>Exhibit H</u>	Business and Marketing Plan, including Pro Forma Financial Statements of the Domestic HMO
<u>Exhibit I</u>	Barclays Engagement Letter (submitted confidentially under separate cover)
<u>Exhibit J</u>	AGM Form 10-K Annual Reports, Including Audited Consolidated Financial Statements of AGM
<u>Exhibit K</u>	AGM Form 10-Q Quarterly Reports, Including Unaudited Consolidated Financial Statements of AGM for the Quarters Ended March 31, 2018 and June 30, 2018
<u>Exhibit L</u>	Applicant’s Audited Consolidated Financial Statements
<u>Exhibit M</u>	Applicant’s Unaudited Consolidated Financial Statements for the Quarters Ended March 31, 2018 and June 30, 2018
<u>Exhibit N</u>	CPA Compilations for the Founders (submitted confidentially under separate cover)

The NAIC biographical affidavits provided as Exhibit D and the personal financial statements provided as Exhibit N are being submitted to the Department in confidence and contain certain information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and should be afforded confidential treatment. All biographical

affidavits and personal financial statements are being provided with the express understanding that the confidentiality of such information contained therein will be safeguarded and such individuals will be protected from any and all unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including, but not limited to, Mich. Comp. Laws § 15.243(1)(a), (w).

The confidential materials described above are being separately filed in sealed envelopes marked "Confidential." The Applicant requests that (i) such materials be afforded confidential treatment, (ii) the Applicant be notified in advance of any proposed disclosure by the Department and (iii) the Applicant be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

(b) Financial Statements

Attached as Exhibit J are AGM's Form 10-K Annual Reports for the last five fiscal years ended December 31, 2013, 2014, 2015, 2016 and 2017, which include the audited consolidated annual financial statements of AGM for the periods ended December 31 of each of 2013, 2014, 2015, 2016 and 2017. Attached as Exhibit K are AGM's Form 10-Q Quarterly Reports for the periods ended March 31, 2018 and June 30, 2018, which includes the unaudited consolidated financial statements of AGM for the periods ended March 31, 2018 and June 30, 2018. Attached as Exhibit L are the Applicant's Audited Consolidated Financial Statements for the last three fiscal years ended December 31, 2015, 2016 and 2017. Attached as Exhibit M are the Applicant's Unaudited Consolidated Financial Statements for the quarters ended March 31, 2018 and June 30, 2018. Attached as Exhibit N are CPA-compiled statements of net worth for each of the Founders.

(c) Tender Offers and Annual Reports

To the knowledge of the Applicant, except as set forth herein, there has been no tender offer for, request or invitation for, a tender of, exchange offer for, or agreement to acquire or exchange any voting securities of the Domestic HMO.⁴ The Applicant does not currently intend to cause the Domestic HMO to enter into any new employment, consulting, advisory or management agreement. Attached as Exhibit J are AGM's Form 10-K Annual Reports for the last two fiscal years ended December 31, 2016 and 2017. The Domestic HMO has not produced an annual report to stockholders with respect to the last two fiscal years.

ITEM 13. AGREEMENT REQUIREMENT FOR ENTERPRISE RISK MANAGEMENT

If required by applicable law, the Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

ITEM 14. SIGNATURE AND CERTIFICATION

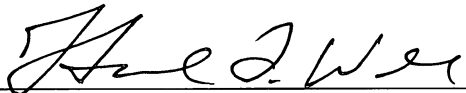
The signature and certification of the Applicant is set forth on the immediately following pages.

⁴ Please refer to footnote 3.


SIGNATURE

Pursuant to the requirements of Section 1311 of the Ins. Code of 1956, as amended, RegionalCare Hospital Partners Holdings, Inc. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 13 day of August 2018.

REGIONALCARE HOSPITAL PARTNERS HOLDINGS, INC.

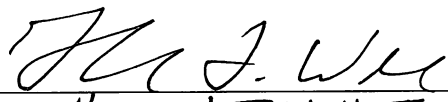
By: 
Name: Howard T. Wall III
Title: Exec. VP, CAO & Secretary

Attest:


Name: Darla T. Beranek
Title: Director, Corporate Legal Services

CERTIFICATION

The undersigned deposes and says that she or he has duly executed the attached application dated August 13, 2018, for and on behalf of RegionalCare Hospital Partners Holdings, Inc.; that she or he is the Exec VP, CAO & Secretary 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.


Name: Howard T. Wall III
Title: Exec VP, CAO & Secretary