

**BEFORE THE COMMISSIONER OF INSURANCE  
OF THE STATE OF KANSAS**

In the Matter of the Conversion and )  
Acquisition of Blue Cross and Blue Shield ) Docket No. 3014-DM  
Of Kansas, Inc. )  
\_\_\_\_\_ )

**AGREED ORDER AND JOINT PLAN FOR PUBLIC ACCESS**

At the request of the Assistant Commissioner, Matthew D. All, the Kansas Insurance Department (“KID”), Blue Cross and Blue Shield of Kansas, Inc. (“BCBSKS”), and Anthem Insurance Companies, Inc. (“Anthem BCBS”) have prepared a joint plan to facilitate public access to the various non-confidential documents filed with the Hearing Officer. The plan is multi-faceted. After discussing the efficacy and practicality of many different approaches, the KID, BCBSKS, and Anthem BCBS have agreed to a broad plan that includes access to both electronic and paper copies of various non-confidential documents and other summary information regarding the transaction. Although the plan uses newer technologies to attempt to increase access, it also utilizes traditional sources of public access by offering paper copies of all non-confidential documents and by disseminating information through the Kansas public libraries.

Parts of the plan have been in place for several weeks. For example, on August 27, 2001, BCBSKS placed on its website various summary information regarding the transaction, certain non-confidential documents filed with the Hearing Officer (including documents filed by Anthem BCBS), and certain orders/notices issued by the Hearing Officer. At the KID’s request, BCBSKS placed on its website a prefatory notice explaining that paper copies of certain non-confidential documents filed with the Hearing Officer could be viewed at the KID.

The agreed plan for electronic access is as follows:

1. **KID:** The KID shall place on its website ([www.ksinsurance.org](http://www.ksinsurance.org)) summary information about the transaction, KID press releases, public notices, orders issued by the Hearing Officer, and a direct link to the non-confidential documents filed with the Hearing Officer. The KID currently is in the process of placing on its website the information and documents.
2. **BCBSKS:** BCBSKS shall place on its website ([www.bcbsks.com](http://www.bcbsks.com)) various summary information about the transaction and certain non-confidential documents and notices filed with and issued by the Hearing Officer.

The summary information shall include the following: (1) “Questions and Answers about Legal Notice/Stories about Public Hearing,” which has been approved by the KID and was posted by BCBSKS on or about

August 27, 2001; (2) “Summary of the Approval Process,” which has been approved by the KID and was posted by BCBSKS on or about August 27, 2001; (3) various news releases regarding the transaction that have and will be posted from time to time; (4) various information to policyholders (such as a policyholder information statement), which will be placed on the website at such times as might otherwise be required; and (5) various other information BCBSKS may post from time to time (such as “Frequently Asked Questions”) as the transaction progresses.

The non-confidential documents shall include the following: (1) the public notice approved by the Commissioner and published daily in eight Kansas newspapers beginning August 27, 2001, and continuing through August 31, 2001; (2) the Procedural and Scheduling Order issued by the Commissioner; (3) an execution copy of the Alliance Agreement executed by BCBSKS and Anthem BCBS on May 30, 2001; (4) non-confidential exhibits to the Alliance Agreement (e.g., redacted copies of the Purchaser’s Disclosure Statement and BCBSKS’s Disclosure Statement); (5) a draft Plan of Conversion (August 3, 2001); (6) non-confidential exhibits to the draft Plan of Conversion; (7) the Form A filed by Anthem BCBS; and (8) non-confidential exhibits to the Form A. BCBSKS began placing these documents on its website on August 27, 2001.

BCBSKS shall on a regular and timely basis advise the KID of changes in materials posted on its website regarding this transaction to assure that the KID is able to post the same information.

The summary information and documents may change as this matter progresses. In the interests of early and full public access, and at the request of the KID, BCBSKS has placed certain drafts on its website (for example, the Plan of Conversion). In order to avoid confusion, however, it will replace the drafts with more current versions of the documents as they become available from time to time. Additionally, BCBSKS may supplement or change the summary information from time to time, so long as such supplements or changes are not misleading or contrary to law and do not urge policyholders to vote for or against the Plan of Conversion.

3. **ANTHEM BCBS:** Anthem BCBS shall place on its website a link to the website maintained by BCBSKS. On August 27, 2001, it placed on BCBSKS’s website the Form A and began to place the non-confidential exhibits to the Form A.

The agreed plan for access to paper copies of non-confidential documents is as follows:

1. **KID:** The KID shall keep for public viewing a copy of the non-confidential documents filed with the Hearing Officer. The documents may be viewed at the Kansas Insurance Department, 420 S.W. 9<sup>th</sup> Street,

Topeka, Kansas. Persons who desire to view these documents may contact the Legal Division, Kansas Insurance Department, 1-800-432-2484 or 785-296-\_\_\_\_\_ or [legaldivision@ksinsurance.org](mailto:legaldivision@ksinsurance.org).

2. **BCBSKS and Anthem BCBS:** In addition to the materials required or permitted to be sent to BCBSKS policyholders pursuant to KSA 40-4005, and as a supplement to any mechanisms BCBSKS develops in relation to that for fulfillment of requests for copies of the Plan of Conversion, BCBSKS and Anthem BCBS shall make available a copy of certain non-confidential documents for purchase. BCBSKS and Anthem BCBS have arranged for a commercial copy store (Kinko's) to receive and fill orders for copies of the non-confidential documents filed with the Hearing Officer. Initially, the following documents shall be made available for purchase: (1) an execution copy of the Alliance Agreement executed by BCBSKS and Anthem BCBS on May 30, 2001; (2) non-confidential exhibits to the Alliance Agreement (e.g., redacted copies of the Purchaser's Disclosure Statement and BCBSKS's Disclosure Statement); (3) a draft Plan of Conversion; (4) non-confidential exhibits to the draft Plan of Conversion; (5) the Form A filed by Anthem BCBS; and (6) non-confidential exhibits to the Form A. Members of the public who desire to purchase a paper copy of these documents shall contact Kinko's, 805 S. Kansas Avenue, Topeka, Kansas 66612, at (785) 232-0023 or (785) 232-5206 FAX or [usa0180@kinkos.com](mailto:usa0180@kinkos.com). Kinko's will make copies for customers on demand, and, if necessary, mail the copies to customers who prepay for the documents. Payment arrangements must be made at the time of order, which may include cash, money order, check, credit card (Visa, MasterCard, American Express, Discover, or Diner's Club), or Kinko's Charge Card. Kinko's will charge a copy charge of \$.08 per page and reasonable charges for shipping and handling.

The agreed plan for supplemental access to the above described documents through Kansas public libraries is as follows:

1. **The KID, BCBSKS, and Anthem BCBS:** The KID, BCBSKS, and Anthem BCBS shall exert their best efforts to make arrangements with various Kansas public libraries to disseminate information about and assist in their efforts to provide electronic access to the information and documents placed on their respective websites, made available at the KID, and made available for purchase from Kinko's.

During conversations with representatives of the Kansas State Library, BCBSKS learned that a large number of Kansas public libraries participate in a private listerv, which is the primary vehicle for distributing information to and among the participating libraries. The KID, BCBSKS, and Anthem BCBS shall exert their best efforts to make arrangements with the responsible representative of the Kansas State Library to post to

the private listserv a description of and instructions for accessing existing websites. *See* Exhibit 1 (a draft of the description and instructions). These instructions will be made available by the parties to members of the public upon request.

The KID, BCBSKS, and Anthem BCBS also shall exert their best efforts to make arrangements with the Kansas State Library to add a link from the Kansas State Library website to the KID website and to have published in the next regularly scheduled Kansas State Library newsletter an informal notice regarding the websites. Additionally, they shall exert their best efforts to make arrangements, either directly or through the Kansas State Library, to have published in the next regularly scheduled newsletter of each of the seven Kansas regional library systems an informal notice regarding the information and documents placed on their respective websites.

Finally, the agreed plan for assuring that BCBSKS policyholders and others inquiring of BCBSKS regarding the transaction telephonically is as follows:

Before sending to its policyholders materials required or permitted pursuant to KSA 40-4005, BCBSKS shall supplement any telephonic responses to persons inquiring of it over the telephone by mailing a letter to such persons, accompanied by a copy of the Summary of Approval Process as posted on the websites of BCBSKS and the KID, stating in substance the following:

You inquired about the proposed conversion of Blue Cross and Blue Shield of Kansas and acquisition of it by Anthem Blue Cross and Blue Shield. Additional information about the transaction can be found on our website, [www.bcbsks.com](http://www.bcbsks.com), as well as on the Kansas Insurance Department website, [www.ksinsurance.org](http://www.ksinsurance.org). We are also enclosing a brief summary of the approval process and the proposed transaction.

The Commissioner hereby orders and finds that the agreed and joint plan for public access to public documents is approved.

Dated this \_\_\_\_\_ day of September, 2001.

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Kathleen Sebelius  
Commissioner of Insurance

**NOTIFICATION OF SERVICE**

A true and correct copy of the foregoing AGREED ORDER AND PLAN FOR PUBLIC ACCESS dated September \_\_\_\_\_, 2001, has on this \_\_\_\_\_ day of September, 2001, been delivered to the below identified counsel or parties.

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Assistant to Commissioner

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