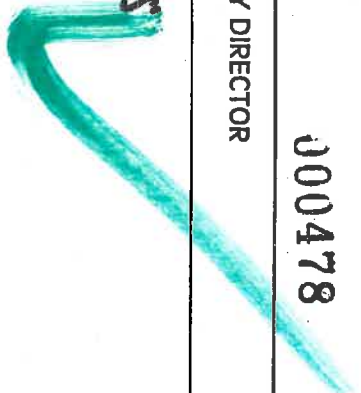


**DEPARTMENT OF HEALTH AND HUMAN SERVICES
OFFICE OF DIRECTOR**

ACTION REFERRAL

TO <i>Singleton</i>	DATE <i>3-18-08</i>
------------------------	------------------------

DIRECTOR'S USE ONLY	ACTION REQUESTED
1. LOG NUMBER <i>000478</i>	I I Prepare reply for the Director's signature DATE DUE _____
2. DATE SIGNED BY DIRECTOR <i>cc: Myers</i> 	I I Prepare reply for appropriate signature DATE DUE _____ I I FOIA DATE DUE _____ <input checked="" type="checkbox"/> Necessary Action

APPROVALS (Only when prepared for director's signature)	APPROVE	* DISAPPROVE (Note reason for disapproval and return to preparer.)	COMMENT
1.			
2.			
3.			
4.			



9900 Bren Road East
Minnetonka, MN 55343



1001 Brinton Road
Pittsburgh, PA 15221

March 13, 2008

RECEIVED

MAR 18 2008

Department of Health & Human Services
OFFICE OF THE DIRECTOR

Via Certified Mail

Emma Forkner, Director
South Carolina Department of Health and Human Services
P.O. Box 8206
Columbia, SC 29202-8206

Re: Notice of Change of Ownership of Three Rivers Holdings, Inc.

Dear Ms. Forkner:

In accordance with the terms of the Medicaid Managed Care Contract between the South Carolina Department of Health and Human Services (the "Department") and Unison Health Plan of South Carolina, Inc. ("UHPSC"), please accept this letter on behalf of AmeriChoice Corporation ("AmeriChoice") and Three Rivers Holdings, Inc. ("Three Rivers"), the parent corporation of UHPSC, as notification of the impending change of ownership of Three Rivers. As has been announced publicly, AmeriChoice and Three Rivers have entered into an agreement whereby AmeriChoice will acquire one hundred percent (100%) of the outstanding shares of Three Rivers, a Delaware corporation. AmeriChoice and Three Rivers anticipate that this transaction will close in approximately thirty (30) days of the date of this letter. The acquisition has been structured such that the AmeriChoice and Three Rivers' entities that hold Medicaid contracts in the various states will continue to survive following the consummation of the transaction.

UHPSC is a wholly owned subsidiary of Three Rivers and entered into a contract with the Department dated April 1, 2007 to provide managed health care services to Medicaid beneficiaries in South Carolina. UHPSC will remain as the contractor with the Department. This letter is being submitted to provide notice that, upon closing of this transaction:

- 1) Three Rivers will continue to exist as a separate corporation;
- 2) UHPSC will continue to exist as a wholly owned subsidiary of Three Rivers, will remain intact as a separate legal entity, and will continue to operate as a Medicaid managed care plan in South Carolina;
- 3) There will be no change in UHPSC's name, address, operations, corporate existence, Medicaid provider number, or Federal Employer Identification Number ("FEIN"); and

Ettnma Forkner, Director
March 13, 2008
Page 2

- 4) UHPSC will continue as the contractor with the Department and does not intend to assign that agreement to another entity.


The FEIN for UHPSC is 32-0062883. As of closing, UHPSC's corporate officers will change as follows:


Current Corporate Officers	New Corporate Officers (post-closing)
John Blank, Chief Executive Officer	John Blank, Chief Executive Officer
Daniel Gallagher, President	Daniel Gallagher, President
David Thomas, Secretary	David Thomas, Secretary
Leslie Gelpi, Treasurer	Leslie Gelpi, Treasurer
William Lawson, Jr., Assistant Secretary	
Michael Orians, Assistant Treasurer	
John Dobbbs, Jr., Vice President	

We include with this letter a copy of Form CMS 1513, Ownership and Control Interest Statement, as required by UHPSC's contract with the Department.

We understand that this notification and all related documents and discussions will be held strictly confidential to the maximum extent possible and permitted by law. We will keep you apprised should any of the above information change. In the meantime, please feel free to contact either Rick Jelinek at (952) 936-3136 or John Blank at (412) 858-4141 with any questions. Thank you for your attention to this matter.

Sincerely,


~~Rick Jelinek~~
CEO, AmeriChoice
A UnitedHealth Group Company


John Blank, MD
CEO, Unison Health Plan

DISCLOSURE OF OWNERSHIP AND CONTROL INTEREST STATEMENT

I. Identifying Information

(a) Name of Entity	D/B/A	Provider No.	Vendor No.	Telephone No.
Unison Health Plan of South Carolina, Inc.		EM1600		803.798.6210
Street Address	City, County State	Zip Code		
1000 Executive Center Drive, Suite A-1	Columbia, SC (Richland Cty)	29210		

(b) (To be completed by CMS Regional Office) Chain Affiliate No. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ LB1

II. Answer the following questions by checking "Yes" or "No." If any of the questions are answered "Yes," list names and addresses of individuals or corporations under Remarks on page 2. Identify each item number to be continued.

(a) Are there any individuals or organizations having a direct or indirect ownership or control interest of 5 percent or more in the institution, organizations, or agency that have been convicted of a criminal offense related to the involvement of such persons, or organizations in any of the programs established by titles XVIII, XIX, or XX? ☐ Yes ☒ No LB2

(b) Are there any directors, officers, agents, or managing employees of the institution, agency or organization who have ever been convicted of a criminal offense related to their involvement in such programs established by titles XVIII, XIX, or XX? ☐ Yes ☒ No LB3

(c) Are there any individuals currently employed by the institution, agency, or organization in a managerial, accounting, auditing, or similar capacity who were employed by the institution's, organizations, or agency's fiscal intermediary or carrier within the previous 12 months? (Title XVIII providers only)
No [fiscal intermediary or carrier] ☐ Yes ☒ No LB4

III. (a) List names, addresses for individuals, or the EIN for organizations having direct or indirect ownership or a controlling interest in the entity. (See instructions for definition of ownership and controlling interest.) List any additional names and addresses under "Remarks" on page 2. If more than one individual is reported and any of these persons are related to each other, this must be reported under Remarks.

Name	Address	EIN
	See Attachment "A"	
		LB5

(b) Type of Entity: ☐ Sole Proprietorship ☐ Partnership ☒ Corporation LB6
☐ Unincorporated Associations ☐ Other (Specify)

(c) If the disclosing entity is a corporation, list names, addresses of the Directors, and EINs for corporations under Remarks.
See Attachment "B"

Check appropriate box for each of the following questions:
(d) Are any owners of the disclosing entity also owners of other Medicare/Medicaid facilities? (Example: sole proprietor, partnership or members of Board of Directors.) If yes, list names, addresses of individuals and provider numbers. ☐ Yes ☒ No LB7

Name	Address	Provider Number

DEPARTMENT OF HEALTH AND HUMAN SERVICES
CENTERS FOR MEDICARE & MEDICAID SERVICES

Form Approved
OMB NO. 0938-0086

IV. (a) Has there been a change in ownership or control within the last year?
If yes, give date _____

☐ Yes ☒ No LB8

(b) Do you anticipate any change of ownership or control within the year?
If yes, when? 2nd quarter 2008

☒ Yes ☐ No LB9

(c) Do you anticipate filing for bankruptcy within the year?
If yes, when? _____

☐ Yes ☒ No LB10

V. Is this facility operated by a management company, or leased in whole or part by another organization?
If yes, give date of change in operations _____ See explanation under remarks

☐ Yes ☒ No LB11

VI. Has there been a change in Administrator, Director of Nursing, or Medical Director within the last year?

☐ Yes ☒ No LB12

VII. (a) Is this facility chain affiliated? (If yes, list name, address of Corporation, and EIN)
Name _____ EIN # _____

☐ Yes ☒ No LB13

Address _____

LB14

VII. (b) If the answer to Question VII.a. is No, was the facility ever affiliated with a chain?
(If yes, list Name, Address of Corporation, and EIN)

☐ Yes ☒ No LB18

Name _____

Address _____

LB19

VIII. Have you increased your bed capacity by 10 percent or more or by 10 beds, whichever is greater, within the last 2 years?

If yes, give year of change _____ Current beds _____ LB16 Prior beds _____ LB17
☐ Yes ☒ No LB15

WHOEVER KNOWINGLY AND WILLFULLY MAKES OR CAUSES TO BE MADE A FALSE STATEMENT OR REPRESENTATION OF THIS STATEMENT, MAY BE PROSECUTED UNDER APPLICABLE FEDERAL OR STATE LAWS. IN ADDITION, KNOWINGLY AND WILLFULLY FAILING TO FULLY AND ACCURATELY DISCLOSE THE INFORMATION REQUESTED MAY RESULT IN DENIAL OF A REQUEST TO PARTICIPATE OR WHERE THE ENTITY ALREADY PARTICIPATES, A TERMINATION OF ITS AGREEMENT OR CONTRACT WITH THE STATE AGENCY OR THE SECRETARY, AS APPROPRIATE.

Name of Authorized Representative (Typed)

John P. Blank

Title

Chief Executive Officer

Signature

John P. Blank

Date

3/11/08

Remarks

V. Unison Health Plan of South Carolina, Inc. operates pursuant to a health plan outsourcing operations agreement with Unison Administrative Services, LLC.

Attachment A

Disclosure of Ownership and Control Interest Statement

III. (a). List names, addresses for individuals, or the EIN for organizations having direct or indirect ownership of a controlling interest in the entity. (See instructions for definition of ownership and controlling interest.) List any additional names and addresses under "Remarks" on page 2. If more than one individual is reported and any of these persons are related to each other, this must be reported under Remarks.

Direct Ownership

Name	EIN
Three Rivers Holdings, Inc.	25-1825549

Indirect Ownership

Shareholder	Address
John Hull Dobbs Revocable Trust, John Hull Dobbs, TTEE	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
Caroline Kirby Dobbs 1985 Trust, Caroline Kirby Dobbs, TTEE	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
John Hull Dobbs, Jr. 1985 Trust, John Hull Dobbs, TTEE	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
Juliette C. Dobbs 1985 Trust, Juliette Allen, TTEE	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
Edward J. Dobbs, Jr. Grantor Trust, Edward Dobbs, TTEE	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
Anthony Horbal	1527 East Lake Road Erie, PA 16511

Attachment B

Disclosure and Control Interest Statement

c) If the disclosing entity is a corporation, list names, addresses of the Directors, and EINs for corporations under Remarks

Unison Health Plan of South Carolina, Inc.
EIN: 320-0062883

Board of Directors	Address
John P. Blank, MD	1001 Brinton Road Pittsburgh, PA 15221
John Dobbs, Jr.	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120
William Lawson, Jr.	1000 Ridgeway Loop Road, Suite 203 Memphis, TN 38120