



**GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF INSURANCE, SECURITIES AND BANKING**

**810 First Street, NE, Suite 701
Washington, D.C. 20002**

FORM A - CCRC

**STATEMENT REGARDING THE ACQUISITION OF CONTROL
OF OR MERGER WITH A CONTINUING CARE RETIREMENT COMMUNITY**

GENERAL INSTRUCTIONS

Any acquisition of control of or merger with a District of Columbia Continuing Care Retirement Community (CCRC) requires the prior approval of the Commissioner of Insurance, Securities and Banking, pursuant to Continuing Care Retirement Communities Act. No such acquisition of control or merger shall be effective until a statement, containing a copy of the acquisition or merger agreement and any/all licensing documents required by the Continuing Care Retirement Communities Act, has been filed with the Commissioner, and the Commissioner has approved the acquisition of control or merger.

The entity required to file a statement regarding the acquisition of control of or merger with a CCRC pursuant to the Continuing Care Retirement Communities Act shall provide the required information on *Form A - CCRC*. *Form A - CCRC* is a guide to be used in preparation of the statement; it is not a blank form to be filled in. A *Form A - CCRC* statement is attached.

Preparation and filing of a *Form A - CCRC* must follow similar steps as required for new, initial CCRC filings. Such requirements are described in the Continuing Care Retirement Communities Act and regulations.

If any material change occurs in the facts set forth in the *Form A - CCRC* statement, an amendment setting forth such change, together with copies of all documents and other materials relevant to such change, shall be filed within two (2) business days after the entity learns of such change.

May 2005

**GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF INSURANCE, SECURITIES AND BANKING**

**810 First Street, NE, Suite 701
Washington, D.C. 20002**

FORM A - CCRC

**STATEMENT REGARDING THE ACQUISITION OF CONTROL
OF OR MERGER WITH A CONTINUING CARE RETIREMENT COMMUNITY**

Name of Continuing Care Retirement Community

By

Name of Acquiring Entity (Applicant)

Filed with the Government of the District of Columbia Department of Insurance, Securities and
Banking

Dated _____, 20__

Name, Title, Address and Telephone Number of Individual
to Whom Notices and Correspondence Concerning this Statement
Should be Addressed:

ITEM 1. CCRC AND METHOD OF ACQUISITION OR MERGER

- (a) State the name and address of the CCRC to which this application relates.
- (b) Provide a brief description of how control is to be acquired.
- (c) Provide a copy of the actual acquisition or merger agreement.

ITEM 2. IDENTITY AND BACKGROUND OF APPLICANT

- (a) State the name, address, and telephone number of the applicant seeking to acquire control over the CCRC.
- (b) Provide a detailed statement describing the business activities of the applicant for the past five (5) years or for such lesser period as such entity or any predecessors thereof shall have been in existence.
- (c) Furnish a chart or listing clearly identifying the applicant, all subsidiaries, other affiliates, along with a description of the inter-relationships as well as the anticipated relationships with the CCRC.
- (d) Provide a description of any current legal or other proceedings involving other acquisitions or mergers, reorganization, liquidation, or other such proceedings that may materially impact the financial viability of the applicant or the CCRC.
- (e) Complete an Initial (CCRC) License Application.

ITEM 3. NATURE, SOURCE, AN AMOUNT OF CONSIDERATION

- (a) Describe the nature, source and amount of funds or other considerations used or to be used in executing the merger or acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes, and security arrangements relating thereto.
- (b) If any part of the consideration to be used in executing the merger or acquisition of control creates a liability for the applicant, state the source of funds that will be used to satisfy the liability, and furnish cash flow forecasts for the applicant for a period of time not to exceed the maximum of the duration of the liability or five (5) years.
- (c) Explain the criteria used in determining the nature and amount of such consideration, the method by which the fairness of the proposal was arrived, and the method and time frame by which the consideration will be delivered.
- (d) If the source of the consideration is a loan made in the lenders ordinary course of business, and if the applicant wishes the identity of the lender to remain confidential, the applicant must specifically request that the identity be kept confidential.

ITEM 4. FUTURE PLANS OF APPLICANT AND CCRC

- (a) Describe any plans or proposals which the applicant may have to liquidate the CCRC, to sell its assets, to merge or consolidate it with any affiliate or other entity, or to make any other material change in the applicant's or the CCRC's business operations, corporate structure, or management.
- (b) If the applicant's plans for the CCRC involve a material change in the business operations, provide, in addition to a description of the change, a financial statement forecast compiled by an independent CPA for the CCRC for the five (5) year period immediately subsequent to the merger or acquisition of control. The forecast should reflect the effects of the change in business operations on the financial condition of the CCRC.
- (c) Describe how the applicant plans to protect the rights of the residents of the CCRC, as provided in the law, in case of liquidation of the CCRC, the sale of its assets, the merger or consolidation of it with an affiliate or other entity or any other material change in the applicant's or CCRC's business operations, corporate structure or management as set forth in subsection (a) or any plans the applicant has for a material change in its business operations as set out in subsection (b).

ITEM 5. AGREEMENTS WITH THIRD PARTIES

Describe the terms of any agreements, contracts or understandings made with or proposed to be made with any third parties in connection with the merger or acquisition of control of the CCRC, and the amount of any fees, commissions, or other compensation to be paid to the third parties with regard thereto.

ITEM 6. DISCLOSURE STATEMENTS AND OTHER EXHIBITS

Based on the nature and involvement of the merger or acquisition of control, the Commissioner may also require a full disclosure package to be filed pursuant to the Continuing Care Retirement Communities Act and regulations. This package shall include the following:

- (a) A new Disclosure Statement for the CCRC.
- (b) New residency contracts or agreements.
- (c) New escrow agreements.
- (d) Confirmation that required Operating Reserves is in place.
- (e) Audited financial statements.
- (f) Compiled five (5) year forecasts.
- (g) The summary of a report of an actuary.
- (h) Any other requirements prescribed by Continuing Care Retirement Communities Act or that the Commissioner may require in order to make a determination on the merger or acquisition of control.

ITEM 7. SIGNATURE AND CERTIFICATION

Signature and certification by a notary public on the attached form.

SIGNATURE

Pursuant to the requirements of Continuing Care Retirement Communities Act, _____ (name of applicant) has caused this Statement to be duly signed on its behalf in the city of _____ and the state of _____, on the _____ day of _____, 20__.

(Name of Applicant)

(SEAL)

By

(Name)

(Title)

Attest: _____
(Signature of Officer)

(Title)

CERTIFICATION

Personally appeared before me the above named _____ personally known to me, who, being duly sworn, deposes and says that (s)he executed the above instrument and that the statements, exhibits, and answers contained therein are true and correct to the best of his/her knowledge and belief.

(Notary Public)

(SEAL)

My commission expires: _____