

FORM A
STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER

TRILLIUM COMMUNITY HEALTH PLAN, INC.

BY

CENTENE CORPORATION

Filed with the Department of Consumer and Business Services of the State of Oregon.

Dated: February 06, 2015

Name, Title, address, and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

Peter D. Ricoy, Attorney at Law
Schwabe, Williamson, & Wyatt, P.C.
1211 SW 5th Ave. Suite 1900
Portland, OR 97204

Email: pricoy@schwabe.com
Telephone: 503-796-2973

ITEM 1. INSURER AND METHOD OF ACQUISITION

Name and address of domestic insurer to which this application relates:

TRILLIUM COMMUNITY HEALTH PLAN, INC. ("**Trillium**")
1800 Millrace Drive
Eugene, OR 97403

Brief description of how control is to be acquired:

Trillium is an Oregon corporation and an Oregon domiciled Health Care Service Contractor, and is controlled by Agate Resources, Inc., an Oregon corporation ("**Agate**"). Consequently, Agate is considered to be a domestic insurer for

purposes of this Form A pursuant to ORS 732.518(3). Centene Corporation is a Delaware corporation (“**Centene**”). Pursuant to an Agreement and Plan of Merger (the “**Merger Agreement**”) among Centene, Agate, Prefontaine Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Centene (“**Merger Sub**”), and James Dalton as the stockholder representative, Centene proposes to acquire control of Agate through a merger of Merger Sub with and into Agate, with Agate as the surviving corporation in the merger (the “**Merger**”). As a result of the Merger, the shareholders of Agate will be entitled to cash consideration and Centene will become the sole shareholder of Agate and thereby gain control of Agate and Trillium. Merger Sub was formed solely for purposes of effecting the Merger and is not expected to have any business operations.

ITEM 2. IDENTITY AND BACKGROUND OF APPLICANT

(a) Name and address of applicant seeking to acquire control:

Centene Corporation
7700 Forsyth Boulevard
St. Louis, Missouri 63105

Prefontaine Merger Sub, Inc., a subsidiary of Centene Corporation
7700 Forsyth Boulevard
St. Louis, Missouri 63105

(b) The nature of applicant’s business, and business intended to be done:

Centene is a diversified, multi-line healthcare enterprise that provides programs and services to government-sponsored healthcare programs, focusing on under-insured and uninsured individuals. Centene and its subsidiaries provide services primarily through Medicaid, CHIP, LTC, Foster Care, ABD, Medicare and other state and federal programs for the uninsured. Centene has developed specialized Medicaid expertise, and has implemented programs to achieve savings for state governments and improve medical outcomes for members by reducing inappropriate emergency room use, inpatient days and high cost interventions as well as by managing care of chronic illnesses. Centene works with state agencies in order to maximize the effectiveness of its programs. Centene subsidiaries offer healthcare services in several states, including California, Washington, Florida, Illinois, Massachusetts, Ohio and Texas. Centene would continue this work by expanding its services to Oregon.

Agate is a diversified holding company that offers an array of health care products and services to Oregon residents through its subsidiary Trillium.

Trillium serves as one of Oregon's Coordinated Care Organizations and provides covered services to Oregon Health Plan members. Trillium also provides coverage to Medicare beneficiaries through a Medicare Advantage plan. Agate's other subsidiaries (Lane Individual Practice Association, Inc. ("LIPA"), Independent Professional Services L.L.C. ("IPS"), Apropro Benefits Management, LLC, and Agate Properties LLC) are largely inactive. IPS is a provider of credentialing services. Trillium and Agate would continue offering the above services after the Merger and the Merger would bring together the combined value of each of the entities' offerings to Oregonians.

(c) List identities of applicant and its affiliates:

Please see attached Exhibit A, listing the subsidiaries and affiliates of Centene.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH APPLICANT

State the following with respect to (1) the acquiring party if the acquiring party is an individual or (2) if the acquiring party is not an individual, all individuals who are or who have been selected to become directors or executive officers of the acquiring party or who perform or will perform functions appropriate to such positions, or who are owners of 10 percent or more of the voting securities of the acquiring party: (a) Name and business address; (b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on; (c) Material occupations, positions, offices or employment during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith. (d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

Please see attached Exhibit B listing Centene's Directors and Executive Officers, and Exhibit C, containing the biographical affidavits for each.

ITEM 4. NATURE, SOURCE, AND AMOUNT OF CONSIDERATION

(a) Nature, source, and amount of funds:

The amount of consideration for the transaction is set forth on the Merger Agreement, attached as Exhibit D. The source of funds to purchase the outstanding shares of Agate will be cash from Centene. Centene anticipates funding a portion of the consideration through amounts available under Centene's current revolving line of credit with existing lenders. Centene is considering obtaining additional funds through a block trade of equity under its current shelf filing. The precise mix of funding sources will be determined by Centene's financial managers.

(b) Criteria used in determining the nature and amount of such consideration.

The amount of consideration was negotiated between the parties to the Merger.

(c) Loans in ordinary course.

Not applicable.

ITEM 5. FUTURE PLANS OF INSURER

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

Centene does not currently have any plans to, after the consummation of the Merger, declare an extraordinary dividend, liquidate Agate or Trillium, sell Agate's or Trillium's assets to, or merge Agate or Trillium with, any other person or to make any other material change in their business operations or corporate structure or management. As described in the Merger Agreement, immediately prior to the consummation of the Merger, Trillium will pay a dividend to its current shareholders Agate and LIPA, LIPA will distribute its share of the dividend to its sole shareholder Agate, and Agate will pay a dividend of the entire amount to its current shareholders.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at.

Centene will indirectly acquire all of Trillium's outstanding voting securities through a merger of Merger Sub with and into Agate, with Agate as the surviving corporation. As a result of the Merger, Centene will become the sole shareholder of Agate and the shares of those who were shareholders of Agate immediately prior to the Merger will be cancelled and converted into the right to receive cash consideration in accordance with the Merger Agreement.

The fairness of the terms of the acquisition was arrived at through negotiation between the parties to the Merger.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

State the amount of each class of any voting security of the insurer that is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

Neither Centene, any of its affiliates, or any person listed in Item 3 above has any beneficial ownership or rights to acquire beneficial ownership, other than as set forth in the Merger Agreement and the Stockholder Support Agreement.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO THE VOTING SECURITIES OF THE INSURER

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

Other than the rights set forth in the Merger Agreement and the Stockholder Support Agreement, there are no contracts, arrangements or understanding with respect to any voting security of Trillium in which Centene's affiliates or any

persons listed in Item 3 are involved. The Merger Agreement is set forth in Exhibit D, and the Stockholder Support Agreement is set forth in Exhibit E.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated.

There have been no purchases by Centene, Centene's affiliates or any person listed in Item 3 above, of any voting securities of Trillium or Agate during the 12 calendar months preceding the filing of this Form A.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3, during the 12 calendar months preceding the filing of this statement.

Other than Centene's own internal recommendations to enter into this transaction, there have been no recommendations made by Centene, Centene's affiliates, or anyone on behalf of any of them during the 12 calendar months preceding the filing of this Form A to purchase any voting security of Trillium or Agate.

ITEM 11. COPIES OF TENDER AND OTHER OFFERS

Copies of all tender offers for, requests or invitations for tenders of, exchange offers for, and agreements to acquire or exchange any voting security of the insurer and, if distributed, of additional soliciting material relating thereto

There are no tender offers for, requests or invitations for tenders of, exchange offers for, or agreements to acquire or exchange any voting security of Trillium or Agate except as set forth in the Merger Agreement.

ITEM 12. AGREEMENTS WITH BROKER DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

Centene has no agreements, contracts or understandings with any broker-dealer regarding solicitation of tenders or any other thing with regard to the proposed transaction.

ITEM 13. FINANCIAL STATEMENTS AND EXHIBITS

Attached to this Form A as Exhibit F are the following SEC filings containing the financial statements for the periods requested:

1. FORM 10-K for Centene Corporation for the Year Ended 12-31-2009
2. FORM 10-K for Centene Corporation for the Year Ended 12-31-2010
3. FORM 10-K for Centene Corporation for the Year Ended 12-31-2011
4. FORM 10-K for Centene Corporation for the Year Ended 12-31-2012
5. FORM 10-K for Centene Corporation for the Year Ended 12-31-2013
6. FORM 10-Q for Centene Corporation for the Quarter Ended 03-31-2014
7. FORM 10-Q for Centene Corporation for the Quarter Ended 06-30-2014
8. FORM 10-Q for Centene Corporation for the Quarter Ended 09-30-2014

ITEM 14. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of ORS 732.517 to 732.592, Centene Corporation has caused this application to be duly signed on its behalf in the City of St. Louis and the State of Missouri on the _____ day of February, 2015.

Centene Corporation

By: Jeffrey A. Schwaneke
Its: Senior Vice President, Corporate Controller
and Chief Accounting Officer

Attest:

By: Keith H. Williamson
Title: Executive Vice President, General Counsel
and Secretary

CERTIFICATION

The undersigned deposes and says that the undersigned deponent has duly executed the attached application dated February _____, 2015 for and on behalf of Centene Corporation; that the deponent is the Senior Vice President, Corporate Controller and Chief Accounting Officer of such company and that the deponent is authorized to execute and file such instrument. Deponent further says that the deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of the deponent's knowledge, information and belief.

By: Jeffrey A. Schwaneke
Title: Senior Vice President, Corporate Controller
and Chief Accounting Officer

LIST OF EXHIBITS

1. Exhibit A Centene's Subsidiaries and Affiliates
2. Exhibit B Centene's Directors and Executive Officers
3. Exhibit C* NAIC Biographical Affidavits
4. Exhibit D* Merger Agreement
5. Exhibit E* Stockholder Support Agreement
6. Exhibit F Financial Statements

* Centene requests confidential treatment for Exhibit C as exempt from public disclosure pursuant to ORS 192.501(28), ORS 192.502(2), and ORS 192.502(4). Centene requests confidential treatment for Exhibit D and Exhibit E as exempt from public disclosure pursuant to ORS 192.501(2) and ORS 192.502(4).