

**HOFFMEISTER**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza, Oakland, CA 94612  
(510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: David Middle: Frank Last: Hoffmeister

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Businessman

4. Affiant's business address: 17421 Circa Oriente, Rancho Santa Fe, CA 92067

Business telephone: 760-208-7755 Business Email: DavidFHoffmeister@gmail.com

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Minnesota</u>	<u>Minneapolis, MN</u>		<u>BS in Business</u>

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
	<u>University of Chicago</u>	<u>Chicago, IL</u>		<u>MBA</u>

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
None			

7. Present or proposed position with the Applicant Company: Director

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

**Beginning/Ending**

Dates (MM/YY): 10/04 - 02/14 Employer's Name: Life Technologies Corporation  
Address: 5791 Van Allen Way City: Carlsbad State/Province: CA Country: USA Postal Code: 92008  
Phone: \_\_\_\_\_ Offices/Positions Held: SVP and CFO  
Type of Business: Biotechnology tools Supervisor/Contact: Gregory Lucier

**Beginning/Ending**

Dates (MM/YY): 1984 - 2004 Employer's Name: McKinsey & Company  
Address: 55 East 52<sup>nd</sup> Street City: New York State/Province: NY Country: USA Postal Code: 10022 Phone: 212-446-7000 Offices/Positions Held: Director, Senior Partner  
Type of Business: Management Consulting Supervisor/Contact: Dominc Barton

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

None

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

\_\_\_\_\_  
\_\_\_\_\_

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

\_\_\_\_\_  
\_\_\_\_\_

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

\_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

\_\_\_\_\_  
\_\_\_\_\_

If any of the shares of stock are pledged or hypothecated in any way, give details.

\_\_\_\_\_  
\_\_\_\_\_

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: \_\_\_\_\_  
\_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

\_\_\_\_\_  
\_\_\_\_\_

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 2<sup>nd</sup> day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

David F. Hoffmeister  
(Signature of Affiant)

State of: California County of: San Francisco

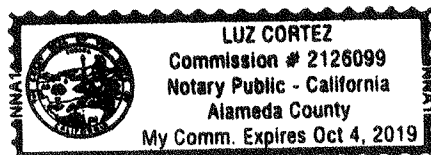
The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2015 by

David F. Hoffmeister, and:

~~who is personally known to me, or~~

who produced the following identification: California Driver License

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza, Oakland, CA 94612  
(510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: David Middle: Frank Last: Hoffmeister  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
--	--	--


Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number:                     

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable) N/A

6. Date of Birth: (MM/DD/YY) :                      Place of Birth, City: Trimont  
State/Province: Minnesota Country: USA

7. Name of Affiant's Spouse (if applicable) :

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/Province</u>	<u>Country</u>	<u>Postal Code</u>
11/04 - Present	[REDACTED]				

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

David F. Hoffmeister  
(Signature of Affiant)

State of: California County of: San Francisco

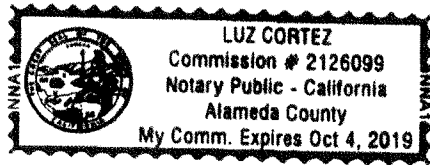
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by

David F. Hoffmeister, and:

~~who is personally known to me, or~~

who produced the following identification: California Driver License

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Kaiser Foundation Health Plan, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

David Frank Hoffmeister, \_\_\_\_\_

(Printed Full Name and Residence Address)

David F. Hoffmeister  
(Signature)

12/2/15  
(Date)

State of: California County of: San Francisco

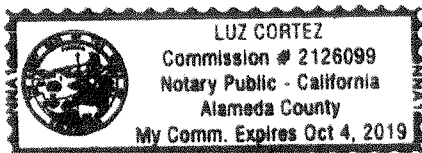
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David F. Hoffmeister, and:

who is personally known to me, or

who produced the following identification: California Driver License

[SEAL]



Luz Cortez  
Notary Public  
Printed Notary Name  
October 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**

*(California)*

This Disclosure and Authorization is provided to you in connection with a pending application of Kaiser Foundation Health Plan, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through T.B.D. ("CRA"). Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

David Frank Hoffmeister. \_\_\_\_\_  
(Printed Full Name and Residence Address)

David F. Hoffmeister  
(Signature)

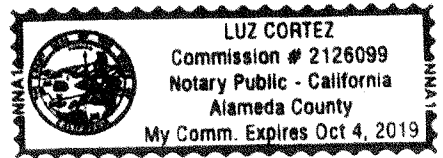
12/2/15  
(Date)

State of: California County of: San Francisco  
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by David F. Hoffmeister, and:

who is personally known to me, or

who produced the following identification: California Driver License

[SEAL]



Luz Cortez  
Notary Public  
Luz Cortez  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



BIOGRAPHICAL VERIFICATIONS

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

ORDER ID: 35579

DATE: Tuesday, February 9<sup>th</sup> 2016

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

SUBJECT'S BASIC INFORMATION		
	Subject's Data:	Verified Data:
• Full Name:	David Frank Hoffmeister	David Frank Hoffmeister
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	[REDACTED]	[REDACTED]
• Discrepancies/Comments:	None found	

ADDRESS		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	David Frank Hoffmeister	David Frank Hoffmeister
• Address:	[REDACTED]	[REDACTED] nte
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	11/2004	01/01/2001

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• End Date of Residence:	-----	01/19/2016
• Discrepancies/Comments:	None found	

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	David Frank Hoffmeister	David Frank Hoffmeister
• Company Name:	Life Technologies Corporation	Life Technologies Corporation
• Company Address:	5791 Van Allen Way, Carlsbad, CA 92008	5791 Van Allen Way, Carlsbad, CA 92008
• Beginning date of employment:	10/2004	10/12/2004
• Ending date of employment:	02/2014	02/03/2014
• Most recent job title:	SVP & CFO	Head of Global Finance
• Type of business:	Biotechnology Tools	Biotechnology Tools
• Verifier's name & title:	Gregory Lucier	The Work Number
• Discrepancies/Comments:	None found	

<b>EDUCATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:	David Frank Hoffmeister	David Frank Hoffmeister
• Organization's Name:	University of Minnesota	University of Minnesota
• Organization's Address: (city/state)	Minneapolis, MN	Minneapolis, MN
• Beginning date of attendance:	Not provided	09/29/1975
• Ending date of attendance:	Not provided	12/13/1978
• All degrees earned:	BS in Business	BS BA
• Date each degree was awarded:	Not provided	12/13/1978
• Accreditation of each college/university:	Not provided	NCACS
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	David Frank Hoffmeister	David Frank Hoffmeister
• Organization's Name:	University of Chicago	University of Chicago
• Organization's Address: (city/state)	Chicago, IL	Chicago, IL
• Beginning date of attendance:	Not provided	10/03/1979
• Ending date of attendance:	Not provided	06/12/181
• All degrees earned:	MBA	MBA in Finance
• Date each degree was awarded:	Not provided	06/12/1981
• Accreditation of each college/university:	Not provided	NCACS
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL LICENSE</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

<b>PROFESSIONAL ASSOCIATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		
• Beginning date of membership:		
• Ending date of membership:		

• Verifier's name and title:	
• Discrepancies/Comments:	No professional association provided.

<b>BANKRUPTCY</b>	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	David Frank Hoffmeister, David F Hoffmeister, David Hoffmeister, D Frank Hoffmeister
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	David Frank Hoffmeister, David F Hoffmeister, David Hoffmeister, D Frank Hoffmeister
• List Court/Jurisdiction:	San Diego County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. All counties mentioned

	above are covered by Rapid Court. No records were found.
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<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	David Frank Hoffmeister, David F Hoffmeister, David Hoffmeister, D Frank Hoffmeister
• List Court/Jurisdiction:	San Diego County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	David Frank Hoffmeister, David F Hoffmeister, David Hoffmeister, D Frank Hoffmeister
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>
The lien and judgment record searches for the past 10 years provided negative results.

• Name(s) Searched:	David Frank Hoffmeister, David F Hoffmeister, David Hoffmeister, D Frank Hoffmeister
• List Court/Jurisdiction:	San Diego County CA
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**



**JOHANSEN**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

### BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc

One Kaiser Plaza, Oakland, CA 94612

(510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Judith Middle: Ann Last: Johansen

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Retired

4. Affiant's business address: None

Business telephone: None Business Email: None

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Colorado State University</u>	<u>Fort Collins, CO</u>	<u>09/76 - 05/80</u>	<u>BA</u>

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Northwestern School of Law</u>	<u>Lewis and Clark</u>	<u>Portland, OR</u>	<u>09/80-05/83</u>	<u>JD</u>

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student identification number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
None			

7. Present or proposed position with the Applicant Company: Director

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending

Dates (MM/YY): 07/08 - 08/14 Employer's Name: Marylhurst University  
Address: 17600 Pacific Highway (Hwy 43) City: Marylhurst State/Province: OR  
Country: USA Postal Code: 97036 Phone: (503) 699-6266 Offices/Positions Held: President  
Type of Business: Education Supervisor/Contact: \_\_\_\_\_

Beginning/Ending

Dates (MM/YY): 12/00 - 03/06 Employer's Name: PacifiCorp  
Address: 825 NE Multnomah City: Portland State/Province: OR  
Country: USA Postal Code: 97232 Phone: (503) 813-7200 Offices/Positions Held: EVP/CEO  
Type of Business: Public Utilities Supervisor/Contact: Tonia Stratton (Executive Asst.)

Beginning/Ending

Dates (MM/YY): 6/98-12/00 & 1/92-11/96 Employer's Name: Bonneville Power Administration  
Address: 905 NE 11<sup>th</sup> Ave. City: Portland State/Province: OR  
Country: USA Postal Code: 97232 Phone: (503) 230-5102 Offices/Positions Held: CEO  
Type of Business: Public Utilities Supervisor/Contact: Nicki Stauffer (Exec. Asst.)

Beginning/Ending

Dates (MM/YY): 11/96-06/98 Employer's Name: Avista Energy  
Address: 201 W. River Drive City: Spokane State/Province: WA  
Country: USA Postal Code: 99201 Phone: (509) 495-8700 Offices/Positions Held: VP  
Type of Business: Public Utilities Supervisor/Contact: Scott Morris

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_  
FEIN: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

Organization/Issuer of License: Oregon State Bar Address: 5200 SW Meadows Lane  
 City: Lake Oswego State/Province: OR Country: USA Postal Code: 97034  
 License Type: Law (Attorney) License #: \_\_\_\_\_ Date Issued (MM/YY): 08/83  
 Date Expired (MM/YY): Inactive Status Reason for Termination: No longer practicing law  
 Non-Insurance Regulatory Phone Number (if known): 503-620-0222

Organization/Issuer of License: Washington State Bar Address: 2102 Fourth Ave., 4<sup>th</sup> Floor  
 City: Seattle State/Province: WA Country: USA Postal Code: 98121  
 License Type: Law (Attorney) License #: \_\_\_\_\_ Date Issued (MM/YY): 1986  
 Date Expired (MM/YY): Inactive Status Reason for Termination: No longer a resident of Washington  
 Non-Insurance Regulatory Phone Number (if known): 804-786-7490

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?  
 Yes  No
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?  
 Yes  No
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?  
 Yes  No
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?  
 Yes  No
  - e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?  
 Yes  No
  - f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?  
 Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

None

If any of the stock is pledged or hypothecated in any way, give details. N/A

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

N/A

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: N/A

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Part (c): Yes, regulatory fines have been levied against Kaiser Foundation Health Plan, Inc. and its subsidiaries.

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

Dated and signed this 2<sup>nd</sup> day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: California County of: San Francisco

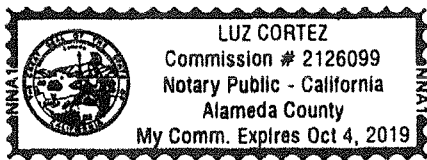
The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2015 by

Judith Ann Johansen \_\_\_\_\_, and:

~~who is personally known to me, or~~

who produced the following identification: Oregon Driver License

[SEAL]



[Signature]  
\_\_\_\_\_  
Notary Public  
LUZ CORTEZ  
\_\_\_\_\_  
Printed Notary Name  
OCTOBER 4, 2019  
\_\_\_\_\_  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

ATTACHMENT TO BIOGRAPHICAL AFFIDAVIT

Affiant: Judith Ann Johansen

Item 8 (continued) "Directorates":

1. Dates: June 2014 to Present  
Company Name: Hood River Distillers  
Address: 660 Riverside Drive, Hood River, OR 97031  
Phone: (541) 386-1588  
Position: Board Member
2. Dates: April 2006 to Present  
Company Name: Kaiser Foundation Health Plan, Inc.; Kaiser Foundation Hospitals;  
Kaiser Foundation Health Plan of Colorado; Kaiser Foundation Health Plan of the  
Northwest; and Kaiser Foundation of the Mid-Atlantic States (since 2009)  
Address: One Kaiser Plaza; Oakland, CA 94612  
Phone: 510-271-2603  
Position: Board Member
3. Dates: Jan. 2006 to Present  
Company Name: Schnitzer Steel Industries  
Address: 3200 NW Yeon Avenue, Portland, OR 97210  
Phone: (503) 224-9900  
Position: Board Member
4. Dates: April 2006 to Present  
Company Name: Bank of the Cascades  
Address: 1100 NW Wall Street, Bend, OR 97701  
Phone: (541) 617-3500  
Position: Board Member
5. Dates: 2007 to Present  
Company Name: IDACORP, Inc.  
Address: 1221 W. Idaho Street, Boise, ID 83702  
Phone: (208) 388-2200  
Position: Board Member
6. Dates: 2003 -2006  
Company Name: Scottish Power pic. (PacificCorp is public utility subsidiary)  
Address: 825 NE Multnomah, Ste. 2000; Portland, OR 97232  
(and Glasgow, Scotland)  
Position: Director



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc  
One Kaiser Plaza, Oakland, CA 94612  
(510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Judith Middle: Ann Last: Johansen  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
<u>5/16/92</u>	<u>Judith Ann Bearzi</u>	<u>Maiden Name; married 5/16/92</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: ██████████

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable) N/A :

6. Date of Birth: (MM/DD/YY) ██████████ Place of Birth, City: Colorado Springs  
State/Province: CO Country: USA

7. Name of Affiant's Spouse (if applicable) : ██████████

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/ Province</u>	<u>Country</u>	<u>Postal Code</u>
Present	[REDACTED]				
8/06 - 1/14	[REDACTED]				
9/01 - 08/06	[REDACTED]				
1997-09/01	[REDACTED]				

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: California County of: San Francisco

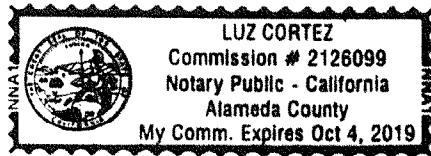
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by

Judith Ann Johansen, and:

~~who is personally known to me, or~~

who produced the following identification: Oregon Driver License

[SEAL]



[Signature]  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Kaiser Foundation Health Plan, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Judith Ann Johansen, [Redacted]  
(Printed Full Name and Residence Address)

[Handwritten Signature]  
(Signature)

12/12/15  
(Date)

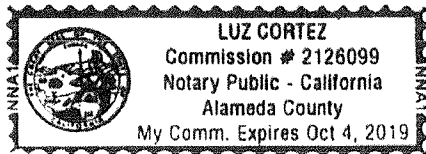
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Judith Ann Johansen, and:

who is personally known to me, or

who produced the following identification: Oregon Driver license.

[SEAL]



[Handwritten Signature]  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



**BIOGRAPHICAL VERIFICATIONS**

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

**ORDER ID: 35579**

**DATE: Tuesday, February 9<sup>th</sup> 2016**

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

<b>SUBJECT'S BASIC INFORMATION</b>		
	Subject's Data:	Verified Data:
• Full Name:	Judith Ann Johansen	Judith Ann Johansen
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	[REDACTED]	[REDACTED]
• Discrepancies/Comments:	None found	

<b>ADDRESS</b>		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Johansen
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	Not provided	01/2014
• End Date of Residence:	-----	01/10/2016

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• Discrepancies/Comments:	None found
---------------------------	------------

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Johansen
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	08/2006	08/2006
• End Date of Residence:	01/2014	02/07/2014
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Johansen
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	09/2001	08/31/2001
• End Date of Residence:	08/2006	09/30/2014
• Discrepancies/Comments:	None found	

## EMPLOYMENT

The employment verifications for the past 10 years provided the following results:

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Johansen
• Company Name:	Marylhurst University	Marylhurst University
• Company Address:	17600 Pacific Highway, Marylhurst, OR 97036	17600 Pacific Highway, Marylhurst, OR 97036
• Beginning date of employment:	07/2008	07/2008
• Ending date of employment:	08/2014	08/2013

• Most recent job title:	President	President
• Type of business:	Education	Education
• Verifier's name & title:	Not provided	Tracy, HR Specialist
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith A Johansen
• Company Name:	PacifiCorp	PacifiCorp
• Company Address:	825 NE Multnomah, Portland, OR 97232	825 NE Multnomah, Portland, OR 97232
• Beginning date of employment:	12/2000	12/01/2000
• Ending date of employment:	03/2006	03/21/2006
• Most recent job title:	EVP/CEO	President & CEO
• Type of business:	Public Utilities	Public Utilities
• Verifier's name & title:	Tonia Stratton, Executive Assistant	The Work Number
• Discrepancies/Comments:	None found	

EDUCATION		
	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Bearzi
• Organization's Name:	Colorado State University	Colorado State University
• Organization's Address: (city/state)	Fort Collins, CO	Fort Collins, CO
• Beginning date of attendance:	09/1976	08/01/1976
• Ending date of attendance:	05/1980	05/01/1980
• All degrees earned:	BA	BA in Political Science
• Date each degree was awarded:	Not provided	05/17/1980
• Accreditation of each college/university:	Not provided	NCACS
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann	Judith Ann Bearzi

	Johansen	
• Organization's Name:	Northwestern Law School of Lewis & Clark College	Northwestern Law School of Lewis & Clark College
• Organization's Address: (city/state)	Portland, OR	Portland, OR
• Beginning date of attendance:	09/1980	09/01/1980
• Ending date of attendance:	05/1983	05/29/1983
• All degrees earned:	JD	Juris Doctor
• Date each degree was awarded:	Not provided	05/29/1983
• Accreditation of each college/university:	Not provided	NWCCU
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL LICENSE</b>		
	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith A Johansen
• Organization's Name:	Oregon State Bar	Oregon State Bar
• Organization's Address: (city/state)	Tigard, OR	Tigard, OR
• Type of license held:	Law License	Law License
• Issue date:	08/1983	09/13/1983
• Expiration date:	Inactive	Inactive
• License/certificate number:	██████████	██████████
• Complaints/disciplinary action:	Not provided	None found
• Verifier's name and title:	Not provided	<a href="http://www.osbar.org">www.osbar.org</a>
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Judith Ann Johansen	Judith Ann Johansen
• Organization's Name:	Washington State Bar	Washington State Bar Association
• Organization's Address: (city/state)	Not provided	Seattle, WA
• Type of license held:	Law License	Law License
• Issue date:	1986	10/28/1987
• Expiration date:	Inactive	Suspended
• License/certificate number:	██████████	██████████

• Complaints/disciplinary action:	Not provided	None found
• Verifier's name and title:	Not provided	<a href="http://www.mywsba.org">www.mywsba.org</a>
• Discrepancies/Comments:	None found	

PROFESSIONAL ASSOCIATION		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		
• Beginning date of membership:		
• Ending date of membership:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional association provided.	

BANKRUPTCY	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Judith Ann Johansen, Judith Johansen, Judith A Johansen, Judith Ann Bearzi, Judi Johansen
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

CRIMINAL	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Judith Ann Johansen, Judith Johansen, Judith A Johansen, Judith Ann Bearzi, Judi Johansen
• List Court/Jurisdiction:	Clackamas County OR, Multnomah County OR
• Case Type:	



• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Judith Ann Johansen, Judith Johansen, Judith A Johansen, Judith Ann Bearzi, Judi Johansen
• List Court/Jurisdiction:	Clackamas County OR, Multnomah County OR
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Judith Ann Johansen, Judith Johansen, Judith A Johansen, Judith Ann Bearzi, Judi Johansen
• List Court/Jurisdiction:	
• Filing Number:	

• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Judith Ann Johansen, Judith Johansen, Judith A Johansen, Judith Ann Bearzi, Judi Johansen
• List Court/Jurisdiction:	Clackamas County OR, Multnomah County OR
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**

**KAISER**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc

One Kaiser Plaza, Oakland, CA 94612

(510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Kim Middle: John Last: Kaiser

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? None

3. Affiant's occupation or profession: Retired

4. Affiant's business address None

Business telephone: None Business Email: None

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Puget Sound</u>	<u>Tacoma, WA</u>	<u>09/66 – 06/70</u>	<u>BA</u>

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of Washington</u>	<u>Seattle, WA</u>	<u>09/75-06/77</u>	<u>MBA</u>	

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>
<u>None</u>			

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
None			

7. Present or proposed position with the Applicant Company: Director

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
 Dates (MM/YY): 02/79 - 10/13 Employer's Name: Alaska Airlines  
 Address: P.O. Box 68900 City: Seattle State/Province: WA  
 Country: USA Postal Code: 98168 Phone: 206-321-1632 Offices/Positions Held: Pilot  
 Type of Business: Airline Supervisor/Contact: Chief Pilot, Tom Kemp

Beginning/Ending  
 Dates (MM/YY): 04/04 - Present Employer's Name: Kaiser Foundation Health Plan, Inc; Kaiser Foundation Hospitals; Kaiser Foundation Health Plan of Colorado; Kaiser Foundation Health Plan of the Northwest; Kaiser Foundation Health Plan of Ohio  
 Address: One Kaiser Plaza City: Oakland State/Province: CA  
 Country: USA Postal Code: 94612 Phone: 510-271-2603 Offices/Positions Held: Director  
 Type of Business: Health Care Supervisor/Contact: Bernard Tyson

9. a. Have you ever been in a position which required a fidelity bond?  
 Yes  No

If any claims were made on the bond, give details: N/A

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?  
 Yes  No

If yes, give details: N/A

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

Organization/Issuer of License: FAA Address: FAA Airmen Certificate, Branch AFS-760, P.O. Box 25082  
 City: Oklahoma City State/Province: \_\_\_\_\_ Country: USA Postal Code: 73125-0082  
 License Type: Pilot License #: ██████████ Date Issued (MM/YY): December 21, 2000  
 Date Expired (MM/YY): N/A Reason for Termination: N/A  
 Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
 License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
 Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

N/A

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: N/A

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Part (c): Yes, regulatory fines have been levied against Kaiser Foundation Health Plan, Inc. and its subsidiaries.

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: California County of: San Francisco

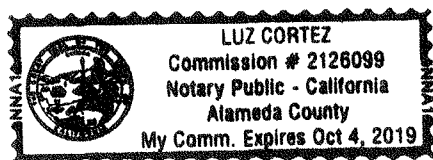
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by

Kim John Kaiser, and:

~~who is personally known to me, or-~~

who produced the following identification: WA Driver License.

[SEAL]



[Signature]  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc  
One Kaiser Plaza, Oakland, CA 94612  
(510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Kim Middle: John Last: Kaiser  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: ██████████

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable): N/A

6. Date of Birth: (MM/DD/YY): ██████████ Place of Birth, City: Ann Arbor

State/Province: MI Country: USA

7. Name of Affiant's Spouse (if applicable): ██████████

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/Province</u>	<u>Country</u>	<u>Postal Code</u>
12/85 - Current	[REDACTED]				

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: California County of: San Francisco

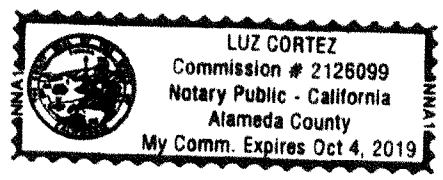
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by

Kim John Kaiser, and:

~~who is personally known to me, or~~

who produced the following identification: WA Driver License.

[SEAL]



[Signature]  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Kaiser Foundation Health Plan, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Kim John Kaiser, [REDACTED]  
(Printed Full Name and Residence Address)

[Signature]  
(Signature)

12-2-2015  
(Date)

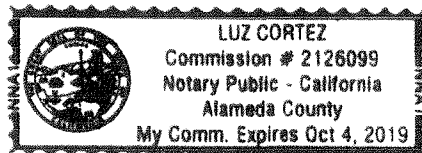
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of December, 2015 by Kim John Kaiser, and:

~~who is personally known to me, or~~

who produced the following identification: WA Driver License

[SEAL]



[Signature]  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



**BIOGRAPHICAL VERIFICATIONS**

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

**ORDER ID: 35579**

**DATE: Tuesday, February 9<sup>th</sup> 2016**

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

<b>SUBJECT'S BASIC INFORMATION</b>		
	Subject's Data:	Verified Data:
• Full Name:	Kim John Kaiser	Kim John Kaiser
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	[REDACTED]	[REDACTED]
• Discrepancies/Comments:	None found	

<b>ADDRESS</b>		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Kim John Kaiser	Kim John Kaiser
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	12/1985	11/1985
• End Date of Residence:	-----	04/07/2015

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• Discrepancies/Comments:	None found
---------------------------	------------

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Kim John Kaiser	Kim John Kaiser
• Company Name:	Alaska Airlines	Alaska Airlines
• Company Address:	P.O. Box 68900, Seattle, WA 98168	19300 Pacific Hwy S, Seattle, WA 98188
• Beginning date of employment:	02/1979	02/05/1979
• Ending date of employment:	10/2013	10/31/2013
• Most recent job title:	Pilot	Captain
• Type of business:	Airline	Airline
• Verifier's name & title:	Tom Kemp, Chief Pilot	The Work Number
• Discrepancies/Comments:	None found	

<b>EDUCATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:	Kim John Kaiser	Kim John Kaiser
• Organization's Name:	University of Puget Sound	University of Puget Sound
• Organization's Address: (city/state)	Tacoma, WA	Tacoma, WA
• Beginning date of attendance:	09/1966	09/01/1966
• Ending date of attendance:	06/1970	05/01/1970
• All degrees earned:	BA	BA in Business Administration
• Date each degree was awarded:	Not provided	05/31/1970
• Accreditation of each college/university:	Not provided	NWCCU
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Kim John Kaiser	Kim John Kaiser
• Organization's Name:	University of Washington	University of Washington
• Organization's Address: (city/state)	Seattle, WA	Seattle, WA
• Beginning date of attendance:	09/1975	09/29/1975
• Ending date of attendance:	06/1977	06/11/1977
• All degrees earned:	MBA	MBA
• Date each degree was awarded:	Not provided	06/11/1977
• Accreditation of each college/university:	Not provided	NWCCU
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL LICENSE</b>		
	Subject's Data:	Verified Data:
• Name on Record:	Kim John Kaiser	Kim John Kaiser
• Organization's Name:	FAA	Federal Aviation Administration
• Organization's Address: (city/state)	Oklahoma City, OK	Oklahoma City, OK
• Type of license held:	Pilot	Airline Transport Pilot
• Issue date:	12/21/2000	02/28/2000
• Expiration date:	Not provided	N/A
• License/certificate number:	██████████	██████████
• Complaints/disciplinary action:	Not provided	None found
• Verifier's name and title:	Not provided	amsrvs.registry.faa.gov
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL ASSOCIATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		

• Beginning date of membership:		
• Ending date of membership:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional association provided.	

<b>BANKRUPTCY</b>		
The bankruptcy record searches for the past 10 years provided negative results.		
• Name(s) Searched:	Kim John Kaiser, Kim Kaiser, Kim J Kaiser, K John Kaiser	
• List Court/Jurisdiction:	All federal districts were searched through Pacer.	
• Case Type:		
• Case Number:		
• Date:		
• Debtor:		
• Nature of Disposition:		
• Date of Deposition:		
• Discrepancies/Comments:	None found	

<b>CRIMINAL</b>		
The criminal record searches for the past 10 years provided negative results.		
• Name(s) Searched:	Kim John Kaiser, Kim Kaiser, Kim J Kaiser, K John Kaiser	
• List Court/Jurisdiction:	King County WA, Alameda County CA	
• Case Type:		
• Case Number:		
• Date:		
• Plaintiff:		
• Defendant:		
• Nature of Disposition:		
• Date of Deposition:		
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including	

	the above counties was performed and no records were found.
--	---

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Kim John Kaiser, Kim Kaiser, Kim J Kaiser, K John Kaiser
• List Court/Jurisdiction:	King County WA, Alameda County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Kim John Kaiser, Kim Kaiser, Kim J Kaiser, K John Kaiser
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>
The lien and judgment record searches for the past 10 years provided the following results:



• Name(s) Searched:	Kim John Kaiser, Kim Kaiser, Kim J Kaiser, K John Kaiser
• List Court/Jurisdiction:	Fulton County Superior Court
• Filing Type:	[REDACTED]
• Filing Number:	[REDACTED]
• Date:	[REDACTED]
• Creditor/Lien Holder:	[REDACTED]
• Debtor:	[REDACTED]
• Amount:	[REDACTED]
• Status:	[REDACTED]
• Status Date:	[REDACTED]
• Discrepancies/Comments:	None found

**END OF REPORT**

**LANCASTER**

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

**(Print or Type)**

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Kathryn Middle: Lee Last: Lancaster

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Executive Vice President and Chief Financial Officer

4. Affiant's business address: 1 Kaiser Plaza; Oakland, CA 94612

Business telephone: 510-271-5673 Business Email: kathy.lancaster@kp.org

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Loyola Marymount</u>	<u>Westchester, CA</u>	<u>09/1974 - 06/1978</u>	<u>BS</u>

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>N/A</u>				

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>
<u>N/A</u>			

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>None</u>			

7. Present or proposed position with the Applicant Company: Chief Financial Officer and Executive Vice President

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates (MM/YY): 05/98 – Present Employer's Name: Kaiser Foundation Health Plan, Inc.

Address: 1 Kaiser Plaza City: Oakland State/Province: California

Country: USA Postal Code: 94612 Phone: 510-271-5673 Offices/Positions Held: Director, Vice President, Senior Vice President, Acting CFO, Executive Vice President

Type of Business: Healthcare Supervisor/Contact: Bernard J. Tyson

Beginning/Ending Dates (MM/YY): 1981 – 1998 Employer's Name: Prudential Healthcare

Address: 5800 Canoga Avenue City: Woodland Hills State/Province: California

Country: USA Postal Code: 91367 Phone: \_\_\_\_\_ Offices/Positions Held: Executive Director

Type of Business: Healthcare Insurance Supervisor/Contact: \_\_\_\_\_

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: N/A

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: N/A

- 10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

N/A

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

- 11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?  
Yes  No
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?  
Yes  No
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?  
Yes  No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?  
Yes  No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?  
Yes  No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?  
Yes  No
- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?  
Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. N/A

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

N/A

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: N/A

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No  None to my knowledge

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No  None to my knowledge

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

(a) and (b) N/A

(c) Regulatory fines have been levied against Kaiser Foundation Health Plan, Inc. and its subsidiaries

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

Dated and signed this 2nd day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

Kathryn Lancaster  
(Signature of Affiant)

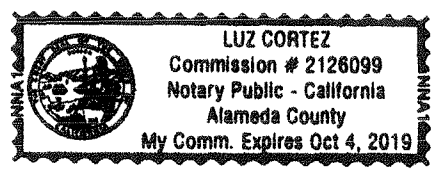
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Kathryn Lee Lancaster and:

\_\_\_\_\_ who is personally known to me, or

who produced the following identification: CA Driver License

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Kathryn Middle: Lee Last: Lancaster  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
<u>08/56 – 06/79</u>	<u>(last) Downey</u>	<u>Marriage</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: ██████████

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable): N/A

6. Date of Birth: (MM/DD/YY): ██████████ Place of Birth, City: Santa Monica  
State/Province: California Country: USA

7. Name of Affiant's Spouse (if applicable): N/A

8. List your residences for the last ten (10) years starting with your current address, giving:

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/ Province</u>	<u>Country</u>	<u>Postal Code</u>
---	----------------	-------------	----------------------------	----------------	--------------------

1995 - Present	[REDACTED]				
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Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 2<sup>nd</sup> day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Handwritten Signature]  
(Signature of Affiant)

State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2015 by Kathryn Lee Lancaster,  
and:

~~who is personally known to me, or~~

who produced the following identification: CA Driver License.

[SEAL]

[Handwritten Signature]  
 \_\_\_\_\_  
 Notary Public  
LUZ CORTEZ  
 \_\_\_\_\_  
 Printed Notary Name  
OCTOBER 4, 2019  
 \_\_\_\_\_  
 My Commission Expires

Applicant Company Name: \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
**(California)**

This Disclosure and Authorization is provided to you in connection with a pending application of **Kaiser Foundation Health Plan, Inc.** ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through **T.B.D.** ("CRA"). Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Victoria Zatkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Kathryn Lee Lancaster \_\_\_\_\_  
(Printed Full Name and Residence Address)

Kathryn Lancaster  
(Signature)

12/2/15  
(Date)

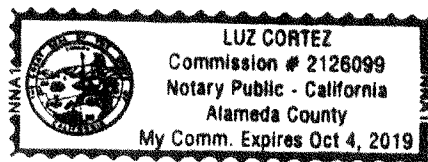
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of December, 2015 by Kathryn Lee Lancaster and:

\_\_\_\_\_ who is personally known to me, or

who produced the following identification: CA Driver License

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



BIOGRAPHICAL VERIFICATIONS

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

ORDER ID: 35579

DATE: Tuesday, February 9<sup>th</sup> 2016

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

SUBJECT'S BASIC INFORMATION		
	Subject's Data:	Verified Data:
• Full Name:	Kathryn Lee Lancaster	Kathryn Lee Lancaster
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	N/A	N/A
• Discrepancies/Comments:	None found	

ADDRESS		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Kathryn Lee Lancaster	Kathryn Lee Lancaster
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• Start Date of Residence:	1995	03/1995
• End Date of Residence:	-----	01/19/2016
• Discrepancies/Comments:	None found	

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Kathryn Lee Lancaster	Kathryn Lee Lancaster
• Company Name:	Kaiser Foundation Health Plan, Inc.	Kaiser Foundation Health Plan, Inc.
• Company Address:	1 Kaiser Plaza, Oakland, CA 94612	1 Kaiser Plaza, Oakland, CA 94612
• Beginning date of employment:	05/1998	05/1998
• Ending date of employment:	-----	-----
• Most recent job title:	Chief Financial Officer – Executive Vice President	Chief Financial Officer – Executive Vice President
• Type of business:	Health Care	Health Care
• Verifier's name & title:	Bernard J Tyson	Frank C. Miller, Senior Counsel – Legal Department
• Discrepancies/Comments:	None found	

<b>EDUCATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:	Kathryn Lee Lancaster	Kathryn L Downey
• Organization's Name:	Loyola Marymount	Loyola Marymount University
• Organization's Address: (city/state)	Westchester, CA	Westchester, CA
• Beginning date of attendance:	09/1974	09/1974
• Ending date of attendance:	06/1978	06/1978
• All degrees earned:	BS	BA in Political Science
• Date each degree was awarded:	Not provided	05/26/1978

• Accreditation of each college/university:	Not provided	WASC
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL LICENSE</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

<b>PROFESSIONAL ASSOCIATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		
• Beginning date of membership:		
• Ending date of membership:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional association provided.	

<b>BANKRUPTCY</b>		
The bankruptcy record searches for the past 10 years provided negative results.		
• Name(s) Searched:	Kathryn Lee Lancaster, Kathryn Lancaster, Kathryn L Lancaster, Kathryn Lee Downey, Kathryn Downey	
• List Court/Jurisdiction:	All federal districts were searched through	

	Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Kathryn Lee Lancaster, Kathryn Lancaster, Kathryn L Lancaster, Kathryn Lee Downey, Kathryn Downey
• List Court/Jurisdiction:	Contra Costa County CA, Alameda County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Kathryn Lee Lancaster, Kathryn Lancaster, Kathryn L Lancaster, Kathryn Lee Downey, Kathryn Downey
• List Court/Jurisdiction:	Contra Costa County CA, Alameda County

	CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Kathryn Lee Lancaster, Kathryn Lancaster, Kathryn L Lancaster, Kathryn Lee Downey, Kathryn Downey
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Kathryn Lee Lancaster, Kathryn Lancaster, Kathryn L Lancaster, Kathryn Lee Downey, Kathryn Downey
• List Court/Jurisdiction:	Contra Costa County CA, Alameda County CA
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	



• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**

**LYNNE**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Donna Middle: \_\_\_\_\_ Last: Lynne

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Regional President KFHP Colorado, Northwest and Hawaii; EVP KFHP, Inc.

4. Affiant's business address: 10350 E. Dakota Ave., Denver, CO 80247

Business telephone: 303-344-7224 Business Email: donna.l.lynne@kp.org

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>University of New Hampshire</u>	<u>Durham, NH</u>	<u>1974</u>	<u>Bachelor of Arts</u>

<u>Graduate Studies</u>			
<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Columbia University</u>	<u>New York, NY</u>	<u>2003</u>	<u>Doctorate in Public Health</u>
<u>George Washington University</u>	<u>Washington DC</u>	<u>1976</u>	<u>Master of Public Administration</u>

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>
<u>CEBS</u>	<u>Wharton School, University of Pennsylvania, PA</u>	<u>1987</u>	<u>Certificate in Employee Benefits</u>

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Denver Metro Chamber of Commerce	Kelly Brough	1445 Market St., Denver, CO 80202	303 534 8500
Denver Museum of Nature and Science	George Sparks	2001 Colorado Blvd., Denver, CO 80205	303 370 6345
Denver Public Schools Foundation	Kristin Colon	1860 Lincoln St., Denver, CO 80203	720 423 3535
National Partnership for Women & Families	Debra Ness	1875 Connecticut Ave., NW, Wash DC 20009	202 986 2600
Teach for America-Colorado	Damion LeeNatali	1391 Speer Blvd., Denver, CO	303 893 4483
Great-West Life	Bob Shaw	8515 E. Orchard Rd., Greenwood Village, CO	303 324 5591
US Bank Denver Advisory Board	Hassan Salem	950 17 <sup>th</sup> St., Denver, CO 80202	303 585 6523

7. Present or proposed position with the Applicant Company: Group President/EVP

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

**Beginning/Ending**

Dates (MM/YY): 04/2005 - Present      Employer's Name: Kaiser Foundation Health Plan of Colorado  
Address: 10350 E. Dakota Ave., Denver, CO 80247 - USA  
Phone: 303 344 7224      Offices/Positions Held: Regional President  
Type of Business: Health care insurance      Supervisor/Contact: Bernard Tyson 510 271 2659

**Beginning/Ending**

Dates (MM/YY): 04/1998 – 04/2005      Employer's Name: Group Health Incorporated  
441 Ninth Ave., New York, NY 10001 - USA  
Phone: 212 615 0518 Offices/Positions Held: President, Exec VP & COO  
Type of Business: Health care      Supervisor/Contact: Frank Branchini 212 615 4236

**Beginning/Ending**

Dates (MM/YY): 01/1997 – 04/1998      Employer's Name: New York City Health and Hospitals Corporation  
Address: 125 Worth St., New York, NY 10013 – USA  
Phone: 212 788 3664 Offices/Positions Held: SVP  
Type of Business: NYC Government health services      Supervisor/Contact:

**Beginning/Ending**

Dates (MM/YY): 04/1994 – 01/1997      Employer's Name: New York City Mayor's Office of Operations  
Address: 110 Church St., New York, NY 10006 - USA  
Phone: 212 788 3664 Offices/Positions Held: Director  
Type of Business: NYC Government      Supervisor/Contact:

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

\_\_\_\_\_ N/A \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
 License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
 Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_  
 Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
 License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
 Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_  
 Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

\_\_\_\_\_

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

NONE

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

\_\_\_\_\_

If any of the shares of stock are pledged or hypothecated in any way, give details.

\_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: \_\_\_\_\_

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 2nd day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

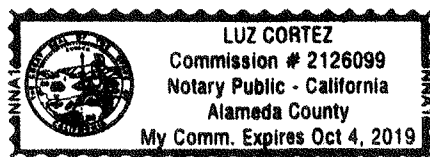
Donna Lynne  
(Signature of Affiant)

State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Donna Lynne, and: \_\_\_\_\_ who is personally known to me, or

who produced the following identification: CO Driver License.

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Donna Middle: \_\_\_\_\_ Last: Lynne

IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
1953 - 79	Donna Schleinkofer	Maiden
1979 - 87	Donna Gwynne	Married
1987 - present	Donna Lynne	Divorced

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: [REDACTED]

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable) N/A

6. Date of Birth: (MM/DD/YY): [REDACTED] Place of Birth, City: Jacksonville, FL - USA

7. Name of Affiant's Spouse (if applicable): [REDACTED]

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/ Province</u>	<u>Country</u>	<u>Postal Code</u>
01/2014 - present	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
12/2008 - 01/2014	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
07/2005 - 12/2008	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
04/2005-07/2005	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
11/1999 - 04/2005	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

Dated and signed this 2nd day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

Donna Lynne  
(Signature of Affiant)

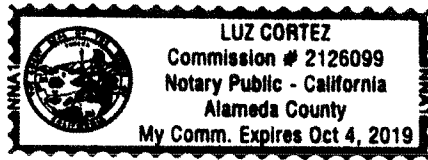
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2ND day of December, 2015 by Donna Lynne,  
and:

~~who is personally known to me, or~~

who produced the following identification: CO Driver License.

[SEAL]



Luz Cortez  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Kaiser Foundation Health Plan, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Victoria Zatkun, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Donna Lynne, [REDACTED]

(Printed Full Name and Residence Address)

*Donna Lynne*  
(Signature)

12/2/15  
(Date)

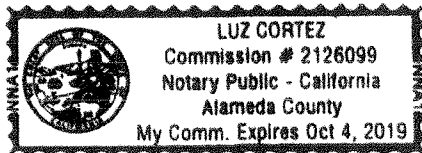
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2015 by Donna Lynne, and:

~~who is personally known to me, or~~

who produced the following identification: CO Driver license

[SEAL]



*Luz Cortez*

Notary Public

LUZ CORTEZ

Printed Notary Name

OCTOBER 4, 2019

My Commission Expires



**BIOGRAPHICAL VERIFICATIONS**

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

**ORDER ID: 35579**

**DATE: Tuesday, February 9<sup>th</sup> 2016**

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

<b>SUBJECT'S BASIC INFORMATION</b>		
	Subject's Data:	Verified Data:
• Full Name:	Donna Lynne	Donna Lynne
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	N/A	N/A
• Discrepancies/Comments:	There's a different number in the SSN provided and the one verified.	

<b>ADDRESS</b>		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	01/2014	01/2014

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• End Date of Residence:	-----	01/19/2016
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	12/2008	12/2008
• End Date of Residence:	01/2014	05/2014
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	07/2005	06/01/2005
• End Date of Residence:	12/2008	12/2008
• Discrepancies/Comments:	None found	

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Company Name:	Kaiser Foundation Health Plan of Colorado	Kaiser Foundation Health Plan of Colorado
• Company Address:	10350 E Dakota Ave., Denver, CO 80247	10350 E Dakota Ave., Denver, CO 80247
• Beginning date of employment:	04/2005	04/2005

• Ending date of employment:	-----	-----
• Most recent job title:	Group President	Group President
• Type of business:	Health Care Insurance	Health Care Insurance
• Verifier's name & title:	Bernard J Tyson	Frank C. Miller, Senior Counsel – Legal Department
• Discrepancies/Comments:	None found	

EDUCATION		
	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna L Schleinkofer
• Organization's Name:	University of New Hampshire	University of New Hampshire
• Organization's Address: (city/state)	Durham, NH	Durham, NH
• Beginning date of attendance:	Not provided	09/01/1971
• Ending date of attendance:	Not provided	12/22/1974
• All degrees earned:	BA	BA in Political Science & Economics
• Date each degree was awarded:	1974	12/22/1974
• Accreditation of each college/university:	Not provided	NEASC
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Organization's Name:	Columbia University	Columbia University in the City of New York
• Organization's Address: (city/state)	New York, NY	New York, NY
• Beginning date of attendance:	Not provided	09/01/1989
• Ending date of attendance:	Not provided	05/17/2002
• All degrees earned:	Doctorate in Public Health	Doctor of Public Health
• Date each degree was awarded:	2003	05/21/2003

• Accreditation of each college/university:	Not provided	MSCHE
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne Schleinkofer
• Organization's Name:	George Washington University	George Washington University
• Organization's Address: (city/state)	Washington, DC	Washington, DC
• Beginning date of attendance:	Not provided	09/02/1975
• Ending date of attendance:	Not provided	09/30/1976
• All degrees earned:	MPA	Master of Public Administration
• Date each degree was awarded:	1976	09/30/1976
• Accreditation of each college/university:	Not provided	MSCHE
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Organization's Name:	Wharton School, University of Pennsylvania	Wharton School, University of Pennsylvania
• Organization's Address: (city/state)	PA	Philadelphia, PA
• Beginning date of attendance:	Not provided	N/A
• Ending date of attendance:	Not provided	N/A
• All degrees earned:	CEBS	Certificate in Employee Benefits Designation
• Date each degree was awarded:	1987	03/31/1987
• Accreditation of each college/university:	Not provided	MSCHE
• Verifier's name and title:	Not provided	Bob – Customer Service Representative

• Discrepancies/Comments:	None found
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PROFESSIONAL LICENSE		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

PROFESSIONAL ASSOCIATION		
	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Organization's Name:	Denver Metro Chamber of Commerce	Denver Metro Chamber of Commerce
• Organization's Address: (city/state)	Denver, CO	Denver, CO
• Type of membership held:	Not provided	Membership with Kaiser
• Beginning date of membership:	Not provided	09/01/1970
• Ending date of membership:	Not provided	-----
• Verifier's name and title:	Kelly Brough	Anna, Office Services Coordinator
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Organization's Name:	Denver Museum of Nature and Science	Denver Museum of Nature and Science
• Organization's Address: (city/state)	Denver, CO	Denver, CO
• Type of membership held:	Not provided	Vice Chair of the Board of Trustees

• Beginning date of membership:	Not provided	N/A
• Ending date of membership:	Not provided	-----
• Verifier's name and title:	George Sparks	www.dmns.org
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Donna Lynne	Donna Lynne
• Organization's Name:	Denver Public Schools Foundation	Denver Public Schools Foundation
• Organization's Address: (city/state)	Denver, CO	Denver, CO
• Type of membership held:	Not provided	Member of the Board
• Beginning date of membership:	Not provided	N/A
• Ending date of membership:	Not provided	-----
• Verifier's name and title:	Kristin Colon	dpsfoundation.org
• Discrepancies/Comments:	None found	

<b>BANKRUPTCY</b>	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Donna Lynne, Donna L Lynne, Donna Schleinkofer, Donna Gwyne
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Donna Lynne, Donna L Lynne, Donna Schleinkofer, Donna Gwyne
• List Court/Jurisdiction:	Denver County CO, Jefferson County CO
• Case Type:	



• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Donna Lynne, Donna L Lynne, Donna Schleinkofer, Donna Gwyne
• List Court/Jurisdiction:	Denver County CO, Jefferson County CO
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Donna Lynne, Donna L Lynne, Donna Schleinkofer, Donna Gwyne
• List Court/Jurisdiction:	
• Filing Number:	

• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Donna Lynne, Donna L Lynne, Donna Schleinkofer, Donna Gwyne
• List Court/Jurisdiction:	Denver County CO, Jefferson County CO
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**

**MARINEAU**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc

One Kaiser Plaza, Oakland, CA 94612

(510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Philip Middle: Albert Last: Marineau

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Partner – Private Equity Firm

4. Affiant's business address: LNK Partners, 81 Main Street, White Plains, NY, 10601

Business telephone: 914-824-5900 Business Email: n/a

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>	
<u>Georgetown University</u>	<u>Washington DC</u>	<u>9/64-6/68</u>	<u>B.A.</u>	
<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Northwestern University</u>	<u>Evanston, IL</u>	<u>9/68-6/70</u>	<u>MBA</u>	
<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>	
<u>N/A</u>				

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
None			

7. Present or proposed position with the Applicant Company: Director

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

**Beginning/Ending**

Dates (MM/YY): 10/08 - Current Employer's Name: LNK Partners  
Address: 81 Main Street City: White Plains State/Province: NY  
Country: USA Postal Code: 10601 Phone: 914-824-5900 Offices/Positions Held: Partner  
Type of Business: Private Equity Supervisor/Contact: \_\_\_\_\_

**Beginning/Ending**

Dates (MM/YY): 09/99 - 12/06 Employer's Name: Levi Strauss & Company  
Address: 1155 Battery Street City: San Francisco State/Province: CA  
Country: USA Postal Code: 94111 Phone: 415-501-2479 Offices/Positions Held: President/CEO  
Type of Business: Apparel Supervisor/Contact: Board of Directors

**Beginning/Ending**

Dates (MM/YY): 11/97 - 09/99 Employer's Name: Pepsico  
Address: 700 Anderson Hill Road City: Purchase State/Province: NY  
Country: USA Postal Code: 10577 Phone: 914-253-2000 Offices/Positions Held: President/CEO Pepsi - North America  
Type of Business: Consumer packaged goods Supervisor/Contact: Board of Directors

**Beginning/Ending**

Dates (MM/YY): 11/96 - 10/97 Employer's Name: Dean Foods  
Address: 3600 River Road City: Franklin Park State/Province: IL  
Country: USA Postal Code: 60131 Phone: 847-678-1680 Offices/Positions Held: President/COO  
Type of Business: Consumer packaged goods Supervisor/Contact: \_\_\_\_\_

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

None

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
 License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
 Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_  
 Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

Part (h): In my capacity as CEO of Levi Strauss, I was involved in class action litigation with bondholders regarding representation of a bond offering filed in 2004 (In re Levi Strauss & Co. Securities Litigation). I retired as CEO in 2006. Some of the claims were dismissed in Sept. 2007 and a final settlement/dismissal was approved in October 2008 with the matter fully concluded by the end of 2008

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. None

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

If any of the shares of stock are pledged or hypothecated in any way, give details.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: \_\_\_\_\_

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

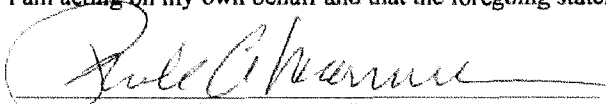
Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Part (c): Regulatory fines have been levied against Kaiser Foundation Health Plan, Inc. and its subsidiaries

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

  
(Signature of Affiant)

State of: California County of: San Francisco

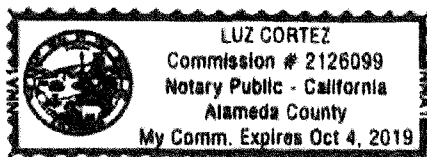
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by


Philip Albert Marincau, and:

~~who is personally known to me, or~~

who produced the following identification: CA Driver License

[SEAL]



  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

ATTACHMENT TO BIOGRAPHICAL AFFIDAVIT

Affiant: Philip A. Marineau

Item 8. continued – "Directorates":

1. Date: 2013 to Present  
Name: Exploratorium  
Address: Pier 15 (Embarcadero at Green Street), San Francisco, California  
Phone: 415-528-4444  
Position: Board Member
  
2. Date: 2007 to Present  
Name: Shutterfly, Inc.  
Address: 2100 Bridge Parkway, #101, Redwood City, CA 94065  
Phone: 650-610-5200  
Position: Chairman of the Board of Directors
  
3. Date: April 004 to Present  
Name: Kaiser Foundation Health Plan, Inc.; Kaiser Foundation Hospitals; Kaiser Foundation Health Plan of Colorado; Kaiser Foundation Health Plan of the Northwest; Kaiser Foundation Health Plan of the Mid-Atlantic States (since 2009)  
Address: One Kaiser Plaza; Oakland, CA 94612  
Phone: 510-271-2603  
Position: Board Member
  
4. Date: 1998 to Present  
Name: Meredith Corporation  
Address: 1716 Locust St., Des Moines, IA 50309  
Phone: 515-284-2700  
Position: Board Member

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc

One Kaiser Plaza, Oakland, CA 94612

(510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Philip Middle: Albert Last: Marineau  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: ██████████

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable) N/A

6. Date of Birth: (MM/DD/YY) : ██████████ Place of Birth, City: Chicago  
State/Province: IL Country: USA

7. Name of Affiant's Spouse (if applicable) : ████████████████████

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/Province</u>	<u>Country</u>	<u>Postal Code</u>
09/99 - Present	[REDACTED]				

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 2nd day of December 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

*[Handwritten Signature]*

(Signature of Affiant)

State of: California County of: San Francisco

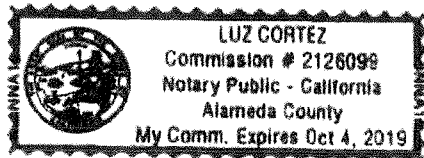
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by

Philip Albert Marinican, and:

~~who is personally known to me, or~~

who produced the following identification: CA Driver License

[SEAL]



*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of **Kaiser Foundation Health Plan, Inc.** ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Philip Albert Marineau, \_\_\_\_\_

(Printed Full Name and Residence Address)

*Philip Albert Marineau*  
\_\_\_\_\_  
(Signature)

*12/2/15*  
\_\_\_\_\_  
(Date)

State of: California County of: San Francisco

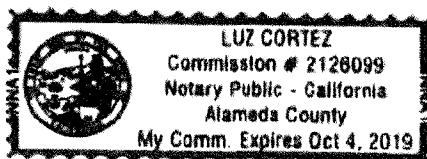
The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of December, 2015 by

Philip Albert Marineau, and:

who is personally known to me, or

who produced the following identification: CA Driver License

[SEAL]



*Luz Cortez*  
\_\_\_\_\_  
Notary Public  
*Luz Cortez*  
\_\_\_\_\_  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(California)*

This Disclosure and Authorization is provided to you in connection with a pending application of **Kaiser Foundation Health Plan, Inc.** ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through T.B.D. ("CRA"). Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Victoria Zarkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

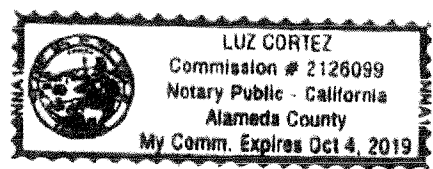
Philip Albert Marineau, [REDACTED]  
(Printed Full Name and Residence Address)

*Philip Albert Marineau*  
(Signature)

12/2/15  
(Date)

State of: California County of: San Francisco  
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Philip Albert Marineau, and:  
\_\_\_\_ who is personally known to me, or  
 who produced the following identification: CA Driver License

[SEAL]



*Luz Cortez*  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

FILED

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RICHARD W. WIEKING  
CLERK  
U.S. DISTRICT COURT  
NO. DIST. OF CA. S.J.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re LEVI STRAUSS & CO.  
SECURITIES LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

CLASS ACTION

This Document Relates To:

ALL ACTIONS.

[PROPOSED] FINAL JUDGMENT AND ORDER OF DISMISSAL

1 This matter came for hearing on October 17, 2008 (the "Final Approval Hearing"), upon  
2 the application of the parties for approval, pursuant to Rule 23(e) of the Federal Rules of Civil  
3 Procedure, of the Settlement set forth in the Stipulation of Settlement, dated June 18, 2008,  
4 between Plaintiffs, on behalf of themselves and each of the Class Members, and Defendants Levi  
5 Strauss & Co. ("LS&Co."), Philip A. Marineau, William B. Chiasson, Gary W. Grellman, Peter  
6 E. Haas, Sr., Robert D. Haas, Angela Glover Blackwell, Robert E. Friedman, James C. Gaither,  
7 Peter E. Haas, Jr., Walter J. Haas, F. Warren Hellman, Patricia Salas Pineda, T. Gary Rogers, G.  
8 Craig Sullivan, Tully M. Friedman, and Peter A. Georgescu (the "Stipulation"), which  
9 Stipulation is incorporated herein by reference. Due and adequate notice of the Stipulation,  
10 Judgment, and Final Approval Hearing having been given to the Class Members, and the Court  
11 having considered all papers filed and proceedings had herein and otherwise being fully  
12 informed in the premises and good cause appearing therefore, and a determination having been  
13 made expressly pursuant to Rule 54(b) of the Federal Rules of Civil Procedure that there is no  
14 justification for delay, and it having therefore been expressly directed that final judgment therein  
15 accordingly be made herein, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

16 1. This Judgment hereby incorporates by reference the definitions in the Stipulation,  
17 and all terms used herein shall have the same meanings as set forth in the Stipulation.

18 2. This Court has jurisdiction to enter this Judgment. The Court has jurisdiction  
19 over the subject matter of the Action and over all parties to the Action, including all Class  
20 Members.

21 3. The Court finds that each of the prerequisites for a class action under Federal  
22 Rules of Civil Procedure 23(a) and (b)(3) have been satisfied in that: (a) the number of Class  
23 Members is so numerous that joinder of all members thereof is impracticable; (b) there are  
24 questions of law and fact common to the Class; (c) the claims of the Plaintiffs are typical of the  
25 claims of the Class they seek to represent; (d) the Plaintiffs have and will fairly and adequately  
26 represent the interests of the Class; (e) the questions of law and fact common to the members of  
27 the Class predominate over any questions affecting only individual members of the Class; and (f)  
28

1 a class action is superior to other available methods for the fair and efficient adjudication of the  
2 controversy.

3 4. Pursuant to Rule 23 of the Federal rules of Civil Procedure, the Court hereby  
4 certifies, solely for purposes of effectuating this Settlement, a Settlement Class defined as: all  
5 persons and entities who purchased or otherwise acquired LS&Co. 11-5/8% and 12-1/4%  
6 registered bonds in the aftermarket traceable to the April 2001 Offering Documents and the June  
7 2003 Offering Documents, respectively, and who were damaged thereby. Excluded from the  
8 Class are: Defendants herein; members of the families of each of the Individual Defendants; any  
9 parent, subsidiary, affiliate, partner, officer, executive or director of any Defendant; any entity in  
10 which any such excluded person has a controlling interest; and the legal representatives, heirs,  
11 successors and assigns of any such excluded person or entity.

12 5. Notice of the pendency of this Action as a class action and of the proposed  
13 Settlement was given to all Class Members who could be identified with reasonable effort. The  
14 form and method of notifying the Class of the pendency of the action as a class action and of the  
15 terms of the proposed Settlement met the notice requirements of due process, Rule 23 of the  
16 Federal Rules of Civil Procedure, and § 27(a)(7) of the Securities Act of 1933, 15 U.S.C. 77z-  
17 1(a)(7), as amended by the Private Securities Litigation Reform Act, and constituted the best  
18 notice practicable under the circumstances, and constituted due and sufficient notice to all  
19 persons and entities entitled thereto.

20 6. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil  
21 Procedure, the Court hereby finds that due and adequate notice of these proceedings was directed  
22 to all Persons who are Class Members, advising them of the Settlement, the Plan of Allocation,  
23 and Lead Counsel's right to apply for attorney's fees and reimbursement of expenses associated  
24 with the Action, and of their right to object thereto, and a full and fair opportunity was accorded  
25 to all Persons who are Class Members to be heard with respect to the foregoing matters. Thus, it  
26 is hereby determined that all Class Members who did not timely and properly elect to exclude  
27 themselves by written communication postmarked or delivered on or before the date set forth in  
28 the Notice of Proposed Settlement and the Notice Order, are bound by this Judgment.



1           7. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby  
2 approves the Settlement, as set forth in the Stipulation, and finds that the Settlement is, in all  
3 respects, fair, reasonable and adequate, and in the best interests of the Class Members, including  
4 Plaintiffs. This Court further finds that the Settlement set forth in the Stipulation is the result of  
5 arm's-length negotiations between experienced counsel representing the interests of Plaintiffs,  
6 Class Members, and Defendants. Accordingly, the Settlement embodied in the Stipulation is  
7 hereby approved in all respects and shall be consummated in accordance with the terms and  
8 provisions of the Stipulation.

9           8. The Action is dismissed on the merits with prejudice as to Defendants, without  
10 costs to any party as against any other.

11           9. Plaintiffs and all Class Members, the successors and assigns of any of them, and  
12 anyone claiming through or on behalf of any of them, whether or not they execute and deliver a  
13 Proof of Claim, are forever enjoined and permanently barred from commencing, instituting or  
14 prosecuting, either directly, derivatively, representatively or in any other capacity, any and all  
15 Released Claims that have been or might have been asserted against Defendants or any of the  
16 Released Parties.

17           10. The Released Claims are hereby ordered as compromised, settled, released,  
18 discharged, and dismissed as to each of the Released Parties on the merits and with prejudice by  
19 virtue of the proceedings herein and this Judgment.

20           11. Upon the Effective Date, as defined in the Stipulation, Plaintiffs and each of the  
21 Class Members shall be deemed to have, and by operation of this Judgment shall have, fully,  
22 finally and forever released, relinquished, settled and discharged any and all Released Claims  
23 (including Unknown Claims) against the Released Parties and any claims or potential claims that  
24 could be asserted in connection with the resolution of the Action or Released Claims, whether or  
25 not Plaintiffs and Class Members execute and deliver Proof of Claim and Release forms.

26           12. Upon the Effective Date, each of the Released Parties shall be deemed to have,  
27 and by operation of this Judgment shall have, fully, finally and forever released, relinquished and  
28

1 discharged the Released Claims as against Plaintiffs, each and all Class Members and Lead  
2 Counsel and their agents.

3 13. The Released Parties are hereby discharged from all claims for contribution by  
4 any person or entity, whether arising under state, federal or common law, based upon, arising out  
5 of, relating to, or in connection with the Released Claims of the Class or any Class Member.  
6 Accordingly, the Court hereby bars all claims for contribution: (a) against the Released Parties  
7 by any person or entity; and (b) by the Released Parties against any person or entity.

8 14. Neither the Stipulation, nor any of its terms and provisions, nor any of the  
9 negotiations or proceedings connected with it, nor any of the documents or statements referred to  
10 therein shall be:

- 11 a. Offered in evidence as proof of liability or a presumption, concession or an  
12 admission by any of the Released Parties of the truth of any fact alleged or the  
13 validity of any claim that has been, could have been or in the future might be  
14 asserted in the Action, or otherwise against the Released Parties, or of any  
15 purported liability, fault, wrongdoing or otherwise of the Released Parties; or
- 16 b. Offered or received in evidence as proof of a presumption, concession or an  
17 admission of any purported liability, wrongdoing, fault, misrepresentation or  
18 omission in any statement, document, report or financial statement heretofore or  
19 hereafter issued, filed, approved or made by any of the Released Parties or  
20 otherwise referred to for any other reason, other than for the purpose of and in  
21 such proceeding as may be necessary for construing, terminating or enforcing the  
22 Stipulation; or
- 23 c. Construed as a concession or an admission that the Plaintiffs or the Class  
24 Members have suffered any damage; or
- 25 d. Construed as or received in evidence as an admission, concession or presumption  
26 against Plaintiffs or the Class Members, or any of them, that any of their claims  
27 are without merit or that damages recoverable in the Action would not have  
28 exceeded the Settlement Fund.

1           15. Notwithstanding the provisions of paragraph 14, the Stipulation and the Exhibits  
2 may be filed in this Action or related litigation as evidence of the Settlement or in any  
3 subsequent action against or by the Defendants to support a defense of *res judicata*, collateral  
4 estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim  
5 preclusion or issue preclusion or similar defense or counterclaim.

6           16. The Court reserves jurisdiction, without affecting in any way the finality of this  
7 Judgment, over: (a) hearing and determining Plaintiffs' application for approval of the proposed  
8 Plan of Allocation; (b) implementation and enforcement of this Settlement, the allowance,  
9 disallowance or adjustment of any Class Member's claim on equitable grounds and any award or  
10 distribution of the Settlement Fund; (c) disposition of the Settlement Fund; (d) hearing and  
11 determining Lead Counsel's applications for attorneys' fees, costs, interest and expenses,  
12 including fees and costs of experts and/or consultants, and the award of reasonable costs and  
13 expenses (including lost wages) directly related to the representation of the Class to Plaintiffs  
14 serving on the behalf of the Class; (e) enforcing and administering this Judgment; (f) enforcing  
15 and administering the Stipulation including any releases executed in connection therewith; and  
16 (g) other matters related or ancillary to the foregoing.

17           17. Defendants shall have no obligation to make any payment into the Escrow  
18 Account except as specifically provided in paragraphs 2 and 6 of the Stipulation, and there shall  
19 be no distribution of any of the Settlement Amount to any Class Member until a plan of  
20 allocation is finally approved and is affirmed on appeal and/or is no longer subject to review by  
21 appeal or certiorari, and the time for any petition for rehearing, appeal, or review, by certiorari or  
22 otherwise, has expired.

23           18. The Court finds that during the course of the Action, the Settling Parties and their  
24 respective counsel at all times complied with the requirements of Rule 11 of the Federal Rules of  
25 Civil Procedure.

26           19. Separate orders shall be entered to approve (a) Plaintiffs' proposed Plan of  
27 Allocation, and (b) Lead Counsel's application for fees and reimbursement of litigation expenses  
28

1 as allowed by the Court. Such orders shall not disturb or affect any of the terms of this  
2 Judgment.

3 20. In the event that the Settlement does not become effective in accordance with the  
4 terms of the Stipulation or in the event that the Settlement Fund, or any portion thereof, is  
5 returned to Defendants and is not replaced by others, then this Judgment shall be rendered null  
6 and void to the extent provided by and in accordance with the Stipulation (particularly  
7 paragraphs 30 and 31 of the Stipulation), and shall be vacated to the extent provided by the  
8 Stipulation and, in such event, all orders entered and releases delivered in connection herewith  
9 shall be null and void to the extent provided by and in accordance with the Stipulation. The  
10 Settlement Fund plus accrued interest, less any notice costs, administration costs, taxes or tax  
11 expenses paid or owing shall be returned in full as provided in paragraph 32 of the Stipulation.

12 21. Without further order of the Court, the Settling Parties may agree to reasonable  
13 extensions of time to carry out any of the provisions of the Stipulation.

14 20. There is no just reason for delay in the entry of this Judgment and immediate  
15 entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules  
16 of Civil Procedure.

17 **IT IS SO ORDERED.**

18 Dated: 10/17/08

Ronald M. Whyte

19 THE HONORABLE RONALD M. WHYTE  
20 United States District Court Judge  
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10  
11 UNITED STATES DISTRICT COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN JOSE DIVISION

14 In re LEVI STRAUSS & CO.,  
SECURITIES LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

15 CLASS ACTION

16  
17 This Document Relates To:

18 ALL ACTIONS.

19 SECOND AMENDED  
20 CONSOLIDATED CLASS ACTION  
COMPLAINT FOR VIOLATIONS OF  
THE FEDERAL SECURITIES LAWS

Courtroom: Courtroom 6, 4th Floor  
Judge: Honorable Ronald M. Whyte

1 I. SUMMARY OF THE ACTION

2 1. The Policemen and Firemen Retirement System of the City of Detroit ("Detroit  
3 P&F") and Muzinich & Co. (collectively, "Plaintiffs") bring this action pursuant to §§ 11 and 15  
4 of the Securities Act of 1933 ("Securities Act") on their own behalf and on behalf of all persons  
5 or entities who purchased or otherwise acquired Levi Strauss & Co. ("Levi" or the "Company")  
6 bonds in the aftermarket traceable to Levi's registered bond offerings on April 6, 2001 (the  
7 "April 2001 Offering") and June 16, 2003 (the "June 2003 Offering").

8 2. Levi designs and sells jeans and jean-related accessories under the Levi and  
9 Dockers brands. By the end of 2000, Levi's market share and profitability were declining. To  
10 raise additional capital to service Levi's approximate \$2.1 billion of debt, the Company sold  
11 bonds to investors that were registered pursuant to the Securities Act. Two of the Company's  
12 larger bond offerings, the April 2001 Offering and June 2003 Offering, were public exchanges of  
13 bonds registered pursuant to the Securities Act and together raised over \$1 billion from investors.  
14 In the April 2001 Offering, Levi completed the exchange of \$380 million aggregate principal  
15 amount 11-5/8% dollar-denominated private notes and €125 million aggregate principle amount  
16 11-5/8% euro-denominated notes for an equal amount of 11-5/8% registered notes. The April  
17 2001 Offering was registered pursuant to a Prospectus and Registration Statement dated  
18 March 8, 2001 (the "April 2001 Offering Documents").

19 3. The April 2001 Offering Documents included Levi's purported financial results  
20 for fiscal years 1996 through 2000. As discussed herein, the financial results reported in Levi's  
21 April 2001 Offering Documents were materially false and misleading when made because Levi  
22 had: (i) established, maintained and released excess reserves which materially overstated the  
23 Company's reported net income for fiscal years 1995 through 2000; (ii) claimed "bad debt" and  
24 "worthless" stock deductions on the Company's tax returns, which understated Levi's reported  
25 tax expenses and materially overstated its net income for fiscal years 1997 through 1999;  
26 (iii) recognized unrealizable foreign tax credits as deferred tax assets and failed to establish an  
27 adequate corresponding valuation allowance, which materially overstated Levi's reported  
28 deferred tax assets throughout 1995 to 2000; and (iv) recognized a gain for tax purposes on

1 liabilities transferred to a wholly owned foreign subsidiary, which significantly understated  
2 Levi's reported tax expense and materially overstated its net income for fiscal 1999.

3 4. In the June 2003 Offering, Levi completed the exchange of \$575 million  
4 aggregate principal amount 12-1/4% private notes for an equal amount of 12-1/4% registered  
5 notes. The June 2003 Offering was registered pursuant to a Prospectus and Registration  
6 Statement dated April 28, 2003 (the "June 2003 Offering Documents"). The June 2003 Offering  
7 Documents included Levi's purported financial results for fiscal years 1998 through 2002. As  
8 discussed herein, the financial results reported in Levi's June 2003 Offering Documents were  
9 materially false and misleading when made because Levi had: (i) recorded the same tax  
10 deduction twice for losses related to manufacturing plant closures, which understated the  
11 Company's reported tax expenses and materially overstated its net income for fiscal 2001 and the  
12 third quarter of 2003; (ii) established, maintained and released excess reserves which materially  
13 overstated the Company's reported net income for fiscal years 1998 through 2002; (iii) claimed  
14 "bad debt" and "worthless" stock deductions on the Company's tax returns, which understated  
15 Levi's reported tax expenses and materially overstated its net income for fiscal years 1998  
16 through 1999; (iv) recognized unrealizable foreign tax credits as deferred tax assets and failed to  
17 establish an adequate corresponding valuation allowance, which materially overstated Levi's  
18 reported deferred tax assets throughout 1998 to 2002; (v) recognized a gain for tax purposes on  
19 liabilities transferred to a wholly owned foreign subsidiary, which significantly understated  
20 Levi's reported tax expense and materially overstated its net income for fiscal 1999; and  
21 (vi) understated Levi's income tax expense for fiscal 2001 and 2002, which materially overstated  
22 the Company's fiscal 2001 and 2002 net income.

23 **II. JURISDICTION AND VENUE**

24 5. This Court has jurisdiction over the subject matter of this action pursuant to § 22  
25 of the Securities Act, 15 U.S.C. § 77v. The claims alleged herein arise under §§ 11 and 15 of the  
26 Securities Act, 15 U.S.C. §§ 77k and 77o.

27 6. Venue is proper in this District pursuant to § 22 of the Securities Act, 15 U.S.C.  
28 § 77v. Many of the acts and transactions giving rise to the violations of law complained of

1 herein, including the preparation and dissemination to the investing public of materially false and  
2 misleading statements, occurred in this District. Levi maintains its principal executive offices in  
3 this District at 1155 Battery Street, San Francisco, California, 94111, where the day-to-day  
4 operations of the Company are directed and managed.

5 **III. THE PARTIES**

6 **A. Plaintiffs**

7 7. Plaintiff, the Policemen and Firemen Retirement System of the City of Detroit, is  
8 a public pension system located in Detroit, Michigan, organized for the benefit of current and  
9 retired policemen and firemen of the City of Detroit. Detroit P&F acquired Levi's 11-5/8%  
10 registered bonds in the aftermarket traceable to the April 2001 Offering Documents, as detailed  
11 in Detroit P&F's certification filed with the Court on February 23, 2004 in support of its motion  
12 to be appointed Lead Plaintiff. As a result of the violations of federal securities laws that are  
13 alleged herein, Detroit P&F suffered damages in connection with its purchases of Levi's  
14 11-5/8% registered bonds.

15 8. Plaintiff, Muzinich & Co., is an institutional asset manager located in New York,  
16 New York. Muzinich & Co. acquired Levi's 12-1/4% bonds in the aftermarket traceable to the  
17 June 2003 Offering Documents, as detailed in Muzinich's certification filed with the Court on  
18 February 23, 2004 in support of its motion to be appointed Lead Plaintiff. As a result of the  
19 violations of the federal securities laws that are alleged herein, Muzinich suffered damages in  
20 connection with its purchases of Levi's 12-1/4% registered bonds.

21 **B. Defendants**

22 9. Defendant Levi is a corporation organized under the laws of the state of Delaware  
23 with its principal place of business located in this District. The Company conducted two public  
24 debt offerings during the Class Period for a total of approximately \$1 billion: the April 2001  
25 Offering and the June 2003 Offering. Although the Company's stock is privately held, Levi is  
26 registered with the SEC and files quarterly and annual reports because it has publicly traded debt.  
27 Levi's fiscal year ends on the last Sunday in November.



1           10. Defendant, Philip A. Marineau ("Marineau") was, at all relevant times, Levi's  
2 President and Chief Executive Officer. Marineau served as a director of Levi and was listed as  
3 such in the April 2001 Offering Documents and the June 2003 Offering Documents. As CEO,  
4 Marineau signed the Registration Statements filed in connection with the April 2001 Offering  
5 and the June 2003 Offering. Marineau also signed Levi's annual reports on Forms 10-K for  
6 fiscal years 2000, 2001 and 2002.

7           11. Defendant, William B. Chiasson was, at all relevant times, Levi's Senior Vice  
8 President and CFO. As CFO, Chiasson signed the Registration Statements and Prospectuses  
9 filed in connection with the April 2001 Offering and the June 2003 Offering and annual reports  
10 on Forms 10-K for fiscal years 2000, 2001 and 2002. Chiasson also signed the quarterly reports  
11 for the second and third quarters of 2001, the first, second and third quarters of 2002 and the  
12 amended quarterly reports for the first and second quarters of 2002. Chiasson was replaced as  
13 CFO and left the Company on or about December 1, 2003.

14           12. Defendant, Gary W. Grellman ("Grellman") was, at all relevant times, Levi's  
15 Vice President and Controller. As controller, Grellman signed the Registration Statements filed  
16 in connection with the June 2003 Offering, the annual reports on Forms 10-K for fiscal years  
17 2000, 2001 and 2002 and the quarterly report for the first quarter of 2001.

18           13. Defendant, Peter E. Haas, Sr. was, at all relevant times, Chairman of Levi's  
19 Executive Committee of the Board of Directors. He has served as a member of Levi's Board  
20 since 1948 and was listed as a director in the April 2001 Offering Documents and the June 2003  
21 Offering Documents. As director, Peter E. Haas, Sr. signed the Registration Statements filed in  
22 connection with the April 2001 Offering and the June 2003 Offering.

23           14. Defendant, Robert D. Haas was, at all relevant times, the Chairman of Levi's  
24 Board of Directors and was listed as such in the April 2001 Offering Documents and the June  
25 2003 Offering Documents. He was named Chairman in 1989 and served as Chief Executive  
26 Officer from 1984 until 1999. As Chairman, Robert D. Haas signed the Registration Statements  
27 filed in connection with the April 2001 Offering and the June 2003 Offering.

1 15. Defendant, Angela Glover Blackwell ("Blackwell") was, at all relevant times, a  
2 director of Levi and was listed as such in the April 2001 Offering Documents and the June 2003  
3 Offering Documents. As director, Blackwell signed the Registration Statements filed in  
4 connection with the April 2001 Offering.

5 16. Defendant, Robert E. Friedman ("Friedman") was, at all relevant times, a director  
6 of Levi and was listed as such in the April 2001 Offering Documents and the June 2003 Offering  
7 Documents. As director, Friedman signed the Registration Statements filed in connection with  
8 the April 2001 Offering and the June 2003 Offering.

9 17. Defendant, James C. Gaither ("Gaither") was, at all relevant times, a director of  
10 Levi and was listed as such in the April 2001 Offering Documents and the June 2003 Offering  
11 Documents. As director, Gaither signed the Registration Statements filed in connection with the  
12 April 2001 and the June 2003 Offerings.

13 18. Defendant, Peter E. Haas, Jr. was, at all relevant times, a director of Levi and was  
14 listed as such in the April 2001 Offering Documents and the June 2003 Offering Documents. As  
15 director, Peter E. Haas, Jr. signed the Registration Statements filed in connection with the April  
16 2001 Offering and the June 2003 Offering.

17 19. Defendant, Walter J. Haas was, at all relevant times, a director of Levi and was  
18 listed as such in the April 2001 Offering Documents and the June 2003 Offering Documents. As  
19 director, Walter J. Haas signed the Registration Statements filed in connection with the April  
20 2001 Offering and the June 2003 Offering.

21 20. Defendant, F. Warren Hellman ("Hellman") was, at all relevant times, a director  
22 of Levi and was listed as such in the April 2001 Offering Documents and the June 2003 Offering  
23 Documents. As director, Hellman signed the Registration Statements filed in connection with  
24 the April 2001 Offering and the June 2003 Offering.

25 21. Defendant, Patricia Salas Pineda ("Pineda") was a director of Levi from 1991  
26 through 2001 and was listed as such in the April 2001 and June 2003 Offering Documents. As  
27 director, Pineda signed the Registration Statements filed in connection with the April 2001  
28 Offering and the June 2003 Offering.

1           22. Defendant, T. Gary Rogers ("Rogers") was, at all relevant times, a director of  
2 Levi and was listed as such in the April 2001 and June 2003 Offering Documents. As director,  
3 Rogers signed the Registration Statements filed in connection with the April 2001 Offering and  
4 the June 2003 Offering.

5           23. Defendant G. Craig Sullivan ("Sullivan") was, at all relevant times, a director of  
6 Levi and was listed as such in the April 2001 Offering Documents and the June 2003 Offering  
7 Documents. As director, Sullivan signed the Registration Statements filed in connection with the  
8 April 2001 Offering and the June 2003 Offering.

9           24. Defendant, Tully M. Friedman ("T. Friedman") was a director of Levi from 1985  
10 through 2001 and was listed as such in the April 2001 Offering Documents. As director, T.  
11 Friedman signed the Registration Statements filed in connection with the April 2001 Offering.

12           25. Defendant, Peter A. Georgescu ("Georgescu") was, at all relevant times, a  
13 director of Levi and was listed as such in the April 2001 Offering Documents and the June 2003  
14 Offering Documents. As director, Georgescu signed the Registration Statements filed in  
15 connection with the April 2001 Offering and the June 2003 Offering.

16           26. Defendants Marineau, Chiasson, Grellman, Peter Haas, Sr., Robert Haas,  
17 Blackwell, Friedman, Gaither, Peter E. Haas, Jr., Walter J. Haas, Hellman, Pineda, Rogers,  
18 Sullivan, T. Friedman, Georgescu are collectively referred to herein as the "Individual  
19 Defendants."

20 IV. CLASS ALLEGATIONS

21           27. Plaintiffs bring this action as a class action pursuant to Federal Rules of Civil  
22 Procedure 23(a) and 23(b)(3) on behalf of the following class (the "Class"): all persons and  
23 entities who purchased or otherwise acquired Levi 11-5/8% and 12-1/4% registered bonds in the  
24 aftermarket traceable to the April 2001 Offering Documents and the June 2003 Offering  
25 Documents, respectively, and who were damaged thereby. Excluded from the Class are:  
26 Defendants herein; members of the families of each of the Individual Defendants; any parent,  
27 subsidiary, affiliate, partner, officer, executive or director of any defendant; any entity in which  
28

1 any such excluded person has a controlling interest; and the legal representatives, heirs,  
2 successors and assigns of any such excluded person or entity.

3 28. The members of the Class are so numerous that joinder of all members is  
4 impracticable. While the exact number of Class members is unknown to Plaintiffs at the present  
5 time and can only be ascertained from books and records maintained by Levi and/or its agent(s),  
6 Plaintiffs believe that Class members number in the thousands. Levi had over \$1 billion of  
7 registered debt issued and outstanding, which throughout the relevant period traded on an  
8 efficient market.

9 29. Common questions of law and fact exist as to all members of the Class and  
10 predominate over any questions solely affecting individual members of the Class. Among the  
11 questions of law and fact common to the Class are:

12 a. whether the federal securities laws were violated by defendants' acts and  
13 omissions as alleged herein;

14 b. whether the April 2001 Offering Documents and/or the June 2003  
15 Offering Documents contained misstatements of material fact or omitted to state material  
16 facts necessary in order to make the statements made, in light of the circumstances under  
17 which they were made, not misleading;

18 c. whether each of the defendants had a duty to make a reasonable and  
19 diligent investigation of the statements contained in the April 2001 Offering Documents  
20 and/or the June 2003 Offering Documents at the time they became effective, but failed to  
21 do so;

22 d. whether the market price of Levi's bonds were artificially inflated due to  
23 the misrepresentations complained of herein; and

24 e. whether Plaintiffs and the other members of the Class have sustained  
25 damages and, if so, the appropriate measure thereof.

26 30. Plaintiffs will fairly and adequately represent and protect the interests of the  
27 members of the Class. Plaintiffs have retained competent counsel experienced in class and  
28 securities litigation and intend to prosecute this action vigorously. Plaintiffs are members of the

1 Class and do not have interests antagonistic to, or in conflict with, the other members of the  
2 Class.

3 31. Plaintiffs' claims are typical of the claims of the members of the Class. Plaintiffs  
4 and all members of the Class purchased or acquired Levi bonds in the aftermarket at artificially  
5 inflated prices and have sustained damages arising out of the wrongful course of conduct alleged  
6 herein.

7 32. A class action is superior to other available methods for the fair and efficient  
8 adjudication of this controversy. Since the damages suffered by individual class members may  
9 be relatively small, the expense and burden of individual litigation make it virtually impossible  
10 for the class members individually to seek redress for the wrongful conduct alleged. Plaintiffs  
11 know of no difficulty that will be encountered in the management of this litigation that would  
12 preclude its maintenance as a class action.

13 V. THE FALSE AND MISLEADING  
14 STATEMENTS IN LEVI'S OFFERING DOCUMENTS

15 A. The April 2001 Offering

16 33. On February 15, 2001, Levi filed with the SEC its Registration Statement on  
17 Form S-4 ("February Registration Statement") as the first step in offering to exchange \$380  
18 million dollar-denominated notes and €125 million euro-denominated notes to replace \$475  
19 million Senior Notes due 2008, which were previously issued by Levi in a private placement  
20 held on January 11, 2001 (the "January 2001 Private Placement").

21 34. In connection with the offering and in addition to its February Registration  
22 Statement, on or about March 7, 2001, Levi filed an amendment to its Registration Statement  
23 with the SEC and filed and released to the public on or about March 8, 2001, its Prospectus  
24 covering the exchange (the "March 2001 Prospectus"). On April 6, 2001, Levi completed the  
25 exchange of \$380 million aggregate principal amount 11-5/8% dollar-denominated private notes  
26 and €125 million aggregate principle amount 11-5/8% euro-denominated for an equal amount of  
27 11-5/8% registered notes. The April 2001 Offering was registered pursuant to a Prospectus and  
28 Registration Statement dated March 8, 2001 (the "April 2001 Offering Documents").

1 35. Defendants Chiasson, Robert D. Haas, Marineau, Peter E. Haas, Sr., Blackwell,  
 2 Friedman, T. Friedman, Grellman, Georgescu, Peter E. Haas, Jr., Walter J. Haas, Hellman,  
 3 Pineda, Rogers, Sullivan and Gaither signed the April 2001 Offering Documents.

4 36. The April 2001 Offering Documents included Levi's purported financial results  
 5 for fiscal years 1996 through 2000. For fiscal years 1996 through 2000, the Company reported  
 6 the following purported net income and income tax expense:

Income Data	2000	1999	1998	1997	1996
Income tax expense	\$120.3 mm*	\$3.14 mm	\$60.2 mm	\$46.0 mm	\$154.9 mm
Net income	\$223.4 mm	\$5.4 mm	\$102.5 mm	\$138.2 mm	\$464.9 mm

7  
 8  
 9  
 10  
 11 \*million

12 37. The April 2001 Offering Documents contained the Company's balance sheet for  
 13 years ended November 28, 1999 and November 26, 2000. On its balance sheet, Levi reported  
 14 that deferred tax assets (current and non-current) for 1999 totaled \$754.2 million. The Company  
 15 included in its deferred tax assets approximately \$153.5 million of tax on unremitted non-U.S.  
 16 earnings and \$55.7 million of foreign tax credit carryforwards. For 2000, Levi reported deferred  
 17 tax assets (current and non-current) of \$690.5 million, which included approximately  
 18 \$149.2 million of tax on unremitted non-U.S. earnings and \$79 million of foreign tax credit  
 19 carryforwards. In their explanation of their deferred tax assets, the Company reported that its  
 20 valuation allowance of \$58 million for fiscal 2000, "represents the portion of the Company's  
 21 consolidated deferred tax assets for which the Company based upon its projections as of that  
 22 date, does not believe that the realization is more likely than not."

23 38. Each of the representations referred to above in ¶¶33-37 was materially false and  
 24 misleading, or omitted to state facts necessary to make the statements made, in light of the  
 25 circumstances in which they were made, not misleading. Indeed, Levi's misstatements caused  
 26 the Company's reported net income, deferred tax assets and income tax expense for the periods  
 27 reported in the April 2001 Offering Documents to be overstated by millions of dollars in direct  
 28 contravention of Generally Accepted Accounting Principles ("GAAP") because Levi: (i) released

1 excess reserves which materially overstated the Company's fiscal 1996 net income by \$65  
2 million, or by over 14%; overstated fiscal 1998 net income by \$18 million, or by over 17%;  
3 overstated fiscal 1999 net income by \$5 million, or by over 93%; (ii) claimed "bad debt" and  
4 "worthless" stock deductions on the Company's tax returns which understated the Company's  
5 reported tax expenses by over \$70 million between 1997 and 1999, which in turn materially  
6 overstated the Company's reported net income; (iii) recognized unrealizable foreign tax credits  
7 as deferred tax assets and failed to establish an adequate corresponding valuation allowance,  
8 which materially overstated Levi's reported deferred tax assets for 1999 and 2000 by over \$200  
9 million; and (iv) failed to properly recognize a gain for tax purposes on liabilities transferred to a  
10 wholly owned foreign subsidiary, which understated the Company's reported tax expense by  
11 over \$77 million in fiscal 1999 and materially overstated the Company's reported net income.

12 1. Establishing, Maintaining  
13 And Releasing Excess Reserves

14 39. Between 1995 and 2002, Levi established, maintained and utilized excess  
15 reserves, including excess tax reserves, to lower the Company's effective tax rate and materially  
16 overstate the Company's reported net income in violation of GAAP. Levi's establishment and  
17 use of general and various tax reserves violated ¶14 of Statement of Financial Accounting  
18 Standards ("FAS") No. 5, *Accounting For Contingencies* ("FAS 5"), which precludes the  
19 establishment of reserves for general or unspecified business risks. Thus, Levi's establishment  
20 of the excess tax reserves and other general reserves violated FAS 5 because they were reserves  
21 created, maintained and used for unspecified business risks and to inflate earnings.

22 40. On September 15, 2003, Levi admitted in a press release that between 1994 and  
23 2001, it had established, maintained and released varying amounts of tax reserves that were  
24 unrelated to specific tax exposures and were unsupported by "sufficient contemporaneous  
25 documentation." In fiscal 1996, Levi improperly released \$65 million of excess reserves, which  
26 overstated the Company's net income by approximately 14%. In 1998, Levi improperly released  
27 approximately \$18 million of excess reserves, which overstated the Company's net income by  
28 17.6%. In 1999, Levi improperly released \$5 million of excess reserves which overstated the

1 Company's net income by 93%. And, in 2000, Levi improperly released \$12 million of excess  
2 reserves which overstated the Company's net income by 5.4%.

3 2. Claiming Bad Debt And  
4 Worthless Stock Deductions

5 41. Levi conducts its operations outside the United States through foreign subsidiaries  
6 owned directly or indirectly by Levi. At the top of the foreign hierarchy is Levi Strauss  
7 International ("LSI"), a California corporation which is wholly owned by Levi. Two companies,  
8 Levi Strauss Europe ("LSE") and Levi Strauss Asia Pacific Division ("LSAPD"), are centralized  
9 product-procurement companies wholly owned by LSI which sells manufactured goods to  
10 distribution and sales entities maintained in specific markets. For example, LSE manufactures or  
11 procures a product and sells clothing to LS Italy, LS Denmark, LS France, and LS Germany.

12 42. Levi also uses several "special purpose" companies which have no role in the  
13 manufacture or sale of goods or clothing. One such company is Finserv S.A. ("Finserv"), which  
14 is formed under Belgian law and wholly owned by LSE. Finserv serves as a clearinghouse for  
15 all Levi foreign operating entities. Each such entity maintains a "sweep account" in which the  
16 proceeds are swept daily into Finserv's account. Finserv then transfers the money to Levi and its  
17 subsidiaries as loans, engages in hedge fund and derivative transactions and otherwise manages  
18 the cash flow of its foreign entities.

19 43. During the years 1997 through 1999, Levi engaged in a series of transactions by  
20 which it elected, for tax purposes, to treat a number of wholly owned foreign subsidiaries  
21 corporations as "branches." These subsidiaries included: LS India, LS Mauritius, LS Asia, LS  
22 Taiwan, LSAPD, LS Indonesia and LS France. The decision to treat the subsidiaries as branches  
23 is known as a "check the box" election. Under Treasury Regulation § 301.7701-3, a domestic  
24 corporation is permitted to make an election as to how certain foreign entities are treated for  
25 domestic tax purposes. In choosing to treat a foreign subsidiary as a branch of the parent, the  
26 parent corporation may deduct future losses of its subsidiary when filing its U.S. income tax  
27 returns. This is beneficial to the parent, because generally, a domestic parent may not deduct the  
28 losses of a foreign subsidiary.



1 44. A domestic parent, however, may not recognize past losses arising from "bad  
2 loans" made to the subsidiary or investments by the parent in the worthless stock of the  
3 subsidiary unless there is a specific triggering event. The triggering event that qualifies as a  
4 "worthless" stock deduction is the liquidation of the foreign subsidiary. Similarly, a bad debt  
5 deduction is not permitted unless there is no reasonable possibility that the foreign subsidiary  
6 will be able to repay the debt obligation owed to the corporate parent.

7 45. When Levi "checked the box" to treat its foreign subsidiaries as branches, it  
8 claimed both "bad debt" and "worthless" stock deductions for purported past losses incurred by  
9 these foreign entities in order to materially reduce the Company's tax expense, which in turn,  
10 overstated net income. Levi's actions violated both the Internal Revenue Code and IRS  
11 guidelines.

12 46. Levi first converted Finserv into a branch of LSE. At that time, Finserv held at  
13 least \$200 million in outstanding loans to LS India, LS Mauritius, LS Asia, LS Taiwan and  
14 LSAPD, LS Indonesia, LS France and other affiliated Levi entities.

15 47. Levi then converted the various foreign subsidiaries into branches of the  
16 Company and claimed "bad debt" and "worthless stock" deductions for each foreign subsidiary  
17 with respect to the outstanding loans and equity investments made by Finserv. Levi, however,  
18 improperly claimed the bad debt deduction because the loans were not "bad" debts, but rather  
19 loans that the subsidiaries continued to repay even after Levi made the election. As set forth  
20 above, loans may only be deducted if there exists no possibility that the foreign subsidiary can  
21 repay the loan.

22 48. Not only did the foreign subsidiaries continue to repay the loan, Levi maintained  
23 the full capacity to repay the Finserv loan. When Levi "checked the box" on each foreign  
24 subsidiary, that entity became (for tax purposes) no more than a branch of the corporate parent,  
25 at which time, the parent (Levi) assumed the subsidiaries' assets and liabilities. Accordingly,  
26 Levi assumed responsibility for repaying the loan to Finserv. At all times, Levi possessed the  
27 financial capacity to repay the loans made by Finserv to the foreign subsidiaries had it chosen to  
28 do so. Levi's improper use of the "check the box" election allowed it to deduct at least

1 \$200 million in the tax years 1997 through 1999. As a result, Levi's tax expense was materially  
2 understated by over \$70 million between 1997 and 1999, which in turn, materially overstated the  
3 Company's net income.

4 3. Recording Unrealizable Foreign Tax Credits  
5 As Deferred Tax Assets And Failing To Establish  
6 An Adequate Corresponding Valuation Allowance

6 49. Throughout the period of 1994 and 2002, Levi recorded certain unrealizable  
7 foreign tax credits as deferred tax assets and failed to establish an adequate corresponding  
8 valuation allowance, which materially overstated the Company's deferred tax assets. When a  
9 wholly-owned subsidiary generates income through the sale of goods or the provisions of  
10 services, it may pay income tax in the country where the revenue was generated. If the  
11 subsidiary wants to repatriate that income to the domestic parent corporation, the IRS treats the  
12 repatriated money either as a dividend, a deemed dividend, or a loan. Regardless of how it is  
13 treated, the repatriated income is subject to U.S. taxation at the marginal U.S. corporate tax rate.  
14 The domestic rate applies to the total revenue generated by the foreign subsidiary before the  
15 foreign subsidiary pays tax on that revenue in the local jurisdiction. Because this would  
16 effectively subject the revenue generated by foreign subsidiary to double taxation, Internal  
17 Revenue Code ("IRC") § 902 provides for a credit against U.S. taxes in respect of taxes incurred  
18 by the subsidiary in the foreign jurisdiction. The credit is limited to the amount of U.S. tax  
19 imposed on the income to which the foreign taxes relate.

20 50. For example, if Levi's wholly owned subsidiary in Italy, known as LS Italy,  
21 generates \$100 in revenue, its pays Italian tax at the Italian marginal rate, i.e., 57%, leaving \$43  
22 of profit. When the \$43 is repatriated to the U.S., LS Italy elects to declare it as either a  
23 dividend, a deemed dividend or a loan. Upon repatriation, Levi must pay tax on the full \$100 at  
24 the marginal domestic tax rate of 35% (\$35). Levi, however, would be able to take a foreign tax  
25 credit up to the amount of the U.S. tax owed, which in this example is \$35. Therefore, Levi  
26 would take a foreign tax credit equal to the marginal U.S. tax rate of 35% (\$35). Thus, Levi pays  
27 no regular U.S. income tax on foreign sourced income. Levi, however, has still paid \$57 in tax  
28 in Italy, therefore, IRC § 904(c) allows Levi to carryback or carryforward foreign taxes equal to

1 the excess between the Italian tax rate (57%) and the U.S. tax rate (35%). As a practical matter,  
2 limitations under the foreign tax credit provisions result in the ability to use the tax credit only if  
3 the consolidated taxable income generated from foreign sources is subject to foreign tax rates  
4 lower than the U.S. marginal tax rate of 35%. Therefore, in the hypothetical example discussed  
5 above, on \$100 revenue, Levi would be entitled to carryback or carryforward a tax credit of \$22  
6 (\$57-\$35) for use in subsequent years.

7 51. There are two important restrictions on the use of foreign tax credits. First, the  
8 foreign tax credit for any year is limited to the U.S. tax paid on income from foreign sources.  
9 Second, the foreign tax credit carryforwards expire within five years of the date in which the  
10 credit is accrued. The "trigger" which begins the five year period is the date the monies are  
11 repatriated to the United States. If the foreign tax credit carryforward is not used to offset U.S.  
12 tax on foreign income within five years, the carryforward amount is lost forever.

13 52. For Levi, the restrictions on the use of the foreign tax credits presented a problem  
14 because the tax credit could only be used if the consolidated taxable income generated from  
15 foreign sources is subject to foreign tax rates lower than the marginal U.S. tax rate of 35%. Levi  
16 generated essentially all of its foreign source revenue in jurisdictions in which the marginal tax  
17 rate is higher than the U.S. tax rate. Thus, Levi could not realize any benefit from the tax credit  
18 carryforwards upon repatriating foreign taxed income under its operating structure.

19 53. Rather than lose the Company's valuable tax credits (which were reflected as  
20 deferred tax assets on Levi's balance sheet), Levi sent all of its after tax revenue generated by its  
21 foreign subsidiary corporations to Finserv, its wholly owned financial clearinghouse in Belgium,  
22 as an inter-company loan. Finserv then made a "loan" to Levi of all the after tax revenue  
23 generated by the foreign subsidiaries. Ordinarily, this "loan" for U.S. tax purposes would be  
24 reported as a taxable dividend. Levi, however, created and managed Finserv to have little or no  
25 earnings or profits. Levi claimed that it did not have to report the payment as a dividend because  
26 Finserv, with no earnings or profits, could not pay dividends.

27 54. By repatriating income generated through its wholly owned foreign subsidiaries to  
28 the United States via Finserv, Levi recorded the foreign tax credits as deferred tax assets on the

1 Company's balance sheet, and at the same time avoided triggering the commencement of the  
2 five-year expiration period. Throughout 1995-2002 Levi accumulated these foreign tax credits  
3 and by 2002 it had generated a deferred tax asset on Levi's balance sheet of approximately \$200  
4 million, despite the fact that Levi was unable to realize any benefit from the tax credit  
5 carryforwards and had no reasonable expectation of being able to utilize them in the foreseeable  
6 future. For example, in 1999, Levi reported a total of \$153.6 million of deferred tax assets  
7 relating to tax on unremitted non-U.S. earnings that it would never be able to realize. In 2000,  
8 2001 and 2002 Levi reported deferred tax assets of \$149.2 million, \$146.5 million and \$128.8  
9 million respectively. Likewise, Levi also claimed the benefit of foreign tax credit carryforwards  
10 in deferred tax assets for fiscal 1999, 2000, 2001 and 2002 of \$55.7 million, 78.9 million, \$52  
11 million and \$70 million respectively.

12 55. Under FAS 109, *Accounting for Income Taxes*, companies are required to  
13 establish a valuation allowance against a deferred tax asset when it is more likely than not that  
14 the asset will not be realized. In its financial statements, Levi listed its deferred tax assets as "tax  
15 on unremitted non-U.S. earnings" and "foreign tax credit carryforward." Throughout 1995-2002  
16 there existed no tax plan to be able to recognize any value from the utilization of these foreign  
17 tax credits. Levi's former Director of International Tax confirmed that Levi's own internal  
18 models clearly established that the Company would not be able to realize these foreign tax  
19 credits at any time in the future. According to GAAP standards, Levi was required to establish a  
20 valuation allowance to accurately account for its inability to realize any benefit from the  
21 carryforward tax credits. The Company, however, failed to establish an adequate corresponding  
22 valuation allowance to reflect that the utilization of the carryforward tax credits would never  
23 occur.

24 4. Recording A Taxable Gain  
25 On Liabilities Transferred To A  
26 Wholly-Owned Foreign Subsidiary

27 56. In 1999, Levi reclassified Finserv from a branch of LSE to a wholly owned  
28 foreign subsidiary. For U.S. tax purposes, Finserv would be treated as a separate corporate  
entity. In reclassifying Finserv only two years after electing to make it a branch of LSE, Levi

1 violated Treasury Regulation § 301.7701-3, which allows only one "check the box" election  
2 every five years.

3 57. After reclassifying Finserv in 1999, Levi caused LSE to transfer to Finserv certain  
4 "hedging contracts." Although the hedging contracts contained both liabilities and assets, the  
5 liabilities exceeded the value of assets by \$200 million. Accordingly, under IRS § 357(c), LSE  
6 had a taxable gain on the transaction to the extent liabilities exceeded assets contributed. Levi,  
7 however, failed to report any gain from the transfer of the hedge liability to Finserv or from the  
8 conversion of the Finserv entity from a branch to a corporation. As a result, Levi's tax expense  
9 was understated by over \$77 million in fiscal 1999, which in turn, materially overstated the  
10 Company's reported net income.

11 B. The June 2003 Offering

12 58. On February 13, 2003, Levi filed its Registration Statement on the Form S-4 with  
13 the SEC as the first step to offering to exchange \$575 million worth of notes, which were  
14 originally sold to investors in three private offerings by the Company on December 4, 2002,  
15 January 22, 2003 and January 23, 2003. The notes offered in the Registration Statement were  
16 identical in all material respects to the notes issued in the private offering, except that the  
17 exchanged notes were registered under the Securities Act.

18 59. In connection with the offering and in addition to the February Registration  
19 Statement, Levi filed an amendment to its Registration Statement with the SEC on Form S-4/A  
20 on April 22, 2003, and on or about April 28, 2003, Levi filed with the SEC and released to the  
21 public its Prospectus covering the offering (the "April 2003 Prospectus"). The June 2003  
22 Offering was registered pursuant to the April 2003 Prospectus (the "June 2003 Offering  
23 Documents"). The June 2003 Offering Documents included Levi's purported financial results  
24 for fiscal years 1998 through 2002. Defendants Chiasson, Robert D. Haas, Marineau, Peter E.  
25 Haas, Sr., Friedman, T. Friedman, Gaither, Georgescu, Peter E. Haas, Jr., Walter J. Haas,  
26 Hellman, Pineda, Rogers, Sullivan, and Grellman signed the June 2003 Offering Documents. On  
27 June 16, 2003, Levi completed its public exchange offering of \$575 million aggregate principal  
28

1 amount of 12-1/4% private notes due 2012 for an equal amount of 12-1/4% registered notes due  
2 2012.

3 60. The June 2003 Offering Documents included the Company's audited income  
4 statements for fiscal years 1998 through 2002:

5 <b>Income Data</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>	<b>1999</b>	<b>1998</b>
6 Income tax expense	\$24.9 mm	\$88.7 mm	\$120.3 mm	\$3.14 mm	\$60.2 mm
7 Net income	\$24.9 mm	\$151.0 mm	\$223.4 mm	\$5.4 mm	\$102.5 mm

8 61. The June 2003 Offering Documents contained the Company's balance sheet for  
9 years ended November 25, 2001 and November 24, 2002 and the first quarter of 2003. On its  
10 balance sheet, Levi reported deferred tax assets (current and non-current) for 2001 of  
11 \$689.6 million, which included \$146.5 million of tax on unremitted non-U.S. earnings and  
12 \$52.5 million on foreign tax credit carryforwards. For 2002, Levi reported deferred tax assets  
13 (current and non-current) of \$795.4 million, which included \$128.8 million of tax on unremitted  
14 non-U.S. earnings and \$70.5 million of foreign tax credit carryforwards. In their explanation of  
15 deferred tax assets, Levi stated that the "\$32.7 million and \$33.2 million deferred tax valuation  
16 allowances at November 24, 2002 and November 25, 2001, respectively, represent the portion of  
17 the Company's consolidated deferred tax assets for which the Company, based upon its  
18 projections as of those dates, does not believe that the realization is more likely than not." For  
19 the first quarter of 2003, Levi reported deferred tax assets (current and non-current) of  
20 approximately \$812.7 million.

21 62. Levi's misstatements caused the Company's reported net income, deferred tax  
22 assets and income tax expense for the periods reported in the in the June 2003 Offering  
23 Documents to be overstated by millions of dollars in direct contravention of GAAP because, as  
24 detailed in ¶¶39-57 above, Levi: (i) released excess reserves which materially overstated the  
25 Company's fiscal 1996 net income by \$65 million, or by over 14%; overstated fiscal 1998 net  
26 income by \$18 million, or by over 17%; overstated fiscal 1999 net income by \$5 million, or by  
27 over 93%; (ii) claimed "bad debt" and "worthless" stock deductions on the Company's tax  
28

1 returns which understated the Company's reported tax expenses by over \$70 million between  
2 1997 and 1999, which in turn materially overstated the Company's reported net income;  
3 (iii) recognized unrealizable foreign tax credits as deferred tax assets and failed to establish an  
4 adequate corresponding valuation allowance, which materially overstated Levi's reported  
5 deferred tax assets, including in 2001 and 2002 by approximately \$200 million; and (iv) failed to  
6 properly recognize a gain for tax purposes on liabilities transferred to a wholly owned foreign  
7 subsidiary, which understated the Company's reported tax expense by over \$77 million in fiscal  
8 1999 and materially overstated the Company's reported net income.

9 63. In addition, each of the representations referred to above in ¶¶58-61 caused Levi's  
10 reported net income, deferred tax assets and income tax expense for the periods reported in the in  
11 the June 2003 Offering Documents to be overstated by millions of dollars in direct contravention  
12 of GAAP because, as detailed below, Levi has now admitted in two Restatements that the  
13 Company: (i) recorded the same tax deduction twice for losses related to manufacturing plant  
14 closures, which materially overstated the Company's reported net income for fiscal 2001 by  
15 approximately \$26 million, or by over 15%; (ii) understated Levi's income tax expense in fiscal  
16 2001 by over \$40 million, which overstated net income by approximately 37%; and  
17 (iii) understated Levi's valuation allowance by taking a massive one-time \$282 million increase  
18 to its valuation allowance for its deferred tax assets.

19 **VI. RESTATEMENTS OF LEVI'S FINANCIAL RESULTS**

20 64. The falsity of Levi's statements partially came to light on April 15, 2003, when an  
21 article in the San Francisco Chronicle reported that Levi's former Director of International Tax  
22 and former Senior Manager of International Tax had filed a whistleblower and wrongful  
23 termination action against Levi and had detailed various misstatements in Levi's financial  
24 statements between 1995 and 2002 that overstated the Company's net income and deferred tax  
25 assets and understated the Company's tax expense. Following the publication of the article,  
26 Levi's 11-5/8% bonds fell from a closing price of \$93.78 on April 14, 2003 to a closing price of  
27 \$85.20 on April 15, 2003.

1           65. In October 2003, Levi publicly announced the restatement of its previously  
2 reported financial results for fiscal 2001 and a revision of its third quarter 2003 financial results  
3 and admitted that the Company's previously reported financial statements for these periods were  
4 materially false when issued. Specifically, on October 9, 2003, Levi admitted that it had  
5 recorded the same tax deduction twice for losses related to manufacturing plant closures, which  
6 overstated Levi's net income for fiscal year 2001 by \$26 million, or by over 15%, and overstated  
7 net income for the third quarter of 2003 by \$4.9 million, or by over 22%.

8           66. Two months later, in December 2003, Levi replaced its Chief Financial Officer  
9 ("CFO"), defendant William B. Chiasson ("Chiasson"). Following Chiasson's termination, Levi  
10 announced that after a reaudit of its 2001 financial results, the Company and its auditor required  
11 another restatement of Levi's previously reported financial statements. On March 1, 2004, Levi  
12 filed its annual report on Form 10-K for fiscal 2003 with the Securities and Exchange  
13 Commission ("SEC") (the "2003 10-K") which reported restated financial results for *2001, 2002*  
14 *and the first two quarters of 2003.*

15           1.       Recording The Same Tax Deduction Twice

16           67. On October 10, 2003, Levi issued restated financial results for fiscal 2001 and  
17 revised results for the third-quarter 2003 and in so doing admitted that the Company had  
18 improperly taken the same tax deduction twice for losses related to various manufacturing plant  
19 closures. As a result of Levi improperly recording the same tax deduction twice, the Company's  
20 net income for fiscal year 2001 was materially overstated by approximately \$26 million, or by  
21 over 15%, and its net income for the third quarter of 2003 was materially overstated by \$4.9  
22 million, or by over 22%.

23           2.       Understating Tax Expenses

24           68. On March 1, 2004, Levi reported restated financial results and admitted that in  
25 2001, 2002, and 2003 the Company had understated its income tax expense, which materially  
26 overstated its reported net income for this period. For example, in the first quarter of 2001, Levi  
27 admitted that it had understated its income tax expense by over 69%, which overstated the  
28 Company's net income by approximately 27%. For the second quarter of 2001, Levi admitted



1 that it understated its income tax expense by over 43%, which overstated the Company's net  
2 income by over 38%. For the third quarter of 2001, Levi admitted that it understated its income  
3 tax expense by approximately 68%, which overstated the Company's net income by over 24%.  
4 For the fourth quarter and year end 2001, the Company admitted it understated its income tax  
5 expense by over 29% and 45%, respectively. This understatement for the fourth quarter and year  
6 2001, in turn, overstated Levi's net income by 45% and 37%, respectively. For the first quarter  
7 of 2002, Levi understated its income tax expense by over 54%, which overstated net income by  
8 approximately 64%. For the third quarter of 2002, Levi overstated its income tax expense by  
9 approximately 22%, which overstated its net income by over 52%. For the fourth quarter of  
10 2002, Levi understated its income tax expense by over 20%, which in turn overstated net income  
11 by over 50%. For the first quarter of 2003, Levi understated its income tax expense by over  
12 250%, which in turn understated its net loss by approximately 137%. For the second quarter of  
13 2003, Levi understated its income tax expense by over 300% which understated its net loss by  
14 approximately 200%. For the third quarter of 2003, Levi reported results in which it understated  
15 income tax expense by over 450% and understated its net loss by over 117%.

16 3. Understating the Company's Valuation Allowance

17 69. On March 1, 2004, the Company admitted in its 2003 Form 10-K that "it is more  
18 likely than not that we will not be able to utilize all of our foreign tax credits, state and foreign  
19 net operating losses and alternative minimum tax credits in the foreseeable future." As a result,  
20 the Company had decided to recognize "increases in [Levi's] valuation allowance" against its  
21 foreign tax credits. The Company revealed a massive one-time \$282 million increase to its  
22 valuation allowance for its deferred tax assets. Thus, its valuation allowance of \$349.5 million in  
23 2003 increased over 900% from its valuation allowance of \$32.7 million (as originally reported)  
24 in 2002. This massive one-time charge to Levi's valuation allowance caused the Company's  
25 income tax expense for the same period to increase to \$318 million, as compared to \$19.2  
26 million (as restated) in 2002, and contributed in large part to the Company reporting a net loss  
27 for fiscal 2003 of \$349.3 million as compared to net income of \$24.9 million (as originally  
28 reported) for fiscal 2002.

1 70. Following the disclosure of Levi's second restatement and the massive increase to  
2 the Company's valuation allowance the price of Levi's bonds continued to decline. Levi's 12-  
3 1/4% bonds declined from a closing price of \$80.83 on October 9, 2003 to a closing price of  
4 \$78.62 by October 15, 2003. Similarly, the value of the 11-5/8% bonds declined from a closing  
5 price of \$85.20 on October 9, 2003 to a closing price of \$81.63 on October 14, 2003.

6 COUNT I

7 Against Levi And The Individual Defendants (Except Grellman)  
8 For Violations Of § 11 Of The Securities Act In Connection With The April 2001 Offering

9 71. Plaintiffs incorporate each and every allegation of ¶¶ 1-70 by reference as if set  
10 forth fully herein.

11 72. This Count is brought pursuant to § 11 of the Securities Act, 15 U.S.C. § 77k, on  
12 behalf of all persons or entities who purchased or otherwise acquired Levi 11-5/8% bonds in the  
13 aftermarket traceable to the April 2001 Offering Documents.

14 73. The April 2001 Offering Documents, as set forth in ¶¶ 33-38, above, were  
15 inaccurate and misleading, contained untrue statements of material facts, and omitted to state  
16 other facts necessary to make the statements contained therein not misleading. Specifically, as  
17 set forth above, the April 2001 Offering Documents were untrue and misleading in that they  
18 failed to accurately report the Company's net income, income tax expense, deferred tax assets  
19 and valuation allowance. These misstatements rendered the statements made in the April 2001  
20 Offering Documents materially false and misleading.

21 74. Levi, as the issuer of the April 2001 Offering Documents, is strictly liable for the  
22 false and misleading statements therein.

23 75. All defendants named in this Count, with the exception of Levi, the issuer (whose  
24 liability for the misstatements is absolute), owed to the purchasers of the registered bonds,  
25 including Plaintiffs and the other members of the Class, the duty to make a reasonable and  
26 diligent investigation of the statements contained in the April 2001 Offering Documents at the  
27 time they became effective, to assure that those statements were true and that there was no  
28 omission to state material facts required to be stated in order to make the statements contained

1 therein not misleading. As such, these defendants are liable to Plaintiffs and the other members  
2 of the Class.

3 76. Each of the defendants named in this Count: (i) signed the Registration  
4 Statements and/or Prospectuses filed in connection with the April 2001 Offering; or (ii) was  
5 identified as a director of Levi in the April 2001 Offering Documents. Further, none of the  
6 defendants named in this Count made a reasonable investigation or possessed reasonable grounds  
7 for believing that the statements contained in the April 2001 Offering Documents were true and  
8 devoid of any misstatements or omissions of material fact. Therefore, each of the defendants  
9 named in this Count is liable to Plaintiffs and the other members of the Class who purchased or  
10 otherwise acquired Levi's 11-5/8% registered bonds in the aftermarket traceable to the April  
11 2001 Offering Documents for the various misstatements and omissions contained therein under  
12 § 11 of the Securities Act.

13 77. Plaintiffs and other members of the Class purchased or otherwise acquired Levi  
14 bonds in the aftermarket traceable to the April 2001 Offering Documents. At the time they  
15 purchased or acquired Levi bonds, Plaintiffs and the other members of the Class were without  
16 knowledge of the facts concerning the inaccurate and misleading statements and omissions  
17 alleged herein.

18 78. Less than one year has elapsed from discovery of the violations and facts upon  
19 which this complaint is based to the time of the filing of this action. Less than three years has  
20 elapsed from the time that Levi's registered bonds were *bona fide* offered to the public to the  
21 time of the filing of the action.

22 79. By reason of the conduct alleged herein, each defendant named in this Count  
23 violated § 11 of the Securities Act. As a direct and proximate result of defendants' conduct,  
24 Plaintiffs and the other members of the Class have sustained substantial damage in connection  
25 with their purchase and/or acquiring of the bonds in the aftermarket issued traceable to the April  
26 2001 Offering Documents.

COUNT II

Against The Individual Defendants (Except Grellman) For Violations  
Of § 15 Of The Securities Act In Connection With The April 2001 Offering

80. Plaintiffs incorporate each and every allegation of ¶¶1-79 by reference as if set forth fully herein.

81. This Count is brought pursuant to § 15 of the Securities Act on behalf of all persons who purchased or otherwise acquired Levi's 11-5/8% bonds in the aftermarket traceable to the April 2001 Offering Documents.

82. The defendants named in this Count were each control persons of Levi by virtue of their executive and/or directorial positions at Levi. The defendants named in this Count had the power, and exercised the same, to cause Levi to engage in the violations of law complained of herein and were able to and did control the contents of the April 2001 Offering Documents.

83. None of the defendants named in this Count made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the April 2001 Offering Documents were true and devoid of any omissions of material fact. By reason of their senior executive positions at Levi and their actual control over the Company's day-to-day operations, financial statements, public filings and their intimate involvement and control over the Registration Statements and Prospectuses for the April 2001 Offering, each of the defendants named in this Count is jointly and severally liable to Plaintiffs and the other members of the Class as a result of the wrongful conduct alleged herein.

COUNT III

Against Levi And The Individual Defendants  
(Except T. Friedman) For Violations Of § 11  
Of The Securities Act In Connection With The June 2003 Offering

84. Plaintiffs incorporate each and every allegation of ¶¶1-83 by reference as if set forth fully herein.

85. This Count is brought pursuant to § 11 of the Securities Act, 15 U.S.C. § 77k, on behalf of all persons or entities who purchased or otherwise acquired Levi 12-1/4% bonds in the aftermarket traceable to the June 2003 Offering Documents.

1 86. The June 2003 Offering Documents, as set forth in ¶¶58-63, above, were  
2 inaccurate and misleading, contained untrue statements of material facts, and omitted to state  
3 other facts necessary to make the statements contained therein not misleading. Specifically, as  
4 set forth above, the June 2003 Offering Documents were untrue and misleading in that it failed to  
5 disclose that Levi had improperly reported its net income, income tax expense, deferred tax  
6 assets and valuation allowance. These misstatements rendered the statements made in the June  
7 2003 Offering Documents concerning the Company's financial results materially false and  
8 misleading.

9 87. Levi, as the issuer of the June 2003 Offering Documents, is strictly liable for the  
10 false and misleading statements contained therein.

11 88. All defendants named in this Count, with the exception of Levi, the issuer (whose  
12 liability for the misstatements is absolute), owed to the purchasers of the registered bonds,  
13 including Plaintiffs and the other members of the Class, the duty to make a reasonable and  
14 diligent investigation of the statements contained in the June 2003 Offering Documents at the  
15 time they became effective, to assure that those statements were true and that there was no  
16 omission to state material facts required to be stated in order to make the statements contained  
17 therein not misleading. As such, these defendants are liable to Plaintiffs and the other members  
18 of the Class.

19 89. Each of the defendants named in this Count: (i) signed the Registration  
20 Statements and/or Prospectus filed in connection with the June 2003 Offering; or (ii) was  
21 identified as a director of Levi in the June 2003 Offering Documents. Further, none of the  
22 defendants named in this Count made a reasonable investigation or possessed reasonable grounds  
23 for believing that the statements contained in the June 2003 Offering Documents were true and  
24 devoid of any misstatements or omissions of material fact. Therefore, each of the defendants  
25 named in this Count is liable to Plaintiffs and the other members of the Class who acquired Levi  
26 12-1/4% bonds in the aftermarket traceable to the June 2003 Offering Documents for the various  
27 misstatements and omissions contained therein under § 11 of the Securities Act.  
28

1 90. Plaintiffs and other members of the Class purchased or otherwise acquired Levi  
2 bonds in the aftermarket traceable to the June 2003 Offering Documents. At the time they  
3 purchased or acquired Levi's 12-1/4% bonds, Plaintiffs and the other members of the Class were  
4 without knowledge of the facts concerning the inaccurate and misleading statements and  
5 omissions alleged herein.

6 91. By reason of the conduct alleged herein, each defendant named in this Count  
7 violated § 11 of the Securities Act. As a direct and proximate result of defendants' conduct,  
8 Plaintiffs and the other members of the Class have sustained substantial damage in connection  
9 with their purchase and/or acquiring of the bonds in the aftermarket issued traceable to the June  
10 2003 Offering Documents.

11 92. Less than one year has elapsed from discovery of the violations and facts upon  
12 which this complaint is based to the time of filing of this action. Less than three years has  
13 elapsed from the time that Levi's registered bonds were *bona fide* offered to the public to the  
14 time of the filing of the action.

15 COUNT IV

16 Against The Individual Defendants, (Except T. Friedman) For  
17 Violations Of § 15 Of The Securities Act In Connection With The June 2003 Offering

18 93. Plaintiffs incorporate each and every allegation of ¶¶1-92 by reference as if set  
19 forth fully herein. This Count is brought pursuant to § 15 of the Securities Act on behalf of all  
20 persons who purchased or otherwise acquired Levi bonds in the aftermarket traceable to the June  
21 2003 Offering Documents.

22 94. The defendants named in this Count were each control persons of Levi by virtue  
23 of their executive and/or directorial positions at Levi. The defendants named in this Count had  
24 the power, and exercised the same, to cause Levi to engage in the violations of law complained  
25 of herein and were able to and did control the contents of the June 2003 Offering Documents.

26 95. None of the defendants named in this Count made a reasonable investigation or  
27 possessed reasonable grounds for the belief that the statements contained in the June 2003  
28 Offering Documents were true and devoid of any omissions of material fact. By reason of their

1 senior executive positions at Levi and their actual control over the Company's day-to-day  
2 operations, financial statements, public filings and their intimate involvement and control over  
3 the Registration Statements and Prospectuses for the June 2003 Offering, each of the defendants  
4 named in this Count is jointly and severally liable to Plaintiffs and the other members of the  
5 Class as a result of the wrongful conduct alleged herein.

6 PRAYER FOR RELIEF

7 WHEREFORE, Plaintiffs, on behalf of themselves and the members of the Class, prays  
8 for judgment as follows:

9 1. Declaring this action to be a proper class action maintainable pursuant to Rule 23  
10 of the Federal Rules of Civil Procedure;

11 2. Awarding Plaintiffs and the other members of the Class compensatory damages as  
12 a result of the wrongs alleged herein, including interest thereon;

13 3. Awarding Plaintiffs and the other members of the Class their costs and expenses  
14 in this litigation, including reasonable attorneys' fees and experts' fees and other costs and  
15 disbursements; and

16 4. Granting Plaintiffs and the other members of the Class such other and further  
17 relief as the Court may deem just and proper.

18 JURY TRIAL DEMANDED

19 Plaintiffs demand a trial by jury of all issues so triable.

20 Dated: January 14, 2008

BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP

21  
22 /s/ Blair A. Nicholas

23 BLAIR A. NICHOLAS

24 BLAIR A. NICHOLAS  
25 TIMOTHY A. DELANGE  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130  
26 Tel: (858) 793-0070  
27 Fax: (858) 793-0323

28 -and-

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KIRBY MCINERNEY LLP  
IRA M. PRESS  
830 Third Avenue, 10<sup>th</sup> Floor  
New York, NY 10022  
Tel: (212) 371-6600  
Fax: (212) 751-2540

Co-Lead Counsel for the Class

2X177



1 BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP  
2 BLAIR A. NICHOLAS (Bar No. 178428)  
TIMOTHY A. DELANGE (Bar No. 190768)  
3 12481 High Bluff Drive, Suite 300  
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4 Tel: (858) 793-0070  
Fax: (858) 793-0323

5 KIRBY McINERNEY & SQUIRE LLP  
6 IRA M. PRESS  
830 Third Avenue, 10<sup>th</sup> Floor  
7 New York, NY 10022  
Tel: (212) 371-6600  
8 Fax: (212) 751-2540

9 Co-Lead Counsel for the Class

10 UNITED STATES DISTRICT COURT  
11 NORTHERN DISTRICT OF CALIFORNIA  
12 SAN JOSE DIVISION

13 In re LEVI STRAUSS & CO., SECURITIES  
14 LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

CLASS ACTION

DECLARATION OF SERVICE

15  
16  
17  
18 This Document Relates To:

Place: Courtroom 6, 4<sup>th</sup> Floor  
Judge: Honorable Ronald M. Whyte

19 ALL ACTIONS.  
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1 I, the undersigned, declare:

2 1. That declarant is and was, at all times herein mentioned, a citizen of the United  
3 States and a resident of the County of San Diego, over the age of 18 years, and not a party to or  
4 interested in the within action; that declarant's business address is 12481 High Bluff Drive, Suite  
5 300, San Diego, CA 92130.

6 2. That on January 14, 2008, declarant caused to be served the following  
7 documents:

- 8 - SECOND AMENDED CONSOLIDATED CLASS ACTION COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS; and
- 9 - DECLARATION OF SERVICE.

10 by placing a true copy(ies) thereof enclosed in sealed envelopes addressed as follows:

11 **SEE ATTACHED SERVICE LIST**

- 12  (BY U.S. MAIL) I am personally and readily familiar with the business practice  
13 of Bernstein Litowitz Berger & Grossmann LLP for collection and processing of  
14 correspondence for mailing with the United States Postal Service, and I caused  
15 such envelope(s) with postage thereon fully prepaid to be placed in the United  
16 States Postal Service at San Diego, California.
- 17  (BY FACSIMILE) I am personally and readily familiar with the business  
18 practice of Bernstein Litowitz Berger & Grossmann LLP for collection and  
19 processing of document(s) to be transmitted by facsimile and I caused such  
20 document(s) on this date to be transmitted by facsimile to the offices of  
21 addressee(s) at the numbers listed below (as indicated by \* on service list).
- 22  (BY ELECTRONIC CASE FILING) Pursuant to Civil Local Rule 5-4 and  
23 F.R.C.P. 5(e) I am personally and readily familiar with the business practice of  
24 Bernstein Litowitz Berger & Grossmann LLP for collection and processing of  
25 document(s) to be transmitted electronically in Portable Document Format (PDF)  
26 and I certify that I caused such document(s) on this date to be filed electronically  
27 with the Clerk of the Court through ECF.
- 28  (BY OVERNIGHT MAIL) I am personally and readily familiar with the  
business practice of Bernstein Litowitz Berger & Grossmann LLP for collection  
and processing of correspondence for overnight delivery, and I caused such  
document(s) described herein to be deposited for delivery to a facility regularly  
maintained by Federal Express for overnight delivery.
- (FEDERAL) I declare that I am employed in the office of a member of the bar of  
this Court at whose direction the service was made.

3. That there is a regular communication by mail between the place of mailing and  
the places so addressed.

1 I declare under penalty of perjury, under the laws of the State of California, that the  
2 foregoing is true and correct. Dated this 14th day of January, 2008.

3 /s/ Kristina L. Sousek  
4 KRISTINA L. SOUSEK

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**BIOGRAPHICAL VERIFICATIONS**

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



**E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)**  
Screening Division of Detectives.com

**ORDER ID: 35579**

**DATE: Tuesday, February 9<sup>th</sup> 2016**

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/02/2015
- Date of Preparation: 02/09/2016

<b>SUBJECT'S BASIC INFORMATION</b>		
	Subject's Data:	Verified Data:
• Full Name:	Philip Albert Marineau	Philip Albert Marineau
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	[REDACTED] f [REDACTED]	[REDACTED] [REDACTED]
• Discrepancies/Comments:	None found	

<b>ADDRESS</b>		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Philip Albert Marineau	Philip Albert Marineau
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• Start Date of Residence:	09/1999	11/1999
• End Date of Residence:	-----	01/19/2016
• Discrepancies/Comments:	None found	

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Philip Albert Marineau	Philip Albert Marineau
• Company Name:	LNK Partners	LNK Partners
• Company Address:	81 Main Street, White Plains, NY 10601	81 Main Street, White Plains, NY 10601
• Beginning date of employment:	10/2008	10/2008
• Ending date of employment:	-----	-----
• Most recent job title:	Partner	Partner
• Type of business:	Private Equity	Private Equity
• Verifier's name & title:	Not provided	Eulalia, Administrative Manager
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Philip Albert Marineau	Philip Albert Marineau
• Company Name:	Levi Strauss & Company	Levi Strauss & Company
• Company Address:	1155 Battery St., San Francisco, CA 94111	1155 Battery St., San Francisco, CA 94111
• Beginning date of employment:	09/1999	09/27/1999
• Ending date of employment:	12/2006	11/26/2006
• Most recent job title:	President & CEO	President & CEO
• Type of business:	Apparel	Apparel
• Verifier's name & title:	Board of Directors	AskHR, EDM Specialist
• Discrepancies/Comments:	None found	

EDUCATION		
	Subject's Data:	Verified Data:
• Name on Record:	Philip Albert Marineau	Philip Albert Marineau
• Organization's Name:	Georgetown University	Georgetown University
• Organization's Address: (city/state)	Washington, DC	Washington, DC
• Beginning date of attendance:	09/1964	08/01/1964
• Ending date of attendance:	06/1968	05/01/1968
• All degrees earned:	BA	BA in History
• Date each degree was awarded:	Not provided	06/01/1968
• Accreditation of each college/university:	Not provided	MSCHE
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
* Name on Record:	Philip Albert Marineau	Philip Albert Marineau
• Organization's Name:	Northwestern University	Northwestern University
• Organization's Address: (city/state)	Evanston, IL	Evanston, IL
• Beginning date of attendance:	09/1968	09/01/1968
• Ending date of attendance:	06/1970	06/01/1970
• All degrees earned:	MBA	MBA
• Date each degree was awarded:	Not provided	06/13/1970
• Accreditation of each college/university:	Not provided	NCACS
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

PROFESSIONAL LICENSE		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		

• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

PROFESSIONAL ASSOCIATION		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		
• Beginning date of membership:		
• Ending date of membership:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional association provided	

BANKRUPTCY	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Philip Albert Marineau, Philip Albert Marineau II, Philip Marineau, P Albert Marineau
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>
-----------------

The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Philip Albert Marineau, Philip Albert Marineau II, Philip Marineau, P Albert Marineau
• List Court/Jurisdiction:	San Francisco County CA, Westchester County NY
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Philip Albert Marineau, Philip Albert Marineau II, Philip Marineau, P Albert Marineau
• List Court/Jurisdiction:	San Francisco County CA, Westchester County NY
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above



	counties and no records were found.
--	-------------------------------------

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Philip Albert Marineau, Philip Albert Marineau II, Philip Marineau, P Albert Marineau
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Philip Albert Marineau, Philip Albert Marineau II, Philip Marineau, P Albert Marineau
• List Court/Jurisdiction:	San Francisco County CA, Westchester County NY
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**



**MEIER**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Thomas Middle: Ralph Last: Meier

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession: Finance

4. Affiant's business address: 1 Kaiser Plaza, Oakland, CA 94612

Business telephone: (510) 271-2616 Business Email: thomas.meier@kp.org

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<u>Cal State East Bay</u>	<u>Hayward</u>	<u>03/80</u>	<u>B.S. Accounting</u>

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
N/A			

7. Present or proposed position with the Applicant Company: SVP & Corporate Treasurer

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending  
 Dates (MM/YY): 09/99 – Present Employer's Name: Kaiser Foundation Health Plan, Inc.  
 Address: 1Kaiser Plaza City: Oakland State/Province: CA  
 Country: USA Postal Code: 94612 Phone: (510) 271-2616 Offices/Positions Held: SVP & Treasurer  
 Type of Business: Health Care Supervisor/Contact: Kathy Lancaster / (510) 271-5673

Beginning/Ending  
 Dates (MM/YY): 12/97 - 08/99 Employer's Name: GATX Capital  
 Address: 4 Embarcadero City: San Francisco State/Province: CA  
 Country: USA Postal Code: 94105 Phone: \_\_\_\_\_ Offices/Positions Held: VP Aircraft Leasing  
 Type of Business: Leasing Supervisor/Contact: Mr. Coe

Beginning/Ending  
 Dates (MM/YY): 03/88 - 12/97 Employer's Name: American President Lines, Ltd.  
 Address: 1111 Broadway City: Oakland State/Province: CA  
 Country: USA Postal Code: 94611 Phone: \_\_\_\_\_ Offices/Positions Held: Assistant Treasurer  
 Type of Business: Shipping Supervisor/Contact: Andrew Juhase & Dale Crandall

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

N/A

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

\_\_\_\_\_  
\_\_\_\_\_

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. \_\_\_\_\_

N/A

\_\_\_\_\_  
\_\_\_\_\_

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

\_\_\_\_\_  
\_\_\_\_\_  
If any of the shares of stock are pledged or hypothecated in any way, give details.

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: \_\_\_\_\_  
\_\_\_\_\_

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

\_\_\_\_\_  
\_\_\_\_\_  
Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

Dated and signed this 3<sup>rd</sup> day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

*Thomas R. Meyer*  
(Signature of Affiant)

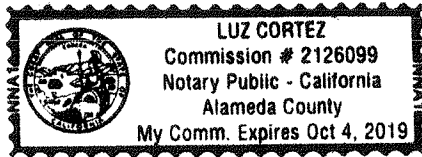
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of December, 2015 by Thomas Ralph Meyer and:

~~who is personally known to me, or~~

who produced the following identification: CA Driver License

[SEAL]



*Luz Cortez*  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan, Inc.  
One Kaiser Plaza  
Oakland, CA 94612 (510) 271-5910

1. Affiant's Full Name (Initials Not Acceptable): First: Thomas Middle: Ralph Last: Meier  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: ██████████

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable): N/A

6. Date of Birth: (MM/DD/YY) : ██████████ Place of Birth, City: Toronto  
State/Province: Ontario Country: Canada

7. Name of Affiant's Spouse (if applicable) : N/A

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

Beginning/Ending Dates (MM/YY)	Address	City	State/Province	Country	Postal Code
07/03 - Present	[REDACTED]				

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 3<sup>rd</sup> day of December, 2015 at San Francisco, California. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

  
(Signature of Affiant)

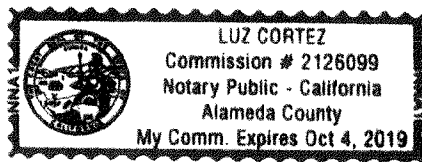
State of: California County of: San Francisco

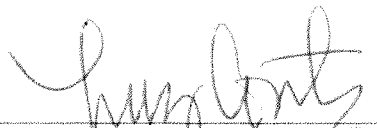
The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of December, 2015 by Thomas Ralph Meier,  
and:

~~who is personally known to me, or~~

who produced the following identification: CA Driver License

[SEAL]



  
Notary Public  
LUZ CORTEZ  
Printed Notary Name  
OCTOBER 4, 2019  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(California)*

This Disclosure and Authorization is provided to you in connection with a pending application of **Kaiser Foundation Health Plan, Inc.** ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through **T.B.D.** ("CRA"). Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to **Victoria Zatkin, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-2603.**

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Thomas Ralph Meier

(Printed Full Name and Residence Address)

*Thomas Ralph Meier*  
(Signature)

12/3/15  
(Date)

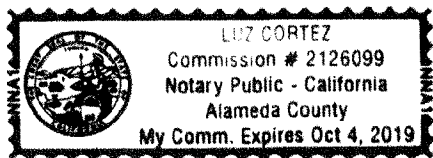
State of: California County of: San Francisco

The foregoing instrument was acknowledged before me this 3rd day of December, 2015 by Thomas Ralph Meier

and: ~~who is personally known to me, or~~

who produced the following identification: CA Driver License

[SEAL]



*Luz Cortez*  
Notary Public

Printed Notary Name  
OCTOBER 4, 2019

My Commission Expires



BIOGRAPHICAL VERIFICATIONS

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

ORDER ID: 35579

DATE: Tuesday, February 9<sup>th</sup> 2016

- Company Name: Kaiser Foundation Health Plan, Inc.
- Company Address: One Kaiser Plaza, Oakland, CA 94612
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: P.O. Box 40255, Olympia, WA 98504
- Date of Request: 01/19/2016
- Date of Biographical Affidavit: 12/03/2015
- Date of Preparation: 02/09/2016

SUBJECT'S BASIC INFORMATION		
	Subject's Data:	Verified Data:
• Full Name:	Thomas Ralph Meier	Thomas Ralph Meier
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	Not provided	N/A
• Discrepancies/Comments:	None found	

ADDRESS		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Thomas Ralph Meier	Thomas Ralph Meier
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	07/2003	10/1998

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• End Date of Residence:	-----	01/19/2016
• Discrepancies/Comments:	None found	

<b>EMPLOYMENT</b>		
The employment verifications for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Thomas Ralph Meier	Thomas Ralph Meier
• Company Name:	Kaiser Foundation Health Plan, Inc.	Kaiser Foundation Health Plan, Inc.
• Company Address:	1 Kaiser Plaza, Oakland, CA 94612	1 Kaiser Plaza, Oakland, CA 94612
• Beginning date of employment:	09/1999	09/1999
• Ending date of employment:	-----	-----
• Most recent job title:	SVP & Treasurer	SVP & Treasurer
• Type of business:	Health Care	Health Care
• Verifier's name & title:	Kathy Lancaster	Frank C. Miller, Senior Counsel – Legal Department
• Discrepancies/Comments:	None found	

<b>EDUCATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:	Thomas Ralph Meier	Thomas Ralph Meier
• Organization's Name:	Cal State East Bay	California State University – East Bay
• Organization's Address: (city/state)	Hayward	Hayward, CA
• Beginning date of attendance:	Not provided	01/01/1979
• Ending date of attendance:	Not provided	03/01/1980
• All degrees earned:	BS in Accounting	BS BA in Accounting
• Date each degree was awarded:	03/1980	03/21/1980
• Accreditation of each college/university:	Not provided	WASC
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

<b>PROFESSIONAL LICENSE</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

<b>PROFESSIONAL ASSOCIATION</b>		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of membership held:		
• Beginning date of membership:		
• Ending date of membership:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional association provided.	

<b>BANKRUPTCY</b>	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Thomas Ralph Meier, Thomas R Meier, Tom Meier, Thomas Meier, T Ralph Meier
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	

• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Thomas Ralph Meier, Thomas R Meier, Tom Meier, Thomas Meier, T Ralph Meier
• List Court/Jurisdiction:	Los Angeles County CA, Alameda County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

<b>CIVIL</b>	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Thomas Ralph Meier, Thomas R Meier, Tom Meier, Thomas Meier, T Ralph Meier
• List Court/Jurisdiction:	Los Angeles County CA, Alameda County CA
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	



• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.
---------------------------	--

<b>UCC</b>	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Thomas Ralph Meier, Thomas R Meier, Tom Meier, Thomas Meier, T Ralph Meier
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

<b>LIEN AND JUDGMENT</b>	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Thomas Ralph Meier, Thomas R Meier, Tom Meier, Thomas Meier, T Ralph Meier
• List Court/Jurisdiction:	Los Angeles County CA, Alameda County CA
• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records were found.

**END OF REPORT**

**MULLANEY**

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). \_\_\_\_\_

Kaiser Foundation Health Plan of Washington

TBD

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: Susan Middle: Emilie Last: Mullaney

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? \_\_\_\_\_

3. Affiant's occupation or profession Health Care Professional

4. Affiant's business address: 500 NE Multnomah, Suite 100, Portland, OR 97232

Business telephone: 503-975-1743 Business Email: Susan.E.Mullaney@kp.org

5. Education and training:

College/University                      City/State                      Dates Attended (MM/YY)                      Degree Obtained

Eastern CT State University                      Willamantic, CT                      9/86-1990                      BA/Psychology

Graduate Studies                      College/University                      City/State                      Dates Attended (MM/YY)                      Degree Obtained

Univ of MA                      Amherst, MA                      1991-1993                      MA Health Care Policy and Mgmt

Other Training: Name                      City/State                      Dates Attended (MM/YY)                      Degree/Certification Obtained

Executive Leadership Program/Harvard Business School                      2012                      Certificate of Completion - ELP

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
<u>Member Board of Trustees, Oregon Association of Hospitals and Health Systems, 4000 Kruse Way Place Lake Oswego, OR 97035, 503-636-2204, Andy Davidson</u>			
<u>Board Member, Board of Directors, Portland Westside Economic Alliance, 10220 SW Nimbus, Portland, OR 97223 503-968-3100, Pam Treece</u>			
<u>Board Member, Board of Directors, American Heart Association, Northwest Alliliate, 4380 SW Meadam Portland, OR 97239, 503-820-5323</u>			
<u>Corporate Chairman, Board of Directors, American Heart Association, upper Midwest, Minnesota</u>			
<u>American College of Healthcare Executives , MN Chapter, Chicago Headquarters</u>			

7. Present or proposed position with the Applicant Company: Regional President Designate

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending

Dates (MM/YY): July 2008 - present Employer's Name: Kaiser Permanente, Northwest  
Address: 500 NE Multnomah City: Portland State/Province: OR  
Country: USA Postal Code: 97232 Phone: 503-975-1743 Offices/Positions Held: COO, Vice President, Hospital Operations, Hospital Administrator, Sunnyside Medical Center  
Type of Business: Health care Supervisor/Contact: Andrew McCulloch

Beginning/Ending

Dates (MM/YY): May 2002 - 2008 Employer's Name: Fairview Health Services  
Address: 400 Roosevelt St NE City: Minneapolis State/Province: MN  
Country: USA Postal Code: 55413 Phone: 612-335-5703 Offices/Positions Held: Corporate VP, Univ of Minn Med Center, Cardiovascular and Surgical Services (2008), VP, Operations and Services Line - Cardiovascular and Surgical Services (2005-2007), Fairview Southdale Hospital, VP, Cardiovascular, Radiology and Clinical Laboratory (2002-2005), Fairview, Southdale Hospital Interim COO, Fairview Southdale Hospital (May-Sept 2005) during leadership re-organization at Fairview Health Services.  
Type of Business: Health care Supervisor/Contact: \_\_\_\_\_

Beginning/Ending

Dates (MM/YY): Oct 2000 - May 2002 Employer's Name: Vivius, Inc.  
Address: 5775 Wayzata Blvd City: Minneapolis State/Province: MN  
Country: USA Postal Code: 55416 Phone: 763-1525-8500 Offices/Positions Held: Director, Provider Relations and Contracting  
Type of Business: Health care Supervisor/Contact: \_\_\_\_\_

Beginning/Ending

Dates (MM/YY): Oct 1995-Oct 2000 Employer's Name: Fairview Health Services  
Address: 2450 Riverside City: Minneapolis State/Province: MN  
Country: USA Postal Code: 55454 Phone: 612-273-3000 Offices/Positions Held: Director of Ambulatory Care Services, Fairview - Univ of Minnesota Medical Center  
Type of Business: Health care Supervisor/Contact: \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

Beginning/Ending

Dates (MM/YY): June 1993-Oct 1995 Employer's Name: Physicians Plus Medical Group

Address: 2650 Novation Pkwy City: Madison State/Province: WI

Country: USA Postal Code: 53713 Phone: 608-282-8900 Offices/Positions Held: Clinic Mgr

Type of Business: Health care Supervisor/Contact: \_\_\_\_\_

Beginning/Ending

Dates (MM/YY): June 1992-June 1993 Employer's Name: Univ of Wisconsin Hospital and Clinics

Address: 600 Highland Ave. City: Madison State/Province: WI

Country: USA Postal Code: 53713 Phone: 608-263-6400 Offices/Positions Held: Administrative Fellos

Type of Business: Health care Supervisor/Contact: \_\_\_\_\_

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

None

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_  
Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_  
City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_  
Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_  
Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

\_\_\_\_\_  
\_\_\_\_\_

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

None

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

\_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

\_\_\_\_\_  
\_\_\_\_\_

If any of the shares of stock are pledged or hypothecated in any way, give details.

\_\_\_\_\_  
\_\_\_\_\_

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: \_\_\_\_\_

\_\_\_\_\_

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 19<sup>th</sup> day of July, 2016 at Seattle, WA. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: WA County of: King

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2016 by Susan Mulhoney and:

who is personally known to me, or

who produced the following identification: \_\_\_\_\_

[SEAL]



[Signature]  
Notary Public  
Meghan McKee  
Printed Notary Name  
Aug 8, 2017  
My Commission Expires



Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

**(Print or Type)**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Kaiser Foundation Health Plan of Washington  
TBD

1. Affiant's Full Name (Initials Not Acceptable): First: Susan Middle: Emilie Last: Mullaney

IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending Date(s) Used (MM/YY)</u>	<u>Name(s) Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number:                     

4. Government Identification Number if not a U.S. Citizen: N/A

5. Foreign Student ID# (if applicable) N/A:

6. Date of Birth: (MM/DD/YY) :                      Place of Birth, City: Chelsea  
State/Province: MA Country: USA

7. Name of Affiant's Spouse (if applicable) :

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

8. List your residences for the last ten (10) years starting with your current address, giving:

Beginning/Ending Dates (MM/YY)	Address	City	State/Province	Country	Postal Code
07/14 - Present	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
07/13 - 07/14	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2008 - 07/13	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
2005 - 2008	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 19<sup>th</sup> day of July, 2016 at Seattle, WA. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

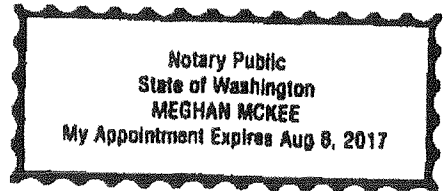
[Signature]  
(Signature of Affiant)

State of: WA County of: King

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2016 by Susan Mollaney

and:  
who is personally known to me, or  
who produced the following identification: \_\_\_\_\_

[SEAL]



[Signature]  
Notary Public  
Meghan McKee  
Printed Notary Name  
Aug 8, 2017  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**

*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of **Kaiser Foundation Health Plan of Washington** ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Hong-Sze Yu, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-5625.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Susan Emilie Mullaney, [Redacted]  
(Printed Full Name and Residence Address)

[Signature]  
(Signature)

7-19-16  
(Date)

State of: WA County of: King  
The foregoing instrument was acknowledged before me this 14 day of July, 2016 by Susan Mullaney and:  
who is personally known to me, or  
who produced the following identification: \_\_\_\_\_

[SEAL]



[Signature]  
Notary Public  
Meghan McKee  
Printed Notary Name  
Aug 8, 2017  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Kaiser Foundation Health Plan of Washington ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Hong-Sze Yu, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-5625.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. **AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Susan Emilie Mullaney, [REDACTED]  
(Printed Full Name and Residence Address)

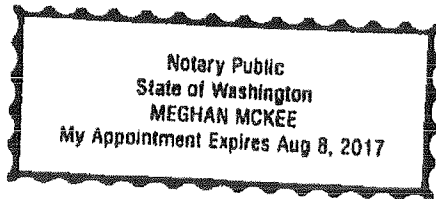
[Signature]  
(Signature)

7-19-16  
(Date)

State of: WA County of: King

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 2016 by Susan Mullaney, and: who is personally known to me, or who produced the following identification: \_\_\_\_\_

[SEAL]



[Signature]  
Notary Public  
Meghan McKee  
Printed Notary Name  
Aug 8, 2017  
My Commission Expires

Applicant Company Name : \_\_\_\_\_

NAIC No. \_\_\_\_\_

FEIN: \_\_\_\_\_

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**

*(California)*

This Disclosure and Authorization is provided to you in connection with a pending application of Kaiser Foundation Health Plan of Washington ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through T.B.D. ("CRA"). Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Hong-Sze Yu, Vice President, Board and Corporate Governance, One Kaiser Plaza, 19th Floor, Oakland, CA 94612, (510) 271-5625.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge. Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Susan Emilie Mullaney, [REDACTED]

(Printed Full Name and Residence Address)

*Susan*

(Signature)

7-19-16

(Date)

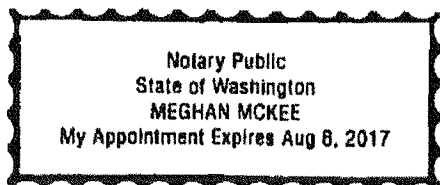
State of: WA County of: King

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2016 by Susan Mullaney and:

who is personally known to me, or

who produced the following identification: \_\_\_\_\_

[SEAL]



*Meghan McKee*  
Notary Public  
Meghan McKee  
Printed Notary Name  
Aug 8, 2017  
My Commission Expires



BIOGRAPHICAL VERIFICATIONS

2413 W Algonquin Rd  
Suite 508  
Algonquin, IL 60102  
Phone 800-231-3920  
Fax 888-777-5682



E: [Bio@AAAVerify.com](mailto:Bio@AAAVerify.com) W: [AAAVerify.com](http://AAAVerify.com)  
Screening Division of Detectives.com

ORDER ID: 36016

DATE: Friday, August 12<sup>th</sup> 2016

- Company Name: Kaiser Foundation Health Plan of Washington
- Company Address: 500 NE Multnomah, Suite 100, Portland, OR 97232
- DOI Name: Washington Office of the Insurance Commissioner
- DOI Address: 500 Building, P.O. Box 40255, Olympia, WA 98504
- Date of Request: 07/23/2016
- Date of Biographical Affidavit: 07/19/2016
- Date of Preparation: 08/12/2016

SUBJECT'S BASIC INFORMATION		
	Subject's Data:	Verified Data:
• Full Name:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Alternate Name:	Not provided	None found
• Date of Birth:	[REDACTED]	[REDACTED]
• Social Security Number:	[REDACTED]	[REDACTED]
• Name of Spouse:	[REDACTED]	[REDACTED]
• Discrepancies/Comments:	None found	

ADDRESS		
The address verification for the past 10 years provided the following results:		
	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA

**DISCLAIMER**

This report is confidential and is solely for the information and use of the client to whom it is addressed. AAAVerify.com does not guarantee the accuracy or completeness of records obtained from public record databases, or other outside sources. Any background information contained in this report is subject to the limitations imposed by the respective custodians of record, and the accuracy of their files at the time of inquiry. The Client and/or their representatives have agreed that the information enclosed in this report will be utilized in a lawful manner, and agrees to hold AAAVerify.com and their representatives harmless from misuse of any or all of this information.

• Start Date of Residence:	07/2014	09/12/2014
• End Date of Residence:	-----	07/22/2016
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	07/2013	08/2013
• End Date of Residence:	07/2014	09/03/2014
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA
• Start Date of Residence:	2008	07/2010
• End Date of Residence:	07/2013	02/14/2014
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Address:	[REDACTED]	[REDACTED]
• City:	[REDACTED]	[REDACTED]
• State/Province:	[REDACTED]	[REDACTED]
• Zip/Postal Code:	[REDACTED]	[REDACTED]
• Country:	USA	USA

• Start Date of Residence:	2005	03/31/2005
• End Date of Residence:	2008	02/2009
• Discrepancies/Comments:	None found	

## EMPLOYMENT

The employment verifications for the past 10 years provided the following results:

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Company Name:	Kaiser Permanent NW	Kaiser Permanent NW
• Company Address:	500 NE Multnomah, Portland, OR 97232	500 NE Multnomah, Portland, OR 97232
• Beginning date of employment:	07/2008	10/06/2008
• Ending date of employment:	-----	-----
• Most recent job title:	COO, VP Hospital Operations	Regional President Designate Washington
• Type of business:	Health care	Health care
• Verifier's name & title:	Andrew Mc. Culloch	The Work Number
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Company Name:	Fairview Health Services	Fairview Health Services
• Company Address:	400 Roosevelt St. NE, Minneapolis, MN 55413	400 Roosevelt St. NE, Minneapolis, MN 55413
• Beginning date of employment:	05/2002	05/20/2002
• Ending date of employment:	2008	10/11/2008
• Most recent job title:	Corporate VP	Service Line Executive
• Type of business:	Health Care	Health Care
• Verifier's name & title:	Not provided	The Work Number
• Discrepancies/Comments:	None found	



EDUCATION		
	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Organization's Name:	Eastern Connecticut State University	Eastern Connecticut State University
• Organization's Address: (city/state)	Willimantic, CT	Willimantic, CT
• Beginning date of attendance:	09/1986	09/1986
• Ending date of attendance:	1990	1990
• All degrees earned:	BA	BA in Psychology
• Date each degree was awarded:	Not provided	05/20/1990
• Accreditation of each college/university:	Not provided	NEASC
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan E Mullaney
• Organization's Name:	University of Massachusetts	University of Massachusetts
• Organization's Address: (city/state)	Amherst, MA	Amherst, MA
• Beginning date of attendance:	1991	1991
• Ending date of attendance:	1993	1995
• All degrees earned:	MA Health Care Policy and Management	Master of Public Health
• Date each degree was awarded:	Not provided	02/01/1995
• Accreditation of each college/university:	Not provided	NEASC
• Verifier's name and title:	Not provided	National Student Clearinghouse
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie	Susan E Mullaney

	Mullaney	
• Organization's Name:	Harvard Business School – Executive Leadership Program	Harvard Business School
• Organization's Address: (city/state)	Not provided	Cambridge, MA
• Beginning date of attendance:	2012	N/A
• Ending date of attendance:	2012	N/A
• All degrees earned:	Executive Leadership Program Certificate	Kaiser Permanent Leadership Program
• Date each degree was awarded:	Not provided	2012
• Accreditation of each college/university:	Not provided	NEASC
• Verifier's name and title:	Not provided	Pamela C Hallagan, Director of Custom Programs, Harvard Business School
• Discrepancies/Comments:	None found	

PROFESSIONAL LICENSE		
	Subject's Data:	Verified Data:
• Name on Record:		
• Organization's Name:		
• Organization's Address: (city/state)		
• Type of license held:		
• Issue date:		
• Expiration date:		
• License/certificate number:		
• Complaints/disciplinary action:		
• Verifier's name and title:		
• Discrepancies/Comments:	No professional license provided.	

PROFESSIONAL ASSOCIATION		
	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Organization's Name:	Oregon Association	Oregon Association

	of Hospitals and Health Systems	of Hospitals and Health Systems
• Organization's Address: (city/state)	Lake Oswego, OR	Lake Oswego, OR
• Type of membership held:	Member of the Board of Trustees	Member of the Board of Trustees
• Beginning date of membership:	Not provided	N/A
• Ending date of membership:	Not provided	-----
• Verifier's name and title:	Andy Davidson	www.oahhs.org
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Organization's Name:	American College of Healthcare Executives MN Chapter	American College of Healthcare Executives
• Organization's Address: (city/state)	Chicago Headquarters	Chicago, IL
• Type of membership held:	Not provided	Member
• Beginning date of membership:	Not provided	09/03/2003
• Ending date of membership:	Not provided	-----
• Verifier's name and title:	Andy Davidson	Elizabeth Boden
• Discrepancies/Comments:	None found	

	Subject's Data:	Verified Data:
• Name on Record:	Susan Emilie Mullaney	Susan Emilie Mullaney
• Organization's Name:	Portland Westside Economic Alliance	Portland Westside Economic Alliance
• Organization's Address: (city/state)	Portland, OR	Portland, OR
• Type of membership held:	Board Member	Board Member
• Beginning date of membership:	Not provided	N/A
• Ending date of membership:	Not provided	04/2016
• Verifier's name and title:	Pam Treece	Teresa, Marketing & Communication Manager
• Discrepancies/Comments:	None found	

<b>BANKRUPTCY</b>	
The bankruptcy record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Susan Emilie Mullaney, Susan Mullaney, Susan E Mullaney, S Emilie Mullaney
• List Court/Jurisdiction:	All federal districts were searched through Pacer.
• Case Type:	
• Case Number:	
• Date:	
• Debtor:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	None found

<b>CRIMINAL</b>	
The criminal record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Susan Emilie Mullaney, Susan Mullaney, Susan E Mullaney, S Emilie Mullaney
• List Court/Jurisdiction:	Multnomah County OR, Hennepin County MN
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A Federal Criminal Search through Pacer that covers 89 districts in the 50 states with a total of 94 districts including territories was conducted. And a nationwide county criminal search through RapidCourt that covers counties in all 50 states and DC. A manual search including the above counties was performed and no records were found.

CIVIL	
The civil record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Susan Emilie Mullaney, Susan Mullaney, Susan E Mullaney, S Emilie Mullaney
• List Court/Jurisdiction:	Multnomah County OR, Hennepin County MN
• Case Type:	
• Case Number:	
• Date:	
• Plaintiff:	
• Defendant:	
• Nature of Disposition:	
• Date of Deposition:	
• Discrepancies/Comments:	A search through TLO.com was performed and also a manual search of the above counties and no records were found.

UCC	
The UCC record searches for the past 10 years provided negative results.	
• Name(s):	Susan Emilie Mullaney, Susan Mullaney, Susan E Mullaney, S Emilie Mullaney
• List Court/Jurisdiction:	
• Filing Number:	
• Date:	
• Secured Parties:	
• Debtor:	
• Status:	
• Status Date:	
• Discrepancies / Comments:	A search through TLO.com was performed. No records were found.

LIEN AND JUDGMENT	
The lien and judgment record searches for the past 10 years provided negative results.	
• Name(s) Searched:	Susan Emilie Mullaney, Susan Mullaney, Susan E Mullaney, S Emilie Mullaney
• List Court/Jurisdiction:	Multnomah County OR, Hennepin County MN

• Filing Type:	
• Filing Number:	
• Date:	
• Creditor/Lien Holder:	
• Debtor:	
• Amount:	
• Status:	
• Status Date:	
• Discrepancies/Comments:	A search through TLO.com was performed. No records found.

**END OF REPORT**