



FILED

AUG 16 2013

OFFICE OF  
INSURANCE REGULATION  
Docketed by: *ZZ*

OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY  
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 133750-13

BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC.  
d/b/a FLORIDA BLUE Application for  
Reorganization to a Mutual Insurance Holding Company  
Structure

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**ORDER APPROVING REORGANIZATION  
BUT PROHIBITING THE SALE OF STOCK**

THIS CAUSE came on for consideration upon the filing with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE") of an application for a reorganization of BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC. d/b/a FLORIDA BLUE, its successors and assigns (APPLICANT). The Plan of Reorganization (Plan) proposes to create GUIDEWELL MUTUAL HOLDING COMPANY, (GUIDEWELL MUTUAL or NEWCO MIHC), a not-for-profit mutual insurance holding company owned by policyholder-members at the top of the organization. The proposed Plan would then transfer one billion, six hundred million U.S. Dollars (\$1,600,000,000) in assets (estimated by APPLICANT), including substantially all of the stock of subsidiary companies from FLORIDA BLUE, a not-for-profit mutual insurance company to a new affiliated

for profit, non-insurance company affiliated stock company, referred to as NEWCO or GUIDEWELL HEALTH GROUP, INC., (GUIDEWELL HEALTH).

### **CHARACTER OF THE TRANSACTION**

1. The transfer of substantially all of the assets from a not-for-profit corporation requires approval of the majority of members voting under the statute governing not-for-profit corporations, Section 617.1202, Florida Statutes. Chapter 628, Florida Statutes also requires member approval of a plan of reorganization into a mutual insurance holding company system. Although APPLICANT's Plan is contingent upon securing member approval, it has not characterized the proposed transaction as a demutualization, but rather as a reorganization under Chapter 628, Florida Statutes.

2. The Dictionary of Insurance Terms, fifth edition, by Henry W. Rubin (2008), defines "demutualization" as "conversion of form of ownership from a mutual insurance company to a stock insurance company." The dictionary further comments that, "Interest in demutualization of life insurance companies surged in the early 1980's among many large mutual companies because they felt they needed new sources of capital to compete in the financial services revolution."

3. APPLICANT has asserted that because of the new federal Affordable Care Act, it needs to be more flexible and to be able to transition to a "Health Solutions Company." At the hearing on this application, the APPLICANT described the proposed reorganization as supporting a change to a broader mission. The reasons for the reorganization were further recited in a fairness opinion.

4. APPLICANT has represented that the proposed transaction does not effect the beginning of a demutualization. However, as permitted by Sections 628.709(1) and 628.711(1)(c), Florida Statutes, assets will be moved from a not-for-

profit mutual insurance company to an affiliated for-profit stock company. As proposed, the Plan provides: “Florida Blue shall contribute all of its shares in Diversified Service Options, Inc., Navigy Holdings, Inc., and Diversified Health Services, Inc. (the three entities collectively, the “Subsidiaries”), constituting 100 percent of the total number of issued and outstanding shares of each of them, and certain real estate, property and equipment, stocks and bonds of Florida Blue to [GUIDEWELL HEALTH]....” (p. 12 Proxy Statement).

5. APPLICANT testified at the hearing that it had no current plans to sell stock of either FLORIDA BLUE or GUIDEWELL HEALTH. However, the Articles of Incorporation would allow the sale of up to forty-nine percent (49%) of the stock of FLORIDA BLUE or GUIDEWELL HEALTH. APPLICANT has not been specific about any future plans to sell stock other than to say that it may do so in the future but had no current plans.

6. The guiding statute for approval of a reorganization under Part III of Chapter 628, Florida Statutes, requires the OFFICE to disapprove a plan of reorganization unless the OFFICE finds that it is fair and equitable to the members of the mutual insurance company. To evaluate the fairness of the plan, the OFFICE retained Raymond James & Associates, Inc., (Raymond James) to review the Plan and potentially issue an additional fairness opinion. Raymond James issued a fairness opinion that found the transaction to be fair and equitable “from a financial point of view to the [members] at the time of consummation of the plan of reorganization.” However, the scope of work performed by Raymond James did not include the type of evaluation that would be required if the Plan effected a demutualization. Raymond James also did not opine as to the fairness of any subsequent transaction that may result if stock is subsequently sold.

7. Raymond James admittedly would have performed additional procedures if the Plan had been one of demutualization. Typically, in a demutualization, the members of the mutual holding company would be compensated for the loss of their interests as owners of the mutual insurance company. In this case, the members' interest as mutual insurance company owners are moved to the new parent GUIDEWELL MUTUAL. The Plan is not a demutualization. However, the interests of the members could be diluted if the stock in GUIDEWELL HEALTH and/or FLORIDA BLUE were sold.

8. In order for the OFFICE to make the finding that the Plan is fair and equitable to the members, the sale of stock of FLORIDA BLUE and/or GUIDEWELL HEALTH is prohibited without the prior written approval of the OFFICE.

9. APPLICANT has represented that it makes annual tax deductible contributions to the not-for-profit charitable affiliate, BLUE CROSS AND BLUE SHIELD OF FLORIDA FOUNDATION, INC., to "improve the health and well being of Floridians and their communities through strategic grant-making." Further, APPLICANT has represented that it intends to continue to make such contributions in the future. However, these contributions do not constitute a payment to mutual members such as would be required in a demutualization.

10. Therefore, the OFFICE hereby approves the Plan, but prohibits the sale of stock of FLORIDA BLUE and/or GUIDEWELL HEALTH without prior approval of the OFFICE. With this restriction, the OFFICE finds that the members' interests are protected, and the Plan as approved is fair and equitable and affords the company some of the flexibility it seeks without unduly affecting the interest of the members of the not-for-profit FLORIDA BLUE.

11. The Plan provides for (1) the reorganization of the APPLICANT from a not-for-profit mutual insurance company to a stock insurance company under a mutual holding company structure pursuant to Part III, Chapter 628, Florida Statutes; and (2) the indirect acquisition of one hundred percent (100%) of the voting securities of HEALTH OPTIONS, INC. (HEALTH OPTIONS), and FLORIDA HEALTH CARE PLAN, INC. (FLORIDA HEALTH) by GUIDEWELL MUTUAL; and (3) the approval of the indirect acquisition of one hundred percent (100%) of the voting securities of COMP OPTIONS INSURANCE COMPANY, INC. (COMP OPTIONS) by GUIDEWELL MUTUAL, pursuant to Section 628.461, Florida Statutes; and (4) the approval of the indirect acquisition of five percent (5%) or more of the voting securities of FLORIDA COMBINED LIFE INSURANCE COMPANY, INC. (FLORIDA COMBINED LIFE) by GUIDEWELL MUTUAL, pursuant to Section 628.461, Florida Statutes; and (5) the approval of the indirect acquisition of five percent (5%) or more of the voting securities of FLORIDA TRUE HEALTH, INC. (FLORIDA TRUE HEALTH) by GUIDEWELL MUTUAL, pursuant to Section 628.4615, Florida Statutes; and (6) the approval of the indirect acquisition of five percent (5%) or more of the membership interests of CAPITAL HEALTH PLAN, INC. (CAPITAL HEALTH PLAN), pursuant to Section 628.4615, Florida Statutes, (collectively, may also be referred to as the "Application").

## FINDINGS

12. The OFFICE, having considered said Application, the evidence received at the public hearing, public comments received by mail and e-mail, the opinion of experts retained by FLORIDA BLUE and the OFFICE and being otherwise advised in the premises, finds as follows:

13. The OFFICE has jurisdiction over the subject matter and the parties.

14. APPLICANT is a not-for-profit mutual insurance company formed on July 1, 1980, operating pursuant to Part 1, Chapter 628, Florida Statutes, and authorized to transact accident and health insurance in the State of Florida through a subsisting Certificate of Authority issued by the OFFICE. Policyholders of APPLICANT are considered "members" of APPLICANT and have certain rights in their capacity as members, including the right to vote for directors and on other matters and to participate in the distribution of surplus upon demutualization of APPLICANT.

15. CAPITAL HEALTH PLAN is authorized to operate as a Health Maintenance Organization pursuant to Part I, Chapter 641, Florida Statutes and was formed on June 26, 1978. CAPITAL HEALTH PLAN is controlled fifty-one and eight tenths percent (51.8%) by APPLICANT.

16. COMP OPTIONS is a domestic insurer formed on July 28, 1997 and is authorized to write workers' compensation insurance in the State of Florida through a subsisting Certificate of Authority issued by the OFFICE. COMP OPTIONS is one hundred percent (100%) owned by Diversified Health Services, Inc. which is one hundred percent (100%) owned by APPLICANT.

17. HEALTH OPTIONS is authorized to operate as a Health Maintenance Organization pursuant to Part I, Chapter 641, Florida Statutes and was formed on February 29, 1984. HEALTH OPTIONS is one hundred percent (100%) owned by Diversified Health Services, Inc. which is one hundred percent (100%) owned by APPLICANT.

18. FLORIDA HEALTH is authorized to operate as a Health Maintenance Organization pursuant to Part I, Chapter 641, Florida Statutes and was formed on August 7, 2008. FLORIDA HEALTH also maintains a license to operate as a Third Party Administrator pursuant to Part VII, Chapter 626, Florida Statutes. FLORIDA HEALTH is owned one hundred percent (100%) by Diversified Health Services, Inc. which is one hundred percent (100%) owned by APPLICANT.

19. FLORIDA COMBINED LIFE is a domestic insurer formed on May 11, 1988 and is authorized to write life, group life & annuities, accident & health, and prepaid dental insurance in the State of Florida through a subsisting Certificate of Authority issued by the OFFICE. FLORIDA COMBINED LIFE is owned one hundred percent (100%) by LSV Partners, LLC which is owned fifty percent (50%) by Diversified Health Services, Inc. and fifty percent (50%) by Arkansas Blue Cross and Blue Shield.

20. FLORIDA TRUE HEALTH is authorized to operate as a Health Maintenance Organization pursuant to Part I, Chapter 641, Florida Statutes and was formed on December 19, 2011. FLORIDA TRUE HEALTH is owned fifty percent (50%) by Diversified Health Services, Inc. and fifty percent (50%) by AmeriHealth Caritas Health Plan.

21. On June 11, 2013, APPLICANT submitted an application for reorganization of APPLICANT, which, among other things, includes a Plan of Reorganization as revised and submitted to the OFFICE on August 15, 2013, a Proxy Statement (hereinafter referred to as

“Proxy”) to be sent to APPLICANT’s members, as revised and submitted to the OFFICE on August 15, 2013, a fairness opinion issued by J.P. Morgan Securities LLC as to the fairness to APPLICANT’s members of the exchange of membership interests in APPLICANT for membership interests in GUIDEWELL MUTUAL and proposed Articles of Incorporation and Bylaws and/or proposed Amended and Restated Articles of Incorporation and Bylaws, of the entities in the transaction. The Plan includes the following proposed steps and transactions in order to reorganize APPLICANT (Reorganization) which, once approved by the OFFICE, is also subject to the affirmative vote of at least the majority of votes cast by Eligible Members (as defined in the Plan) in a meeting of the Members as described in detail in the Plan and Proxy, to be held at a later date:

- a. GUIDEWELL MUTUAL’s Articles of Incorporation and Bylaws, attached as an exhibit to the Plan and as amended August 15, 2013, shall become effective;
- b. APPLICANT’s Articles of Incorporation and Bylaws shall be amended and restated for purposes of reorganizing as a stock insurance company under a mutual insurance holding company system, attached as an exhibit to the Plan and as amended August 15, 2013;
- c. APPLICANT shall issue shares of its common stock to GUIDEWELL MUTUAL in an amount constituting one hundred percent (100%) of the total number of issued and outstanding shares of common stock of APPLICANT;
- d. The membership interests of the members of APPLICANT shall become membership interests in GUIDEWELL MUTUAL in accordance with the Articles of Incorporation and Bylaws of NEWCO MIHC and the members’ membership interests in APPLICANT shall be extinguished;

- e. GUIDEWELL MUTUAL shall be admitted as a new member of the Blue Cross and Blue Shield of Florida Foundation, Inc.;
- f. GUIDEWELL HEALTH's Articles of Incorporation and Bylaws, attached as an exhibit to the Plan and as amended August 15, 2013, shall become effective;
- g. APPLICANT shall contribute one hundred percent (100%) of the total number of issued and outstanding shares of the Subsidiaries (as defined in the Plan) and the Non-Subsidiary Assets (as defined in the Plan) to NEWCO and NEWCO shall assume the liabilities and obligations associated therewith; and
- h. APPLICANT shall distribute one hundred percent (100%) of its shares of common stock of GUIDEWELL HEALTH to GUIDEWELL MUTUAL.

22. The Application represents that consummation of the Reorganization is subject to the satisfaction of certain conditions, including approval of the Plan and the transactions contemplated therein by the requisite vote of the Eligible Members, receipt by APPLICANT of a private letter ruling indication from the Internal Revenue Service or one or more opinions from its independent tax advisor regarding certain tax matters, and receipt of a "no-action" letter from the Securities and Exchange Commission or an opinion of legal counsel regarding certain federal securities laws matters. Further, the Plan represents that the Reorganization shall become effective on the Effective Date (as defined in the Plan) and that the coverage terms and provisions of the policies held by members will not be changed as a result of the Reorganization. If for any reason the Reorganization is not consummated, APPLICANT shall remain a not-for-profit mutual insurance company pursuant to the Plan, and APPLICANT will not be bound by the terms of this Order.

23. APPLICANT procured a fairness opinion from J.P. Morgan Securities, but that opinion related to the exchange of membership interests of mutual members, and did not make a specific

finding that the transaction was fair and equitable to members of FLORIDA BLUE which is the statutory standard found in Chapter 628, Florida Statutes. At the hearing, J.P. Morgan testified that the standard used in their opinion was different from the statutory standard of Part III of Chapter 628, Florida Statutes.

24. As part of the Application process, the OFFICE convened a public hearing in Miami, Florida on July 25, 2013 for the purpose of receiving public comments and objections to the proposed Plan. Members of APPLICANT were notified of the time, place, and purpose of the public hearing either by email, other electronic means/media, advertisements in local newspapers, and, together with the general public, were further informed of the hearing by notice published in the Florida Administrative Register. The record was held open for ten (10) days after the conclusion of the hearing. In addition, the OFFICE created an email address for the purpose of receiving additional public comments on the Plan and has considered said comments in the issuance of this Order.

25. APPLICANT has made material representations that none of the current and/or proposed officers and/or directors of APPLICANT, GUIDEWELL MUTUAL, GUIDEWELL HEALTH, CAPITAL HEALTH PLAN, COMP OPTIONS, HEALTH OPTIONS, FLORIDA HEALTH, FLORIDA COMBINED LIFE, and FLORIDA TRUE HEALTH have been found guilty of, or have pleaded guilty or nolo contendere to, a felony or a misdemeanor other than a minor traffic violation, without regard to whether a judgment of conviction was entered by the court.

26. APPLICANT further represents that it has submitted complete background information for each of the individuals referenced above and that if such material information

has not been provided to the OFFICE, any such individual(s) shall be removed as an officer and/or director within thirty (30) days of receipt of notification from the OFFICE.

27. If, upon receipt of notification from the OFFICE pursuant to the paragraph above, APPLICANT, GUIDEWELL MUTUAL, GUIDEWELL HEALTH, CAPITAL HEALTH PLAN, COMP OPTIONS, HEALTH OPTIONS, FLORIDA HEALTH, FLORIDA COMBINED LIFE, or FLORIDA TRUE HEALTH does not timely take the required corrective action, such failure to act would constitute an immediate danger to the public and the OFFICE immediately may suspend, revoke, or take other administrative action as it deems appropriate.

28. APPLICANT shall send a printed copy of the member letter and the full proxy along with the proxy card to each eligible member in advance of the annual meeting. APPLICANT shall submit to the OFFICE prior to the Effective Date, documentation of the outcome of the vote at the member meeting, certified by APPLICANT's Corporate Secretary.

29. APPLICANT has filed, and the OFFICE has relied upon the representations in the Plan, Plan of Operation, Proxy and supporting documents that APPLICANT has submitted with its Application. Prior written approval must be secured from the OFFICE prior to any material deviation from said Plan and/or Plan of Operation. APPLICANT has represented that the business plan of CAPITAL HEALTH PLAN, COMP OPTIONS, HEALTH OPTIONS, FLORIDA HEALTH, FLORIDA COMBINED LIFE, and FLORIDA TRUE HEALTH will not change as a result of this transaction. Said representation is material to the issuance of this Order.

30. APPLICANT has made representations that it will not change any existing executive compensation plans or adopt any new compensation plans as a result of this Reorganization. Said representations are material to the issuance of this Order.

31. APPLICANT has represented that there are no plans to sell stock in APPLICANT and/or GUIDEWELL HEALTH. As a result of this Reorganization, GUIDEWELL MUTUAL will own one hundred percent (100%) of the outstanding shares of APPLICANT and one hundred percent (100%) of the outstanding shares of GUIDEWELL HEALTH. The members of APPLICANT shall be the only members of GUIDEWELL MUTUAL. If APPLICANT and/or GUIDEWELL HEALTH elect to issue stock in the future, such an offering shall be subject to prior written approval by the OFFICE. Said representations are material to the issuance of this Order.

32. Except with respect to loan agreements existing on the date of this Order, GUIDEWELL HEALTH shall not pledge the stock of COMP OPTIONS, HEALTH OPTIONS, FLORIDA HEALTH, FLORIDA COMBINED LIFE, FLORIDA TRUE HEALTH nor its membership interest in CAPITAL HEALTH PLAN, without prior written consent of the OFFICE.

33. Any managerial, administrative or employee sharing arrangements involving APPLICANT, CAPITAL HEALTH PLAN, COMP OPTIONS, HEALTH OPTIONS, FLORIDA HEALTH, FLORIDA COMBINED LIFE, and FLORIDA TRUE HEALTH (DOMESTIC INSURERS) shall be in accordance with a formal written agreement, and must contain, at a minimum, the following:

- a. A requirement of monthly cash settlement of any expenses incurred for the month; and
- b. A clear delineation of the financial boundaries of each operation.

34. Further, the DOMESTIC INSURERS shall not bear any disproportional occupancy expenses for space which is occupied by any other affiliate and, upon examination, shall be prepared to demonstrate how the occupancy cost and space is allocated among them.

35. DOMESTIC INSURERS shall file updates to the Holding Company Registration Statement as required by Section 628.801, Florida Statutes, and Rule 69O-143.046, Florida Administrative Code.

36. GUIDEWELL MUTUAL shall file annual audited consolidated financial statement with the OFFICE, which shall include a separate schedule for GUIDEWELL HEALTH. If GUIDEWELL HEALTH obtains its own audited financial statements, it shall file it with the OFFICE.

37. APPLICANT shall, prior to the Effective Date, submit to the OFFICE a copy of a private letter ruling indication from the Internal Revenue Service or one or more opinions from its independent tax advisor regarding certain tax matters and a "no-action" letter from the Securities and Exchange Commission or an opinion of legal counsel regarding certain federal securities law matters.

38. APPLICANT shall, no later than ten (10) days after the Effective Date, submit to the OFFICE copies of executed Articles of Incorporation and Bylaws and any and all other documentation evidencing that the transactions have occurred, including a copy of the minutes of the meeting of the Board of Directors at which the final Plan was adopted.

39. APPLICANT has represented that all explanations, representations, and documents provided to the OFFICE in connection with APPLICANT's Application, including all attachments and supplements thereto, are true, and all representations and requirements set forth herein are material to the issuance of this Order, and fully describe all transactions, agreements, and understandings regarding the Reorganization of APPLICANT, the acquisition

of one hundred percent (100%) of the voting securities of COMP OPTIONS, HEALTH OPTIONS, and FLORIDA HEALTH by GUIDEWELL MUTUAL and the acquisition of fifty percent (50%) of the voting securities of FLORIDA COMBINED LIFE and FLORIDA TRUE HEALTH by GUIDEWELL MUTUAL and fifty-one point eight percent (51.8%) of the membership interest of CAPITAL HEALTH PLAN.

40. DOMESTIC INSURERS shall report to the OFFICE, Property and Casualty Financial Oversight, and/or Life and Health Financial Oversight any time that they are named as a party defendant in a class action lawsuit, within fifteen (15) days after the class is certified, and DOMESTIC INSURERS shall include a copy of the complaint at the time they report the class action lawsuit to the OFFICE.

41. Any prior Orders with respect to DOMESTIC INSURERS, except where provisions of such Orders have expired, have been superseded by subsequent Orders, or are inconsistent with this Order shall remain in full force and effect.

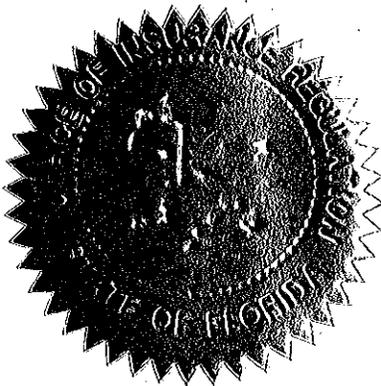
42. A list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's Office of Foreign Assets Control website, [www.treas.gov/ofac](http://www.treas.gov/ofac). DOMESTIC INSURERS shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Treasury Department's Office of Foreign Assets Control website.

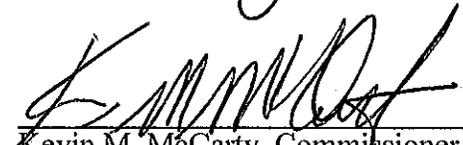
43. The deadlines set forth in this Order may be extended by written approval of the OFFICE.

WHEREFORE, subject to the conditions set forth above, including the restriction of the sale of stock of FLORIDA BLUE and/or GUIDEWELL HEALTH without prior written approval, the OFFICE hereby APPROVES the Reorganization of BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC. d/b/a FLORIDA BLUE to a Mutual Insurance Holding Company Structure, and the indirect acquisition of CAPITAL HEALTH PLAN, INC., COMP OPTIONS INSURANCE COMPANY, INC., HEALTH OPTIONS, INC., FLORIDA HEALTH CARE PLAN, INC., FLORIDA COMBINED LIFE INSURANCE COMPANY, INC., and FLORIDA TRUE HEALTH, INC. by GUIDEWELL MUTUAL.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 16<sup>th</sup> day of August, 2013.



  
Kevin M. McCarty, Commissioner  
Office of Insurance Regulation

## NOTICE OF RIGHTS

Pursuant to Sections 120.569 and 120.57, Florida Statutes and Rule Chapter 28-106, Florida Administrative Code (F.A.C.), you may have a right to request a proceeding to contest this action by the Office of Insurance Regulation (hereinafter the "Office"). You may request a proceeding by filing a Petition. Your Petition for a proceeding must be in writing and must be filed with the General Counsel acting as the Agency Clerk, Office of Insurance Regulation. If served by U.S. Mail the Petition should be addressed to the Florida Office of Insurance Regulation at 612 Larson Building, Tallahassee, Florida 32399-4206. If Express Mail or hand-delivery is utilized, the Petition should be delivered to 612 Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300. The written Petition must be received by, and filed in the Office no later than 5:00 p.m. on the twenty-first (21) day after your receipt of this notice. Unless your Petition challenging this action is received by the Office within twenty-one (21) days from the date of the receipt of this notice, the right to a proceeding shall be deemed waived. Mailing the response on the twenty-first day will not preserve your right to a hearing.

If a proceeding is requested and there is no dispute of material fact the provisions of Section 120.57(2), Florida Statutes may apply. In this regard you may submit oral or written evidence in opposition to the action taken by this agency or a written statement challenging the grounds upon which the agency has relied. While a hearing is normally not required in the absence of a dispute of fact, if you feel that a hearing is necessary one may be conducted in Tallahassee, Florida or by telephonic conference call upon your request.

If you dispute material facts which are the basis for this agency's action you may request a formal adversarial proceeding pursuant to Sections 120.569 and 120.57(1), Florida Statutes. If you request this type of proceeding, the request must comply with all of the requirements of Rule Chapter 28-106.201, F.A.C., must demonstrate that your substantial interests have been affected by this agency's action, and contain:

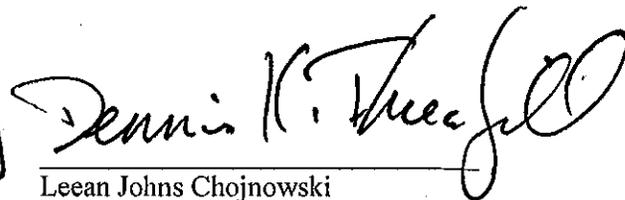
- a) A statement of all disputed issues of material fact. If there are none, the petition must so indicate;
- b) A concise statement of the ultimate facts alleged, including the specific facts the petitioner contends warrant reversal or modification of the agency's proposed action;
- c) A statement of the specific rules or statutes the petitioner contends require reversal or modification of the agency's proposed action; and
- d) A statement of the relief sought by the petitioner, stating precisely the action petitioner wishes the agency to take with respect to the agency's proposed action.

These proceedings are held before a State Administrative Law Judge of the Division of Administrative Hearings. Unless the majority of witnesses are located elsewhere, the Office will request that the hearing be conducted in Tallahassee.

You are hereby notified that mediation under Section 120.573, Florida Statutes, is not available. Failure to follow the procedure outlined with regard to your response to this notice may result in the request being denied. Any request for administrative proceeding received prior to the date of this notice shall be deemed abandoned unless timely renewed in compliance with the guidelines as set out above.

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of this Order was sent by Certified Mail to, BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC. d/b/a FLORIDA BLUE 4800 Deerwood Campus Parkway, Jacksonville, Florida 32246 this 16<sup>th</sup> day of August, 2013.

by   
for   
\_\_\_\_\_  
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