

EXHIBIT B

**INSTRUCTIONS REGARDING THE CLAIM FORM FOR THE BLUE CROSS AND
BLUE SHIELD PLANS' SETTLEMENT FUND AND ELECTION OF CONTRIBUTION
TO CHARITABLE ORGANIZATION**

It is very important that you read the enclosed Notice of Proposed Settlement
in order to fully understand your rights under this Settlement.

DEADLINE FOR CLAIM FORM SUBMISSION: Postmarked by _____

**WE STRONGLY RECOMMEND SENDING YOUR CLAIM FORM VIA REGISTERED
OR CERTIFIED MAIL AND RETAINING YOUR RECEIPT AND A COPY OF YOUR
CLAIM FORM FOR YOUR RECORDS.**

If you validly submit a Claim Form to the Settlement Administrator postmarked no later than _____, you may elect to receive the portion of the Settlement Fund to which you are entitled or you may direct that your portion be paid to one of the charitable organizations listed in these Instructions. A Class Member may file only one Claim Form.

If you would like your portion of the Settlement Fund to be donated to a charitable organization, you may do so by selecting from the List of charitable organizations found on the bottom of Page 2. (See Section D on the Claim Form to make your payment election.) The Class Member may only select one charitable organization.

By submitting a Claim Form you are agreeing to be subject to the jurisdiction of the United States District Court for the Southern District of Florida for any proceedings relating to your Claim or Claim Form. Capitalized terms used in the Instructions and Claim Form that are not otherwise defined herein are defined in the Settlement Agreement. A copy of the Settlement Agreement can be found on:

[Settlement Administrator's website] www.hmosettlements.com;
www.WhatleyDrake.com; www.ArchieLamb.com; and www.kttlaw.com

"Active Physician" is defined in the Settlement Agreement as a "Class Member who is a Physician and who is not a Retired Physician as of the Preliminary Approval Date," i.e., as of [Preliminary Approval Date]. "Retired Physician" is defined in the Settlement Agreement as a "Class Member who subsequent to May 22, 1999, has become an inactive Physician, has retired from the practice of, or has otherwise ceased to practice, medicine or has died as of the date of Preliminary Approval," i.e. as of [Preliminary Approval Date]. The "Class" and "Class Members" are defined in the Settlement Agreement and described in the enclosed Notice of Proposed Settlement.

Mail your completed Claim Form, with any required documentation, to the Settlement Administrator at:

Settlement Administrator

NOTE: YOU MUST NOTIFY THE SETTLEMENT ADMINISTRATOR IMMEDIATELY OF ANY CHANGE IN YOUR ADDRESS, TO AVOID HAVING YOUR MAILED CHECK RETURNED TO THE SETTLEMENT ADMINISTRATOR AND REMITTED TO A CHARITABLE ORGANIZATION, PURSUANT TO SECTION 8.4 OF THE SETTLEMENT AGREEMENT.

SECTION-BY-SECTION INSTRUCTIONS:

Section A: ALL CLAIMANTS MUST COMPLETE THIS SECTION.

PHYSICIAN GROUPS OR ORGANIZATIONS: If you are representing a Physician Group or Physician Organization, in Section A, please write in the Group or Organization name, the name of the person completing the Claim Form, and attach a list of all the Active Physicians for whom you are filing this Claim. Physician Groups and Physician Organizations may submit Claim Forms on behalf of Physicians employed by or working with them without providing individual signatures from the individual Physicians, if authorized to do so by the individual Physicians and if the individual Physicians do not also submit Claim Forms on their own behalf. Your list of Active Physicians should be set forth on the rider attached to the Claim Form, or on a document substantially similar to that which is attached, and must include all of the following information for each Active Physician:

1. Physician name
2. Physician Type (example: MD or DO)
3. Last four digits of each Active Physician's Social Security Number (SSN)
4. Range of Gross Receipts received from all settling Blue Plans (for a list of which, please see Exhibit 1 to the Notice) for each Active Physician during the three-year period from 2004 through 2006:
Range I: Under \$5,000; Range II: \$5,000 to \$49,999; Range III: \$50,000 or over
5. If Active Physician is submitting records for any other consecutive three-year period within the time frame from January 1, 1997 through December 31, 2006, indicate the period, the Range of Gross Receipts, and the form of proof submitted.

Please do not forget to fill out Sections D, E and F all of which are labeled: "All Claimants Must Complete This Section."

Section B: ONLY RETIRED PHYSICIANS MUST COMPLETE THIS SECTION:

Individual Class Members (as described in the enclosed Notice of Proposed Settlement) who are Retired Physicians are entitled to receive a *pro rata* amount of the portion of the Settlement Fund

that is reserved for retired or deceased Physicians. This amount is determined by multiplying the Settlement Fund by two times the quotient derived by dividing the number of Retired Physicians who file valid Claim Forms by the total number of Class Members.

Section C: ONLY ACTIVE PHYSICIANS MUST COMPLETE THIS SECTION:

Individual Class Members (as described in the enclosed Notice of Proposed Settlement) who are Active Physicians are entitled to receive a pro rata amount of the portion of the Settlement Fund that is not reserved for retired or deceased Physicians. Your settlement payment will be based upon the amount of payments received by you from settling Blue Plans in payment for services during the three-year period from 2004 to 2006 (or for any consecutive three-year period from 1997 through 2006 if you elect to submit payment records). **For purposes of determining which box to check in this section, "Blue Plan" means any of the settling Blue Plans listed on Page 2 of the Notice that was sent along with this Instruction form.** You should check **ONE** of the boxes in Section C, as described below:

Box I: Active Physicians who received no payments from any settling Blue Plan (for a list of which, please see Exhibit 1 to the Notice) or payments from settling Blue Plans of less than \$5,000 during the three-year period from 2004 through 2006 should check **Box I**, and will receive a settlement payment that is equal to the "Base Amount" of the Settlement Fund that is being paid to Active Physicians in the settlement.

Box II: Active Physicians who received payments from settling Blue Plans of \$5,000 or more, and less than \$50,000, during the three year period from 2004 through 2006 should check **Box II**, and will receive a settlement payment that is equal to five times the "Base Amount."

Box III: Active Physicians who received payments from settling Blue Plans of \$50,000 or more during the three-year period from 2004 through 2006 should check **Box III**, and will receive a settlement payment that is equal to ten times the "Base Amount."

To simplify the process of obtaining payment from the Settlement Fund, Active Physicians may check off one of the boxes described above in Section C and submit their Claim Forms to the Settlement Administrator without any additional documentation. The amount of the Settlement Fund that each Active Physician is entitled to receive shall be determined based upon the Active Physician's certification as to the amount of his or her Gross Receipts from the settling Blue Plans during the period 2004 through 2006.

Box IV: Alternatively, Active Physicians may elect to submit to the Settlement Administrator proof of their payments from settling Blue Plans, in the form of Form-1099s or other forms of proof, to show the amounts of payments received from settling Blue Plans during any other consecutive three-year period falling within the time frame from January 1, 1997 through December 31, 2006, to establish which of the three Active Physician payment levels is due to such Active Physician from the Settlement Fund. Active Physicians electing to do so should check **Box IV** and then complete the table indicating the period for which the documentation is being submitted, the range of payments received during that period, and the type of proof being submitted. Active Physicians who have been paid through Physician Organizations or Physician Groups

(including without limitation Delegated Entities) may submit to the Settlement Administrator proof (examples include IRS form 1099, Explanations of Benefits or EOBs, or other suitable accounting records) of the amounts received during any other consecutive three-year period falling within the time frame from January 1, 1997 through December 31, 2006 for providing services to members of plans offered or administered by settling Blue Plans. Please note that proof submitted will be used exclusively to assign claimants to one of the three compensation categories for Active Physicians in the Settlement Agreement (e.g., "Under \$5,000," "Over \$50,000"); compensation will not be based on the exact dollar value of the receipts.

The Settlement Administrator will make the final decision on any dispute regarding the eligibility of a Class Member to receive payment from the Settlement Fund or the amount of any such payment.

In determining your Gross Receipts, you should include amounts paid by settling Blue Plans directly or by intermediaries for providing Covered Services to Blue Plan Plan Members. For example, you may have provided services to Blue Plan Plan Members through an intermediary that contracted with a Blue Plan to provide the services, for example, an IPA, medical group, organized delivery system, physician hospital organization, etc. In determining your Gross Receipts for providing Covered Services to Blue Plan Plan Members, you should also include amounts you received from such intermediaries for treating Blue Plan Plan Members.

Active Physicians against whom a Blue Plan has obtained a final finding of fraud and/or abuse (as that term is defined in Section 8.3(h) of the Settlement Agreement) from a judicial, arbitral, or administrative proceeding and a corresponding final judgment for damages arising from a claim (or claims) for payment for the same time period for which a claim may be asserted are not entitled to payment from the Settlement Fund regardless of their status as Class Members.

Any questions about this procedure or proof that will be accepted should be addressed to the Settlement Administrator at:

Section D: ALL CLAIMANTS (PHYSICIAN GROUPS, PHYSICIAN ORGANIZATIONS AND INDIVIDUALS) MUST COMPLETE THIS SECTION: This Section will dictate to whom the payment is addressed. If you submit a Claim Form on behalf of a Physician Group or Physician Organization and do not elect to donate the settlement award to a charitable organization, the payment will be made to the Physician Group or Physician Organization for distribution by the Physician Group or Physician Organization to individual Physicians.

Section E: ALL CLAIMANTS (GROUPS AND INDIVIDUALS) MUST COMPLETE THIS SECTION.

Section F: ALL CLAIMANTS (GROUPS AND INDIVIDUALS) MUST COMPLETE THIS SECTION.

IF YOU HAVE QUESTIONS ABOUT THE SETTLEMENT FUND, THE CHARITABLE ORGANIZATIONS, OR ABOUT THE PROCEDURE FOR FILING A CLAIM FORM, CONTACT THE SETTLEMENT ADMINISTRATOR AT _____ OR CLASS COUNSEL AT _____.

DO NOT CONTACT THE COURT OR ANY OF THE SETTLING BLUE PLANS WITH QUESTIONS ABOUT THE SETTLEMENT.

List of Charitable Organizations

National Charitable Organization

1. Physicians' Foundation for Health Systems Innovations

State Charitable Organizations

Alabama

2. Alabama Department of Public Health

California

3. California Medical Association Foundation

Colorado

4. El Paso County Medical Society Foundation

Connecticut

5. CSMS Physicians' Health and Education Fund (Connecticut State Medical Society)

Florida

6. Florida Medical Foundation (Florida Medical Association)
7. Florida Academy of Family Physicians Foundation

Hawaii

8. Hawaii Medical Foundation

Illinois

9. Illinois State Medical Society Educational and Scientific Foundation

Iowa

10. The University of Iowa Foundation (Medical Center for Development)

Georgia

11. Medical Association of Georgia Institute for Excellence in Medicine, Inc.

Louisiana

12. Louisiana State Medical Society Educational and Research Foundation

Massachusetts

13. BCBSMA Foundation
14. MMS Alliance Charitable Foundation
15. Community Health Center Capital Fund

Michigan

16. The Michigan Health & Safety Coalition

Minnesota

17. Minnesota Physicians Foundation (Minnesota Medical Association)

Nebraska

18. Nebraska Medical Foundation (Nebraska Medical Association)

New Hampshire

19. John P. Bowler, M.D., Memorial Library (New Hampshire Medical Society)

New Jersey

20. Institute of Medicine and Public Health of New Jersey, Inc. (Medical Society of New Jersey)

New Mexico

21. Physician Outreach Program (University of New Mexico Health Sciences Center)
22. Carrie Tingley Foundation (Carrie Tingley Hospital)

New York

23. Medical, Educational and Scientific Foundation of New York, Inc. (Medical Society of the State of New York)

North Carolina

24. North Carolina Medical Society Foundation, Community Practitioners Program

Northern Virginia

25. Medical Society of Northern Virginia Foundation

Oklahoma

26. Oklahoma Medical Research Foundation

Oregon

27. Oregon Medical Education Foundation

Pennsylvania

28. The Foundation of the Pennsylvania Medical Society, Physicians Health Program
29. Commission on Economic Opportunity (Free Health Clinics)

- 30. Moses Taylor Hospital (Patient Care for Underinsured/Uninsured)
- 31. Susquehanna Health System (Community Based Health Clinics for Underinsured/Uninsured)
- 32. Pocono Health System (Community Based Health Clinics for Underinsured/Uninsured)

32a. Mary Howard Health Center

32b. HealthLink Medical Center

32c. Community Volunteers in Medicine

32d. ChesPenn Health Services, Center for Family Health

32e. Adult Health Center of Gwynedd-Mercy College

32f. Pennsylvania Forum for Primary Health Care, Inc.

Puerto Rico

- 33. Fundacion del Colegio de Medicos y Cirujans de Puerto Rico

Rhode Island

- 34. Rhode Island Community Health Center Association
- 35. Rhode Island Free Clinic
- 36. Rhode Island Medical Society Foundation

South Carolina

- 37. South Carolina Medical Association Foundation

South Dakota

- 38. The University of South Dakota Foundation (Medical School Program)

- 39. The University of South Dakota Foundation (Lee Medical Building)

Tennessee

- 40. Tennessee Medical Foundation (Tennessee Medical Association)
- 41. Tennessee Foundation for Quality Patient Healthcare

Texas

- 42. Texas Medical Association Foundation

Utah

- 43. Utah Medical Association Foundation
- 44. The Fourth Street Clinic

Vermont

- 45. Vermont Medical Society Education and Research Foundation, Inc.

Virginia

- 46. Arlington County Medical Society Foundation

Washington

- 47. Washington State Medical Education and Research Foundation

West Virginia

- 48. West Virginia Primary Care Network, Inc. (d/b/a Community Health Network of West Virginia)
- 49. West Virginia State Medical Association Foundation