

**HEALTH MANAGEMENT ORGANIZATION, INC. v. OPPOSED HOLDING COMPANY, INC.
SUMMARY OF RELATIONSHIPS AND TRANSACTION**

Engagement: Litigation Support Services

Client: Large for-profit managed care organization

Location: Southern U.S.

Subject Interest: A Health Maintenance Organization with a combined Medicare membership in excess of 50,000 members.

Description of Engagement:

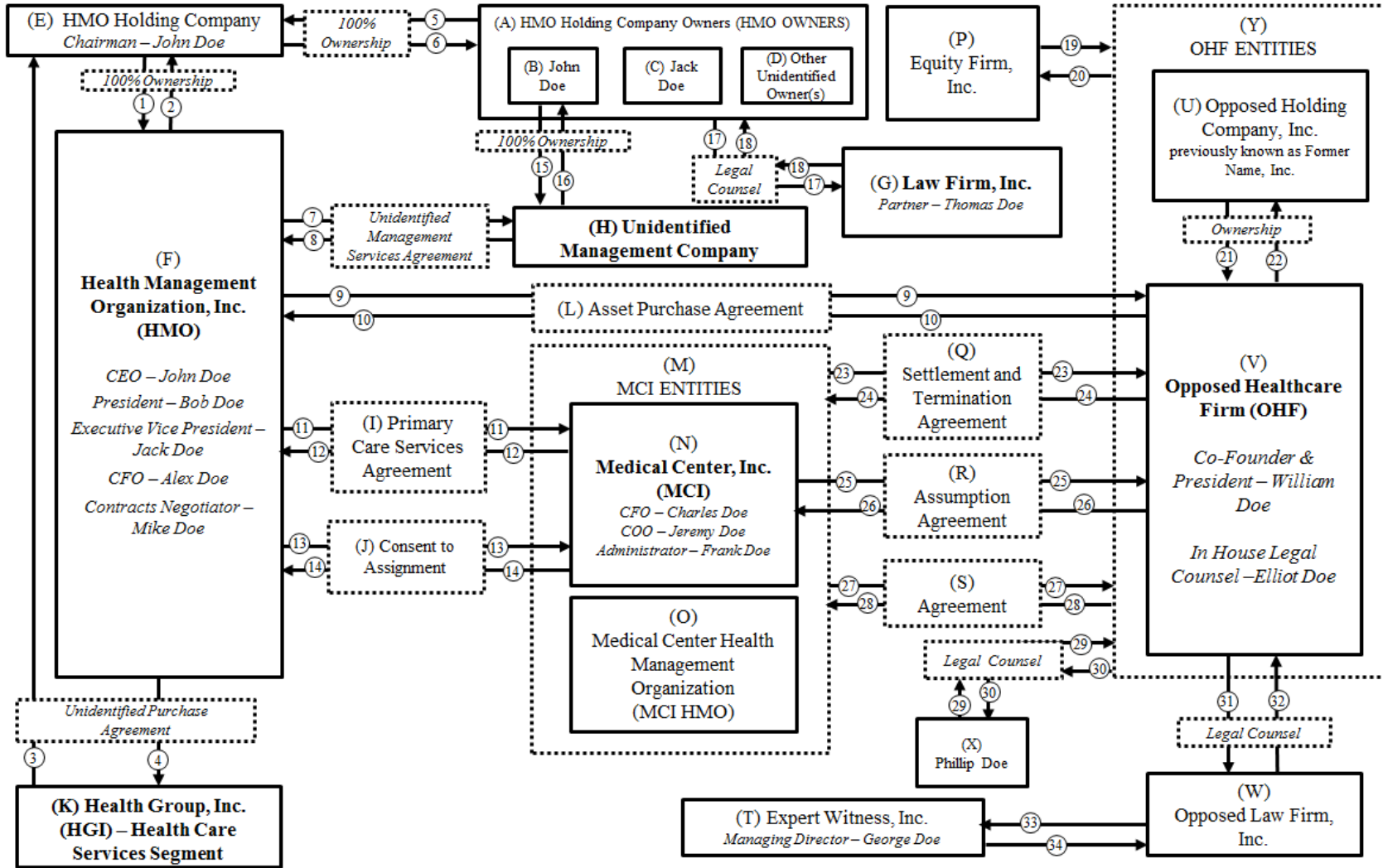
HCC was engaged by the Client to undertake, investigate and provide an analysis of the expert witness report provided by opposing counsel related to the matter at hand. In addition, HCC was further engaged to assist in providing such other litigation support services, such as expert witness testimony, and attendance at deposition(s) and trial.

See the following exhibits for a brief description of the prospective transaction.



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Notes to Exhibit A:

Entities:

- (A) The owners of HMO Holding Company (HMO OWNERS).
- (B) John Doe is an owner of HMO Holding Company.
- (C) Jack Doe is an owner of HMO Holding Company.
- (D) Unidentified owners of HMO Holding Company.
- (E) HMO Holding Company owns Health Management Organization, Inc. (HMO). John Doe serves as HMO's Chairman.
- (F) Health Management Organization, Inc. (HMO) is a commercial health management organization in the eastern U.S. HMO's president is Bob Doe, Contracts Negotiator is Mike Doe, Executive Vice President is Jack Doe, and Chairman & CEO is John Doe.
- (G) Law Firm, Inc. provides legal representation to the owners of HMO Holding Company.
- (H) An Unidentified Management Company owned by John Doe provided management services to HMO through a management services contract.
- (I) HMO and Medical Center, Inc. (MCI) entered into a Primary Care Services Agreement to amend and replace an Agreement pertaining to the provision of services by and through MCI Medical Centers for MCI Medicare Members.
- (J) Medical Center, Inc. signed a Consent to Assignment agreement.
- (K) Health Group, Inc. (HGI) is a health benefits company with a Health Care Services Segment.
- (L) HMO and OHF entered into an Asset Purchase Agreement with OHF purchasing the Medicare Business and the MCI Agreement from HMO.
- (M) Together, Medical Center, Inc. (MCI) and Medical Center Health Management Organization, Inc. (MCI HMO) make up MCI Entities.
- (N) Medical Center, Inc. (MCI) is a medical provider organization. Charles Doe serves as the CFO, Jeremy Doe is the COO, and the Administrator is Frank Doe.
- (O) Medical Center Health Management Organization, Inc. (MCI HMO).
- (P) Equity Firm, Inc. is a private equity firm located in the eastern U.S. who provided financing to OHF ENTITIES for the purchase of the MCI Agreement.
- (Q) "Settlement and Termination Agreement" between MCI ENTITIES and OHF ending the obligations of MCI ENTITIES to OHF.
- (R) "Assumption Agreement" between MCI and OHF where OHF assumes the obligations of HMO.
- (S) OHF ENTITIES and MCI ENTITIES entered into an Agreement where OHF ENTITIES assumed all obligations of HMO relating to MCI ENTITIES.
- (T) Expert Witness, Inc. provides Advisory Services out of the eastern U.S. George Doe is the Managing Director.
- (U) Opposed Holding Company, Inc. was previously known as Former Name, Inc.
- (V) Opposed Healthcare Firm (OHF) provides Medicare + Choice health care program services. Elliot Doe provides in house legal representation.
- (W) Opposed Law Firm, Inc. provides legal representation to OHF.
- (X) Phillip Doe provided legal services to OHF Entities regarding the MCI Transaction.
- (Y) OHF ENTITIES is made up of Opposed Holding Company, Inc. and OHF.



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Relationships:

- (1) HMO Holding Company owns HMO.
- (2) HMO Holding Company receives the profits of HMO.
- (3) The Health Care Services Segment of Health Group, Inc. bought HMO from HMO Holding Company.
- (4) The Health Care Services Segment of Health Group, Inc. acquired HMO.
- (5) The HMO OWNERS own HMO Holding Company.
- (6) HMO OWNERS receives the profits of HMO Holding Company.
- (7) HMO receives management services from an Unidentified Management Company.
- (8) An Unidentified Management Company provides management services to HMO.
- (9) HMO provides certain assets to OHF.
- (10) OHF paid HMO to acquire certain of HMO's assets.
- (11) MCI is paid by HMO to provide medical services to HMO's HMO Members.
- (12) MCI provides professional medical services to HMO's HMO Members.
- (13) HMO shall financially compensate MCI.
- (14) MCI gave HMO consent to assign the Primary Care Services Agreement to OHF.
- (15) John Doe is the owner of an unidentified management company.
- (16) John Doe receives the profits of an unidentified management company.
- (17) The HMO OWNERS engaged Law Firm, Inc. to provide legal representation.
- (18) Law Firm, Inc. provides legal representation to HMO OWNERS.
- (19) Equity Firm, Inc. provided financing for the MCI Agreement purchase.
- (20) OHF ENTITIES engaged Equity Firm, Inc. to provide transaction assistance for the MCI Agreement.
- (21) Opposed Holding Company, Inc. owns OHF.
- (22) Opposed Holding Company, Inc. receives the profits of owning OHF.
- (23) MCI ENTITIES terminated the agreement with OHF.
- (24) OHF terminated the agreement with MCI.
- (25) OHF ENTITIES assumed certain liabilities related to the MCI ENTITIES.
- (26) MCI ENTITIES receive coverage for certain liabilities from the OHF ENTITIES.
- (27) OHF ENTITIES assumed certain liabilities related to the MCI ENTITIES.
- (28) MCI ENTITIES receive coverage for certain liabilities from the OHF ENTITIES.
- (29) Phillip Doe provided legal services to OHF ENTITIES related to the MCI acquisition.
- (30) OHF engaged Phillip Doe to provide legal services related to the MCI acquisition.
- (31) OHF engaged Opposed Law Firm, Inc. to provide legal services.
- (32) Opposed Law Firm, Inc. provides legal services to OHF.
- (33) Opposed Law Firm, Inc. engaged the Expert Witness, Inc. to provide legal witness services.
- (34) Expert Witness, Inc. provided legal witness services to Opposed Law Firm, Inc.

