

VALUATION ANALYSIS

Evergreen Health, Inc.

As of January 31, 2017

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April 28, 2017

Peter L. Beilenson, M.D., M.P.H. CEO and President
Evergreen Health, Inc.
3000 Falls Road
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Thank you for the opportunity to submit this valuation report on behalf of Evergreen Health, Inc., our "Client." This report, which constitutes an appraisal as defined by Uniform Standards of Professional Appraisal Practice (USPAP), was prepared in accordance with the highest standards of professional and ethical practice. We trust you will find the contents of this report to meet your valuation needs and look forward to serving you in the future.

Our valuation process involves a disciplined approach aimed at gathering relevant financial, economic, industry, and operating data, reviewing this data to isolate the core value drivers, and quantifying the impact of value drivers on the subject entity. The Moss Adams LLP valuation team is comprised of highly trained experts with advanced degrees in accounting, finance, and economics, coupled with multiple professional designations, including Chartered Financial Analyst (CFA) and Accredited Senior Appraiser (ASA) and Certified Public Accountant (CPA).

We're glad you chose Moss Adams as your valuation services provider. We look forward to working with you again in the future.

Respectfully,



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I. Introduction

Moss Adams LLP was engaged by Evergreen Health, Inc. (the "Client") to determine the range of fair market value of Evergreen Health, Inc. ("Evergreen Health" or the "Company"). Included in this valuation will be a summary of the value (or range of value) for the Company on an Invested Capital basis, a Surplus/Equity basis, and a Net Asset Value (NAV) basis.

It is our understanding that the Company is in discussions with potential acquiring entities. Further, it is our understanding that the valuation will be used in connection with a conversion of the Company to a for-profit corporation. Our date of value for this valuation is January 31, 2017.

We understand that this valuation may be used in connection with an application to convert to a for-profit corporation. We also understand that we may be asked to present the findings of this valuation at a hearing before the Maryland Insurance Commission (the "MIA"). Further, we may be asked to discuss how events and financial results have impacted value from January 31, 2017 to a more current date.

This report is intended for the use of the Client, the Client's immediate advisors for the purpose stated above. Any distribution of it to other parties for any reason is prohibited without specific written permission of Moss Adams LLP. Readers are directed to Schedule 1, which outlines important Terms and Contingent and Limiting Conditions that are considered integral to this analysis.

VALUATION FACTORS

The factors considered in the valuation process include those set forth in Internal Revenue Service Ruling 59-60. These include:

- The nature of the business and history of the enterprise.
- The economic outlook, and the condition and outlook of the industry.
- The book value of the stock and the financial condition of the business.
- The earning capacity of the company.
- The enterprise's dividend-paying capacity.
- Whether or not the enterprise has goodwill or other intangible value.
- Sales of the stock and size of the block being valued.
- The market prices of stocks of corporations engaged in the same or similar lines of business whose stocks are actively traded in a free and open market, either on an exchange or over the counter.

In addition to the factors listed above, the valuation includes consideration of Maryland State Government Article section 6.5-301, regarding Acquisition of Non-Profit Health Entities, as follows:

- a. *The value as if the Company or an affiliate or the assets of such an entity that is determined as if the entity had voting stock outstanding and 100% of its stock was freely transferable and available for purchase without restriction;*
- b. *The value as a going concern;*
- c. *The market value;*
- d. *The investment or earnings value;*
- e. *The net asset value; and*
- f. *A control premium, if any.*

These factors will be discussed and supported in the following report.

Significant events subsequent to the appraisal date were not considered as part of our analysis unless they could be reasonably ascertained by an informed investor. As such, readers are cautioned not to rely on the findings contained in this report for materially different valuation dates.

STANDARD OF VALUE

The standard of value used in this appraisal is “Fair Market Value,” which is defined by the American Society of Appraisers’ Business Valuation Glossary as the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm’s length in an open and unrestricted market, when neither is under any compulsion to buy or sell, and when both have reasonable knowledge of the relevant facts.

PREMISE OF VALUE

The premise of value used in this appraisal is going concern value which is based on the concept that a business enterprise is expected to continue operations into the future as defined by the American Society of Appraisers’ Business Valuation Glossary.

SCOPE OF WORK

The appraisal investigation included discussions with the following individuals:

- Peter L. Beilenson, M.D., M.P.H. CEO and President;
- Mary T. Porter, General Counsel, Chief Legal Officer;
- Dan Reagan, Director, Financial Analysis; and
- Chad Basham, Chief Information Officer

Conversations with the individuals above included the current and future operations of the business, significant events, company results, and other events and factors that could impact our valuation. Other discussions included conversations with the Company’s previous Chief Operating and Chief Financial Officer, and other legal and professional advisors.

The appraisal investigation also included a review of historical financial statements, review of five-year financial projections, review of a wind-down scenario financial projection, and consideration of other factors that were deemed necessary under the circumstances. We also reviewed information concerning the economy and industry in which the Company operates, including a search for comparable public companies and merger and acquisition transaction data of comparable companies.

The financial statements and other pertinent information provided by the Company were accepted without further verification as correctly reflecting the results of its operations and its financial and business condition for the respective periods. We did not examine the financial records or other documents of the Company to determine the accuracy of the data presented therein.

II. Description of the Company

HISTORY

Evergreen Health was founded in 2012 as a consumer operated and oriented plan (CO-OP). The CO-OP program is a loan program that was created under the Patient Protection and Affordable Care Act (PPACA) that was established to foster the creation of new, consumer-governed, nonprofit health insurance issuers to offer qualified health plans to individuals and small employers. Peter L. Beilenson, M.D., M.P.H. helped found the Company and the name “Evergreen” was inspired by the local coffee shop where Dr. Beilenson had several strategy meetings.

The Company began operations in 2014, as the healthcare exchanges came on line. Initially, it was the intention of the Company to focus on the individual market, but due to the low number of individuals enrolled, the Company quickly moved to add Small Group members, and in 2015 began adding Large Group members. In November 2016, the Company was informed that it would not be allowed to participate in the individual market, which had a negative impact on total membership. Overall, membership increased from inception to the end of 2016, before reporting a decline at the beginning of 2017, as shown in the following table:

Membership by Year	2014	2015	2016	1/31/17
Individual	408	4,438	10,637	-
Small Group	11,286	23,886	24,182	20,506
Large Group	-	1,355	3,854	5,854
Total	11,694	29,679	38,673	26,360

Management believes total members could still grow to in excess of 75,000 in approximately 4 years, or by the end of 2020, if the Company’s strategic plan is successful.

RECENT EVENTS

At the beginning of 2016, management felt the Company was making positive strides but then in March of 2016 became aware that there would be a significant negative impact from the risk adjustment program component of PPACA. The risk adjustment program was designed to discourage insurers from targeting only healthy people and to protect insurers that enrolled people at higher risk of incurring increased health care costs. During 2016, the Company received a notice that the risk adjustment assessment owed by the Company for the prior year’s results would be in excess of \$24 million.

As a result of this assessment, on June 13, 2016, the Company sued the US Department of Health and Human Services and the Center for Medicare and Medicaid Services (CMS), as well as the Secretary of the United States Department of Health and Human Services and Acting Administrator for the Centers for Medicare and Medicaid Services. On August 1, 2016, the United States Court of Appeals for the Fourth Circuit denied a motion for an injunction to delay the payment of the risk adjustment.

In October 2016, the Company announced plans to be acquired by an unnamed group of investors and convert to a for-profit insurance company. As part of the plan to restructure, the Company had needed federal approval to convert from a CO-OP to a for-profit entity. Further, the Company structured a settlement plan to repay the \$65 million startup loan from CMS at \$0.05/\$1.00, but would forfeit \$30 million it was due from another federal program.

As noted above, during Maryland's 2016 enrollment window for individual health plans, Evergreen's plans were initially allowed to be listed on the health insurance exchange website, but purchases were not available. As the Company was not able to work through the regulatory process required to qualify for subsidization before the enrollment deadline, on December 6, 2016 the Maryland Insurance Administration ordered Evergreen to cease offering, issuing, or renewing any individual policies without the prior approval of the Commissioner. Exclusion from the individual market is estimated to have reduced the Company's total members by over 10,000 or approximately 25 percent.

PRODUCTS/SERVICES

The Company provides a variety of healthcare insurance products. The Company promotes its products as follows:

- Open Access: All plans set up as open access so referrals are not required and members select a plan that meets their lifestyle demands and needs.
- Targeted Chronic Care Plans: Lowered out-of-pocket costs & generic prescriptions for 7 chronic conditions help to reduce cost barriers and incentivize members and make targeted care more accessible.
- Geographic Narrow Network: Selective narrow networks using Company primary care centers, direct contracted physicians and major hospital systems in the target geographic markets.
- Value Based Delivery: Unique diabetes care program that significantly reduces drug and medical out-of-pocket costs for diabetic members utilizing the high performance network.
- Expanded National Provider Network: Partnering with over 20,000 providers in Maryland, and nationally through PHCS network with over 500,000 physicians nationwide.

The Company has a relationship with b.well, a technology company which creates apps to connect and consolidate health data.

FACILITIES

The Company operates out of its corporate headquarters located at 3000 Falls Road, Baltimore, Maryland, which is approximately 75,000 square feet. The Company has a 10 year lease on the existing space and has capacity to grow and lease additional space in the building.

MANAGEMENT/EMPLOYEES

The officers of the Company are as follows:

Name	Title
Peter L. Beilenson, M.D., M.P.H.	CEO and President
Mary T. Porter	General Counsel
Carol Mandel	Chief Compliance Officer
Susy S. Kreiskott, Ph.D.	Chief, Networks and Strategic Planning
Dan Reagan	Director, Financial Analysis
Chad Basham	Chief Information Officer

As of the date of value, the Company had 84 employees and according to management employee relations are good. However, it is our understanding that shortly after our valuation date the Company had a reduction in force. This event resulted in the termination of several positions including Chief Strategy Officer, Chief Member Experience Officer, and Chief Compliance Officer. In combination with other employee turnover, the Company's employee count had declined to 57.

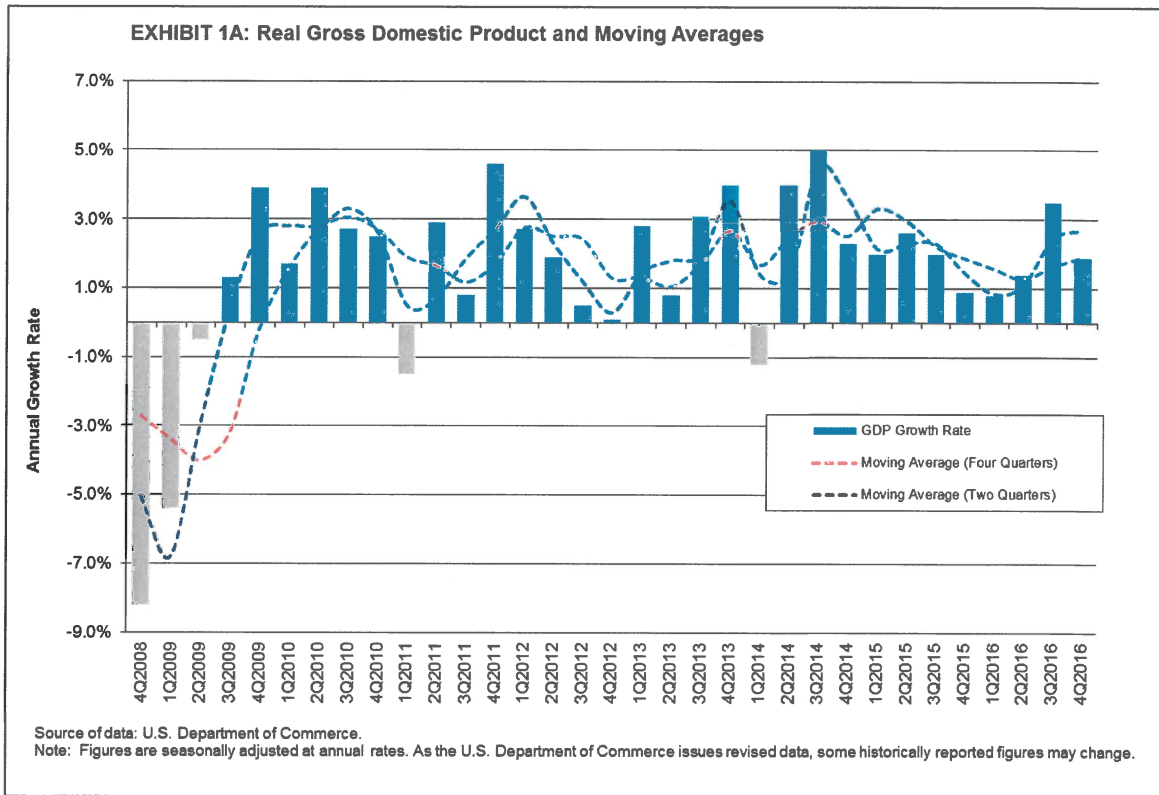
COMPETITION

The Company competes directly with other health insurance providers in the State of Maryland, including CareFirst; Group Hospitalization & Medical Services; Kaiser Foundation Health Plan; United Healthcare; Health Care Services Corp; Optimum Choice; and Aetna.

III. Economic Outlook

NATIONAL

Gross domestic product (“GDP”) is the total market value of goods and services produced in the U.S. economy and is generally considered the most comprehensive and broadest measure of economic growth. GDP increased by an annual rate of 1.9 percent in the fourth quarter of 2016, slower than the 3.5 percent rate reported in the third quarter of 2016. Consumer spending grew at a rate of 2.5 percent during the fourth quarter of 2016, a slightly slower growth rate than the 2.7 percent growth seen during the third quarter of 2016.



Final sales of domestic product, or final demand, increased in the fourth quarter, increasing at a rate of 0.9 percent, down slightly from 3.0 percent in the third quarter. Final sales are GDP minus the influence of private inventory investment, which tends to be volatile from quarter to quarter. The Economic Policy Institute has stated that final demand is arguably a better indicator of underlying economic strength than GDP.

The increase in real GDP in the fourth quarter of 2016 primarily reflected positive contributions from:

1. personal consumption expenditures;
2. private inventory investment;
3. residential and non-residential fixed investment; and
4. state and local government spending.

The growth in real GDP during the fourth quarter of 2016 was partly offset by negative contributions including:

5. exports and
6. federal government spending

Consumer spending grew at a rate of 2.5 percent during the fourth quarter of 2016, decelerating from the third-quarter rate of 3.0 percent. The fourth quarter's growth in consumer spending contributed 1.70 percentage-points to the fourth quarter GDP, more than its 1.47 percentage-point contribution in the third quarter.

Exports declined at a rate of 4.3 percent in the fourth quarter of 2016, a substantial decrease over the third quarter's rise of 10 percent.

Imports, which reduce GDP, increased at a rate of 8.3 percent during the fourth quarter of 2016 after rising 2.2 percent in the third quarter of 2016.

According to the Bureau of Economic Analysis, the price index for gross domestic purchases increased 2.0 percent in the fourth quarter of 2016, following an increase of 1.5 percent in the third quarter of 2016. The price index for gross domestic purchases measures prices paid by U.S. residents. Excluding food and energy prices, the price index for gross domestic purchases increased 1.3 percent in the fourth quarter of 2016 compared to an increase of 1.7 percent in the third quarter of 2016.

The U.S. Department of Labor reported that the Producer Price Index ("PPI") for Final Demand increased by 0.3 percent in December of 2016 on a seasonally adjusted basis, and was up 1.6 percent over the past 12 months. PPI for Final Demand Goods measures inflationary pressures before they reach consumers.

The U.S. Department of Labor reported that the Consumer Price Index ("CPI") increased 0.3 percent in December of 2016 (seasonally adjusted) with an increase of 2.1 percent over the last 12 months. The CPI is a measure of the average change over time in the prices paid by urban consumers for a market basket of consumer goods and services.

The Federal Open Market Committee ("FOMC" or the "Committee") met twice during the fourth quarter of 2016, and made the decision to raise the target range for the federal funds rate to 0.50 percent to 0.75 percent. In making its decision to raise the target for the federal funds rate, the FOMC stated that it wishes to maintain an accommodative policy in order to further support improvement in labor market conditions and a return to 2.0 percent inflation.

During the third quarter of 2016, the FOMC stated that it would continue to assess a wide range of information in determining the timing and size of future adjustments to the federal funds rate, including measures of labor market conditions, indicators of inflation pressures and inflation expectations, and readings on financial and international developments. The FOMC found that household spending has been moderate. However, the statement noted that the business investment has been soft.

To maintain accommodative financial conditions, the FOMC maintained its existing policy of reinvesting principal payments from its holdings of agency debt and agency mortgage-backed securities. The Committee anticipated that it would continue this policy until the federal funds rate normalizes to its longer-run level.

During the fourth quarter of 2016, the Board of Governors of the Federal Reserve raised the discount rate to 1.25 percent. The discount rate is the interest rate a commercial bank is charged to borrow funds, typically for a short period, directly from a Federal Reserve Bank. The board of directors of each Reserve Bank establishes the discount rate every 14 days, subject to the approval of the Board of Governors.

The U.S. Department of Labor reported that the U.S. unemployment rate slightly increased 0.1 points to 4.7 percent in December of 2016. The economy added an average of 165,000 jobs per month in the last three months.

The Economic Policy Institute reported that average hourly earnings for private-sector production and nonsupervisory employees increased ten cents to \$26.00 in December of 2016. Over the past 12 months, average hourly earnings for private-sector production and nonsupervisory employees have increased 74 cents, or 2.9 percent.

Disposable personal income increased \$130.2 billion in the fourth quarter of 2016 or 3.7 percent, compared to an increase of \$141.5 billion in the third quarter of 2016 or 4.1 percent.

The Conference Board Consumer Confidence Index is an indicator designed to measure consumer confidence, which is the degree of optimism on the state of the economy that consumers are expressing through their activities of savings and spending. The Consumer Confidence Index® improved by 6.6 point to 113.7 in December of 2016, the best reading since August 2001. Consumers expected income gains of 3.6 percent over the next year when surveyed in December 2016.

According to Consensus Economics, Inc., publisher of Consensus Forecasts – USA, real GDP is forecast to increase at a seasonally adjusted annual rate of 2.1 percent in the first quarter of 2017 and 2.2 percent in the second quarter of 2017. They reported that GDP is forecast to grow 1.5 percent in 2016 and 2.3 percent in both 2017 and 2018. Every month, Consensus Economics, Inc. surveys a panel of 30 prominent U.S. economic and financial forecasters for their predictions on a range of variables including future growth, inflation, current account and budget balances, and interest rates. Additionally, Consensus Economics, Inc. forecasts that unemployment will average 4.7 percent in both the first and second quarter of 2017. They forecast unemployment will average 4.9 percent in 2016 and 4.6 percent in 2017.

According to the survey, consumer prices will increase 2.1 percent in the first quarter of 2017 and 2.4 percent in the second quarter of 2017. Additionally, producer prices are forecast to rise 1.7 percent in the first quarter of 2017 and 2.1 percent in the second quarter of 2017. Furthermore, the survey indicates a 2.3 percent expansion in real disposable personal income in the first quarter of 2017 and 2.4 percent in the second quarter of 2017. On an annual basis, real disposable personal income is forecast to grow by 2.7 percent in 2016 and 2.5 percent in 2017.

Current Indicators

	2010	2011	2012	2013	2014	2015	2016
Real GDP*	2.5	1.6	2.2	1.7	2.4	2.6	1.6
Industrial Production*	5.5	2.9	2.8	1.9	2.9	0.3	-1.0
Consumer Spending*	1.9	2.3	1.5	1.5	2.9	3.2	2.7
Real Disposable Personal Income*	1.0	2.5	3.1	-1.4	3.5	3.5	2.7
Business Investment*	2.5	7.7	9.0	3.5	6.0	2.1	-0.4
Government Spending*	0.1	-3.0	-1.9	-2.9	-0.9	1.8	0.9
Consumer Price Inflation*	1.6	3.2	2.1	1.5	1.6	0.1	1.3
Unemployment Rate	9.6	8.9	8.1	7.4	6.2	5.3	4.9
Housing Starts (millions)	0.587	0.609	0.781	0.925	1.003	1.112	1.17

Forecast **

	2016	2017	2018	2019	2020	2021	2022-2026
Real GDP*	1.6	2.3	2.3	2.2	2.2	2.2	2.2
Industrial Production*	-1.0	1.5	2.3	2.4	2.5	2.4	2.3
Consumer Spending*	2.7	2.5	2.5	2.3	2.3	2.3	2.3
Real Disposable Personal Income*	2.7	2.5	2.7	2.5	2.3	2.2	2.3
Business Investment*	-0.4	2.7	3.7	3.8	3.7	3.8	3.6
Government Spending*	0.9	0.8	1.2	NA	NA	NA	NA
Consumer Price Inflation*	1.3	2.4	2.3	2.3	2.3	2.3	2.3
Unemployment Rate	4.9	4.6	4.5	NA	NA	NA	NA
Housing Starts (millions)	1.17	1.26	1.4	NA	NA	NA	NA

Source of historical data: U.S. Department of Commerce, U.S. Department of Labor, U.S. Census Bureau, and The Federal Reserve Board.
Source of forecasts: Consensus Forecasts - USA, December 2016.

Notes:

*Numbers are based on percent change from preceding period.

Historic consumer price inflation, unemployment rate, 3-month Treasury rate, and 10-year Treasury yield are the annual averages.

** Forecast numbers are based on percent change from preceding period (excludes unemployment rate, housing starts, 3-month Treasury rate, and 10-year Treasury yield). Consumer price inflation information is annual averages. The 2016 through 2021 forecasts for the 3-month Treasury rate and 10-year Treasury yield are for the end of each period. Forecasts for 2022-2026 signify the average for that period.

Consumer spending, also known as personal consumption expenditures, includes spending on services, durable, and nondurable goods.

Business investment is also referred to as nonresidential fixed investment.

Total government spending includes federal, state, and local government spending.

Every month, Consensus Economics surveys a panel of 30 prominent United States economic and financial forecasters for their predictions on a range of variables including future growth, inflation, current account and budget balances, and interest rates.

CAPITAL MARKETS

Equity Market

The major stock indexes recorded gains in the fourth quarter of 2016. Performance among the sectors within the S&P 500 varied. Financial stocks rose 21.1 percent, while dividend-heavy telecommunications stocks fell almost 4.4 percent as anticipation of competition from higher bond yields rose.

The Dow Jones Industrial Average (“Dow”) showed a price return of 7.9 percent in the fourth quarter of 2016, with a total return of 16.5 percent in the fourth quarter of 2016, while also posting its best annual gains in three years. The Dow is an index of 30 of the largest and most widely held public companies in the U.S. and is considered the most-watched index in the world.

The Nasdaq Composite Index (“Nasdaq”), consisting mainly of high-tech stocks, ended the fourth quarter of 2016 with an increase of 2.5 percent, up 7.5 percent year-to-date.

The S&P 500 increased 3.3 percent in the fourth quarter of 2016, resulting in a total return of 3.8 percent for the fourth quarter of 2016. The S&P 500 consists of a representative sample of 500 leading companies of the U.S. economy and is one of the most commonly used benchmarks for the overall U.S. stock market.

The Russell 2000 index increased 8.4 percent in the fourth quarter of 2016 with a total return of 21.3 percent in the fourth quarter of 2016. The Russell 2000 Index serves as a benchmark for small-cap stocks in the U.S. stock market.

The Chicago Board Options Exchange Volatility Index (VIX)—a popular volatility measure—reached a high VIX reading of 22.5 during the fourth quarter of 2016, while averaging 14.1 percent. The VIX reading in the fourth quarter of 2016 was up from the high of 18.1 in the previous quarter. The VIX represents the implied volatility of 30-day options on the Standard & Poor’s 500 stocks and has been termed by analysts and investors as the “fear gauge.” Accordingly, the VIX represents the expected volatility of the market, as represented by the S&P 500. Stock market professionals use the VIX to gauge investor sentiment.

Historical and Forecast Equity Returns

(%)	1Q 16	2Q 16	3Q 16	4Q 16	Projected 2017*	Projected 2018*
DJIA	1.5	1.4	2.1	7.9	NA	NA
Nasdaq Composite	-2.7	-0.6	9.7	2.5	NA	NA
S&P 500	0.8	1.9	3.3	3.3	3.3	3.7
S&P MidCap 400	3.3	3.6	3.7	7.0	NA	NA
Russell 2000	-1.9	3.4	8.7	8.4	NA	NA

Source of data: Yahoo! Finance

Index Tickers: ^DJI, ^IXIC, ^GSPC, ^W5000, ^RUT, ^VIX

Notes:

Quotes are closing prices on the last day of trade for the month

*Source: The Livingston Survey, September 2016

Bond Market

The 30-day T-bill rate was at 0.44 percent at the end of the fourth quarter of 2016, up from 0.25 percent at the start of the quarter. The five-year Treasury ended the fourth quarter of 2016 with a yield of 1.93 percent, up from 1.18 percent at the beginning of the quarter.

The 10-year Treasury bond yield rose to 1.63 percent at the beginning of the fourth quarter of 2016 to 2.45 percent at the end of December. The 20-year Treasury bond yield rose to 2.79 percent at the end of the fourth quarter of 2016, up from 2.01 percent at the start of the quarter.

The prime lending rate increased from 3.50 percent to 3.75 percent during the fourth quarter of 2016. The discount window (primary credit) also rose by 0.25 percentage point, to 1.25 percent throughout the fourth quarter of 2016.

REGIONAL - MARYLAND

Reports on the Maryland economy have been mixed in recent months according to the Federal Reserve Bank of Richmond. Unemployment rates continued their falling trend and have dropped 4.8 percent on a year over year basis as of December 2016. Improvement in employment rates has been paralleled in income growth, as real personal incomes rose 0.9 percent in the fourth quarter marking an increase in growth rates based on the 3.0 percent year over year growth. Income growth during the year coincided with a 9.7 percent decline in the poverty rate. Since 2000, Maryland's GDP has exhibited a 4.3 percent compound average annual growth rate, while the national average over the period was only 3.8 percent. The historical outperformance of the Maryland economy relative to the nation is attributed to select strong industry presences which are drawn by the state's robust infrastructure and strategic location. While macroeconomic indicators show a strong economy, wealth inequality remains a point of struggle for the state.

Jobs growth was relatively flat in Maryland during December 2016, with the Federal Reserve Bank of Richmond reporting that employment increased only 900 new jobs (net). The industries which comprised 1.9 million of the state's 2.7 million jobs in September were Trade, Transportation and Utility, Professional and Business Services, Education and Health Services, and Government. In percentage terms, the largest growth in job levels during December was exhibited in the Information Technology and Leisure and Hospitality industries which increased 1.6 percent and 0.5 percent respectively.

Maryland's Gross Domestic Product measured \$375.4 billion dollars in 2016, a 3.2 percent increase from the 2015 level of \$363.8 billion. The GDP growth helped lead to continued median household income growth. The state ranked first in median household income in both 2014 and 2015 nationally, with incomes of \$56,500 and \$75,847 in those years respectively. Although levels of income are higher, changes in income levels have generally mirrored the national average since the Great Recession.

Data from the 2015 U.S. Census Bureau shows that the state's total population was 6,006,401 in 2015. A 232,616 person, or 3.8 percent increase was measured during the five years ended July, 31, 2015. This population growth, which puts the state in the top quartile nationally, was helped by 148,515 net international immigrants. In the past five years, Maryland has received the tenth most international immigrants of any state. According to a study by The Partnership for a New American Economy, in 2014 Maryland immigrants made up 14.8 percent of the state's total population, earned \$33.7 billion in income, and contributed 16.0 percent of the federal, state, and local taxes paid by residents. In 2014, the Maryland Department of Planning conducted a comprehensive population projection in which they estimated the state's total population to grow to 6.2 million people by 2020, a compound annual average growth rate of approximately 0.7 percent.

According to the January Maryland Survey of Business Activity conducted by the Richmond Federal Reserve Bank business activity in Maryland was unchanged at a soft pace of growth in January 2017. The general business conditions index registered no change, while the sales index rose slightly. Labor market conditions were weaker as relatively fewer respondents reported additional hiring. Business spending weakened, with modest spending on equipment or software but a decline in business services expenditures. Expectations for overall business activity improved markedly over the past few months. Forty-six percent of respondents expected general business conditions to improve over the next six months while only 9 percent expected conditions to worsen.

IV. Industry Outlook

HEALTH AND MEDICAL INSURANCE

The U.S. health and medical insurance industry underwrites (i.e. assumes the risks of and assigns premiums for) health and medical insurance policies. Insurance is the transfer of the risk of a loss in exchange for payment. Operators also provide administrative services for self-funded insurance plans (whereby an employer provides health benefits to workers with its own funds). Under this structure, the industry operator is a third-party administrator and is not responsible for health benefit payments. According to industry research firm IBISWorld, over the past five years average industry revenue grew at an average annual rate of 4.0 percent, supported by increasing health expenditures, an aging population, and rising numbers of persons covered by insurance. Primarily due to the Patient Protection and Affordable Care Act's (PPACA) employer mandate, IBISWorld reports that U.S. health and medical insurance industry revenue increased 1.9 percent in 2015, and is on track to grow 2.0 percent in 2016 to \$777.5 billion.

Over the five years to 2016, IBISWorld reports that total health expenditure in the U.S. is expected to increase at an annualized rate of 4.6 percent to \$3.4 trillion. Generally, medical cost inflation is passed on to consumers in the form of increased premium rates so that insurers can maintain profitability ratios. Therefore, steadily increasing healthcare expenditures have been the main source of revenue growth over the past five years. However, the number of physician visits is anticipated to fall at an average annual rate of 0.3 percent, hindering industry profitability. As a result of these trends, IBISWorld expects that health and medical insurance industry profit margins have dropped over the period, falling from 7.8 percent of revenue in 2011 to an estimated 3.9 percent in 2016.

Market Segments	% of Revenue
Consumers With Employer-Sponsored Health Insurance	50.4%
Consumers with Medicaid	17.7%
Consumers with Medicare	14.5%
Consumers with Direct-Purchased Health Insurance	13.3%
Consumers with Other Insurance Plans	4.1%

Source: IBISWorld, 2016

According to the latest available data from the Centers for Medicare and Medicaid Services, national health expenditure has increased from 5.2 percent of GDP in 1960 to an estimated 17.6 percent in 2015 (latest available). Several factors have contributed to this upward trend. First, studies have found a strong correlation between wealth and healthcare spending. Additionally, developed economies, such as the United States, typically spend more on healthcare because medical and technological advancement occur fairly rapidly to address various disabilities and health-related issues. Finally, inefficient medical care delivery systems and financing, increasing insurance coverage and lower out-of-pocket expenses all serve to increase medical cost inflation, which raises expenditure levels.

The demand for health insurance is largely influenced by coverage costs and macroeconomic factors like employment and disposable income. Individuals and employers are susceptible to medical cost inflation because these costs generally drive premium increases as insurers pass on health benefit expenses to their consumers. Additionally, employment is an important indicator for industry demand because the majority of health insurance coverage is related to group or employer-sponsored plans. Employment also influences disposable income, which largely determines the demand for individual or direct insurance plans.

An estimated 9.2 percent of individuals in the U.S. are uninsured, representing a stark decline from 2013, largely due to recent healthcare reform. Yet, according to the U.S. Census Bureau, the percentage of people who had health insurance through their employers continued to fall through 2014, prolonging a downward trend that began in 2008. Insurance premiums have increased at a faster pace than inflation and workers' earnings over the five years to 2016. As a result, many companies have reduced employee benefits to offset rising healthcare costs, particularly during the recession, which resulted in insurers receiving less revenue from corporate premiums. With fewer individuals receiving healthcare coverage through their employers, many government-funded programs were forced to fill the gaps.

The Patient Protection and Affordable Care Act (PPACA) established the consumer operated and oriented plan (CO-OP) program—a loan program intended to foster the creation of new, consumer-governed, nonprofit health insurance issuers, known as CO-OPs, to offer qualified health plans to individuals and small employers. There were 23 CO-OPs at the end of 2014, established with \$2.4 billion in loans from the Centers for Medicare & Medicaid Services (CMS). While 11 were still in business by the middle of 2016, only six remained in operation by the end of the year, according to the U.S. Government Accountability Office (GAO). The CO-OP program was intended to enhance competition in the states' markets for health insurance sold directly to individuals and small employers—which potentially could reduce health plan premiums—while improving choice for consumers and encouraging accountability to members. However, questions have arisen about their long-term sustainability and their effects on health insurance markets, particularly as 12 CO-OPs ceased operations on or before January 1, 2016. While the average premiums for CO-OP health plans were generally lower than those for other issuers, most CO-OPs did not meet their initial enrollment projections during the first enrollment period. The GAO reports that CO-OPs' combined enrollment for 2015 exceeded their projections by more than 6 percent, but half of the CO-OPs did not meet or exceed their individual projections.

The CO-OPs have struggled in particular because of the CMS's risk adjustment program. The risk adjustment program is meant to help evenly distribute the wealth when it comes to insurance providers. The adjustment takes money from plans that profited from healthy patients, and gives it to plans that lost money on sicker patients. However, start-ups and smaller insurers are struggling with this model, as they often try to attract younger and healthier members, but have had difficulty anticipating the costs of the risk adjustment payment contributions. Many of these insurers have priced their premiums too low to account for the risk adjustment contributions. A growing number of CO-OPs have argued that these risk adjustments have punished the CO-OPs who have performed well by managing care and keeping prices down.

Standard & Poor's gives a positive outlook for the health insurance industry over the next year, as the aging population creates increasing demand for health care. Medical cost inflation and increased demand for medical insurance will dictate performance for the health and medical insurance industry over the next five years. Industry revenue will remain highly correlated with total health expenditures, which is expected to continue to trend upward over this period at an average annual rate of 6.0 percent. However, IBISWorld forecasts that the industry's average profit margin will decline from 3.9 percent of revenue in 2016 to 3.6 percent in 2021, due to increased compliance costs caused by healthcare reform. Despite constrained profitability, IBISWorld forecasts that largely due to increased demand caused by healthcare reform, U.S. health and medical insurance industry revenue will increase at an average annual rate of 2.1 percent to reach \$860.8 billion over the next five years to 2021.

Revenue Growth Forecast: Health & Medical Insurance in the U.S.

Year	Revenue \$ Billion	Growth Rate
2015	\$762.3	1.9%
2016	\$777.5	2.0%
2017	\$794.2	2.2%
2018	\$809.1	1.9%
2019	\$824.3	1.9%
2020	\$844.6	2.5%
2021	\$860.8	1.95
Average Annual Growth Rate 2016-2021		2.1%

Source: IBISWorld, 2016.

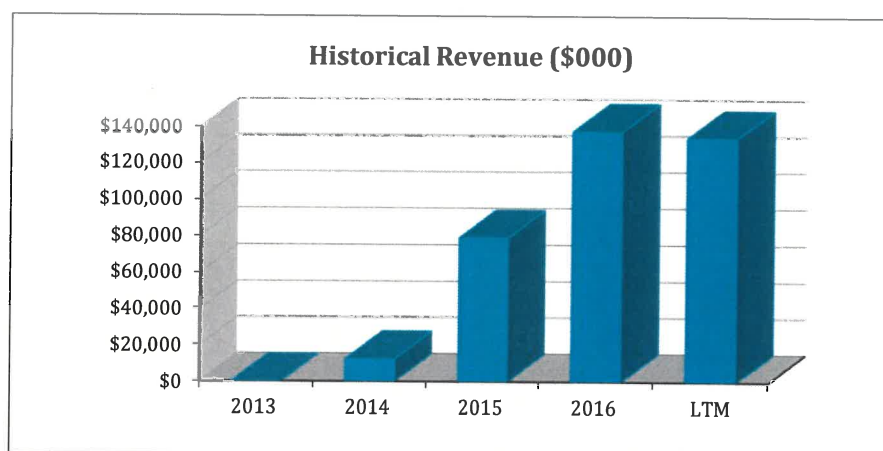
V. Financial Analysis

Exhibits 1 and 2 present the Company's historical financial results on a Statutory reporting basis for the four years ended December 31, 2016 and the latest twelve months ("LTM") period ending January 31, 2017.

Industry comparisons were prepared based on insurance filings reported by SNL, which is a financial service offering of S&P Global Market Intelligent. The peer comparison group included insurance companies providing health insurance products and services in Maryland. The comparable companies are presented in Exhibit 5, and the median results for 2015 and the twelve months ended September 30, 2016 are presented in Exhibits 3 and 4.

Growth

As can be seen from the graph, revenue increased over the startup period of the Company, reaching a high of \$137.6 million in 2016. In the LTM, revenue decreased slightly, to \$134.1 million.



Growth in revenue is tied to increases in members. Over the same time period, the Company increased its membership basis from 11,700 at the end of 2014 to in excess of 38,600 by December 31, 2016. However, total membership has since declined as over 10,600 individual members are no longer insured by the Company.

Profitability

As shown in Exhibit 1, the Company has not generated a profit since inception. Statutory losses in 2014 totaled \$16.2 million, but improved in 2015 to a loss of \$10.8 million. In 2016, losses increased substantially to in excess of \$29.08 million, due in large part to the deficiency assessment, and remained at a similar level in the LTM (a loss of \$29.1 million)

As noted in Exhibits 3 and 4, the Company's revenue was significantly lower than the median level of the peer group (which reported \$1.90 billion in revenue in the twelve months ended September 30, 2016). Further, the Company reported losses in 2015 and the twelve months ended September 30, 2016, while the median of the peer group was positive during the same time periods.

The Company's medical loss ratio (MLR) in the twelve months ended September 30, 2016 was 86.73 percent and was worse than the peer group benchmark of 85.11 percent for the same period.

Further, the Company's expense ratio for the period ended September 30, 2016 was 18.14 percent and was worse than the peer group median of 10.02 percent. As most of the peer group members are larger than the subject Company, they benefit from economies of scale with respect to operating expenses.

BALANCE SHEET

Exhibit 20 contains the Company's balance sheet as of December 31, 2016, which is based on management's GAAP basis estimate. As of December 31, 2016, the Company had assets totaling \$42.4 million. The Company's largest assets included long-term investments, cash and cash equivalents, and receivables (premium, healthcare, reinsurance, and risk corridor).

The Company's largest liabilities included the risk adjustment payable (\$18.8 million at December 31, 2016), medical claims payable, accrued expenses, and premium advances.

The Company has a Surplus Note which is included in Capital & Surplus for Statutory reporting purposes. As of January 31, 2017 the outstanding balance on the Surplus Note was \$6.0 million. The Company has no other interest bearing debt obligations.

As noted in Exhibit 3, the Company had significantly lower Cash & Investments, Total Assets, and Capital and Surplus as compared to the peer group median.

SUMMARY

Overall, the financial condition of the Company can be characterized as mixed to poor. The Company has been able to add members and grow revenue over the three years it has been active. However, over that same time period the Company has reported substantial losses and was assessed a significant risk adjustment. In addition, as compared to the peer group, the Company has a worse MLR and higher expense ratio. The Company does not have bank interest bearing debt, but does have a surplus note obligation of \$6.0 million.

VI. Valuation Approaches

Valuation of a business ownership interest requires consideration of all pertinent factors bearing upon its investment merits. The following three valuation approaches were considered:

Income Approach: In this approach, estimated future returns are discounted to present value at an appropriate rate of return for the investment.

Market Approach: This approach utilizes valuation ratios derived from market transactions involving companies that are similar to the subject business. Past transactions involving the subject business, if any, are also considered.

Asset-Based Approach: In this approach, the assets and liabilities of the business are restated from historical cost to Fair Market Value.

In a specific appraisal situation, the selection of an approach and the weight given to each depends on the quantity and quality of available data, the valuation function and purpose, the value premise and definition, and the reliability of the analysis.

VII. The Income Approach

In the Income Approach, expected future returns from an investment in the form of cash flows are discounted to present value at an appropriate rate of return for the investment. The selected discount rate or rate of return should reflect the degree of uncertainty or risk associated with the future returns and returns available from alternative investments. Higher uncertainty or risk leads to a higher expected rate of return, which produces a lower value for the investment.

Income Approach valuation methods include discounted cash flow and capitalization of cash flow analyses. In the discounted cash flow analysis, future cash flows are discounted to present value using an appropriate discount rate or rate of return. Cash flows are forecasted for a discrete period of years and then projected to grow at a constant rate in perpetuity. The capitalization of cash flow analysis uses forecasted cash flow for the next period, which is converted to present value using an appropriate capitalization rate, equal to the discount rate less the expected growth rate in perpetuity.

The projections of future cash flow take into account several factors:

- Past operating trends.
- The outlook for the economy and the Company.
- Management capabilities.
- Working capital requirements.
- Capital expenditures (money spent for fixed assets).
- Depreciation and amortization.

As noted previously, the Maryland Statutes require that consideration is given to the investment value or earnings value of the Company. The Income Approach specifically projects the future income potential of the Company and provides a value based on the future earnings and cash flows of the Company at a specific point in time.

In this instance we were requested to consider the Income Approach under two scenarios: the Company is able to find an investor and continue normal operations (Scenario #1), and a wind down scenario, where the Company continues to operate through 2017 and then ceases operations (Scenario #2).

Scenario #1 is presented in Exhibits 7 through 9, while Scenario #2 is presented in Exhibits 11 through 13.

DEFINITION OF CASH FLOW

For both scenarios, we applied a discounted cash flow analysis, whereby cash flow is defined as:

$$\begin{array}{r} \text{Earnings Before Interest \& Taxes (EBIT)} \\ - \text{Income Taxes on EBIT} \\ + \text{Non-Cash Expenses} \\ +/_ \text{Adjusted Working Capital Changes} \\ - \text{Capital Expenditures} \\ \hline = \text{Free Cash Flow (Debt Free)} \end{array}$$

DISCOUNTED CASH FLOW PROJECTIONS

Exhibit 7 presents the forecasted free cash flows for Scenario #1 while Exhibit 11 presents the forecasted free cash flows for Scenario #2. The projections for both scenarios were prepared by management. Additional assumptions used in the analyses are shown in the exhibits and are summarized within the footnotes of the exhibit.

DISCOUNT RATE

The discount rate is a market-driven rate representing the rate of return necessary to induce investors to commit funds to an investment given its level of risk. The discount rate is applied to free cash flows to estimate a total capital value (interest-bearing debt plus stockholders' equity).

The discount rate used is the weighted average cost of interest-bearing debt and equity capital. The cost of equity capital is based on the Capital Asset Pricing Model (CAPM), modified to account for a small stock premium and a subject Company premium. Computation of the discount rate and residual capitalization rate are shown in Exhibit 8 for Scenario #1 and Exhibit 12 for Scenario #2. The formulation and support for the discount rate is described in Appendix A.

The subject Company risk premium is based on a consideration of the Company's operating and financial risks. The Company's risk considerations included:

Factor	Benchmark	Subject	Impact on Risk Premium
Operating Factors:			
History of Company	Established	Relatively new Company, established in 2012 and the first full year of operations was 2014.	Higher Risk
Management	Experienced	Experienced, but has experienced some instability.	None
Labor Relations	Good	Good	None
Products/Services	Diversified	Was originally established to serve the individual market, but has broadened to small and large companies. Most recently the Company is not currently serving the individual market.	Higher Risk
Market/Industry Condition	The industry is highly regulated with oversight from several governing bodies.	Similar to national industry	None
Competition	High	High, with a few large market participants in Maryland.	Higher Risk

Factor	Benchmark	Subject	Impact on Risk Premium
Member Base	Diversified	Less diversified as the Company is significantly smaller than several other companies in the Maryland marketplace.	Higher Risk
Economic Factors:			
Economic Condition	National economy is stable	Similar to national economy	None
Financial Factors:			
Profitability	Peer insurance group used as benchmark.	The Company reported a worse Medical Loss Ratio and higher Expense Ratio. In the most current periods, the Company reported significant losses.	Higher Risk
Solvency	Peer insurance group used as benchmark.	The Company had significantly lower capital and negative surplus. Further, if the Surplus notes were considered as interest-bearing debt, the Company's negative equity position would be \$6 million higher.	Higher Risk

In addition to the factors above, in Scenario #1, the Company faces significant projection risk. Scenario #1 assumes the Company will be successful in its application for conversion and that it will grow revenue significantly over the next 4 to 5 years, while it doubles its member base.

Based on our evaluation of the risks detailed above, under Scenario #1 a subject Company risk premium of 12.5 percent was selected.

In Scenario #2, we considered the Company to have much less risk as it would simply operate until its current member base switched to new insurance providers.

The computation of the discount rates is presented in Exhibit 8 for Scenario #1 and Exhibit 12 for Scenario #2. Based on this analysis, it is our opinion that a discount rate of 22.0 percent is appropriate for Scenario #1, while a discount rate of 10.9 is appropriate for Scenario #2.

RESIDUAL CAPITALIZATION RATE

In Scenario #1, beyond the discrete forecast period, residual free cash flows are estimated to grow at a constant rate into perpetuity. These cash flows are converted to a residual value using an appropriate residual capitalization rate.

The residual capitalization rate is equal to the discount rate minus the expected long-term growth rate of cash flows. Based on historical results, the economic climate, the outlook for the industry, and management's expectations, we estimated a long-term growth rate of 2.5 percent.

SENSITIVITY

In Scenario #1, we also tested some of the major assumptions that could impact the value of the Company, including the discount rate, the long-term growth rate and the Company's level of medical loss ratio. Exhibit 10 summarizes the impact of changes to these assumptions on the value of the Company.

SUMMARY

Exhibits 9 and 10 summarize the results of the discounted cash flow analysis under Scenario #1 (conversion and continuation of the business).

Exhibit 13 summarizes the results of the discounted cash flow analysis under Scenario #2 (wind down of the business).

VIII. The Market Approach

Criteria for selecting guideline companies include similarity of lines of business, markets, growth prospects, risks, and firm size. The primary criterion for selecting guideline firms is similarity of lines of business with those of the subject business.

The following three Market Approach analyses were considered:

- Public Company Analysis: in this analysis, valuation ratios are derived from publicly traded guideline companies which are similar in nature to the business.
- Merger and Acquisition Analysis: this analysis derives valuation ratios from sales of guideline companies which are similar to the business.
- Prior Transaction Analysis: in this analysis, valuation ratios are derived from past sales of the business, bona fide offers for the business, and past acquisitions or divestitures by the business. Past sales or bona fide offers for the business' equity interests are also considered.

As noted previously, the Maryland Statutes require the consideration of the market value of the Company. The Market Approach directly considers alternative investment opportunities in the market to determine the value for the Company.

We applied both a public company analysis and a merger and acquisition analysis.

A prior transaction analysis was not used in this valuation because there were no arm's length sales transactions involving ownership interests in the subject Company. It is our understanding that as part of this conversion, the Company is attempting to raise outside capital, but the amount, timing and likelihood of such a raise will be unknown until the conversion is complete. In addition, the Company has attempted to market itself for sale to several potential market participants. Per discussions with management and the Company's advisors, it is our understanding that no potential suitors exist. Therefore, the prior transaction approach was deemed not appropriate.

Rules of thumb are sometimes referred to; however, they are not given any weight unless they are supported by other valuation methods and it can be established that knowledgeable buyers and sellers place substantial reliance on them. We did not consider rules of thumb in this valuation. They are generally not considered to be a relevant valuation method for this type of business.

PUBLIC COMPANY ANALYSIS

This analysis uses stock market transactions involving publicly traded companies that are similar in nature to the subject business. The following steps were applied in the analysis:

- Select guideline companies
- Compute valuation ratios
- Adjust the market-derived valuation ratios
- Compute values and summarize

Guideline Companies

We investigated the stock market in order to identify companies in lines of business similar to the Company which are influenced by comparable business and economic conditions and are considered to offer alternative investment opportunities. The following is a brief description of the selected guideline companies:

- **Aetna, Inc (Aetna):** is one of the nation's largest diversified health care benefits companies, serving an estimated 46.5 million people with information and resources to help them, in consultation with their health care professionals, make better informed decisions about their health care. Aetna offers a broad range of traditional, voluntary and consumer-directed health insurance products and related services, including medical, pharmacy, dental, behavioral health, group life and disability plans, medical management capabilities, Medicaid health care management services, Medicare Advantage and Medicare supplement plans, workers' compensation administrative services and health information technology products and services, such as Accountable Care Solutions ("ACS"). Aetna's customers include employer groups, individuals, college students, part-time and hourly workers, health plans, health care providers, governmental units, government-sponsored plans, labor groups and expatriates.(AET – NYSE)
- **Anthem, Inc. (Anthem):** is one of the largest health benefits companies in terms of medical membership in the United States, serving 38.6 million medical members through affiliated health plans. Anthem is an independent licensee of the Blue Cross and Blue Shield Association, or BCBSA, an association of independent health benefit plans. Anthem serves members as the Blue Cross licensee for California and as the Blue Cross and Blue Shield, or BCBS, licensee for Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri (excluding 30 counties in the Kansas City area), Nevada, New Hampshire, New York (as BCBS in 10 New York City metropolitan and surrounding counties, and as Blue Cross or BCBS in selected upstate counties only), Ohio, Virginia (excluding the Northern Virginia suburbs of Washington, D.C.) and Wisconsin. Anthem conducts business through its AMERIGROUP Corporation, or Amerigroup, subsidiary, in Florida, Georgia, Kansas, Louisiana, Maryland, Nevada, New Jersey, New Mexico, New York, Tennessee, Texas, Washington and Iowa. Anthem is licensed to conduct insurance operations in all 50 states. (ANTM – NYSE)
- **Cigna Corporation (Cigna):** together with its subsidiaries is a global health services organization dedicated to a mission of helping individuals improve their health, well-being and sense of security. To execute on its mission, Cigna's strategy is to "Go Deep", "Go Global" and "Go Individual" with a differentiated set of medical, dental, disability, life and accident insurance and related products and services offered by our subsidiaries. Cigna focuses on delivering affordable and personalized products and services to customers through employer-based, government-sponsored and individual coverage arrangements. Cigna collaborates with health care providers to transition from volume-based fee for service arrangements toward a more value-based system designed to increase quality of care, lower costs and improve health outcomes. (CI – NYSE)
- **Centene Corp. (Centene):** is a diversified, multi-national healthcare enterprise that provides programs and services to government sponsored healthcare programs, focusing on under-insured and uninsured individuals. Centene provides member-focused services

through locally based staff by assisting in accessing care, coordinating referrals to related health and social services and addressing member concerns and questions. Centene also provides education and outreach programs to inform and assist members in accessing quality, appropriate healthcare services. Centene believes its local approach, including member and provider services, enables them to provide accessible, quality, culturally-sensitive healthcare coverage to our communities. Centene's health management, educational and other initiatives are designed to help members best utilize the healthcare system to ensure they receive appropriate, medically necessary services and effective management of routine, severe and chronic health problems, resulting in better health outcomes. Centene combines a decentralized local approach for care with a centralized infrastructure of support functions such as finance, information systems and claims processing. (CNC – NYSE)

- **Humana Inc. and its subsidiaries (Humana):** is a leading health and well-being company focused on making it easy for people to achieve their best health with clinical excellence through coordinated care. Humana's strategy integrates care delivery, the member experience, and clinical and consumer insights to encourage engagement, behavior change, proactive clinical outreach and wellness for the millions of people we serve across the country. As of December 31, 2015, Humana had approximately 14.2 million members in its medical benefit plans, as well as approximately 7.2 million members in its specialty products. During 2015, 73 percent of total premiums and services revenue were derived from contracts with the federal government, including 14 percent derived from individual Medicare Advantage contracts in Florida with the Centers for Medicare and Medicaid Services, or CMS, under which Humana provides health insurance coverage to approximately 587,400 members as of December 31, 2015. (HUM – NYSE)
- **Molina Healthcare, Inc. (Molina):** provides quality health care to people receiving government assistance. Molina offers cost-effective Medicaid-related solutions to meet the health care needs of low-income families and individuals, and to assist government agencies in their administration of the Medicaid program. Molina envisions a future where everyone receives quality health care, and its mission is to provide quality health care to people receiving government assistance. Molina's Health Plans segment consists of health plans in 11 states and the Commonwealth of Puerto Rico, and includes our direct delivery business. In addition, the Molina Medicaid Solutions segment provides business processing and information technology development and administrative services to Medicaid agencies in Idaho, Louisiana, Maine, New Jersey, West Virginia, and the U.S. Virgin Islands, and drug rebate administration services in Florida. (MOH – NYSE)
- **UnitedHealth Group (UnitedHealth):** is a diversified health and well-being company dedicated to helping people live healthier lives and making the health system work better for everyone. UnitedHealthcare Employer & Individual serves employers ranging from sole proprietorships to large, multi-site and national employers, public sector employers and other individuals and serves the nation's active and retired military and their families through the TRICARE program. UnitedHealthcare Medicare & Retirement delivers health and well-being benefits for Medicare beneficiaries and retirees. UnitedHealthcare Community & State manages health care benefit programs on behalf of state Medicaid and community programs and their participants. UnitedHealthcare Global includes Amil, a health care company providing health and dental benefits and hospital and clinical services

to employer groups and individuals in Brazil, and other diversified global health businesses. Optum is a health services business serving the broad health care marketplace, including payers, care providers, employers, governments, life sciences companies and consumers, through its OptumHealth, OptumInsight and OptumRx businesses. (UNH – NYSE)

- **WellCare Health Plans, Inc. (WellCare):** is a leading managed care company, headquartered in Tampa, Florida, focusing exclusively on government-sponsored managed care services, primarily through Medicaid, Medicare Advantage ("MA") and Medicare Prescription Drug Plans ("PDPs") to families, children, seniors and individuals with complex medical needs. As of December 31, 2015, WellCare served approximately 3.8 million members in 49 states and the District of Columbia. WellCare estimates that they are among the largest managed care organizations providing Medicaid managed care services plans, MA plans and PDPs, as measured by membership. As of December 31, 2015, WellCare operated Medicaid health plans in Florida, Georgia, Hawaii, Illinois, Kentucky, Missouri, New Jersey, New York and South Carolina. In addition, WellCare offered MA coordinated care plans ("CCPs") in certain counties in Arkansas, California, Connecticut, Florida, Georgia, Hawaii, Illinois, Kentucky, Louisiana, Mississippi, New Jersey, New York, South Carolina, Tennessee and Texas. WellCare also offered stand-alone Medicare PDPs in 49 states and the District of Columbia. (WCG – NYSE)

SEC filings for public companies contain a wealth of information, including historical financial statements and descriptions of the business, assets, management, competition and financial condition. Financial statements for public companies are prepared in accordance with generally accepted accounting principles (GAAP), which result in a greater tendency for consistency among these financial statements.

Valuation Ratios

Various valuation ratios may be derived from guideline companies in calculating the Fair Market Value of a closely held business. Valuation ratios can be broadly categorized into three types: total equity, total capital (debt and equity) and asset multiples.

Commonly used total equity ratios include the ratios of market value of total equity to earnings. Total capital multiples include the ratios of market value of invested capital (MVIC) to revenue, earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings before interest and taxes (EBIT). Given the startup nature of the business, the lack of income and cash flow, and consideration of insurance company valuation techniques, we also considered and relied on market value to book value ratios.

Pricing data, financial information, and computed valuation ratios for the selected guideline companies are presented in Exhibits 14 and 15.

Adjustments to Valuation Ratios

Investors consider a Company's growth, size and unique risk factors. All else being equal, higher growth companies exhibit higher valuation ratios and studies of large versus small companies within the stock market indicate that small companies typically sell at significantly lower valuation ratios than large companies. Further, valuation ratios for guideline companies with similar size and growth potential can vary significantly due to unique risk factors.

Based on an analysis of brokers' expected growth rates for the guideline companies, using the results of size study data published in the *Duff & Phelps, LLC Risk Premium Report*, and considering unique risk factors, we adjusted the market valuation ratios to reflect differences in size. The adjustments and adjusted guideline company multiples are presented in Exhibit 15.

Summary – Public Company Analysis

Each adjusted valuation ratio is then applied to the Company's corresponding adjusted figures to produce an indication of value, either equity value or total capital value, depending on the type of valuation ratio employed.

The resulting values are then adjusted to equity values (as needed). For the TEV multiples, the subject Company's interest-bearing debt is subtracted in order to arrive at estimates of equity value. The values estimated from the total equity multiples need no further adjustment. The resulting equity values for the various valuation ratios are then weighted based on the number of guideline companies, the comparability of the companies (in terms of line of business, financial results, etc.) and the quality of the data included in each valuation ratio. Exhibit 16 summarizes the public company analysis.

MERGER AND ACQUISITION ANALYSIS

This analysis uses merger and acquisition transactions involving companies that are similar in nature to the subject business. The following steps were applied in the analysis:

- Select guideline transactions
- Compute valuation ratios
- Adjust the market-derived valuation ratios
- Compute values and summarize

Guideline Transactions

We investigated merger and acquisition data in order to identify comparable companies. Transactions involving health insurance companies were selected as comparable to the subject Company.

We selected a total of 4 guideline transactions, which are summarized in Exhibit 17. The companies acquired in the selected transactions are judged to have a reasonable degree of comparability with the Company. Although these acquired companies differ in important respects from the Company, they are generally influenced by similar business and economic conditions and are considered to offer alternative investment opportunities.

Sources of merger and acquisition data, which are listed in a previous section of this report, are briefly described as follows:

- **Pratt's Stats:** Reports small-to-medium-sized business sales transactions since 1994, most valued between \$0.5 million and \$50 million, developed in conjunction with the International Business Brokers Association.
- **Control Premium Study:** Publishes quarterly all mergers and acquisitions of publicly traded companies, including domestic and some international transactions.
- **Capital IQ:** Provides transaction data as reported in certain Securities and Exchange Commission (SEC) documents and from other private sources. Publicly traded companies

must file Form 14D-1 if they make a tender offer for a company in the open market. Individuals purchasing five percent or more of a company's stock must file Form 13D.

The different sources of merger and acquisition data vary greatly in the amount, type and quality of information provided. These variations significantly impact the reliability of the valuation ratios derived from each source. However, a large number of transactions may offset some of these reliability issues.

One potential problem with merger and acquisition data is the fact that the data cannot be independently verified. While the data sources are generally considered to be reliable, it is not clear if reported financial results conform to generally accepted accounting principles (GAAP). In addition, the different data sources use varying definitions of "earnings" and "cash flow," so valuation ratios are often not comparable across different sources. Another potential problem is that accounting conventions used by the acquired companies are usually not disclosed, so earnings may not be reported in a consistent fashion from company to company. Inventory valuation methods, for example, can differ between deals, so reported earnings may not be strictly comparable with the subject Company's earnings. Separate from these quality issues, financial data for acquired companies is usually very limited, precluding a direct financial ratio comparison with the subject Company.

Valuation Ratios

Various valuation ratios may be derived from guideline companies in calculating the Fair Market Value of a closely held business. Valuation ratios can be broadly categorized into three types: total equity, total capital (debt and equity) and asset multiples.

Commonly used total equity ratios include the ratios of market value of total equity to earnings. Total capital multiples include the ratios of total enterprise value (TEV) to revenue, earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings before interest and taxes (EBIT). Given the startup nature of the business, the lack of income and cash flow, and consideration of insurance company valuation techniques, we also considered and relied on market value to book value ratios.

Computed valuation ratios for the guideline companies are presented in Exhibit 17.

Adjustments to Valuation Ratios

Valuation ratios derived from merger and acquisition transactions are considered to be majority interest ratios because they usually involve the sale of entire companies or controlling interests in companies. These valuation ratios may also reflect the effect of buyer synergies, company size and unique risk factors. Adjustments to the market-derived valuation ratios were considered to account for differences between the subject Company and the guideline companies.

Merger and acquisition transactions may not directly reflect Fair Market Value. Some transactions represent "investment value," or value to strategic buyers including synergies, economies of scale and other unique benefits. These factors have a tendency to increase the price that strategic buyers are willing to pay relative to Fair Market Value for typical non-strategic buyers. Valuation ratios derived from such transactions, therefore, must be adjusted downward in order to convert the ratios from investment value to Fair Market Value (the "synergy adjustment").

As control premiums are a requirement for consideration under the Maryland statutes for conversion, we did not adjust the multiples for control or synergy. We believe several of the transactions would include a control premium in this instance and therefore reflect an upper bound for valuation considerations.

Summary – Merger and Acquisition Analysis

Each adjusted valuation ratio is then applied to the Company's corresponding adjusted figure to produce an indication of value, either total equity value or total invested capital value, depending on the type of valuation ratio employed. The resulting total equity values for the various valuation ratios are then weighted based on number of transactions, comparability of the companies (in terms of line of business, financial results, etc.), and quality of the data included in each valuation ratio. Exhibit 18 summarizes the merger and acquisition analysis.

Control Premium Analysis & Considerations

As noted above, the Maryland Statutes require the consideration of a control premium, if any. To meet this requirement, data from the Control Premium Study was also considered in this analysis. We searched 10 years of transactions in the Control Premium Study database to find comparable transactions in the healthcare insurance industry and the reported control premium for those transactions. A summary of the information is included in Exhibit 19.

As can be seen from the data, control premiums have been significant in past transactions. However, the most recent transaction in the database reflected a small control premium of 3.4 percent. As these transactions involved public companies acquiring other public companies, we do not believe the results should be applied to the subject Company, as it is smaller, does not have a long history, has poor financial results, and has not garnered interest from other insurance companies in the health insurance industry. Therefore, it is our opinion that a control premium should not be applied to the value of the Company.

IX. Asset-Based Approach

In the Asset-Based Approach, net asset value is estimated by restating the value of assets and liabilities from historical cost to Fair Market Value. Assets and liabilities can be valued either individually or collectively. Individual assets and liabilities of a business can be appraised using the Cost, Market and Income Approaches to asset valuation.

Book value of equity is not an appropriate measure of value for most businesses because assets and liabilities are generally stated at historical cost and not Fair Market Value. For an operating business, book value of equity is generally not suitable because it generally does not include the value of intangible assets.

The liquidation value of a business can be estimated using the Asset-Based Approach, and is computed as the Fair Market Value of assets, net of liabilities, less estimated liquidation expenses. We did not consider the liquidation value of the Company because liquidation is not considered to be imminent or probable.

As noted previously, the Maryland Statutes require the consideration of the net asset value of the Company (NAV). The Asset Based Approach specifically calculated the NAV, where NAV is defined as the market value of total assets, less total liabilities. Exhibit 20 presents the Asset-Based Approach computations on a going concern basis.

Exhibit 20 also shows the impact to value if the Surplus Note is reclassified as a debt obligation, which further reduces the NAV.

X. Conclusion of Value

As noted previously, we considered the value of the Company on an Invested Capital basis, a Surplus/Equity basis, and a Net Asset Value (NAV) basis, defined as follows:

- Invested Capital: All equity, plus interest bearing debt.
- Equity: The combined value of all stock (which in this instance is represented by the total Surplus), or Invested Capital, less interest-bearing debt.
- Net Asset Value (NAV): The current value of assets, less the current value of liabilities.

The final step in the valuation process requires a review of each valuation approach and a reconciliation of these approaches to reach a final value conclusion. In a specific appraisal situation, the weight given to each approach depends on the valuation function and purpose, the value premise and definition, the quantity and quality of available data, and the reliability of the analysis.

We gave consideration to the Income Approach because it represents the amount a prudent investor would pay for the Company's expected future cash flows based on market rates of return and the Company's specific risks. This approach provided results for both Invested Capital and Equity/Surplus values.

In the Market Approach, the public company analysis was given consideration because it reflects current stock market pricing for reasonably comparable businesses that represent alternative investment opportunities.

Further, in the Market Approach, the merger and acquisition analysis was given some consideration because it reflects recent merger and acquisition prices for reasonably comparable companies that represent alternative investment opportunities. Both of the Market Approaches provided results for both Invested Capital and Equity values.

We gave little weight to the Asset-Based Approach because, in this instance, we consider it to be less reliable than the Income and Market Approaches and because investors tend to focus more on earnings and cash flow than on the value of underlying assets. However, given the poor results of the Company, this approach represents the outstanding net asset value of the Company at a specific point in time and the Company's largest assets and liabilities are at market values. The conclusion of this approach represents the NAV, and is summarized as follows:

Net Asset Value (NAV)*	1/31/2017
Total Assets	\$44,131,259
Liabilities Prior to Surplus Note	\$44,860,775
Total Surplus	(\$729,516)
Less: Surplus Notes (Debt)	(\$6,000,000)
Net Asset Value	(\$6,729,516)
Concluded Net Asset Value	\$0

* Per Exhibit 20

INVESTED CAPITAL & EQUITY/SURPLUS

A summary of the valuation analysis related to the Company's Invested Capital and Equity/Surplus is presented in Exhibit 21, and is summarized as follows:

<u>Approaches:</u>	<u>Invested Capital Value^a</u>	<u>Less: Surplus Note Debt</u>	<u>Equity Value^b</u>
Income Approach Value - New Investor, Low	\$3,836,000	(\$6,000,000) =	\$0
Income Approach Value - New Investor, High	\$6,379,000	(\$6,000,000) =	\$379,000
Income Approach Value - Wind Down	(\$11,867,000)	(\$6,000,000) =	\$0
Market Approach Value - Publicly-Traded Guideline Cos.	NMF	(\$6,000,000) =	NMF
Market Approach Value - M&A Transactions	NMF	(\$6,000,000) =	NMF
Asset-Based Approach Value	(\$729,516)	(\$6,000,000) =	\$0

a. The results of this approach are not meaningful (NMF) due to the negative Equity/Surplus position of the Company.

b. For values less than \$0, concluded value was set to \$0.

Based upon our investigation, premises and analyses, it is our opinion that the range of Fair Market Value of the Company's Equity/Surplus on a going concern basis is as follows:

ZERO DOLLARS

\$0

To

THREE HUNDRED SEVENTY-NINE THOUSAND DOLLARS

\$379,000

In preparing this analysis, we are aware that the MIA is required to ensure that the fair value of the public or charitable assets of Evergreen will be distributed to the Maryland Health Care Trust. The phrase "public or charitable assets" is not defined in the conversion law. The term "public assets" is defined to include assets held for the benefit of the public or the community, assets in which the public has an ownership interest, and assets owned by a governmental entity. In Evergreen's case, it has no assets owned by a governmental entity. In a conversion such as this, the excess value of the Company's assets above the value of its liabilities, or the fair value of the entity, is typically the amount contributed to a trust or foundation.

The valuation methodology on which we gave the most weight is the Market Approach, but would give some consideration to the Income Approach. Due to the Company's current financial position, it is our opinion that the value of the public or charitable assets of Evergreen is \$0.

Exhibits

EXHIBIT 1

EVERGREEN HEALTH, INC.

STATUTORY HISTORICAL COMMON SIZE INCOME STATEMENT (\$000)

Fiscal Year Ended December 31	Internal		Internal		Internal		Internal		LTM		Average FY 14-16
	2013	Percent	2014	Percent	2015	Percent	2016	Percent	01/31/17	Percent	
Underwriting Income:											
Net Premiums Earned	0	0.0%	12,108	97.4%	83,627	106.0%	161,269	117.2%	158,004	117.9%	106.9%
Other Health Care Revenue	0	0.0%	218	1.8%	(4,715)	(6.0%)	(23,710)	(17.2%)	(23,936)	(17.9%)	(7.2%)
Other Income Non-Health Care Revenues	90	100.0%	111	0.9%	0	0.0%	0	0.0%	0	0.0%	0.3%
Underwriting Revenue	90	100.0%	12,437	100.0%	78,912	100.0%	137,558	100.0%	134,068	100.0%	100.0%
Underwriting Deductions:											
Benefits Paid and Claim Adjustment Exp.	0	0.0%	13,423	107.9%	69,998	88.7%	141,939	103.2%	138,773	103.5%	99.9%
Increase in Reserves	0	0.0%	2,100	16.9%	(2,100)	(2.7%)	0	0.0%	0	0.0%	4.7%
General Administrative Expense	9,328	10330.1%	13,287	106.8%	22,129	28.0%	24,835	18.1%	24,755	18.5%	51.0%
Net Reinsurance Recoveries	0	0.0%	863	6.9%	1,654	2.1%	(6,029)	(4.4%)	(6,273)	(4.7%)	1.6%
Total Underwriting Deductions	9,328	10330.1%	28,810	231.7%	90,027	114.1%	166,774	121.2%	163,528	122.0%	155.7%
Net Underwriting Gain (Loss)	(9,238)	(10230.1%)	(16,373)	(131.7%)	(11,115)	(14.1%)	(29,216)	(21.2%)	(29,461)	(22.0%)	(55.7%)
Investment Income											
Net Investment Income Earned	16	18.0%	95	0.8%	275	0.3%	398	0.3%	361	0.3%	0.5%
Net Realized Capital Gains (Losses)	0	0.0%	(2)	(0.0%)	6	0.0%	8	0.0%	22	0.0%	(0.0%)
	16	18.0%	94	0.8%	281	0.4%	406	0.3%	383	0.3%	0.5%
Pretax Profit	(9,222)	(10212.1%)	(16,280)	(130.9%)	(10,834)	(13.7%)	(28,809)	(20.9%)	(29,077)	(21.7%)	(55.2%)
Total Income Taxes	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	0.0%
Net Income	(9,222)	(10212.1%)	(16,280)	(130.9%)	(10,834)	(13.7%)	(28,809)	(20.9%)	(29,077)	(21.7%)	(55.2%)
Change in Surplus Notes	13,911	15405.4%	21,704	174.5%	22,801	28.9%	NA	NA	59,951	NA	101.7%
All Other Changes in Surplus	(955)	(1057.3%)	(404)	(3.2%)	(2,267)	(2.9%)	NA	NA	NA	NA	(3.1%)

EXHIBIT 2

EVERGREEN HEALTH, INC.
 STATUTORY HISTORICAL COMMON SIZE BALANCE SHEET (\$000)

Fiscal Year Ended December 31	Internal		Internal		Internal		Internal		Internal		Average FY 13-16
	2013	Percent	2014	Percent	2015	Percent	2016	Percent	01/31/17	Percent	
Investments:											
Bonds	13,035	74.4%	13,854	42.4%	29,599	78.3%	28,080	68.4%	26,066	63.9%	65.9%
Cash & Short Term Investments	4,092	23.4%	7,964	24.4%	1,457	3.9%	3,783	9.2%	5,717	14.0%	15.2%
Total Cash & Investments	17,127	97.8%	21,818	66.8%	31,056	82.1%	31,863	77.6%	31,783	77.9%	81.1%
Premiums and Considerations Due	0	0.0%	1,633	5.0%	4,112	10.9%	7,744	18.9%	7,252	17.8%	8.7%
Reinsurance Recoverable	0	0.0%	636	1.9%	1,582	4.2%	0	0.0%	0	0.0%	1.5%
Receivable from Parent, Subsidiary or Affiliates	142	0.8%	21	0.1%	47	0.1%	0	0.0%	0	0.0%	0.3%
All Other Admitted Assets	244	1.4%	8,574	26.2%	1,015	2.7%	1,437	3.5%	1,766	4.3%	8.5%
Total Assets without Separate Account	17,513	100.0%	32,682	100.0%	37,811	100.0%	41,044	100.0%	40,802	100.0%	100.0%
Total Assets	17,513	100.0%	32,682	100.0%	37,811	100.0%	41,044	100.0%	40,802	100.0%	100.0%
Liabilities:											
Claims Unpaid (Less Reinsurance Ceded)	0	0.0%	5,507	16.9%	9,330	24.7%	43,460	105.9%	41,677	102.1%	36.9%
Unpaid Claim Adjustment Expense	0	0.0%	159	0.5%	135	0.4%	2,755	6.7%	2,931	7.2%	1.9%
Aggregate Health Policy Reserves	0	0.0%	2,100	6.4%	4,500	11.9%	0	0.0%	0	0.0%	4.6%
Total Policy Reserves	0	0.0%	7,766	23.8%	13,965	36.9%	46,215	112.6%	44,608	109.3%	43.3%
Long-Term Liabilities:											
Total Reinsurance Liabilities	0	0.0%	0	0.0%	820	2.2%	0	0.0%	0	0.0%	0.5%
General Expenses Due or Accrued	1,333	7.6%	3,021	9.2%	4,574	12.1%	0	0.0%	0	0.0%	7.2%
Payable to Parent, Subsidiaries or Affiliates	0	0.0%	39	0.1%	0	0.0%	0	0.0%	0	0.0%	0.0%
All Other Liabilities	13,164	75.2%	13,818	42.3%	715	1.9%	252	0.6%	253	0.6%	30.0%
Total Long-Term Liabilities	14,497	82.8%	16,879	51.6%	6,109	16.2%	252	0.6%	253	0.6%	37.8%
Total Liabilities	14,497	82.8%	24,644	75.4%	20,074	53.1%	46,466	113.2%	44,861	109.9%	81.1%
Equity:											
Surplus Notes	13,911	79.4%	35,615	109.0%	58,417	154.5%	65,451	159.5%	0	0.0%	125.6%
Unassigned Surplus	(10,895)	(62.2%)	(27,578)	(84.4%)	(41,236)	(109.1%)	(70,873)	(172.7%)	(4,059)	(9.9%)	(107.1%)
Other Including Gross Contributed	0	0.0%	0	0.0%	557	1.5%	0	0.0%	0	0.0%	0.4%
Total Equity	3,016	17.2%	8,037	24.6%	17,737	46.9%	(5,422)	(13.2%)	(4,059)	(9.9%)	18.9%
Total Liabilities & Equity	17,513	100.0%	32,682	100.0%	37,811	100.0%	41,044	100.0%	40,802	100.0%	100.0%

EXHIBIT 3

EVERGREEN HEALTH, INC.

HISTORICAL FINANCIAL RATIOS - STATUTORY BASIS (\$000's)

Period Ended	Evergreen Health		SNL Peer Group ^a	
	LTM ^b		Median	LTM ^b
	12/31/2015	9/30/2016	12/31/2015	9/30/2016
Balance Sheet				
Total Cash & Investments	31,056	34,780	463,623	683,402
Total Assets	37,811	51,602	589,925	1,130,814
Affiliated Investments (incl above)	0	0	0	0
Total Policy Reserves	13,965	47,550	133,720	187,309
Total Liabilities	20,074	51,697	314,860	414,619
Surplus Notes	58,417	65,451	0	0
Capital & Surplus	17,737	(95)	168,950	235,456
C&S / Assets (%)	58,417	65,451	51.82	46.39
Reserves / Equity (%)	17,737	(95)	66.59	64.67
Total Members (actual)	29,679	38,002	389,695	366,242
Member Months (actual)	240,344	420,716	4,701,095	6,151,555
Income Statement				
Direct Premiums Written	85,748	151,161	1,371,485	1,896,022
Net Premiums Written	83,627	146,449	1,409,651	1,967,867
Net Premiums Earned	83,627	146,449	1,396,050	1,941,313
Claim and CAE Incurred	69,998	127,018	1,301,078	1,775,338
Net General Expense Incurred	22,129	26,570	146,047	194,527
Net Underwriting Gain (Loss)	(11,115)	(31,204)	9,988	11,348
Net Investment Income	275	407	2,798	3,466
Net Realized Capital Gains(Losses)	6	20	25	51
Net Income after capital gains (loss) before tax	(10,834)	(30,777)	10,027	12,692
Income Tax	0	0	9,446	12,344
Net Income	(10,834)	(30,777)	2,882	7,113
Pre-tax Operating Income	(10,839)	(30,797)	7,911	11,406

Notes:

a. SNL peer group as shown in Exhibit 5.

b. Latest 12 Months (LTM) ended September 30, 2016.

EXHIBIT 4

EVERGREEN HEALTH, INC.

HISTORICAL FINANCIAL RATIOS - STATUTORY BASIS (\$000's)

Period Ended	Evergreen Health		SNL Peer Group ^a	
	12/31/2015	LTM ^b	Median	
		9/30/2016	12/31/2015	9/30/2016
Operating Ratios (%)				
Growth Rate - Direct Premiums Written	595.81	133.32	(10.46)	1.95
Growth Rate - Net Premiums Written	590.65	126.19	(10.77)	1.99
Growth Rate - Operating Income	NM	NM	(5.61)	(19.98)
Claim and CAE Ratio	83.70	86.73	83.66	85.11
Expense Ratio	26.46	18.14	10.95	10.02
Combined Ratio	110.16	104.87	99.80	96.14
Operating Ratio	109.84	104.60	98.90	95.75
Effective Tax Rate	0.00	0.00	39.74	39.16
Net Yield on Invested Assets	0.85	1.00	1.71	1.55
Pre-Tax Operating Margin	(13.69)	(25.26)	1.45	4.93
Return on Average Equity	(76.73)	(206.77)	3.14	7.56
Pre-Tax Operating ROAE	(76.77)	(206.90)	4.56	12.62
Return on Average Assets	(28.49)	(60.95)	1.45	4.38
Premiums per Member Month (\$)	348	348	362	394
Claim Ratio	77.31	79.77	80.96	81.36
Capital, Leverage & Liquidity				
Capital & Surplus	17,737	(95)	168,950	235,456
RBC - Total Adjusted Capital	17,737	NA	168,950	NA
ACL Risk Based Capital	2,976	NA	45,418	NA
Risk Based Capital Ratio (TAC/ACL RBC) (%)	596.03	NA	804.00	NA
Net Premiums Written / C&S (%)	592.29	983.88	393.29	432.22
Cash & Short-Term Investments / Liabilities (%)	7.26	17.75	5.56	17.76
Reserve Analysis (%)				
Change in Claim and CAE Reserves / Reserves	67.07	107.56	1.14	2.51
Claim and CAE Reserves / NPE	10.95	10.99	9.20	8.59
Investments (%)				
Net Yield on Invested Assets	0.85	1.00	1.71	1.55
Affiliated Investments / Total Investments	0.00	0.00	0.00	0.00
Gross Yield - Bonds (excl affiliates)	1.37	NA	2.57	NA
Bond Average Asset Quality (1-6) (#)	1.02	1.00	1.21	1.21
Bonds Rated 3-6 / Total Bonds	0.00	0.00	0.22	0.20
Bond <1 Year / Total Bonds	28.18	NA	15.83	NA

Notes:

a. SNL peer group as shown in Exhibit 5.

b. Latest 12 Months (LTM) ended September 30, 2016.

EXHIBIT 5**EVERGREEN HEALTH, INC.****SELECTED PEER GROUP⁹ - STATUTORY REPORTING BASIS**

Company Name	Business Focus	State	Year Established
CareFirst BlueChoice, Inc.	Comprehensive Health	MD	2006
Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.	Comprehensive Health	MD	1939
Group Hospitalization and Medical Services, Inc.	Comprehensive Health	MD	1939
CareFirst of Maryland, Inc.	Comprehensive Health	MD	1976
Optimum Choice, Inc.	Comprehensive Health	MD	1986
Aetna Health Inc.	Comprehensive Health	PA	1987
MAMSI Life and Health Insurance Company	Comprehensive Health	MD	1958
Coventry Health and Life Insurance Company	Comprehensive Health	MD	1998
Coventry Health Care of Delaware, Inc.	Comprehensive Health	DE	1939
UnitedHealthcare of the Mid-Atlantic, Inc.	Comprehensive Health	MD	1942
Health Care Service Corporation	Comprehensive Health	IL	1946
Kaiser Permanente Insurance Company	Comprehensive Health	CA	1997
Aetna Health Insurance Company	Comprehensive Health	PA	
MD - Individual Practice Association, Inc.	Comprehensive Health	MD	1996

Notes:

- a. The companies included in the Peer Group analysis were selected based on their Business Focus and operations in Maryland.

EXHIBIT 8

EVERGREEN HEALTH, INC.
DISCOUNT RATE CALCULATION - (\$MM)
SCENARIO #1 - INVESTOR & CONTINUED OPERATIONS

	Risk Free Rate (R _f)	2.8% a	Unlevered Equity Beta (B _u)	0.61 f
	Equity Risk Premium (R _e)	5.0% b	Relevered Equity Beta (B _l)	0.72 g
	Debt to Total Capital (D/V)	23.4% c	Small Stock Premium (R _s)	6.5% h
	Tax Rate (T)	40.4% d	Company-Specific Risk (R _c)	12.5% i
	Pre-Tax Cost of Debt (K _d)	16.0% e	Cost of Equity (K _e)	25.8% j
			Weighted Avg. Cost of Capital	22.0%

Market Data: 1/31/2017													
Ticker	Company Name	Market Cap	Preferred Equity	Minority Interest	Total Value of Equity	Book Debt	Total Capital	Equity to Total Capital	Debt to Equity	Tax Rate	Levered Beta	Adj Beta	Unlevered Beta
AET	Aetna Inc.	41,620.25	-	62.00	41,682.25	20,661.00	62,343.25	66.9%	49.6%	43.3%	0.60	0.66	0.52
ANTM	Anthem, Inc.	40,605.93	-	-	40,605.93	16,969.50	57,575.43	70.5%	29.5%	45.0%	0.68	0.71	0.58
CI	Cigna Corporation	37,540.32	-	76.00	37,616.32	5,051.00	42,667.32	88.2%	11.8%	37.5%	0.52	0.61	0.57
CNC	Centene Corporation	10,812.21	-	162.00	10,974.21	4,589.00	15,563.21	70.5%	29.5%	49.7%	0.69	0.72	0.60
HUM	Humana Inc.	29,596.58	-	-	29,596.58	4,275.00	33,871.58	87.4%	12.6%	48.7%	0.89	0.81	0.75
MOH	Molina Healthcare, Inc.	3,222.89	-	-	3,222.89	1,635.00	4,857.89	66.3%	33.7%	56.4%	0.94	0.83	0.68
UNH	UnitedHealth Group Incorporated	154,289.41	-	2,012.00	156,301.41	32,970.00	189,271.41	82.6%	17.4%	41.5%	0.68	0.70	0.62
WCG	WellCare Health Plans, Inc.	6,445.97	-	-	6,445.97	997.40	7,443.37	86.6%	13.4%	63.4%	0.98	0.84	0.79
Max								88.2%	50.7%	63.4%	0.98	0.84	0.79
Average								77.4%	31.0%	48.2%	0.75	0.74	0.64
Median								76.6%	23.4%	46.8%	0.69	0.72	0.61
Minimum								66.3%	11.8%	37.5%	0.52	0.61	0.52

Notes:

- Guideline companies per S&P Capital IQ.
- Adjusted Beta is calculated via the Vasicek Method for approximating Beta.
 - a. 20-year U.S. Treasury security per Federal Reserve H.15.
 - b. See Appendix B.
 - c. Industry capital structure ratio based on the median level for the selected public companies.
 - d. At state and federal corporate income tax rates.
 - e. Based on discussions with management, their ability to borrow, and mezzanine debt rates as reported in the Pepperdine 2016 Private Capital Markets Report.
 - f. Calculated as: $B_u = B_l / [1 + D/E * (1 - T)]$
 - g. $B_l = B_u * [1 + D/E * (1 - T)]$ where $D/E = 1 - D/V$
 - h. Size Premium Calculation per Duff & Phelps 2015 Size Premium Study.

Subj Co.	Book Equity (\$2.31B)	Calc Prem over CAPM
Total Assets	\$42.358	6.9
Sales	\$135.468	5.7
Employees	82	6.9
Average		6.5
Median		6.9
 - i. Estimated additional risk premium that would be demanded by investors in the subject Company.
 - j. $K_e = [B_l * R_e + R_f + R_c]$

EXHIBIT 10

EVERGREEN HEALTH, INC.

SENSITIVITY TO DISCOUNTED CASH FLOW

SCENARIO #1 - INVESTOR & CONTINUED OPERATIONS (EQUITY VALUE)

Long-Term Growth & Discount Rate

WACC	Long-Term Growth Rate						
	1.0%	1.5%	2.0%	2.5%	3.0%	3.5%	4.0%
22.7%	(3,310)	(3,068)	(2,814)	(2,550)	(2,270)	(1,976)	(1,665)
22.4%	(2,691)	(2,434)	(2,164)	(1,883)	(1,585)	(1,271)	(940)
22.0%	(1,830)	(1,551)	(1,258)	(953)	(629)	(288)	72
21.6%	(924)	(623)	(305)	27	379	751	1,143
21.2%	32	359	704	1,064	1,447	1,851	2,279

MLR (Gross Profit) Level

MLR (%)	Value
82.6%	(8,947)
82.1%	(6,338)
81.6%	(3,645)
81.1%	(953)
80.6%	1,743
80.1%	4,437
79.6%	7,129

EXHIBIT 12

EVERGREEN HEALTH, INC.

DISCOUNT RATE CALCULATION - (\$MM)

SCENARIO #2 - WIND DOWN

Risk Free Rate (R _f)	2.8% a	Unlevered Equity Beta (B _u)	0.61 f
Equity Risk Premium (R _e)	5.0% b	Relevered Equity Beta (B _l)	0.72 g
Debt to Total Capital (D/V)	23.4% c	Small Stock Premium (R _s)	6.9% h
Tax Rate (T)	40.4% d	Company-Specific Risk (R _c)	0.0% i
Pre-Tax Cost of Debt (K _d)	5.0% e	Cost of Equity (K _e)	13.3% j
		Weighted Avg. Cost of Capital	<u>10.9%</u>

Market Data: 9/15/2016

Ticker	Company Name	Market Cap	Preferred Equity	Minority Interest	Total Value of Equity	Book Debt	Total Capital	Equity to Total Capital	Debt to Total Capital	Debt to Equity	Tax Rate	Levered Beta	Adj Beta	Unlevered Beta
AET	Aetna Inc.	41,620.25	-	62.00	41,682.25	20,661.00	62,343.25	66.9%	33.1%	49.6%	43.3%	0.60	0.66	0.52
ANTM	Anthem, Inc.	40,605.93	-	-	40,605.93	16,969.50	57,575.43	70.5%	29.5%	41.8%	45.0%	0.68	0.71	0.58
CI	Cigna Corp.	37,540.32	-	76.00	37,616.32	5,051.00	42,667.32	88.2%	11.8%	13.4%	37.5%	0.52	0.61	0.57
CNC	Centene Corp.	10,812.21	-	162.00	10,974.21	4,589.00	15,563.21	70.5%	29.5%	41.8%	49.7%	0.69	0.72	0.60
HUM	Humana Inc.	29,596.58	-	-	29,596.58	4,275.00	33,871.58	87.4%	12.6%	14.4%	48.7%	0.89	0.81	0.75
MOH	Molina Healthcare, Inc.	3,222.89	-	-	3,222.89	1,635.00	4,857.89	66.3%	33.7%	50.7%	56.4%	0.94	0.83	0.68
UNH	UnitedHealth Group Incorporated	154,289.41	-	2,012.00	156,301.41	32,970.00	189,271.41	82.6%	17.4%	21.1%	41.5%	0.68	0.70	0.62
WCG	WellCare Health Plans, Inc.	6,445.97	-	-	6,445.97	997.40	7,443.37	86.6%	13.4%	15.5%	63.4%	0.98	0.84	0.79
Max								88.2%	33.7%	50.7%	63.4%	0.98	0.84	0.79
Average								77.4%	22.6%	31.0%	46.2%	0.75	0.74	0.64
Median								76.6%	23.4%	31.4%	46.8%	0.69	0.72	0.61
Minimum								66.3%	11.8%	13.4%	37.5%	0.52	0.61	0.52

Notes:

Guideline companies per S&P Capital IQ. Adjusted Beta is calculated via the Vasicek Method for approximating Beta.

- a. 20-year U.S. Treasury security per Federal Reserve H.15.
- b. See Appendix B.
- c. Industry capital structure ratio based on the median level for the selected public companies.
- d. At state and federal corporate income tax rates.
- e. Based on discussions with management, their ability to borrow, and cash flow debt rates as reported in the Pepperdine 2016 Private Capital Markets Report.
- f. Calculated as: $B_l = B_u / (1 + D/E * (1 - T))$
- g. $B_l = B_u * [1 + D/E * (1 - T)]$ where $D/E = 1 - D/V$
- h. Size Premium Calculation per Duff & Phelps 2015 Size Premium Study.

Book Equity	Size	Calc Prem over CAPM
(\$2,319)	NA	
Total Assets	6.9	
Sales	5.7	
Employees	82	6.9
Average		6.5
Median		6.9

i. Estimated additional risk premium that would be demanded by investors in the subject Company.

j. $K_e = [B_l * R_e + R_f + R_s + R_c]$

EXHIBIT 14

EVERGREEN HEALTH, INC.
COMPARABLE PUBLIC COMPANY ANALYSIS - (\$MM)

Trading Data:

Ticker	Exchange	Last Sale Price	% of 52 Week High	% of 52 Week Low	5 Yr Vol	1 Yr Vol	3 Month Vol	5 Yr Beta	Re-squared	Eff. Tax Rate (LTM)	Beta Adj (Blume)	Unlevered Adj Beta	S&P LT Credit Rating	Credit Rating Date
1 AET	NYSE	\$118.61	87%	128%	22.8%	23.3%	23.5%	0.60	0.08	43%	0.75	0.59	NA	NA
2 ANTM	NYSE	\$154.14	99%	134%	22.5%	25.5%	24.7%	0.68	0.10	47%	0.80	0.66	A	5/1/2015
3 CI	NYSE	\$146.22	98%	127%	22.7%	27.1%	24.6%	0.52	0.06	38%	0.70	0.65	A	5/19/2014
4 CNC	NYSE	\$63.27	84%	134%	36.6%	35.7%	55.1%	0.69	0.05	54%	0.81	0.68	BB	3/29/2011
5 HUM	NYSE	\$198.50	91%	132%	27.5%	28.3%	25.2%	0.89	0.09	51%	0.93	0.87	NA	NA
6 MOH	NYSE	\$56.72	84%	127%	37.2%	39.2%	46.2%	0.94	0.09	56%	0.97	0.79	BB	11/2/2015
7 UNH	NYSE	\$162.10	99%	149%	19.3%	18.2%	17.7%	0.68	0.17	40%	0.80	0.71	A+	11/3/2014
8 WCG	NYSE	\$145.54	99%	210%	34.2%	27.7%	30.8%	0.98	0.09	57%	0.99	0.93	BB	11/4/2013
Max					37.2%	39.2%	55.1%	0.98	0.17	57%	0.99	0.93		
Min					19.3%	18.2%	17.7%	0.52	0.05	38%	0.70	0.59		
Median					25.2%	27.4%	25.0%	0.69	0.09	49%	0.81	0.69		
Mean					27.8%	28.1%	31.0%	0.75	0.09	48%	0.85	0.73		

Size Data:

Ticker	FYE	LTM Date	Market Cap	TEV	LTM Revenue	CY2017 Revenue	Book Equity	Total Assets	5 Yr Avg	EBITDA LTM	CY2017 EBITDA	5 Yr Avg	Net Income LTM	Fulltime Employees
1 AET	12/31/2016	12/31/2016	\$41,620.2	\$44,347.2	\$63,155.0	\$61,152.8	\$17,943.0	\$69,190.0	\$4,812.3	\$6,197.0	\$5,465.0	\$2,054.7	\$2,271.0	NA
2 ANTM	12/31/2015	9/30/2016	\$40,605.9	\$55,029.4	\$83,354.3	\$89,838.7	\$24,744.2	\$64,399.9	\$5,256.8	\$5,550.8	\$5,644.6	\$2,584.3	\$2,282.3	NA
3 CI	12/31/2015	9/30/2016	\$37,340.3	\$39,443.3	\$39,252.0	\$40,698.5	\$14,050.0	\$60,762.0	\$3,420.8	\$3,637.0	\$4,800.9	\$1,711.0	\$1,911.0	NA
4 CNC	12/31/2015	9/30/2016	\$10,812.2	\$12,581.2	\$32,839.0	\$46,519.5	\$5,872.0	\$19,634.0	\$462.3	\$1,560.0	\$1,635.1	\$180.8	\$408.0	NA
5 HUM	12/31/2015	9/30/2016	\$29,596.6	\$27,102.6	\$54,862.0	\$55,384.2	\$11,285.0	\$29,466.0	\$2,444.0	\$2,778.0	\$3,486.5	\$1,259.0	\$1,116.0	NA
6 MOH	12/31/2015	9/30/2016	\$3,222.9	\$2,015.9	\$16,666.0	\$19,247.3	\$1,691.0	\$7,570.0	\$242.7	\$507.0	\$590.4	\$57.7	\$129.0	NA
7 UNH	12/31/2016	12/31/2016	\$154,289.4	\$178,841.4	\$184,828.0	\$198,445.3	\$40,409.0	\$122,679.0	\$11,937.4	\$15,335.0	\$16,601.1	\$5,964.0	\$7,237.0	NA
8 WCG	12/31/2015	9/30/2016	\$6,446.0	\$3,565.0	\$14,215.7	\$15,757.3	\$1,942.9	\$6,525.5	\$369.7	\$621.3	\$629.1	\$161.3	\$210.2	NA
Max			\$154,289.4	\$178,841.4	\$184,828.0	\$198,445.3	\$40,409.0	\$122,679.0	\$11,937.4	\$15,335.0	\$16,601.1	\$5,964.0	\$7,237.0	
Min			\$3,222.9	\$2,015.9	\$14,215.7	\$15,757.3	\$1,691.0	\$6,525.5	\$242.7	\$507.0	\$590.4	\$57.7	\$129.0	
Median			\$33,568.5	\$33,273.0	\$47,057.0	\$50,951.9	\$12,667.5	\$45,114.0	\$2,932.4	\$3,207.5	\$4,143.7	\$1,485.0	\$1,513.5	
Mean			\$40,516.7	\$45,365.8	\$61,146.5	\$65,880.4	\$14,742.1	\$47,528.3	\$3,618.2	\$4,523.3	\$4,856.6	\$1,746.6	\$1,945.6	

EXHIBIT 14

EVERGREEN HEALTH, INC.
COMPARABLE PUBLIC COMPANY ANALYSIS - (SMM)

Operating Statistics:

Ticker	Name	Gross Margin (%)			EBITDA Margin (%)			Operating Margin (%)			EBT Margin (%)			Asset Growth (%)		
		FY-2	FY-1	LTM	FY-2	FY-1	LTM	FY-2	FY-1	LTM	FY-2	FY-1	LTM	FY-2	FY-1	LTM
1 AET	Aetna Inc.	26.0	27.2	26.6	8.2	9.0	9.8	7.1	7.9	8.7	6.5	7.3	7.8	12.4	12.4	29.5
2 ANTM	Anthem, Inc.	20.8	23.0	21.3	7.3	7.5	6.7	6.5	6.8	6.0	5.6	6.0	5.1	4.2	4.2	3.3
3 CI	Cigna Corporation	33.4	33.4	32.1	11.5	11.1	9.3	10.4	10.2	8.5	9.6	9.5	7.9	4.9	4.9	6.8
4 CNC	Centene Corporation	14.7	19.2	18.3	3.4	3.7	4.8	2.8	3.1	4.1	2.6	2.9	3.6	57.3	57.3	168.2
5 HUM	Humana Inc.	21.2	21.3	18.1	5.6	5.4	5.1	5.0	4.9	4.6	4.6	4.5	4.3	8.2	8.2	21.3
6 MOH	Molina Healthcare, Inc.	16.2	13.8	15.1	2.9	2.9	3.0	2.1	2.1	2.3	1.3	1.4	1.8	36.1	36.1	28.0
7 UNH	UnitedHealth Group Incorporated	25.3	23.6	23.5	8.7	7.8	8.3	7.9	7.0	7.2	7.4	6.5	6.6	12.6	12.6	10.1
8 WCG	WellCare Health Plans, Inc.	13.3	11.6	14.9	3.8	2.1	4.4	3.6	1.9	4.1	3.4	1.6	3.7	18.3	18.3	32.1
	Max	33.4	33.4	32.1	11.5	11.1	9.8	10.4	10.2	8.7	9.6	9.5	7.9	57.3	57.3	168.2
	Min	13.3	11.6	14.9	2.9	2.1	3.0	2.1	1.9	2.3	1.3	1.4	1.8	4.2	4.2	3.3
	Median	21.0	22.2	19.8	6.5	6.5	5.9	5.7	5.9	5.3	5.1	5.2	4.7	12.5	12.5	24.6
	Mean	21.4	21.7	21.2	6.4	6.2	6.4	5.7	5.5	5.7	5.1	5.0	5.1	19.2	19.2	37.4

Operating Statistics, cont'd.:

Ticker	Name	Revenue Growth (%)			EBITDA Growth (%)			EPS Growth (%)			Projected EPS Growth (%)			
		5Yr CAGR	3Yr CAGR	LTM	5Yr CAGR	3Yr CAGR	LTM	5Yr CAGR	3Yr CAGR	LTM	5Yr CAGR	5-Yr High	5-Yr Low	5-Yr #
1 AET	Aetna Inc.	13.3	10.1	4.9	9.6	14.1	14.0	4.2	6.3	(5.5)	9.0	12.0	4.8	8
2 ANTM	Anthem, Inc.	6.8	6.8	6.9	1.2	(2.3)	(12.3)	2.3	(2.3)	(18.4)	8.7	11.0	6.0	6
3 CI	Cigna Corporation	12.3	7.2	5.3	9.0	(0.8)	(11.1)	6.7	11.6	(10.0)	10.4	15.0	6.0	5
4 CNC	Centene Corporation	46.5	51.6	65.4	44.6	54.5	86.8	21.8	14.5	(4.3)	16.2	20.6	10.0	5
5 HUM	Humana Inc.	8.8	10.5	3.0	3.3	1.6	2.6	(1.2)	(6.6)	(15.0)	13.7	14.4	12.5	4
6 MOH	Molina Healthcare, Inc.	29.7	38.3	30.9	23.9	24.5	0.3	8.2	10.7	(17.5)	16.6	20.0	13.0	4
7 UNH	UnitedHealth Group Incorporated	12.7	14.7	17.6	10.7	13.1	24.8	9.6	10.8	24.4	13.4	17.2	7.4	7
8 WCG	WellCare Health Plans, Inc.	19.4	16.1	3.0	12.6	24.7	30.4	(0.2)	4.7	85.1	17.6	24.4	12.0	4
	Max	46.5	51.6	65.4	44.6	54.5	86.8	21.8	14.5	85.1	17.6	24.4	13.0	8
	Min	6.8	6.8	3.0	1.2	(0.8)	(12.3)	(1.2)	(6.6)	(18.4)	8.7	11.0	4.8	4
	Median	13.0	12.6	6.1	10.2	13.6	8.3	5.5	8.5	(7.7)	13.5	16.1	8.7	5
	Mean	18.7	19.4	17.1	14.4	16.6	16.9	6.4	6.2	4.9	13.2	16.8	9.0	5

EXHIBIT 14

EVERGREEN HEALTH, INC.

COMPARABLE PUBLIC COMPANY ANALYSIS - (SMM)

Liquidity, Solvency:

Ticker	Name	Sales to Assets	EBIT Margin	Debt-Free ROA	Pretax to EBIT	Pretax ROA	Assets to Equity	Pretax ROE	Sales to F.A.	Work Cap % of Sales	Adj. WC % of Sales	Net WC % of Sales	A/R	Inventory
1 AET	Aetna Inc.	1.0x	8.7%	9.0%	0.9	8.0%	3.4	27.4%	NA	13.5%	18.1%	-10.7%	NA	NA
2 ANTM	Anthem, Inc.	1.3x	6.0%	7.9%	0.9	6.7%	2.6	17.2%	42.3x	14.3%	17.5%	13.4%	16.3x	NA
3 CI	Cigna Corporation	0.7x	8.5%	5.7%	0.9	5.3%	4.2	22.1%	25.8x	0.0%	0.7%	-7.2%	9.3x	NA
4 CNC	Centene Corporation	2.4x	4.1%	10.0%	0.9	8.8%	2.3	20.3%	54.1x	-3.9%	-1.3%	-7.3%	13.0x	NA
5 HUM	Humana Inc.	2.0x	4.6%	9.4%	0.9	8.7%	2.4	20.8%	38.9x	14.3%	15.2%	2.8%	61.4x	NA
6 MOH	Molina Healthcare, Inc.	2.5x	2.3%	5.8%	0.8	4.4%	4.0	17.4%	40.4x	8.7%	11.5%	-4.8%	18.9x	NA
7 UNH	UnitedHealth Group Incorporated	1.6x	7.2%	11.3%	0.9	10.4%	2.9	30.2%	NA	-8.4%	-4.5%	-9.4%	NA	NA
8 WCG	WellCare Health Plans, Inc.	2.5x	4.1%	10.1%	0.9	9.1%	3.0	26.8%	58.1x	14.7%	14.7%	-11.4%	25.9x	NA
	Max	2.5x	8.7%	11.3%	0.9	10.4%	4.2	30.2%	58.1x	15.5%	18.1%	0.1x	61.4x	0.0x
	Min	0.7x	2.3%	5.7%	0.8	4.4%	2.3	17.2%	25.8x	-8.4%	-4.5%	-0.1x	9.3x	0.0x
	Median	1.8x	5.3%	9.2%	0.9	8.4%	2.9	21.4%	41.4x	11.5%	13.1%	-0.1x	17.6x	NA
	Mean	1.8x	5.7%	8.7%	0.9	7.7%	3.1	22.8%	43.3x	6.9%	9.0%	0.0x	24.1x	NA

Utilization, Liquidity, Solvency, cont'd:

Ticker	Name	Current Ratio	Quick Ratio	Days Sales Out.	Days Inv. Out.	Operating Cycle	Days Payable Out.	Cash Conv. Cycle	LT Debt to TC	EBIT Interest Coverage	Cash Flow to Current Debt	Debt to Equity (%)	Net Debt/ (EBITDA- Capex) as % of Rev
1 AET	Aetna Inc.	1.5x	1.4x	NA	NA	NA	65.4	NA	49.3%	9.1	1.8	115.1	0.4
2 ANTM	Anthem, Inc.	1.6x	1.4x	22.5	NA	NA	73.4	NA	34.1%	6.7	1.0	68.6	2.9
3 CI	Cigna Corporation	1.0x	0.5x	39.1	NA	NA	174.5	NA	25.0%	13.4	8.1	36.0	0.6
4 CNC	Centene Corporation	0.9x	0.8x	28.1	NA	NA	75.7	NA	35.8%	8.8	0.7	78.2	1.2
5 HUM	Humana Inc.	1.7x	1.3x	6.0	NA	NA	61.6	NA	24.4%	13.6	2.8	37.9	NM
6 MOH	Molina Healthcare, Inc.	1.3x	1.2x	19.3	NA	NA	52.9	NA	35.1%	4.0	0.5	96.7	NM
7 UNH	UnitedHealth Group Incorporated	0.7x	0.4x	NA	NA	NA	61.3	NA	35.1%	12.4	1.3	81.6	1.7
8 WCG	WellCare Health Plans, Inc.	1.6x	1.5x	14.1	NA	NA	54.5	NA	33.9%	9.6	NA	51.3	NM
	Max	1.7x	1.5x	39.1	0.0	0.0	174.5	0.0	49.3%	13.6	8.1	115.1	2.9
	Min	0.7x	0.4x	6.0	0.0	0.0	52.9	0.0	(47.8)	4.0	0.5	36.0	0.4
	Median	1.4x	1.2x	20.9	NA	NA	63.5	NA	34.6%	9.4	1.3	73.4	1.2
	Mean	1.3x	1.1x	21.5	NA	NA	77.4	NA	34.1%	9.7	2.3	70.7	1.4

Notes:

Source: Capital IQ. In reported millions, except per share data. Financial statement data is per filings as of the date of value.
 Unlevered Beta = Levered Beta / (1 + (D/E) * (1 - T)) + Pref/E

TEV = Market Capitalization + Total Debt + Total Preferred Equity + Minority Interest - Cash & Short Term Investments

EXHIBIT 15

EVERGREEN HEALTH, INC.
COMPARABLE PUBLIC COMPANY ANALYSIS - (\$MM)

Trading Multiples:

Ticker	Name	Price to Earnings		Market Cap / EBIT		Market Cap / Gross CF		Price to BV		Tangible BV		TEV / Total Revenue		TEV / EBITDA		TEV / EBIT			
		LTM	CY2017	LTM	CY2018	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	CY2018	
1 AET	Aena Inc.	7.7x	7.8x	4.8x	7.2x	8.0x	8.0x	1.3x	1.3x	0.7x	0.7x	0.7x	7.2x	8.1x	6.8x	8.0x	8.8x	7.5x	
2 ANTM	Anthem, Inc.	14.3x	12.6x	8.9x	11.7x	11.3x	11.3x	1.5x	NA	0.7x	0.6x	0.6x	9.9x	9.7x	9.1x	11.0x	10.9x	10.3x	
3 CI	Cigna Corporation	17.5x	14.2x	11.1x	12.7x	13.9x	13.9x	2.4x	4.3x	1.0x	1.0x	0.9x	10.8x	8.2x	7.6x	11.8x	9.6x	8.6x	
4 CNC	Centene Corporation	10.5x	9.4x	6.5x	8.3x	9.3x	9.3x	1.3x	NA	0.4x	0.3x	0.2x	8.0x	7.7x	6.4x	9.3x	8.6x	7.0x	
5 HUM	Humana Inc.	15.5x	14.3x	9.7x	13.5x	27.7x	27.7x	2.0x	3.0x	0.5x	0.5x	0.5x	9.8x	7.8x	7.1x	10.7x	8.6x	7.6x	
6 MOH	Molina Healthcare, Inc.	2.1x	1.8x	1.3x	1.5x	2.0x	2.0x	0.2x	0.4x	0.1x	0.1x	0.1x	4.0x	3.4x	2.5x	5.2x	4.5x	3.1x	
7 UNH	UnitedHealth Group Incorporated	19.0x	15.7x	14.1x	14.1x	16.7x	16.7x	3.0x	3.7x	1.0x	0.9x	0.8x	11.7x	10.8x	9.3x	13.5x	12.5x	10.6x	
8 WCG	WellCare Health Plans, Inc.	7.9x	9.1x	4.9x	7.8x	9.4x	9.4x	1.3x	1.6x	0.5x	0.2x	0.2x	5.7x	5.7x	4.4x	6.1x	7.0x	5.0x	
Count		8	8	8	8	8	8	6	8	8	8	8	8	8	8	8	8	8	8
Max		19.0x	15.7x	14.1x	14.1x	27.7x	27.7x	3.6x	4.3x	1.0x	1.0x	0.9x	11.7x	10.8x	9.3x	13.5x	12.5x	10.6x	
Min		2.1x	1.8x	1.3x	1.5x	2.0x	2.0x	0.2x	0.4x	0.1x	0.1x	0.1x	4.0x	3.4x	2.5x	5.2x	4.5x	3.1x	
Median		12.4x	11.0x	10.0x	10.0x	10.3x	10.3x	1.4x	2.3x	0.6x	0.6x	0.5x	8.9x	7.9x	7.0x	10.0x	8.7x	7.6x	
Mean		11.8x	10.6x	9.6x	9.6x	12.5x	12.5x	1.7x	2.4x	0.6x	0.5x	0.5x	8.4x	7.7x	6.6x	9.4x	8.8x	7.5x	

Trading Multiple Adjustments (size, growth, unique risk):

Ticker	Name	Price to Earnings		Market Cap / EBIT		Market Cap / Gross CF		Price to BV		Tangible BV		TEV / Total Revenue		TEV / EBITDA		TEV / EBIT		
		LTM	CY2017	LTM	CY2018	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	CY2018
1 AET	Aena Inc.	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%
2 ANTM	Anthem, Inc.	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%	41%
3 CI	Cigna Corporation	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%	40%
4 CNC	Centene Corporation	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%	38%
5 HUM	Humana Inc.	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%	39%
6 MOH	Molina Healthcare, Inc.	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%
7 UNH	UnitedHealth Group Incorporated	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%	43%
8 WCG	WellCare Health Plans, Inc.	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%

Adjusted Trading Multiples:

Ticker	Name	Price to Earnings		Market Cap / EBIT		Market Cap / Gross CF		Price to BV		Tangible BV		TEV / Total Revenue		TEV / EBITDA		TEV / EBIT		
		LTM	CY2017	LTM	CY2018	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	LTM	CY2018	LTM	CY2017	CY2018
1 AET	Aena Inc.	4.5x	4.6x	4.3x	4.3x	2.8x	4.7x	0.8x	0.8x	0.4x	0.4x	0.4x	4.2x	4.8x	4.0x	4.7x	5.2x	4.4x
2 ANTM	Anthem, Inc.	8.4x	7.4x	6.9x	7.6x	5.3x	6.6x	0.9x	1.5x	0.4x	0.4x	0.4x	5.8x	5.8x	5.4x	6.5x	6.4x	6.1x
3 CI	Cigna Corporation	10.5x	8.5x	7.6x	8.3x	6.6x	8.3x	1.5x	2.6x	0.6x	0.6x	0.5x	6.3x	4.9x	4.5x	7.1x	5.7x	5.2x
4 CNC	Centene Corporation	6.5x	5.9x	5.1x	4.1x	5.8x	5.8x	0.8x	0.8x	0.2x	0.2x	0.2x	5.0x	4.8x	3.9x	5.8x	5.3x	4.3x
5 HUM	Humana Inc.	9.5x	8.7x	8.2x	5.9x	16.9x	16.9x	1.2x	1.8x	0.8x	0.8x	0.8x	6.0x	4.7x	4.3x	6.5x	5.2x	4.6x
6 MOH	Molina Healthcare, Inc.	1.3x	1.2x	1.0x	0.8x	1.3x	1.3x	0.1x	0.1x	0.1x	0.1x	0.1x	2.6x	2.2x	1.6x	3.4x	3.0x	2.0x
7 UNH	UnitedHealth Group Incorporated	10.8x	9.0x	8.0x	6.7x	9.5x	9.5x	2.0x	2.1x	0.6x	0.5x	0.5x	6.6x	6.1x	5.3x	7.7x	7.1x	6.0x
8 WCG	WellCare Health Plans, Inc.	5.1x	5.9x	5.1x	5.1x	3.2x	6.1x	0.9x	1.1x	0.2x	0.1x	0.1x	3.7x	3.7x	2.9x	4.0x	4.6x	3.3x
Count		8	8	8	8	8	8	6	8	8	8	8	8	8	8	8	8	8
Max		10.8x	9.0x	8.2x	6.7x	16.9x	16.9x	2.0x	2.6x	0.6x	0.6x	0.5x	6.6x	6.1x	5.4x	7.7x	7.1x	6.1x
Min		1.3x	1.2x	1.0x	0.8x	1.3x	1.3x	0.1x	0.1x	0.1x	0.1x	0.1x	2.6x	2.2x	1.6x	3.4x	3.0x	2.0x
Median		7.5x	6.7x	6.0x	4.7x	6.4x	6.4x	0.9x	1.4x	0.3x	0.3x	0.3x	5.4x	4.8x	4.2x	6.1x	5.3x	4.5x
Mean		7.1x	6.4x	5.8x	4.4x	7.4x	7.4x	1.0x	1.4x	0.3x	0.3x	0.3x	5.1x	4.6x	4.0x	5.7x	5.3x	4.5x

EXHIBIT 16

EVERGREEN HEALTH, INC.

MARKET APPROACH - PUBLIC COMPANY COMPARISON - (\$000)

Valuation Ratios	Adjusted Median Valuation Ratio	Number of Ratios	Subject Company Financial Basis	Indicated Value	Subtract Debt ^a	Indicated Equity Value	Weight
Total Equity Multiples							
Price to BV	0.9x	8	(6,730)	NMF	NA	NMF	20%
Price to Tangible BV	1.4x	6	(6,730)	NMF	NA	NMF	80%
Concluded Value - Public Company Approach (Equity/Total Surplus)						<u><u>0</u></u>	

Notes:

- a. Not Applicable (NA) for total equity multiples.

EXHIBIT 17 Page 1 of 2

EVERGREEN HEALTH, INC.
MERGER & ACQUISITION ANALYSIS (\$MM)

Trans. Number	Acquirer	Target	Description	Closed Date
Capital IO M&A Database				
1	Centene Corp (NYSE:CNC)	Health Net, Inc.	Managed Healthcare	3/24/16
2	Tokio Marine & Nichido Fire Insurance Co., Ltd.	HCC Insurance Holdings Inc.	Multi-line Insurance	10/27/15
3	Meiji Yasuda Life Insurance Co., Ltd.	StanCorp Financial Group Inc.	Life and Health Insurance	3/7/16
4	ProAssurance Corporation (NYSE:PRA)	Eastern Insurance Holdings, Inc.	Multi-line Insurance	12/31/13

EXHIBIT 17 Page 2 of 2

EVERGREEN HEALTH, INC.
MERGER & ACQUISITION ANALYSIS (\$MM)

Number	Net		EBIT	EBITDA	Book Value	MVE	TEV	Total Equity to Net Income	Total Equity to Book Value	TEV to Revenue
	Revenue	Net Income								
1	15,601.78	84.33	NA	380.44	1,710.76	6,192.96	6,134.72	73.4x	3.6x	0.4x
2	2,680.07	455.90	NA	659.40	3,926.26	7,459.90	8,292.93	16.4x	1.9x	3.1x
3	2,812.50	251.20	NA	483.00	2,238.63	4,880.21	5,514.68	19.4x	2.2x	2.0x
4	181.22	12.11	NA	18.75	140.54	193.95	158.23	16.0x	1.4x	0.9x
							Count	4	4	4
							Max	73.4x	3.6x	3.1x
							Min	16.0x	1.4x	0.4x
							Median	17.9x	2.0x	1.4x
							Mean	31.3x	2.3x	1.6x

Capital IQ M&A Database

EXHIBIT 18

EVERGREEN HEALTH, INC.

MARKET APPROACH - M&A COMPARISON - (\$000)

Valuation Ratios	Selected Valuation Ratio	Number of Ratios	Subject Company Financial Basis	Indicated Value	Subtract Debt ^a	Indicated Equity Value	Weight
Total Equity Multiples (Latest 12 Months):							
Price to Book Value	2.0x	4	(6,730)	NMF	NA	NMF	1
Concluded Value - Merger & Acquisition Approach (Equity/Total Surplus)						<u><u>0</u></u>	

Notes:

a. For Total Equity Multiples: not applicable (NA), for MVIC Multiples: subtract interest bearing debt.

EXHIBIT 19

EVERGREEN HEALTH, INC.
MERGER & ACQUISITION ANALYSIS (\$MM)

Trans. Number	Acquirer	Target	Description	Announcement Date	Reported Control Premium
Control Premium Study					
1	Goldman Sachs Group, Inc. / The Blackstone Group LP	UICI	Provides health and life insurance services	9/15/05	19.0%
2	American Financial Group, Inc. (Great American Financial)	Ceres Group, Inc.	Underwrites and sells life, accident, health and group insurances	5/1/06	15.7%
3	UnitedHealth Group, Inc.	Sierra Health Services, Inc.	Provides health care insurance	3/12/07	21.2%
4	SXC Health Solutions Corp.	National Medical Health Card Systems, Inc.	Provides comprehensive prescription benefit management services	2/26/08	10.2%
5	CIGNA Corp.	HealthSpring, Inc.	Provides healthcare and medicare service plans	10/24/11	37.0%
6	Aon PLC	Access Plans, Inc.	Provides healthcare plans	2/27/12	18.8%
7	WellPoint, Inc.	AMERIGROUP Corp. (Virginia)	Provides health care coverage to people eligible for Medicaid and children insurance program benefits	7/9/12	43.0%
8	Aetna, Inc.	Coventry Health Care, Inc.	Provides health care plan management services	8/20/12	43.4%
9	Centene Corp.	Health Net, Inc.	Provides various health insurance services and other hospital and medical service plans	7/2/15	3.4%

EXHIBIT 20

EVERGREEN HEALTH, INC.
ASSET-BASED APPROACH ANALYSIS (\$000)

	Book Value^a		Adjusted		Adjusted
	12/31/2016	Adjustment	Book Value^b	Adjustment	Book Value^c
			1/31/2017		1/31/2017
Current Assets:					
Cash	3,783	1,934	5,717	0	5,717
Premium Receivables	3,679	3,573	7,252	0	7,252
Health Care Receivable	12,293	(1,017)	11,277	0	11,277
Due from Affiliate - Receivable	833	0	833	0	833
Prepaid Expenses	444	0	444	0	444
Other Current Assets	51	0	51	0	51
Fixed Assets:					
Depreciable Assets (Net)	749	(10)	739	0	739
Long Term Investments:					
Other Assets	1,188	340	1,528	0	1,528
Bwell Investment	1,500	0	1,500	0	1,500
Long Term Investments:	17,836	(3,046)	14,790	0	14,790
Total Assets	42,358	1,774	44,131	0	44,131
Current Liabilities:					
Advance Premium	626	58	684	0	684
Medical Claims Payable	21,771	(1,008)	20,763	0	20,763
Accrued Payroll/Expenses/AP/Other	1,827	123	1,950	0	1,950
Due to Affiliate	302	(5)	297	0	297
Other Current Liabilities	19,899	1,015	20,914	0	20,914
Long-Term Liabilities:					
Deferred Rent	252	1	253	0	253
Surplus Note	0	0	0	6,000	6,000
Total Liabilities	44,676	185	44,861	6,000	50,861
Total Surplus/Equity	(2,319)	1,589	(730)	(6,000)	(6,730)
Net Asset Value	(2,319)		(730)		(6,730)

Notes:

- a. As provided by management on a GAAP basis.
- b. Balances for statutory accounts updated based on statutory financial statements as of January 31, 2017 provided by management.
- c. Surplus Notes included in Surplus were reclassified as debt.

EXHIBIT 21

EVERGREEN HEALTH, INC.
 VALUATION SUMMARY

Approaches:	Invested Capital Value^a
Income Approach Value - New Investor, Low	\$3,836,000
Income Approach Value - New Investor, High	\$6,379,000
Income Approach Value - Wind Down	(\$11,867,000)
Market Approach Value - Publicly-Traded Guideline Cos.	NMF
Market Approach Value - M&A Transactions	NMF
Asset-Based Approach Value	(\$729,516)

Approaches:	Invested Capital Value^a	Less: Surplus Note Debt	Equity Value^b
Income Approach Value - New Investor, Low	\$3,836,000	(\$6,000,000) =	\$0
Income Approach Value - New Investor, High	\$6,379,000	(\$6,000,000) =	\$379,000
Income Approach Value - Wind Down	(\$11,867,000)	(\$6,000,000) =	\$0
Market Approach Value - Publicly-Traded Guideline Cos.	NMF	(\$6,000,000) =	NMF
Market Approach Value - M&A Transactions	NMF	(\$6,000,000) =	NMF
Asset-Based Approach Value	(\$729,516)	(\$6,000,000) =	\$0

Approaches:	Surplus/Equity Value
Income Approach Value - New Investor, Low	\$0
Income Approach Value - New Investor, High	\$379,000
Income Approach Value - Wind Down	\$0
Market Approach Value - Publicly-Traded Guideline Cos.	\$0
Market Approach Value - M&A Transactions	\$0
Asset-Based Approach Value	\$0

Notes:

- a. The results of this approach not meaningful (NMF) due to the negative Equity/Surplus position of the Company.
 b. For values less than \$0, concluded value was set to \$0.

Schedule 1: Statement of Contingent and Limiting Conditions

Information, estimates, statements of fact, and opinions contained in this report are obtained from sources considered reliable; however, Moss Adams LLP has not independently verified such information and assumes no responsibility for any information provided by any such sources, including but not limited to the Company.

This report and the conclusions of value arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the report and conclusion of value are not intended by the authors and should not be construed by a reader to be investment advice of any kind whatsoever. The conclusion of value represents the considered opinion of Moss Adams LLP, based on information furnished to them by the Client and other sources.

Moss Adams LLP does not provide assurance on the achievability of the results forecasted by the Client or the Client's affiliated Company. Events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.

The subject Company, Client, and all representatives of the Company and Client have warranted to Moss Adams LLP that the information supplied was complete and accurate to the best of their knowledge and that any reports, analysis, or other documents prepared for it by appraisers will be used only in compliance with all applicable laws and regulations.

Possession of this report or a copy thereof does not carry with it the right of publication of all or part of it, nor may it be used for any purpose other than that stated in the report without the previous written consent of the appraisers, and in any event, only with proper attribution. Authorized copies of this report will be signed by an authorized representative of Moss Adams LLP. Unsigned copies or copies not signed by an authorized representative should be considered incomplete.

Appraisers are not required to give testimony in court or to be in attendance during any hearings or depositions with reference to the Company being appraised unless previous arrangements have been made with appraisers.

The various estimates of value presented in this report apply to this appraisal only and may not be used out of the context presented herein.

Moss Adams LLP has made no explicit or implicit assumptions that are hidden or unapparent to a reader regarding the business. All factors considered materially important to the appraisal of the Company have been clearly delineated in this report. No other factors are known to the appraisers at the time this report is written.

Moss Adams LLP assumes no responsibility for the legal description of the business being appraised and expressly assumes the transferability of title in the business without encumbrance unless otherwise stated in this report. We further assume the subject interest in the business is free and clear of all liens or encumbrances unless otherwise stated.

Moss Adams LLP takes no responsibility for changes in market or economic conditions that may affect this Company following the date of value and assumes no liability to revise this report to reflect events or conditions that occur after the appraisal date of this report.

The estimate of Fair Market Value reached in this report is based only on the definition of Fair Market Value as stated in the Introduction section of this report. An actual transaction in the shares may be concluded at a higher or lower value, depending on the circumstances surrounding the Company, the business interest being bought or sold, and/or the motivations and knowledge of the buyers and sellers at the time the transaction is consummated. Moss Adams LLP makes no guarantees whatsoever as to the value that individual buyers and sellers might reach in an actual transaction.

Moss Adams LLP has not been engaged to apply, and therefore has not applied, procedures prescribed by the American Institute of Certified Public Accountants or the Auditing Standards Board to any historical or forecasted financial statements included or incorporated in this report. Accordingly, Moss Adams LLP is not assuming the role of a reporting Certified Public Accountant and is not separately reporting on the financial statement or forecast into the value of the Company by virtue of their consideration.

To ensure compliance with the requirements imposed on us by IRS Circular 230 (31 C.F.R. part 10), we inform you that any tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for the purpose of avoiding tax-related penalties under the Internal Revenue Code or promoting, marketing or recommending to another party any tax-related matter(s) addressed herein.

Schedule 2: Certificate of Appraiser

We certify that, to the best of our knowledge and belief:

The statements of fact contained in this report are true and correct.

The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, impartial, and unbiased professional analyses, opinions, and conclusions.

We have no present or prospective interest in the property that is the subject of this report, and we have no personal interest with respect to the parties involved.

We have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.

We have performed no services as an appraiser or in any other capacity, for the Company within the most recent three years immediately preceding the acceptance of this assignment.

Our engagement in this assignment was not contingent upon developing or reporting predetermined results.

Our compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.

Our analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the requirements of the American Society of Appraisers and the Uniform Standards of Professional Appraisal Practice.

No one, other than those whose signatures appear below, provided significant business valuation assistance in the preparation of this report.

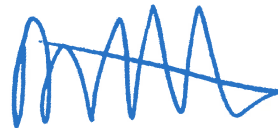
Other than Cody Marshall and Charles Edwards, and those whose signatures appear below, no one provided significant business valuation assistance in the preparation of this report.

The American Society of Appraisers has a mandatory re-accreditation program for all of its senior members. Each senior member signing below is in compliance with that program.

Respectfully submitted,



CALVIN E. SWARTLEY, CFA, ASA
Sr. Manager



D. ALAN HUNGATE, CFA, ASA
Principal

Schedule 3: Sources of Information

As part of our analysis, we reviewed the following documents:

- Statutory Audited financial statements for years ended December 31, 2013 through 2016.
- Tax returns for years ended December 31, 2013 and 2014.
- Internal financial statements including monthly, quarterly and annual data for various periods from 2014 through 2016, and January 31, 2017.
- Additional financial and other data including forecasts, fixed asset listing, accounts receivable aging, and accounts payable aging.
- Information prepared by management including a summary of active members, Company brochure, and organizational charts.
- Information related to the lawsuit against the US Department of Health and Human Services and the Center for Medicare and Medicaid Services, including a complaint, a denial of motion, and management prepared summaries of events.
- Various newspaper articles from The Baltimore Sun.
- Economic data:
 - National Economic Outlook Update, Q4 2016. Business Valuation Resources.¹
 - Bureau of Labor Statistics: Maryland Local Area Unemployment. December 31, 2016. Raw data. [Http://data.bls.gov/](http://data.bls.gov/).
 - The American Community Survey. Washington, D.C.: U.S. Dept. of Commerce, Economics and Statistics Administration, Bureau of the Census, 2016.
 - Gross Domestic Product (GDP) by State. Bureau of Economic Analysis, U.S. Department of Commerce. Jun. 2016. Accessed Apr. 2017 <www.bea.gov>.
 - "Maryland Department of Commerce | Business Resources | Site Selection." Maryland Department of Commerce | Business Resources | Site Selection. Accessed April 10, 2017. <http://commerce.maryland.gov/>.
 - "The Power of the Purse: The Contributions of Hispanics to America's Spending Power and Tax Revenues in 2013." The Partnership for a New American Economy, December 30, 2014.
 - Federal Reserve Bank of Richmond. "Maryland Survey of Business Activity." News release, Feb 28, 2017. Accessed April 10, 2017.
 - Total Population Projections by Age, Sex and Race. July 31, 2014. Raw data. Department of Planning, Maryland State Data Center.

¹ "All of the contents of the national economic outlook section of this valuation report are quoted from the Economic Outlook Update™ Q4 2016 published by Business Valuation Resources, LLC, © 2016, reprinted with permission. The editors and Business Valuation Resources, LLC, while considering the contents to be accurate as of the date of publication of the Update, take no responsibility for the information contained therein. Relation of this information to this valuation engagement is the sole responsibility of the author of this valuation report."

- “Snapshot”, A Monthly Update of the Fifth District Economy, Federal Reserve Bank of Richmond, February 2017.
- Regional Survey of Business Activity, Federal Reserve Bank of Richmond, January 26, 2017.
- Industry data:
 - Health Insurance Carriers. First Research. Jun. 2016.
 - *Health & Medical Insurance in the U.S. IBISWorld. May 2016.*
 - *Federal Oversight, Premiums, and Enrollment for Consumer Operated and Oriented Plans in 2015. U.S. Government Accountability Office. Mar. 2016. Accessed Sep. 2016 <www.gao.gov>.*
 - Standard & Poor’s Industry Surveys: Insurance. *Standard & Poor’s. Jul. 2016.*
 - Standard & Poor’s Monthly Investment Review: Life & Health Insurance. *Standard & Poor’s. Aug. 2016.*
- Capital market data:
 - *Federal Reserve Statistical Release: H.15 (519) selected interest rates.* The Federal Reserve Board.
 - *Duff & Phelps, LLC Risk Premium Report 2016.*
 - 2016 Private Capital Markets Report, Pepperdine Digital Commons, Pepperdine University.
 - Capital IQ, Inc., a division of Standard & Poor’s.
 - Pratt’s Stats. Business Valuation Resources, LLC.
 - FactSet Mergerstat/BVR Control Premium Study. Business Valuation Resources, LLC.

Appendix A

Discount Rate

Discount Rate

The discount rate is a market-driven rate representing the rate of return necessary to induce investors to bear the risk of committing funds to an investment. The discount rate is applied to the expected free cash flows to estimate a total capital value (interest-bearing debt plus stockholders' equity).

The discount rate used is the weighted average cost of capital. The equation for the weighted average cost of capital (WACC) is as follows:

$$\text{WACC} = [(D \div V) \times K_d \times (1 - T)] + [(E \div V) \times K_e]$$

where:

$(D \div V)$ = ratio of market value of interest-bearing debt to total capital

$(E \div V)$ = ratio of equity capital to total capital = $1 - (D \div V)$

K_d = cost of interest-bearing debt capital

K_e = levered cost of equity capital

T = marginal tax rate

The leverage ratios $(D \div V)$ and $(E \div V)$ are forecasted based on specific assumptions of the Company's leverage in the future. Our estimates of leverage are generally based on observed industry average leverage ratios, on an analysis of the subject's historical leverage, or on leverage ratios for comparable publicly-traded companies. Leverage ratios are typically forecasted to remain constant in the future.

The cost of interest-bearing debt (K_d) was based on the subject's actual borrowing costs as of the date of value. A combined state and federal marginal tax rate (T) was used.

There are several widely used and effective methods to estimate the levered cost of equity capital, including the capital asset pricing model (CAPM), the discounted cash flow method, arbitrage pricing theory (APT), and the Fama-French three factor model. We selected the Capital Asset Pricing Model (CAPM) in our analysis.

The CAPM is modified to account for a small stock premium and subject company risk, as follows:

$$K_e = R_f + (B_l \times R_e) + R_s + R_c$$

where:

K_e = levered cost of equity capital

R_f = risk-free rate

B_l = levered beta

R_e = equity risk premium

R_s = small stock risk premium

R_c = subject company risk premium

The levered beta (B_l) is computed using the following equation:

$$B_l = B_u \times [1 + ((1 - T) \times (D \div E))]$$

where:

B_u	=	unlevered beta
T	=	marginal tax rate
$D \div E$	=	ratio of market value of interest-bearing debt to equity capital

Risk Free Rate

The CAPM implicitly assumes the presence of a single riskless asset. U.S. Treasury securities are considered to be default-free for all practical purposes and, therefore, a useful proxy for the riskless asset.

The horizon of the chosen Treasury security should match the anticipated holding period for the investment considered. For valuations involving going concerns, we utilize the 20 year Treasury Coupon (Treasury Constant Maturity) Bond Yield.

Beta

Systematic, or market, risk is measured in CAPM by the beta coefficient. As used herein, the beta coefficient is a measure of a stock's volatility in relation to the rest of the market. Stocks with a beta that is higher than 1 have historically demonstrated higher volatility of return than the broad market average, while stocks with betas below 1 have exhibited lower overall volatility than the broad market average. Similarly, stocks with betas above 1 have required rates of return (ROI) which are higher than the market average, while stocks with betas less than 1 have lower ROI relative to the market.

There are a number of different methodologies used for the purpose of estimating betas. Among the more common methods employed is the "Excess Return" method. Alternative measures include: accounting betas; fundamental betas; bottom-up betas; and forward-looking betas derived from option pricing data.

There are a number of different commercial sources of betas available for use in estimating betas. The more common providers include: Bloomberg, Standard & Poor's Capital IQ Compustat, Morningstar, and Aswath Damodaran. Each of the foregoing providers utilizes similar, but slightly different calculation methodologies, which in turn yield differing results. Our estimates of beta is generally based on a survey of, or selected from, beta information published by Morningstar, Aswath Damodaran, and Capital IQ.

Equity Risk Premium (R_e)

The equity risk premium is defined as the additional return over and above the return on investments in the riskless assets that an investor expects to receive as compensation for the additional risk associated with investing in equities. An increase in the equity risk premium indicates that investors are charging a higher price for investing in the same risky cash flows. In general, there are three main approaches used to derive an indication of the equity risk premium:

- 1) From actual observed historical returns between stocks and bonds;
- 2) Using fundamental information such as earnings and dividends, or macroeconomic or general equilibrium models to calculate the implied or required equity risk premium; and
- 3) From the opinions of financial professionals through broad surveys or calculations based on earnings expectations to estimate the expected equity risk premium. Such opinions likely incorporate elements from the two other methods.

As with betas, there are a number of different sources of estimates of the equity risk premium. However, many of the available sources of equity risk premium data are updated infrequently and viewed as less reliable indications of the current equity risk premium. The basis of our equity risk premium selection was based on regularly updated, respected sources in the industry, which cover each of the three general approaches listed above.

Survey of Indicators for U.S. Equity Risk Premium in 2013

<u>Historical Equity Risk Premium</u>	<u>Arithmetic</u>	<u>Geometric</u>
Ibbotson Associates (2012) ^a	6.6%	4.6%
<u>Implied or Required Equity Risk Premium</u>		
Ibbotson Associates (2012) ^a	6.1%	4.1%
Damodaran (1960-2012) ^b	4.0%	NA
<u>Expected Equity Risk Premium</u>		
	Arithmetic	Geometric
Damodaran (2012) ^b	NA	5.8%
Global CFO Outlook Survey ^c	NA	3.8%
Selected Equity Risk Premium	5.0%	

Sources

- a. *Ibbotson S&P 500 2013 Valuation Yearbook*. Morningstar. 2012.
- b. Implied Equity Risk Premiums - United States. Damodaran On-Line. Aswath Damodaran. Accessed 08 Jul. 2012, <http://pages.stern.nyu.edu/~adamodar/New_Home_Page/>. Based on a 2-stage DDM and reflect the risk premium which would justify the current level of the index, given the dividend yield, expected growth in earnings and the level of the long term bond rate.
- c. Duke/CFO Magazine Global Business Outlook Survey. Graham, J. and Harvey, C. Duke University. September 11, 2012. ERP is calculated as the expected 10 year annual return of the S&P 500 less the current 10-yr Treasury bond yield.

Small Stock Risk Premium (R_s)

Many studies have looked at the effect of firm size on return. Rolf W. Banz was the first to document this phenomenon in a 1981 Journal of Financial Economics article titled “The Relationship Between Returns and Market Value of Common Stocks.” Because of significant statistical support for a relationship between firm size and return, an additional premium is applied to account for the small relative size of the subject company under consideration.

We consider size premium data from two primary sources: Morningstar’s *Ibbotson SBBI Valuation Yearbook* which is updated annually, and Morningstar’s *Duff & Phelps Risk Premium Report*, which is also updated annually.

The former looks at size in terms of market capitalization, whereas the latter considers other measures of size in an effort to isolate the effects that are purely due to small size as opposed to a combination of size and risk which is by definition reflected in the market capitalization of a given company. The Duff & Phelps study considers eight different measures of size, including: market value of common equity; book value of common equity; five-year average net income before extraordinary items; market value of invested capital; total assets as reported on the balance sheet; five-year average EBITDA for the previous five fiscal years; sales; and number of employees. The results show that the average historical equity risk premiums for the smallest companies are generally lower when sorted by criteria other than market value, and that differences in leverage have little effect on returns in their sample. From the results of the 2013 study (based on data available through December 31, 2012), the indicated premiums over CAPM for the smallest companies are as follows:

Data for year ending December 31, 2012

Size Measure	Portfolio Rank By Size	Average Size (\$MM)	Sum Beta	Arithmetic Average Return	Arithmetic Equity Risk Premium	Indicated CAPM Premium	Premium Over CAPM	Smoothed Premium Over CAPM
Market Value of Equity	25	94.0	1.28	22.70%	15.95%	5.71%	10.24%	7.55%
Book Value of Equity	25	67.0	1.26	18.48%	11.72%	5.61%	6.11%	6.02%
5-Year Avg Net Income	25	0.6	1.32	21.14%	14.39%	5.89%	8.50%	6.94%
Market Value of Invested Capital	25	123.0	1.27	22.00%	15.24%	5.66%	9.58%	7.24%
Total Assets	25	118.0	1.28	20.86%	14.10%	5.68%	8.42%	6.60%
5-Year Avg EBITDA	25	16.0	1.30	20.31%	13.56%	5.80%	7.75%	6.74%
Sales	25	115.0	1.25	19.57%	12.81%	5.56%	7.25%	6.17%
Employees*	25	245.0	1.23	19.74%	12.99%	5.49%	7.49%	6.54%

* Total employees, not in dollar terms

The 2013 SBBI study stratifies the market capitalization levels into deciles – the largest decile has a negative size premium of 0.37 percent, which increases steadily through to the smallest decile, which has a size premium of 6.03 percent. The smallest company contained in the 10th decile has a market capitalization of \$1.14 million; the largest, \$253.76 million.

Data for year ending December 31, 2012

Decile	Market Capitalization of Smallest Company (\$MM)	Market Capitalization of Largest Company (\$MM)	Size Premium (Return in Excess of CAPM)
10 - Smallest	1.139	253.761	6.03
10a	166.154	253.761	4.23
10w	212.292	253.761	3.66
10x	166.154	212.031	4.66
10b	1.139	165.600	9.74
10y	96.483	165.600	8.9
10z	1.139	96.164	11.65

Apart from the different measures of size considered by the two studies, they employ different data sources. The data used by SBBI comes from the Center for Research in Security Prices ("CRSP") at the University of Chicago's Graduate School of Business. A 1997 Journal of Finance article by Tyler Shumway titled "The Delisting Bias in CRSP Data," provided evidence that the CRSP database omits delisting returns for a large number of companies. Shumway found that investors incurred an average loss of about 30 percent after delisting. Shumway also showed that delisting for non-performance reasons such as mergers or changes of exchange tended to have a neutral impact during the month that the delisting occurred. The Duff & Phelps study gets its data from the Compustat database and incorporates the findings of Shumway's study into their rate of return calculations.

Appendix B

Description of Moss Adams LLP –Consulting Division

Description of Moss Adams LLP – Consulting Division

Moss Adams provides accounting, tax, and consulting services to public and private middle-market enterprises in many different industries. Founded in 1913 and headquartered in Seattle, Moss Adams has 28 locations in Washington, Oregon, California, Arizona, New Mexico, Kansas, and Texas.

Our assurance services include audits, accounting, internal controls, business risk management, and employee benefit plans. Our tax services include federal, state, and local tax planning and compliance; international tax planning and compliance; cost segregation; and research and development tax credits. We also provide consulting and advisory services for mergers and acquisitions, corporate finance, valuations, business owner succession, business planning, litigation and forensic accounting, information technology integration and reviews, and compensation.

We offer additional services such as investment banking and asset management by drawing on our two affiliate companies, Moss Adams Capital LLC and Moss Adams Wealth Advisors LLC.

Moss Adams is one of the 15 largest accounting and consulting firms in the United States. Our staff of more than 2,500 includes approximately 280 partners. Moss Adams is also a founding member of Praxity, aisbl, a global alliance of independent accounting firms providing clients with local expertise in the major markets of North America, South America, Europe, and Asia.

Moss Adams Advisory Services

As a full-service consulting practice, Moss Adams Advisory Services specializes in identifying and meeting the needs of small- and middle-market companies across all industries. With a focus on both strategy and effective implementation, our consulting services address a range of business transition challenges, including start-up, fast-growth, turn-around, mergers, and generational transitions. By serving as both management consultants and technical advisors, we are able to navigate our clients through change processes that result in increased performance results and organizational capacity.



Appendix C

Qualifications of Valuation Consultants

Calvin E. Swartley, CFA, ASA

Calvin E. Swartley is a member of the Valuation & Litigation Services Group (VSG) of Moss Adams LLP. He received his Bachelor of Science in Business Administration from Lewis & Clark College, his Master of Business Administration from Washington University, and he has obtained the designations of Chartered Financial Analyst (CFA) from the CFA Institute and Accredited Senior Appraiser (ASA) from the American Society of Appraisers.

Mr. Swartley has testified as an expert witness before the Montana Department of Justice and Department of Securities and Insurance and in the states of Oregon, Arizona, and California. Mr. Swartley has also participated in settlement negotiations with the Internal Revenue Service. He has been published in various newspapers, magazines, and books, and has lectured on valuation and financial analysis before many professional groups.

PROFESSIONAL QUALIFICATIONS

1998 – Present

Moss Adams LLP

Valuation & Litigation Consulting

Mr. Swartley's responsibilities are focused in the business valuation area. He analyzes and values operating companies, limited liability companies, options and warrants, notes receivable, contracts of sale, preferred stock, and family limited partnerships for a variety of purposes, including reporting purposes, corporate and estate planning, potential sale or merger, ESOPs, fractional ownership interests, and gift taxes. Mr. Swartley is an active member of the Moss Adams Healthcare and Wealth Services Industry Groups, which provide accounting and consulting services high net wealth and healthcare related clients and professional advisors.

September –
December 1997
St. Louis, MO

Technology Applications, Inc., through Washington University

Industry Consultant

Acted as a student consultant for a software company which specializes in billing software for Internet Service Providers. Prepared industry analysis of Internet, Cable, Telecom, and Utilities industries. Prepared and presented findings of analysis.

Summer 1997
St. Louis, MO

National CacheCard, Company

Marketing Analyst Intern

Developed and designed a marketing database for analysis of company's product. Analyzed and created reports based on findings from database, including aspects of the products features and faults. Audited and reconciled financial accounts linked to products use.

1992 - 1996
Portland, OR

Bottini & Bottini, PC, Attorneys at Law
Legal Assistant/Bookkeeper
Prepared legal documents for trials, hearings, and reporting purposes. Conducted legal research. Integrated new software systems for billing and legal purposes. Maintained financial records relating to firm and clients. Prepared reports and statements for firm accountant.

EDUCATION AND PROFESSIONAL DESIGNATIONS

Accredited Senior Appraiser (ASA), American Society of Appraisers (ASA)
Chartered Financial Analyst designation, CFA Institute
Master of Business Administration, Washington University, St. Louis, Missouri
BS in Business Administration, Lewis & Clark College, Portland, Oregon

PROFESSIONAL AND CIVIC AFFILIATIONS

Present Member, American Society of Appraisers (ASA) and the Portland Chapter of the ASA
Present Member, CFA Institute
Present Member of the CFA Society of Portland

PRESENTATIONS

October 2013 "Hot Topics in Business Valuation", Southern Oregon Estate Planning Council
December 2012 "Valuation Analysis: Capitalize on Your Value", Pacific Northwest Forum, Oregon Health Care Association (OHCA) and Washington Health Care Association (WHCA) joint conference, co-presented with Matt Lindsay, Lancaster Pollard and Michael Mooney, Senior Housing Investment Group, LLC.
October 2012 "Update of Fair Value Considerations", Praxity Forensic, Litigation & Valuation Services 2012 Conference, co-presented with Mike Massey, CPA/ABV, CFA.
September 2012 "Valuation Considerations for ACO/CCOs", Joint Washington-Alaska and Oregon Healthcare Financial Management Association (HFMA) Fall Conference.
November 2010 "Health Care Valuation: Impact of Change in Healthcare" Oregon Chapter of Radiology Business Management Association (RBMA)
February 2010 "Healthcare Valuation - What's Your Practice Really Worth?", Moss Adams LLP's The Voice of Experience webinar series.
December 2009 "Capital Markets - The Impact on Long-Term Care Valuation", The Oregon Long-Term Care CFO/Owners Conference.
September 2008 "Distressed Companies, Recent Court Cases and Other Updates", Oregon Chapter of the American College of Trust and Estate Counsel (ACTEC).
September 2008 "Business Valuation - And The Impact of a Changing Economic Environment", Southern Oregon Regional Economic Development Inc. (SORED).
September 2008 "Current Developments in Long-Term Care Business Valuation", Oregon Health Care Association (OHCA) Webinar.

June 2008	“Unique Perspectives and Critical Considerations in Healthcare Valuation”, Southern Oregon Medical Managers.
October 2007	“Current Developments Impacting Business Valuation”, SW Washington Estate Planning Council.
May 2007	“The ABCs of 123(R)” Annual Meeting of the NETWORK (an association of CPA firms located throughout the Western United States and Canada).
October 2006- May 2007	“Business Valuation: Current State and Important Changes”, Financial Planning Association of Mid-Oregon (May 2007), Seattle Estate Planning Council (February 2007), Southern Oregon Estate Planning Council (October 2006), and Willamette Valley Estate Planning Council (November 2006).
November 2006	“What Drives Value in a Medical Practice”, 2006 Health Care Conference, co-presented with Darci Boyle, CPA.
April 2006	“Valuing Company Stock for Compensation Purposes”, Portland Chapter of The National Association of Stock Plan Professionals (NASPP).
May 2004	“Goodwill/Asset Impairment and Testing”, Annual Meeting of the NETWORK (an association of CPA firms located throughout the Western United States and Canada).
October 2003	“Business Valuation Case Studies”, Hershner, Hunter, Andrews, Neill & Smith, LLP and Moss Adams LLP of Eugene Joint Education Group.
May 2002	“Topics in Business Valuation”, Eugene Chapter of the Institute of Management Accountants (IMA)

ARTICLES

May 2010	“Recession Complicates Efforts to Place Values on Businesses”, Portland Business Journal, May 21, 2010.
Summer 2006	“How to Value, Buy, or Sell a Financial Advisory Practice, A Manual on Mergers, Acquisitions, and Transition Planning”, Bloomberg Press, 2006 (contributing author).
July 2005	“A Business Evaluator Looks at Buy/Sell Agreements”, Oregon Business Lawyer, Oregon State Bar, Volume 6, Number 1, Summer 2005.
February 2005	“How to Breakup: Many Planners Have Buy/Sell Agreements. Most of Them Will Land You in Court”, Investment Advisor, February 2005 (contributing author).

D. Alan Hungate, CFA, ASA

D. Alan Hungate is a Principal of Moss Adams LLP and leads the firm's valuation practice area. He has an MBA in finance and accounting from the University of Chicago, and a BA in mathematical economics from Pomona College. A Chartered Financial Analyst (CFA) charterholder, Mr. Hungate has been actively appraising business interests since 1987, with a short break for graduate studies.

He is an Accredited Senior Appraiser (ASA) in Business Valuations from the American Society of Appraisers. He is also a member of the Portland Society of Financial Analysts and the CFA Institute and has testified as an expert witness in US Tax Court, US Bankruptcy Court, and Oregon, California, Washington, and Montana state courts. He has been published in a national journal on the subject of valuing promissory notes and has lectured on valuation and financial analysis before many professional groups. Mr. Hungate also is the current chair of the Forensic, Litigation and Valuation Services group of Praxity, a global alliance of independent CPA firms.

PROFESSIONAL EXPERIENCE

- | | |
|----------------|--|
| 1997 – Present | <p>Moss Adams LLP – Consulting Division
 <i>Principal</i></p> <p>Mr. Hungate's responsibilities include project management, business valuation, financial consulting, and sales development. Reviews real estate appraisals and supervises and prepares business valuations and undivided interests in real property for a wide variety of purposes including merger and acquisition, estate and gift planning, financing, calculation of damages and critique of damage calculations for purposes of litigation, and other purposes.</p> |
| 1995 – 1996 | <p>Aldrich Kilbride & Tatone LLP, Lake Oswego, Oregon
 <i>Director</i></p> <p>Mr. Hungate's responsibilities included project management, business valuation, financial consulting, and sales development. Purposes included tax court litigation, estate and gift planning, financing, dissolution, and other purposes.</p> |
| 1994 | <p>The First Princeton Corporation, Lake Oswego, Oregon
 <i>Managing Director</i></p> <p>Mr. Hungate's responsibilities included business valuation, financial consulting, and sales development.</p> |
| 1992 | <p>Price Waterhouse, Chicago
 <i>Analyst – Valuation Services Group</i></p> <p>Mr. Hungate's responsibilities included business valuation. Purposes included estate and gift planning, merger and acquisition, international taxation issues, customer lists and contracts, intellectual property, financing, and other purposes.</p> |

1987 – 1991

Desmond, Marcello & Amster, Oakland and Los Angeles*Manager*

Mr. Hungate's responsibilities included managing business valuation engagements primarily for eminent domain purposes. Assets valued included goodwill, professional, and personal goodwill, leasehold interests, majority, and minority equity interests. Special projects included lost profits damage analysis, and relocation damage analysis.

EDUCATION AND PROFESSIONAL DESIGNATIONS

University of Chicago, MBA in Finance & Accounting
 Pomona College, BA in Mathematical Economics
 ASA (Accredited Senior Appraiser) – Business Valuation
 CFA (Chartered Financial Analyst)

PROFESSIONAL AND CIVIC AFFILIATIONS

Member, American Society of Appraisers (ASA) and the Portland Chapter of the ASA
 Member, CFA Institute and the CFA Society of Portland
 Associate Member, Estate Planning Council of Portland
 Chair, Forensic Litigation and Valuation Services group of Praxity, a global alliance of independent CPA firms

PUBLICATIONS***Published in:***

Valuing an Automobile Dealership, National Association of Automobile Dealers, 2000
 "Valuation Discounts for Private Debt in Estate Administration", Estate Planning Journal, June 1998
 "Valuation Important to Success", Open for Business/Eugene Area Chamber of Commerce, August/September 2010

PRESENTATIONS***Organizations Addressed Include:***

- Oregon Chapter of the American College of Trust and Estate Counsel (ACTEC)
- Key Bank, CEO/CFO Speaker Series
- Excell CEO Forum
- Mid-Willamette Valley Estate Planning Council
- De Filippis Annual CPA-Auto Dealership Niche Conference
- Southwest Washington Estate Planning Council
- Union Bank of California
- Southern Oregon Estate Planning Council
- National Business Institute
- Benton-Linn Chapter of the OSCP

- Willamette Valley Estate Planning Council
- Surety Association of Oregon
- Portland Estate Planning Group of Life Insurers
- Oregon State Bar
- Lewis & Clark Law School
- Willamette University College of Law
- Northern California municipalities and attorneys

Cody A. Marshall

Cody Marshall is a Senior Financial Analyst with the Valuation Services Group of Moss Adams LLP. He received his Master of Accountancy from Brigham Young University, UT in 2009.

PROFESSIONAL EXPERIENCE

- 2013 – Present **Moss Adams LLP, Portland, OR**
Senior Financial Analyst
 Mr. Marshall's responsibilities are focused in the business valuation area. He has a solid comprehension of financial elements including assets, liabilities, cash flow, internal control, tax composition, GAAP and GAAS. He assists in the valuation of operating companies, family limited partnerships, and limited liability companies for a variety of purposes, including: employee stock ownership plans (ESOPs), gift tax purposes, estate planning, potential sale and acquisition, and corporate planning.
- 2012 – 2013 **Nike, Inc., Beaverton, OR**
North American Retail Accounting
 Worked with business group managers/leaders to plan, coordinate, and execute successful implementation of accounting SAP Systems Integration. Oversaw manual tracking for lease related accounting for over 190 retail store locations and to ensure correct forecasts and financial information.
- 2010 – 2012 **Ernst & Young, LLP., Portland, OR**
Senior Associate
 Planned, led, and executed financial statement audits and quarterly reviews for both private and public clients. Reviewed client's periodic filings, internal controls over financial reporting and researched and analyzed accounting literature relevant to client's business.

EDUCATION AND PROFESSIONAL DESIGNATIONS

- 2009 Master of Accountancy – Brigham Young University