

Edgar Filing: I TRAX INC - Form SC 13G

I TRAX INC
Form SC 13G
April 01, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

I-TRAX, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Title of Class of Securities)

45069D203
(CUSIP Number)

MARCH 29, 2004
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 45069D203

Schedule 13G

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

CHD Investors, LLC

2. Check the Appropriate Box (a)
if a Member of a Group (b)

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3. S.E.C. Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares	(5)	Sole Voting Power	1,776,836 (1) (2)
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	1,344,458 (1)
Reporting Person	(8)	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

Shares

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

00

(1) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Convertible Preferred Stock, par value \$0.001 (the "Series A Preferred Stock").

(2) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identifica-
tion No. of Above Person

International Managed Care, LLC

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Delaware

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Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

Shares

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

00

- (1) Solely in its capacity as a managing member of CHD Investors, LLC.
- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
- (3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Insurance Partners, L.P.

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares

11. Percent of Class Represented by Amount in Row 9
6.2%

12. Type of Reporting Person
PN

- (1) Solely in its capacity as sole managing member of International Managed Care, LLC, which is a managing member of CHD Investors, LLC.
- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
- (3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Insurance GenPar, L.P.

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization
Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares

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11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

PN

(1) Solely in its capacity as sole general partner of Insurance Partners, L.P., which is the managing member of International Managed Care, LLC., which is a managing member of CHD Investors, LLC.

(2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.

(3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Insurance GenPar MGP, L.P.

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person	(5)	Sole Voting Power	0
	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
	(7)	Sole Dispositive Power	
	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

Shares

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

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PN

-
- (1) Solely in its capacity as sole general partner of Insurance GenPar, L.P., which is the sole general partner of Insurance Partners, L.P., which is the managing member of International Managed Care, LLC., which is a managing member of CHD Investors, LLC.
 - (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
 - (3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Insurance GenPar MGP, Inc.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

Shares

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

CO

-
- (1) Solely in its capacity as sole general partner of Insurance GenPar MGP, L.P., which is the sole general partner of Insurance GenPar, L.P., which is

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the sole general partner of Insurance Partners, L.P., which is the managing member of International Managed Care, LLC., which is a managing member of CHD Investors, LLC.

- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
- (3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

International Managed Care (Bermuda), L.P.

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Bermuda

Number of Shares Beneficially Owned by Each Reporting Person	(5)	Sole Voting Power	0
	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
	(7)	Sole Dispositive Power	0
	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

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11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

PN

- (1) Solely in its capacity as a managing member of CHD Investors, LLC.
- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.

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(3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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 1. Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person

 Insurance Partners Offshore (Bermuda), L.P.

2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

 4. Citizenship or Place of Organization

 Bermuda

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

 1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

 Shares

11. Percent of Class Represented by Amount in Row 9

 6.2%

12. Type of Reporting Person

 PN

- (1) Solely in its capacity as sole general partner of International Managed Care (Bermuda), L.P., which is a managing member of CHD Investors, LLC.
- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
- (3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Insurance GenPar (Bermuda), L.P.
(in the capacity described herein)

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Bermuda

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
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6.2%

12. Type of Reporting Person

PN

- (1) Solely in its capacity as sole general partner of Insurance Partners Offshore (Bermuda), L.P., which is the sole general partner of International Managed Care (Bermuda), L.P., which is a managing member of CHD Investors, LLC.
- (2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.
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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

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Insurance GenPar (Bermuda) MGP, L.P.

2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Bermuda

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

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12. Type of Reporting Person

PN

(1) Solely in its capacity as sole general partner of Insurance GenPar (Bermuda), L.P., which is the sole general partner of Insurance Partners Offshore (Bermuda), L.P., which is the sole general partner of International Managed Care (Bermuda), L.P., which is a managing member of CHD Investors, LLC.

(2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.

(3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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1. Name of Reporting Person
 S.S. or I.R.S. Identifica-
 tion No. of Above Person

Insurance GenPar (Bermuda) MGP, Ltd.

2. Check the Appropriate Box (a)

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if a Member of a Group

(b) [X]

3. S.E.C. Use Only

4. Citizenship or Place of Organization

Bermuda

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	1,776,836 (1) (2) (3)
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	1,344,458 (1) (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,776,836 (1) (2) (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain

Shares

[]

11. Percent of Class Represented by Amount in Row 9

6.2%

12. Type of Reporting Person

CO

(1) Solely in its capacity as sole general partner of Insurance GenPar (Bermuda) MGP, L.P., which is the sole general partner of Insurance GenPar (Bermuda), L.P., which is the sole general partner of Insurance Partners Offshore (Bermuda), L.P., which is the sole general partner of International Managed Care (Bermuda), L.P., which is a managing member of CHD Investors, LLC.

(2) Includes 232,190 shares of Common Stock issuable upon the conversion of shares of Series A Preferred Stock.

(3) Includes 432,378 shares of Common Stock held in escrow over which the Reporting Person has voting power.

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Item 1. (a) NAME OF ISSUER

I-Trax, Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

One Logan Square
130 N. 18th Street, Suite 2615
Philadelphia, Pennsylvania 19103

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Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons")

- (i) CHD Investors, LLC, a Delaware limited liability company ("CHD");
- (ii) International Managed Care, LLC, a Delaware limited liability company ("IMC Delaware");
- (iii) Insurance Partners, L.P., a Delaware limited partnership ("IP Delaware");
- (iv) Insurance GenPar, L.P., a Delaware limited partnership ("Insurance GenPar");
- (v) Insurance GenPar MGP, L.P., a Delaware limited partnership ("IMGPLP");
- (vi) Insurance GenPar MGP, Inc., a Delaware corporation ("IMGPI");
- (vii) International Managed Care Bermuda, L.P., a Bermuda limited partnership ("IMC Bermuda");
- (viii) Insurance Partners Offshore (Bermuda), L.P., a Bermuda limited partnership ("IP Bermuda");
- (ix) Insurance GenPar (Bermuda), L.P., a Bermuda limited partnership ("Insurance GenPar Bermuda");
- (x) Insurance GenPar (Bermuda) MGP, L.P., a Bermuda limited partnership ("IBMGPLP"); and
- (xi) Insurance GenPar (Bermuda) MGP, Ltd., a Bermuda corporation ("IBMGPI").

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business offices of CHD is c/o Insurance Partners, L.P., 65 East 55th Street, New York, NY 10022, Attn: Daniel S. Kim.

The address of the principal business offices of IMC Delaware is c/o Insurance Partners, L.P., 54 Thompson Street, New York, New York 10012.

The address of the principal business offices of (i) IP Delaware, (ii) Insurance GenPar, (iii) IMGPLP, and (iv) IMGPI is 201 Main Street, Fort Worth, Texas 76102.

The address of the principal business offices of IMC Bermuda is c/o Insurance Partners Offshore (Bermuda), L.P., Cedar House, 41 Cedar Avenue, P.O. Box HM 1179, Hamilton, HM EX, Bermuda.

The address of the principal business offices of (i) IP

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Bermuda, (ii) Insurance GenPar Bermuda, (iii) IBMGPLP, and (iv) IBMGPI is Cedar House, 41 Cedar Avenue, P.O. Box HM 1179, Hamilton, HM EX, Bermuda.

(c) CITIZENSHIP

- (i) CHD - a Delaware limited liability company
- (ii) IMC Delaware - a Delaware limited liability company
- (iii) IP Delaware - a Delaware limited partnership
- (iv) Insurance GenPar - a Delaware limited partnership
- (v) IMGPLP - a Delaware limited partnership
- (vi) IMGPI - a Delaware corporation
- (vii) IMC Bermuda - a Bermuda limited partnership
- (viii) IP Bermuda - a Bermuda limited partnership
- (ix) Insurance GenPar Bermuda - a Bermuda limited partnership
- (x) IBMGPLP - a Bermuda limited partnership
- (xi) IBMGPI - a Bermuda corporation

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.001 per share (the "Common Stock")

(e) CUSIP NUMBER

45069D203

CUSIP NO. 45069D203

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Item 3. This statement is not being filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 1,776,836 shares of Common Stock.

(b) PERCENTAGE OWNED:

According to the information known to the Reporting Persons, there are 28,374,852 shares of Common Stock outstanding (including the 3,859,200 shares of Common Stock held in escrow pursuant to an escrow agreement that the Company entered into in connection with its acquisition of Meridian Occupational Healthcare Associates, Inc. (d/b/a CHD Meridian Healthcare) (the "Escrow Agreement"). If CHD converted the shares of Series A Preferred Stock that it holds into Common Stock, 28,607,042 shares of Common Stock would be outstanding

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(including the 3,859,200 shares of Common Stock held in escrow pursuant to the Escrow Agreement). Based on calculations made in accordance with Rule 13d-3(d), each of the Reporting Persons may be deemed to beneficially own approximately 6.2% of the outstanding Common Stock.

(c) NUMBER OF SHARES OF COMMON STOCK AS TO WHICH SUCH PERSON HAS:

(i) CHD may be deemed to have the sole power to direct the voting of the 1,776,836 shares of Common Stock beneficially owned by CHD and the sole power to direct the disposition of 1,344,458 of these shares.

(ii) IMC Delaware and IMC Bermuda are the managing members of CHD. IP Delaware is the sole managing member of IMC Delaware. Insurance GenPar is the sole general partner of IP Delaware. IMGPLP is the sole general partner of Insurance GenPar. IMGPI is the sole general partner of IMGPLP. IP Bermuda is the sole general partner of IMC Bermuda. Insurance GenPar Bermuda is the sole general partner of IP Bermuda. IBMGPLP is the sole general partner of Insurance GenPar Bermuda. IBMGPI is the sole general partner of IBMGPLP. By virtue of the relationships between and among the Reporting Persons as described in this Item 4, each of the Reporting Persons, other than CHD, may be deemed to share the power to direct the voting of the 1,776,836 shares of Common Stock beneficially owned by CHD and may be deemed to have the sole power to direct the disposition of 1,344,458 of these shares.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

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Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 4.

Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

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having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete, and correct.

Dated: April 1, 2004.

CHD INVESTORS, LLC, a Delaware limited liability company

By: International Managed Care, LLC, a Delaware limited liability company, as a managing member

By: Insurance Partners, L.P., a Delaware limited partnership, its managing member

By: Insurance GenPar, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, Inc., a Delaware corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INTERNATIONAL MANAGED CARE, LLC, a Delaware limited liability company

By: Insurance Partners, L.P., a Delaware limited partnership, its managing member

By: Insurance GenPar, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, Inc., a Delaware corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

CUSIP NO. 45069D203

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INSURANCE PARTNERS, L.P., a Delaware limited partnership

By: Insurance GenPar, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, Inc., a Delaware corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE GENPAR, L.P., a Delaware limited partnership

By: Insurance GenPar MGP, L.P., a Delaware limited partnership, its general partner

By: Insurance GenPar MGP, Inc., a Delaware corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE GENPAR MGP, L.P., a Delaware limited partnership

By: Insurance GenPar MGP, Inc., a Delaware corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE GENPAR MGP, INC., a Delaware corporation

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

CUSIP NO. 45069D203

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INTERNATIONAL MANAGED CARE (BERMUDA), L.P., a Bermuda limited partnership

By: Insurance Partners Offshore (Bermuda), L.P., a Bermuda limited partnership, its general partner

By: Insurance GenPar (Bermuda), L.P., a Bermuda limited

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partnership, its general partner

By: Insurance GenPar (Bermuda) MGP, L.P., a Bermuda limited partnership, its general partner

By: Insurance GenPar (Bermuda) MGP, Ltd., a Bermuda corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE PARTNERS OFFSHORE (BERMUDA), L.P., a Bermuda limited partnership

By: Insurance GenPar (Bermuda), L.P., a Bermuda limited partnership, its general partner

By: Insurance GenPar (Bermuda) MGP, L.P., a Bermuda limited partnership, its general partner

By: Insurance GenPar (Bermuda) MGP, Ltd., a Bermuda corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE GENPAR (BERMUDA), L.P., a Bermuda limited partnership

By: Insurance GenPar (Bermuda) MGP, L.P., a Bermuda limited partnership, its general partner

By: Insurance GenPar (Bermuda) MGP, Ltd., a Bermuda corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

CUSIP NO. 45069D203

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INSURANCE GENPAR (BERMUDA) MGP, L.P., a Bermuda limited partnership

By: Insurance GenPar (Bermuda) MGP, Ltd., a Bermuda corporation, its general partner

By: /s/ Robert A. Spass

Name: Robert A. Spass
Title: President

INSURANCE GENPAR (BERMUDA) MGP, LTD., a Bermuda corporation

By: /s/ Robert A. Spass

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Name: Robert A. Spass
Title: President