BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of John Hull Dobbs, Jr.,	:	Holding Companies Act, Article
Requesting Exemption from the	:	XIV of the Insurance Company
Requirements of 40 P.S. §991.1402 for the	:	Law of 1921, Act of May 17, 1921,
Acquisition of Control of Additional	:	P.L. 682, as amended, 40 P.S.
Stock of Three Rivers Holdings, Inc., the	:	§§991.1401, 991.1402, and
Corporate Parent of Three Rivers Health	:	991.1403
Plans, Inc. and Three Rivers Children's	:	
Health Plans, Inc.	:	
	:	ID-RC-05-19

DECISION AND ORDER

AND NOW, on this __29th__ day of November, 2005, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania ("Deputy Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

1. Three Rivers Children's Health Plans, Inc. ("Children's") is a for-profit health maintenance organization ("HMO") organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Churchill, Pennsylvania.

2. Three Rivers Health Plans, Inc. ("Three Rivers" and together with Children's referred to as "Domestic HMOs") is a for-profit health maintenance organization ("HMO") organized under the laws of the Commonwealth of Pennsylvania with its principal place of business located in Churchill, Pennsylvania. Three Rivers directly holds 100% of the issued and outstanding capital stock of Children's.

3. Three Rivers Holding Company, Inc. ("Holdings") is an insurance holding company organized under the laws of the state of Delaware with its principal place of business located in Wilmington, Delaware. Holdings directly holds 100% of the issued and outstanding voting stock of Three Rivers.

4. John Hull Dobbs, Jr. ("Mr. Dobbs") is an individual with his principal place of business located in Memphis, Tennessee. Mr. Dobbs currently controls approximately 2,921.40 shares, or approximately 10.32%, of the issued and outstanding voting stock of Holdings.

5. Mr. Dobbs is an ultimate controlling person of Domestic HMOs.

6. On November 4, 2005, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial request (which together with all material received subsequently is collectively referenced as "Request") from Mr. Dobbs seeking approval to acquire control of additional capital stock of Holdings.

7. As described in the Request, the action is being taken because various other current shareholders of Holdings wish to sell their shares of Holdings capital stock.

8. As described in the Request, after the transaction Mr. Dobbs will control approximately 3,674.95 shares, or approximately 12.98%, of the issued and outstanding common stock of Holdings.

9. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. ("Insurance Holding Companies Act"), provides that all changes in control of domestic HMOs must be filed with the Department for approval or disapproval.

10. The Request was filed pursuant to Section 1402 of the Insurance Holding Companies Act.

11. Section 1402(g) of the Insurance Holding Companies Act provides for the exemption from the requirements of Section 1402(b) if the transaction does not have the effect of changing or influencing the ultimate control of a domestic HMO.

12. As provided in the Request, Mr. Dobbs would continue to be an ultimate controlling person of Holdings.

13. The Deputy Commissioner finds that the transaction described in the Request does not have the effect of changing or influencing the ultimate control of a domestic HMO.

14. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Department has jurisdiction to review and approve the acquisition of voting securities if, after consummation thereof, the acquiring person would be in control of the domestic HMO.

2. The Request satisfies the requirements of all applicable laws and regulations.

3. The acquisition of control of additional common stock proposed in the Request is not being contemplated to change or influence the ultimate control of Domestic HMOs and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.

4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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Health Plans, Inc.	:	
	:	ID-RC-05-19

ORDER

Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania, hereby makes the following Order:

An approving determination for the application of John Hull Dobbs, Jr., requesting exemption from the requirements of 40 P.S. §991.1402 for the acquisition of control of additional stock of Three Rivers Holding Company, Inc., the corporate parent of Three Rivers Health Plans, Inc. and Three Rivers Children's Health Plans, Inc., as set forth in the Request, is hereby granted subject to this Order.

This Order is effective immediately and valid for one year from the date of signature, provided there are no significant changes from the Request.

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STEPHEN J. JOHNSON
Deputy Insurance Commissioner
Regulation of Companies