

Attachment B.11.b
CareCore

CareCore National, LLC

1. Indicate your organization's legal name, trade name, dba, acronym, and any other name under which you do business; the physical address, mailing address, and telephone number of your headquarters office. Provide the legal name for your organization's ultimate parent (e.g. publicly traded corporation).

Legal Name

CareCore National, LLC

Physical and Mailing Address

400 Buckwalter Place Blvd
Bluffton, South Carolina 29910

Telephone Number

800-918-8924

CareCore National is not a subsidiary or affiliate of any other organization.

2. Describe your organization's form of business (i.e., individual, sole proprietor, corporation, non-profit corporation, partnership, limited liability company) and detail the names, mailing address, and telephone numbers of its officers and directors and any partners (if applicable).

CareCore National is a privately held, for-profit, limited liability corporation (LLC).

Donald R. Ryan, Chief Executive Officer
Doug Tardio, Chief Operating Officer
Shelley Weiner, MD, Executive Vice President, Chief Medical Officer
Richard Weinger, MD, Executive Vice President, Chief Medical Officer, Corporate Strategies
Kevin Ryan, Executive Vice President, Specialty Products
William Moore, Chief Technology Officer
Michael Joslin, Executive Vice President, Sales and Marketing
William Tausig, Chief Financial Officer
Robert Moses, Executive Vice President, General Council
Bartley Bryt, MD, Executive Vice President, Clinical Director, Specialty
Kathleen Oelschlager, Executive Vice President, Network Management
David Peeples, Vice President, Account Management

The address for all officers is 400 Buckwalter Place Blvd, Bluffton, South Carolina, 29910. The telephone number for all officers is 800-918-8924.

3. Provide the name and address of any health professional that has at least a five percent (5%) financial interest in your organization, and the type of financial interest.

East River Medical Imaging, PC (a Radiology Provider in New York, NY) is an LLC partner. Nassau Radiological Group, PC is an LLC partner. CP Radiology, PC is an LLC partner.

4. Provide your federal taxpayer identification number and Louisiana taxpayer identification number.

Federal Taxpayer Identification Number
14-1831391

CareCore National does not have a Louisiana taxpayer identification number.

5. Provide the name of the state in which you are incorporated and the state in which you are commercially domiciled. If out-of-state, provide the name and address of the local representative; if none, so state.

CareCore National, LLC is incorporated in New York State. CareCore National is commercially domiciled in the State of South Carolina.

Local Representative

Donald R. Ryan
Chief Executive Officer
CareCore National, LLC.
400 Buckwalter Place Blvd
Bluffton, South Carolina 29910

- 6. If you have been engaged by DHH within the past twenty-four (24) months, indicate the contract number and/or any other information available to identify the engagement; if not, so state.**

CareCore National has not been engaged by DHH within the past twenty-four (24) months.

- 7. Provide a statement of whether there have been any mergers, acquisitions, or sales of your organization within the last ten years, and if so, an explanation providing relevant details. If any change of ownership is anticipated during the 12 months following the Proposal Due Date of 6/24/2011, describe the circumstances of such change and indicate when the change is likely to occur. Include your organization's parent organization, affiliates, and subsidiaries.**

In 2007, CareCore National merged with OncoMetrix, Inc.—an oncology management company that specialized in quality and utilization of oncology drugs and therapeutic agents.

No change of ownership is anticipated during the 12 months following the Proposal Due Date of 6/24/11.

- 8. Provide a statement of whether you or any of your employees, agents, independent contractors, or subcontractors have ever been convicted of, pled guilty to, or pled nolo contendere to any felony and/or any Medicaid or health care related offense or have ever been debarred or suspended by any federal or state governmental body. Include an explanation providing relevant details and the corrective action plan implemented to prevent such future offenses. Include your organization's parent organization, affiliates, and subsidiaries.**

CareCore National nor any of its employees, agents, independent contractors or subcontractors have ever been convicted of, pled guilty to, or pled nolo contendere to any felony and/or any Medicaid or health care related offense or have ever been debarred or suspended by any federal or state governmental body.

- 9. Provide a statement of whether there is any pending or recent (within the past five years) litigation against your organization. This shall include but not be limited to litigation involving failure to provide timely, adequate or quality physical or behavioral health services. You do not need to report workers' compensation cases. If there is pending or recent litigation**

against you, describe the damages being sought or awarded and the extent to which adverse judgment is/would be covered by insurance or reserves set aside for this purpose. Include a name and contact number of legal counsel to discuss pending litigation or recent litigation. Also include any SEC filings discussing any pending or recent litigation. Include your organization's parent organization, affiliates, and subsidiaries.

Current and Pending Litigation in which CareCore National is involved is listed below. CareCore National General Counsel is Robert Moses, 800-918-8924 ext. 20132. All/any judgments are covered by insurance and/or Company reserves set aside for these purposes.

Medical Diagnostic Imaging, et al. v. CCN, et al.
COURT: United States District Court for the Southern District of New York
TYPE: Action alleging inappropriate exclusion from provider networks
DATE OF FILING: September 27, 2006
CURRENT STATUS: Cross-Motions for Summary Judgment were decided on 10/21/2010 with Plaintiffs' *per se* arguments under the Sherman Act removed from the case, and the remainder of the allegations put off to trial. No trial schedule has been established.
DAMAGES CLAIMED: \$9,430,110

Allen Rothpearl, M.D., P.C., d/b/a Jericho Specialty Imaging v. CareCore National, et al.
COURT: United States District Court for the Eastern District of New York
DATE OF FILING: May 12, 2008; June 25, 2008-Amended Complaint
TYPE: Action alleging inappropriate exclusion from provider networks
CURRENT STATUS: Motions to dismiss and for summary judgment are pending, however the Court has set a trial date of September 2010.
DAMAGES CLAIMED: \$1,000,000

Stand-Up MRI of the Bronx, P.C., et al v. CareCore National, LLC, et al.
COURT: United States District Court for the Eastern District of New York
DATE OF FILING: July 22, 2008
TYPE: Action alleging inappropriate exclusion from provider networks
CURRENT STATUS: Trial of the matter has concluded with a jury verdict for Plaintiffs of approximately 11.3 million before trebling. CareCore National has filed a motion to vacate the jury verdict and enter judgment in CareCore National's favor (Motion for Judgment as a Matter of Law) or alternatively grant a new trial. If we are not successful in these motions an appeal to the United States Court of Appeals for the Second Circuit is expected to be filed shortly thereafter.
DAMAGES CLAIMED: \$11.3 million

Steven Cohn, M.D. and Michael K. Dovnarsky, M.D. v. Horizon Blue Cross Blue Shield of N.J., et al.
DATE OF FILING: December 15, 2009
TYPE: Antitrust and other claims alleging that Horizon Blue Cross Blue Shield of New Jersey and CareCore are improperly refusing to cover and pay for certain services rendered by plaintiff doctors.
CURRENT STATUS: Motion for Leave to File Amended complaint pending. The motion was argued on April 19, 2011.

DAMAGES CLAIMED: Compensatory and punitive damages, costs of suit and reasonable attorneys' fees.

Staten Island Physician Practice v. CareCore National, LLC

COURT: Richmond County Supreme Court, New York

DATE OF FILING: October 25, 2010

TYPE: Action to force application of criteria for inclusion in one health plan network to be used for inclusion in other health plan networks.

CURRENT STATUS: A motion to dismiss the claim is pending.

DAMAGES CLAIMED: None in this action.

- 10. Provide a statement of whether, in the last ten years, you or a predecessor company has filed (or had filed against it) any bankruptcy or insolvency proceeding, whether voluntary or involuntary, or undergone the appointment of a receiver, trustee, or assignee for the benefit of creditors. If so, provide an explanation providing relevant details including the date in which the company emerged from bankruptcy or expects to emerge. If still in bankruptcy, provide a summary of the court-approved reorganization plan. Include your organization's parent organization, affiliates, and subsidiaries.**

CareCore National, LLC nor its predecessor company has ever filed for any bankruptcy or insolvency proceedings, whether voluntary or involuntary.

- 11. If your organization is a publicly-traded (stock-exchange-listed) corporation, submit the most recent United States Securities and Exchange Commission (SEC) Form 10K Annual Report, and the most-recent 10-Q Quarterly report.**

CareCore National is not publicly traded but is a privately held, for-profit, limited liability corporation (LLC).

- 12. Provide a statement whether there have been any Securities Exchange Commission (SEC) investigations, civil or criminal, involving your organization in the last ten (10) years. If there have been any such investigations, provide an explanation with relevant details and outcome. If the outcome is against the organization, provide the corrective action plan implemented to prevent such future offenses. Also provide a statement of whether there are any current or pending Securities Exchange Commission investigations, civil or criminal, involving the Organization, and, if such investigations are pending or in progress, provide an explanation providing relevant details and provide an opinion of counsel as to whether the pending investigation(s) will impair the Organization's performance in a contract/Agreement under this RFP. Include your organization's parent organization, affiliates, and subsidiaries.**

There have been no Securities Exchange Commission investigations, civil or criminal, involving CareCore National in the last ten years. There are no current or pending Securities Exchange Commission investigations, civil or criminal, involving CareCore National. CareCore National has no parent organization, affiliates or subsidiaries.

- 13. If another corporation or entity either substantially or wholly owns your organization, submit the most recent detailed financial reports for the parent organization. If there are one (1) or more intermediate owners between your organization and the ultimate owner, this additional requirement is applicable only to the ultimate owner.**

No other corporation or entity substantially or wholly owns CareCore National.

- a. **Include a statement signed by the authorized representative of the parent organization that the parent organization will unconditionally guarantee performance by the proposing organization of each and every obligation, warranty, covenant, term and condition of the Contract.**

Not applicable. CareCore National does not have a parent organization.

14. Attach a personnel roster and resumes of key people who shall be assigned to perform duties or services under the Contract, highlighting the key people who shall be assigned to accomplish the work required by this RFP and illustrate the lines of authority.

- a. **Submit current resumes of key personnel documenting their educational and career history up to the current time. Include information on how long the personnel have been in these positions and whether the position included Medicaid managed care experience.**

Donald R. Ryan, Chief Executive Officer, is responsible for the overall business development and direction of the management team. He earned an undergraduate degree from Providence College and a Master's Degree in Healthcare Administration from St. Louis University.

Mr. Ryan has more than 30 years of experience in the health industry, working in both payer- and provider-based organizations. His consulting experience has exposed him to a broad spectrum of healthcare business related issues. Mr. Ryan was instrumental in the founding, development and long term success of CareCore National.

Years with company: 16

Douglas K. Tardio, President and Chief Operating Officer, is responsible for the ongoing operations of the organization including Account Management, Call Center Management, Network Management and Information Systems. He holds a degree in Economics from Hampden-Sydney College in Virginia.

Mr. Tardio has extensive experience within the managed healthcare market, holding senior positions with both Oxford Health plans and Aetna, Inc. At Aetna Inc., he had responsibility for medical costs and provider networks for over a million insured lives in three states and the District of Columbia.

Years with company: 9

Shelley Weiner, M.D., Executive Vice President and Chief Medical Officer, is board-certified in diagnostic radiology and is certified by the American Board of Quality

Assurance and Utilization Review Physicians and has over 30 years experience in both academic and private practice settings. In 1995, Dr. Weiner assumed the position of chairperson of the CareCore National Utilization Committee. In this capacity, Dr. Weiner oversaw the development of the Utilization Management and Quality Management Policies and Procedures and played a key role in writing and research of the clinical criteria. Dr. Weiner remains responsible for the ongoing review and development of the criteria. In 2007, Dr. Weiner assumed the role of Chief Medical Officer of CareCore National.

Years with company: 16

Michael Joslin, Executive Vice President, Sales and Marketing oversees strategic marketing and business development. Mr. Joslin began his health care career with Baxter Healthcare Corporation as a marketing manager in their PBM division and then moved on to Baxter's Caremark division as a Regional Manager.

Co-founder and Chief Operating Officer of OncoScripts, Inc, an oncology focused specialty pharmacy; Mr. Joslin integrated the company with CuraScript Pharmacy, Inc in 2001. As Executive Vice President and principal in CuraScript Pharmacy, Mr. Joslin was responsible for CuraScript's oncology division. Prior to joining CareCore National through the merger of OncoMetrix, Inc in 2007, Mr. Joslin served as President of OncoMetrix, Inc.

Years with company: 12 (4 with CareCore National, 8 with OncoMetrix)

William B. Tausig, Executive Vice President and Chief Financial Officer, has extensive experience in the financial management of managed care organizations. Prior to joining CareCore National, Mr. Tausig held senior management positions with two healthcare organizations with responsibility for the corporate accounting, treasury, underwriting, medical economics, and information technology of hospital, provider and managed care operations. In addition, he worked in public accounting at PricewaterhouseCoopers. He is a graduate with distinction from Virginia Polytechnic Institute and State University and is a Certified Public Accountant.

Years with company: 12

Kathleen M. Oelschlager, Executive Vice President, Network Management, has held multiple leadership positions within the healthcare industry. She has specialized in new product development and has extensive experience with both managed care and self-insured programs. Her experience provides her with a unique perspective of managed care delivery issues from both the health plan and provider's viewpoint. She understands that managing business relationships between providers, subscribers and health plans requires the ability to understand the market pressures and operating environments of each party. Ms. Oelschlager has been with the company since its inception and served as Executive Director from 1994 through January 2001. She is a graduate of Marist College.

Years with company: 16

Kevin Ryan, Executive Vice President, Specialty Products, received a BS degree in Engineering Management from the United States Military Academy in New York. Mr. Ryan has extensive project, personnel and equipment management experience in several large organizations including Booz Allen Hamilton.

Mr. Ryan has held a number of key positions with CareCore National since his arrival in March 2005. While serving as Vice President of Information Systems Mr. Ryan successfully converted a large multi-faceted environment to an organized scalable application with systematic policies and procedures for testing and maintenance. Mr. Ryan has led numerous client implementations for CareCore National in his roles as Senior Vice President of Provider and Payor Accounts and Executive Vice President of Operations. These roles have provided him with a very detailed knowledge of Specialty Benefit Management for medical specialties as well as a broad based knowledge of healthcare delivery systems, provider contracting, payor information systems, technology requirements and provider reimbursement and claims processing.

Years with company: 6 years

William A. Moore, Executive Vice President and Chief Technology Officer, is responsible for long term direction setting of CareCore National's information technology platforms. Additionally, Mr. Moore directs strategic software and systems development and manages CareCore National's core vendor and development relationships. He holds degrees in Finance, Economics and Information Systems from Xavier University.

Mr. Moore has more than 18 years of industry experience including 10 years of product consulting on AT&T core networks. His experience in managing large scale complex networks enables CareCore National to integrate CareCore's evidence-based medicine solutions into client and industry wide environments by mobilizing novel software, analytic and communications infrastructure.

Years with company: 5 years

Richard Weininger, M.D., Executive Vice President, for Corporate Strategies, is a board-certified oncologist and hematologist. He is a graduate of Columbia University and a former faculty member of the Yale University School of Medicine. He has practiced in the community and academic settings and has more than twenty years of experience in the managed care industry. He is the founder of Primergy, Inc. (a capitated medical network management company) and also the founder of OncoMetrix, which merged with CareCore National in 2007. He has recently helped create PathForward Oncology, a joint venture between D3 Oncology and the University of Pittsburg Medical Center (UPMC) and CareCore National, LLC. PathForward Oncology was formed to bring UPMC's expertise in medical oncology pathways to the forefront of managed oncology services.

Years with company: 12 (4 with CareCore National, 8 with OncoMetrix)

A. Bartley Bryt, MD, MPH, Executive Vice President of Product Development at CareCore National is a board-certified pediatrician and Fellow of the American Academy of Pediatrics. He completed his residency and chief resident year at New York University, a fellowship at Cornell in the Department of Public Health and received his Masters from Columbia School of Public Health. He is an Assistant Professor in Public Health at the Weill-Cornell Medical School where he continues to teach public health. He was in private practice with the Kaiser Permanente medical group before leaving to work at Oxford Health Plans. He served in many roles for 12 years at Oxford Health Plans and subsequently for UnitedHealthcare where, prior to his leaving, he was responsible for the business, operational and clinical aspects of clinical vendor programs.

Years with company: 2

David Peebles, Vice President, Account Management, received a BS degree in Systems Engineering from the United States Military Academy in New York. Mr. Peebles has held numerous leadership positions in both privately, and publicly held organizations. He has extensive experience managing customer relationships.

Mr. Peebles oversees the account management department and is responsible for the relationships spanning all health plans and associated products for CareCore National. His responsibilities include implementation of plans to guarantee customer requirements and satisfaction, forward looking analysis to address customer future need, and day to day operations of the account management department.

Years with company: 2

Lynnette Becks, RN, Vice President, Clinical Services, oversees the daily operations of clinical-related services, including the Appeals/Reconsideration and Call Center at all CareCore National locations. Ms. Becks received a BS in Nursing from Ursuline College and a Masters in Public Administration from Cleveland State University. Her extensive background in health care management includes management roles in clinical and managed care environments. Ms. Becks' experience includes Executive level positions at WellPoint, QualChoice and UnitedHealthcare of Ohio.

Years with company: 2

- b. If any of your personnel named is a current or former Louisiana state employee, indicate the Agency where employed, position, title, termination date, and last four digits of the Social Security Number.

Not applicable.

- c. For key positions/employees which are not full time provide justification as to why the position is not full time. Include a description of their other duties and the amount of time allocated to each.

Not applicable.

15. Identify (IN THE ATTACHED EXCEL DOCUMENT), all of your organization's publicly-funded managed care contracts for Medicaid/CHIP and/or other low-income individuals within the last five (5) years. In addition, identify, in Excel format your organization's ten largest (as measured by number of enrollees) managed care contracts for populations other than Medicaid/CHIP and/or other low-income individuals within the last five (5) years. For each prior experience identified, provide the trade name, a brief description of the scope of work, the duration of the contract, the contact name and phone number, the number of members and the population types (e.g., TANF, ABD, duals, CHIP), the annual contract payments, whether payment was capitated or other, and the role of subcontractors, if any. If your organization has not had any publicly-funded managed care contracts for Medicaid/SCHIP individuals within the last five (5) years, identify the Organization's ten largest (as measured by number of enrollees) managed care contracts for populations other than Medicaid/CHIP individuals within the last five (5) years and provide the information requested in the previous sentence. Include your organization's parent organization, affiliates, and subsidiaries.

PLEASE COMPLETE THIS QUESTION IN THE ATTACHED EXCEL DOCUMENT.

16. Identify whether your organization has had any contract terminated or not renewed within the past five (5) years. If so, describe the reason(s) for the termination/non-renewal, the parties involved, and provide the address and telephone number of the client. Include your organization's parent organization, affiliates, and subsidiaries.

No, CareCore National has not had a managed care contract terminated or not renewed for any reason with the past five years.

- a. **If the contract was terminated/non-renewed, based on your organization's performance, describe any corrective action taken to prevent any future occurrence of the problem leading to the termination/non-renewal. Include your organization's parent organization, affiliates, and subsidiaries.**

Not applicable.

17. As applicable, provide (in table format) the Organization's current ratings as well as ratings for each of the past three years from each of the following:

- a. **AM Best Company (financial strengths ratings);**
- b. **TheStreet.com, Inc. (safety ratings); and**
- c. **Standard & Poor's (long-term insurer financial strength).**

As a Specialty Benefits Management Company, CareCore National is licensed to perform utilization management on behalf of insurance companies, health maintenance organizations and other third-party payors. In addition, the Company has formed Independent Practice Associations and Organized Delivery Systems pursuant to certain risk arrangements. As the Company does not provide comprehensive health benefits, the Company is not licensed as an insurance company and is not rated by AM Best Company, TheStreet.com, Inc. or Standard & Poor's. The following is a summary of the Company and its financial strength.

CareCore National is a privately owned limited liability company that began operations in 1995. The Company has 75 owners (members) consisting primarily of management, radiologists and radiology groups. Since the beginning of 2010, the Company implemented 15 utilization management programs for 10 Health Plans with covered lives ranging from 20,000 to more than 12,000,000. Currently, the Company provides specialty benefits management for approximately 50 million Health Plan covered lives. This includes Medicaid enrollees in Medicaid Managed Care Plans in various states.

The Company is financially strong and growing. Members' Capital of \$53.0 million at March 31, 2011 has increased from \$4.4 million at the end of 2005 and is more than 46% of Total Assets of \$115 million. The growth in Members' Capital is primarily from the earnings growth of the Company. Revenue in 2011 is estimated to be \$560 million, an increase of 9% from the prior year and 90% since 2005. Assets consist primarily of cash, short-term investments and funds held by our Health Plan customers aggregating \$61.1 million as of March 31, 2011 compared to \$34.4 million as of December 31, 2005. Liabilities consist primarily of claim and trade payables aggregating \$26.0 million as of March 31, 2011 compared to \$25.8 million as of December 31, 2005. Our current ratio (current assets to current liabilities) has improved to 2.18 as of March 31, 2011 compared to 1.15 at the end of 2005.

Legal contingencies include three federal cases that allege various antitrust violations. In November 2010, a jury returned a verdict of \$11.7 million for the Plaintiffs in one of these cases. The damage award which is subject to trebling and a potential award of attorney's fees could be nearly \$40.0 million which is not covered by insurance.

However, no judgment has been entered as of early June 2011 – more than 6 months after the jury verdict. Management believes that the verdict was not supported by the evidence or the law, and a post trial motion has been submitted seeking a judgment as a matter of law, or in the alternative, a new trial. Plaintiffs have also filed a post trial motion seeking a permanent injunction that would admit them into the provider networks that the Company manages for four health plans, and would require, among other things, the Company to alter the composition of its ownership to remove practicing radiologists. Both post trial motions were fully submitted on February 8, 2011, and we are awaiting a decision. If the Company's post trial motion is unsuccessful, the Company intends to appeal the case to the Second Circuit Court of Appeals. Nevertheless, the Company does have the financial wherewithal to incur the potential jury award and attorney fees of nearly \$40 million in the event we are not successful in either vacating the verdict or reducing the damages award. Cash of more than \$20 million as well as other sources of financing are available in the unlikely event that a stay of execution of a judgment in the matter is not available.

The remaining two antitrust cases have not yet gone to trial. Management, after consultation with outside counsel and outside experts, believes it has meritorious defenses and intends to vigorously defend its position in the two remaining cases. Due to the nature of these matters, the outcome is not reasonably estimable nor can there be any assurance that the Company's efforts will be successful. Sources of financing are available in the event the final judgment in these matters is in excess of available insurance limits.

In summary, the Company is financially strong and our outlook is for continued revenue and earnings growth.

18. For any of your organization's contracts to provide physical health services within the past five years, has the other contracting party notified the Proposer that it has found your organization to be in breach of the contract? If yes:

No. CareCore National never been notified by a contracting party that our organization has been in breach of the contract.

- a. **Provide a description of the events concerning the breach, specifically addressing the issue of whether or not the breach was due to factors beyond the Proposer's control.**
- b. **Was a corrective action plan (CAP) imposed? If so, describe the steps and timeframes in the CAP and whether the CAP was completed.**
- c. **Was a sanction imposed? If so, describe the sanction, including the amount of any monetary sanction (e.g., penalty or liquidated damage).**
- d. **Was the breach the subject of an administrative proceeding or litigation? If so, what was the result of the proceeding/litigation? Include your organization's parent organization, affiliates, and subsidiaries.**

19. Indicate whether your organization has ever sought, or is currently seeking, National Committee for Quality Assurance (NCQA) or American

Accreditation HealthCare Commission (URAC) accreditation status. If it has or is, indicate current NCQA or URAC accreditation status and accreditation term effective dates if applicable.

CareCore National is currently NCQA certified and URAC accredited for utilization management.

CareCore National has held URAC accreditation for utilization management since 2001. The most recent review was July 2010 which resulted in a renewal of accreditation valid through August 1, 2013.

CareCore National has held NCQA certification for utilization management since 2005. The most recent review was October 2010 which resulted in a renewal of certification valid until November 30, 2012.

20. Have you ever had your accreditation status (e.g., NCQA, URAC,) in any state for any product line adjusted down, suspended, or revoked? If so, identify the state and product line and provide an explanation. Include your organization's parent organization, affiliates, and subsidiaries.

No. CareCore National has never had its NCQA certification or URAC accreditation adjusted down, suspended or revoked.

21. If you are NCQA accredited in any state for any product line, include a copy of the applicable NCQA health plan report cards for your organization. Include your organization's parent organization, affiliates, and subsidiaries.

CareCore National is NCQA accredited as a Utilization Management Organization, therefore, does not receive health plan report cards.

22. Provide (as an attachment) a copy of the most recent external quality review report (pursuant to Section 1932(c)(2) of the Social Security Act) for the Medicaid contract identified in response to item #15 above that had the largest number of enrollees as of January 1, 2011. Provide the entire report. In addition, provide a copy of any corrective action plan(s) requested of your organization (including your organization's parent organization, affiliates, and subsidiaries) in response to the report.

Not applicable. CareCore National manages 4.3 million Medicaid lives through its Radiology Benefits Management Programs. These lives are managed under Commercial clients with Medicaid membership as opposed to managed directly under a state Medicaid program.

23. Identify and describe any regulatory action, or sanction, including both monetary and non-monetary sanctions imposed by any federal or state regulatory entity against your organization within the last five (5) years. In addition, identify and describe any letter of deficiency issued by as well as

any corrective actions requested or required by any federal or state regulatory entity within the last five (5) years that relate to Medicaid or CHIP contracts. Include your organization's parent organization, affiliates, and subsidiaries.

Not Applicable. CareCore National has never had any regulatory action, or sanction, including both monetary and non-monetary sanctions imposed by any federal or state regulatory entity against our company. .

24. Provide a statement of whether your organization is currently the subject or has recently (within the past five (5) years) been the subject of a criminal or civil investigation by a state or federal agency other than investigations described in response to item #12 above. If your organization has recently been the subject of such an investigation, provide an explanation with relevant details and the outcome. If the outcome is against your organization, provide the corrective action plan implemented to prevent such future offenses. Include your organization's parent company, affiliates and subsidiaries.

CareCore National has never been the subject of a criminal or civil investigation by a state or federal agency.



EVIDENCE-BASED SPECIALTY BENEFIT MANAGEMENT

June 7, 2011

Wade Davenport
Director, Strategic Sourcing
WellCare Health Plans, Inc.
8735 Henderson Road
Renaissance Two
Tampa, FL 33634

Dear Mr. Davenport:

We understand that the Louisiana Department of Health and Hospitals ("DHH") is soliciting competitive proposals for managed care services through Medicaid Coordinated Care Network Request for Proposals (RFP # 305PUR-DHHRFP-CCN-P-MVA) (the "RFP"), and that WellCare Health Plans, Inc., through certain affiliates ("WellCare"), intends to respond to the RFP.

We also understand that, pursuant to the RFP Proposal Submission and Evaluation Requirements, Part II, Item B.7, WellCare is required to submit from the parent organization of each major subcontractor a statement that the parent organization will guarantee performance by the subcontractor.

Please accept this correspondence as the required statement that CareCore National, LLC., a proposed subcontractor for WellCare's Medicaid managed care business in the State of Louisiana, will guarantee performance by CareCore National, LLC. of each and every obligation, warranty, covenant, term and condition of the WellCare Health Plan contracts.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael Joslin', written over a horizontal line.

Michael Joslin
Executive Vice President
CareCore National, LLC.

Information contained in this document is Proprietary and Confidential.

Below please list all of your organization's publicly funded managed care contracts for Medicaid/CHIP and/or other low income individuals within the last five (5) years.

Type of Publicly Funded Managed Care Contract (ex: Medicare, Medicaid, CHIP, SCHIP, and/or other low income individuals)	Trade Name	Description of Scope of Work	Duration of Contract	Contact Name	Contact Phone Number	Number of Members	Population Types (ex: TANF, ABD, Duals, CHIP)	Annual Contract Payments	Type of Payment (ex: Capitated or Other)	Role of any additional subcontractor (if any)
WellCare		Radiology	3 years	David Adams	813-206-6573	1,381,630	Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
AmeriChoice		Radiology	3 years	Rikki Goldenberg	561-451-0872	1,387,216	TANF, ABD, Duals, CHIP	X	ASO	None
Affinity Health Plan		Radiology	3 years	Lance Smalls	718-794-3134	277,322	Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
Health First		Radiology	3 years	Susan Kwon	212-801-1505	606,152	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
Excellus		Radiology	3 years	Cindy Drexler	585-339-7903	1,113,217	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
Rocky Mountain Health Plan		Radiology	3 years	Beth Wilcox	970-248-5030	119,044	Commercial, TANF, ABD, Duals, CHIP	X	ASO	None
Coventry		Radiology	3 years	Anita Morin	301-581-5675	241,821	TANF, ABD, Duals, CHIP	X	ASO	None
EmblemHealth		Radiology, Cardiology	3 years	Jim Graff	646-447-7621	1,264,493	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	Risk	None
HealthPlus of Michigan		Radiology	3 years	Joan Cieslak	810-733-1938	212443	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	ASO	None

X= Annual Contract Payments \$57,944,159

list all of your organization's 10 largest (as measured by number of enrollees) managed care contracts for populations other than Medicaid/CHIP and/or other low income individuals within the last five (5) years.

Type of Managed Care Contract	Trade Name	Description of Scope of Work	Duration of Contract	Contact Name	Contact Phone Number	Number of Members	Population Types (ex: TANF, ABD, Duals, CHIP)	Annual Contract Payments	Type of Payment (ex: Capitated or Other)	Role of any additional subcontractor (if any)
United Healthcare		Radiology, Cardiology	3 years	Laura Fischer	952-992-5675	10,443,000	Commercial	X	ASO	None

BCBS Alabama		Radiology	3 years	Scott Walker	205-220-6070	1,855,687	Commercial, Medicare	X	ASO	None
Horizon BCBS of New Jersey		Radiology, Cardiology, Musculoskeletal, Medical Oncology, Radiation Therapy	3 years	Douglas Vasquez	973-466-5660	2,787,217	Commercial, Medicare	X	Risk	None
Excellus		Radiology	3 years	Cindy Drexler	585-339-7903	1,113,217	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
Aetna		Radiology, Cardiology, Medical Oncology, Radiation Therapy, Sleep	3 years	Ron Caviness	860-848-8787	839,267	Commercial, Medicare	X	ASO	None
EmblemHealth		Radiology, Cardiology	3 years	Jim Graff	646-447-7621	1,264,493	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	Risk	None
Oxford Health Plans		Radiology, Cardiology, Radiation Therapy	3 years	Allyson Bogen	203-737-7514	1,539,677	Commercial, Medicare	X	Risk	None
Ovations		Radiology, Cardiology	3 years	Audrey Horton	952-931-5412	1,058,026	Commercial, Medicare	X	ASO	None
Health First		Radiology	3 years	Susan Kwon	212-801-1505	606,152	Commercial, Medicare, TANF, ABD, Duals, CHIP	X	ASO	None
AvMed		Radiology	3 years	Karen Ross	352-337-8906	281,285	Commercial, Medicare	X	ASO	None

**X= Annual Contract Payments
\$470,459,026**