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)
[X] 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 reminder 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 Page 2 of 24

1. Name of Reporting Person
S.S. or I.R.S. Identifica-

tion No. of Above Person

CHD Investors, LLC

 Check the Appropriate Box if a Member of a Group (a) [_] (b) [X]

3.	S.E.C. Use (Only						
4.	Citizenship	or Place o	f Organization					
	Delaware							
Number of Beneficia Owned by Reporting	ally Each	(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Po Shared Dispositive N	0 wer 1,	776,836 344,458			
9.	Aggregate Ar	mount Benef	icially Owned by Eacl	h Reporting	Person			
	1,776,836 (1)(2)						
10.	Check if the	e Aggregate	Amount in Row (9) E	xcludes Cert	ain			
	Shares				[_]			
11.	Percent of (Class Repre	sented by Amount in 1	Row 9				
	6.2%							
12.	Type of Reporting Person							
	00							
shar "Ser	res of Series ries A Prefe	s A Convert rred Stock" 8 shares of	Common Stock held in	, par value	\$0.001 (t	the		
CUSIP NO	. 45069D203		Schedule 13G		Page	3 of 24		
1.	Name of Repo	.S. Identif	ica-					
	Internation	al Managed	Care, LLC					
2.	Check the Apif a Member				(a) (b)	[_] [X]		
3.	S.E.C. Use (Only						
4.	Citizenship	or Place o	f Organization					
	Delaware							

Number of		(5)	Sole Voting Power	0	(1) (2) (2)
Beneficia Owned by	_	(6) (7)	Shared Voting Power Sole Dispositive Power	0	(1) (2) (3)
Reporting		(8)	Shared Dispositive Power	1,344,458	(1)(2)
9.	Aggregate Am	ount Bene	eficially Owned by Each Report	ting Person	
	1,776,836 (1) (2) (3)			
10.	Check if the	Aggregat	te Amount in Row (9) Excludes	Certain	
	Shares			[_]	
11.	Percent of C	lass Repr	resented by Amount in Row 9		
	6.2%				
12.	Type of Repo	rting Per	rson		
	00				
(1) Sole	ely in its ca	 pacity as	s a managing member of CHD In	vestors, LLC	
	ludes 232,190 res of Series		of Common Stock issuable upon ared Stock.	the conversi	ion of
	ludes 432,378 orting Person		of Common Stock held in escroting power.	w over which	the
CUSIP NO	. 45069D203		Schedule 13G	Page	e 4 of 24
1.	Name of Repo	 rting Per	rson		
	S.S. or I.R.S tion No. of A				
	Insurance Pa	rtners, I	L.P.		
2.	Check the App			(a) (b)	[_] [X]
3.	S.E.C. Use O	nly			
4.	Citizenship (or Place	of Organization		
	Delaware				
Number of	f Shares	(5)	Sole Voting Power	0	
Beneficia		(6)	Shared Voting Power		(1)(2)(3)
Owned by	Each	(7)	Sole Dispositive Power	0	
Reporting	g Person 	(8) 	Shared Dispositive Power	1,344,458 	(1)(2)
9.	Aggregate Am	ount Bene	eficially Owned by Each Report	ting Person	

3

	1,776,836 (1) (2) (3)							
10.	Check if the	Aggregat	te Amount in Row (9) Excludes	Certain					
	Shares	Shares [_]							
11.	Percent of C	lass Rep	resented by Amount in Row 9						
	6.2%								
12.	Type of Repo	Type of Reporting Person							
	PN								
(1)			s sole managing member of Intended		anaged				
(2)	Includes 232,190 shares of Series		of Common Stock issuable upon cred Stock.	the convers	ion of				
(3)	Includes 432,378 Reporting Person		of Common Stock held in escroving power.	w over which	the				
CUSI	P NO. 45069D203		Schedule 13G	Pag	e 5 of 24				
1.	Name of Repo S.S. or I.R. tion No. of	S. Identi	ifica-						
	Insurance Ge	nPar, L.	2.						
2.	Check the Ap if a Member			(a) (b)	[_] [X]				
3.	S.E.C. Use C	nly							
4.	Citizenship Delaware	or Place	of Organization						
Bene Owne	per of Shares eficially ed by Each orting Person	(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	0 1,776,836 0 1,344,458	(1) (2) (3) (1) (2)				
9.	Aggregate Am	ount Bene	eficially Owned by Each Report	ting Person					
	1,776,836 (1) (2) (3)							
10.	Check if the	Aggregat	te Amount in Row (9) Excludes	Certain					
	Shares	Shares [_]							

11.	Percent of (Class Rep	resented by Amount in Row 9			
	6.2%					
12.	Type of Repo	orting Pe	rson			
	PN					
,	which is the man	naging me	s sole general partner of Ins mber of International Managed Investors, LLC.			
	Includes 232,190 shares of Series		of Common Stock issuable upor rred Stock.	n the convers	ion of	
	Includes 432,378 Reporting Person		of Common Stock held in escre ing power.	ow over which	the	
CUSIP	NO. 45069D203		Schedule 13G	Pag	e 6 of 24	
1.	Name of Repos.S.S. or I.R	.S. Ident	ifica-			
	Insurance G	enPar MGP	, L.P.			
2.	Check the Apif a Member			(a) (b)	[_] [X]	
3.	S.E.C. Use	Only				
4.	Citizenship	or Place	of Organization			
	Delaware					
Benef	r of Shares icially by Each	(5) (6) (7)	Sole Voting Power Shared Voting Power Sole Dispositive Power	0 1,776,836	(1) (2) (3)	
Repor	ting Person	(8)	Shared Dispositive Power	1,344,458	(1)(2)	
9.	Aggregate Ar	mount Ben	eficially Owned by Each Repor	rting Person		
	1,776,836 (1)(2)(3)				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain					
	Shares [_]					
11.	Percent of (Class Rep	resented by Amount in Row 9			
	6.2%					
12.	Type of Repo	orting Pe	rson			

PN

whi mar	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.						
	cludes 232,190 ares of Series		of Common Stock issuable ared Stock.	upon the d	conversi	ion of	
	cludes 432,378 porting Persor		of Common Stock held in e.ng power.	scrow ove	s which	the	
CUSIP NO). 45069D203		Schedule 13G		Page	e 7 of 24	
1.	Name of Repo	S. Identi	fica-				
	Insurance Ge	enPar MGP,	Inc.				
2.	Check the Ar				(a) (b)	[_] [X]	
3.	S.E.C. Use (only					
4.		or Place	of Organization				
	Delaware 						
Benefici Owned by	-	(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Pow		776,836 344,458	(1) (2) (3) (1) (2)	
9.	Aggregate An	nount Bene	eficially Owned by Each R	eporting B	Person		
	1,776,836 (1	.) (2) (3)					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain						
	Shares				[_]		
11.	Percent of (Class Repr	resented by Amount in Row	9			
	6.2%						
12.	Type of Repo	rting Per	son				
	CO						
			s sole general partner of general partner of Insura				

6

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.

CUSIP NO	. 45069D203		Schedule 13G	Page	e 8 of 24
1.	Name of Repo	S. Ident	ifica-		
	Internationa	al Managed	d Care (Bermuda), L.P.		
2.	Check the Ag if a Member			(a) (b)	[_] [x]
3.	S.E.C. Use (nly			
4.	Citizenship Bermuda	or Place	of Organization		
Number of Beneficial Owned by Reporting	ally Each	(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	0 1,776,836 0 1,344,458	
9.	Aggregate An		eficially Owned by Each Report	ing Person	
10.	Check if the	aggregat	te Amount in Row (9) Excludes	Certain	
11.	Percent of (Class Repi	resented by Amount in Row 9		
12.	Type of Repo	orting Per	rson		

- (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.

CUSIP N	O. 45069D203		Schedule 13G	Page	e 9 of 24
1.	Name of Reports. S.S. or I.R. tion No. of A	S. Identi	lfica-		
	Insurance Pa	rtners Of	ffshore (Bermuda), L.P.		
2.	Check the App			(a) (b)	[_] [X]
3.	S.E.C. Use On	aly			
4.	Citizenship	or Place	of Organization		
	Bermuda				
Benefic Owned by		(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	0 1,776,836 0 1,344,458	
9.	Aggregate Amo	ount Bene	eficially Owned by Each Repor	 ting Person	
	1,776,836 (1)				
10.		Aggregat	ce Amount in Row (9) Excludes		
	Shares			[_]	
11.	6.2%	lass kepi	resented by Amount in Row 9		
12.	0.2% Type of Repo	rting Dor			
12.	PN	icing rei	.5011		
		_	s sole general partner of Int Ich is a managing member of C		_
	cludes 232,190 ares of Series		of Common Stock issuable upon cred Stock.	the conversi	on of
	cludes 432,378 porting Person		of Common Stock held in escro	w over which	the

CUSIP NO. 45069D203 Schedule 13G

Page 10 of 24

1.	Name of Reports S.S. or I.R.S. tion No. of Abo	Identif	ica-		
	Insurance GenPa				
2.	Check the Approif a Member of	-		(a) (b)	[_] [X]
3.	S.E.C. Use Only	Y			
4.	Citizenship or	Place o	f Organization		
	Bermuda				
Number o Benefici Owned by Reporting	ally Each	(5) (6) (7) (8)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	0 1,776,836 0 1,344,458	
9. Aggregate Amount Beneficially Owned by Each Reporting Person					
	1,776,836 (1)(2				
10.	Check if the Ag	ggregate	Amount in Row (9) Exclude	s Certain	
	Shares 			[_]	
11.	Percent of Clas	ss Repre	sented by Amount in Row 9		
	6.2% 				
12.	Type of Reports	ing Pers	on		
	PN				
Off Int	shore (Bermuda),	, L.P., ged Care	sole general partner of In which is the sole general (Bermuda), L.P., which is	partner of	
	ludes 232,190 shres of Series A		Common Stock issuable upo ed Stock.	n the conversi	on of
	ludes 432,378 sh orting Person ha		Common Stock held in escr g power.	ow over which	the
CUSIP NO	. 45069D203		Schedule 13G	Page	e 11 of 24
1.	Name of Reports	_			

tion No. of Above Person

	Insurance GenPar (Bermuda) MGP, L.P.							
2.	Check the Appropriate Box if a Member of a Group	(a) (b)	[_] [X]					
3.	S.E.C. Use Only							
4.	Citizenship or Place of Organization							
	Bermuda							
Bene Owne	ber of Shares (5) Sole Voting Power eficially (6) Shared Voting Power ed by Each (7) Sole Dispositive Power orting Person (8) Shared Dispositive Pow							
9.	Aggregate Amount Beneficially Owned by Each F	Reporting Person						
	1,776,836 (1)(2)(3)							
10.	Check if the Aggregate Amount in Row (9) Excl	Check if the Aggregate Amount in Row (9) Excludes Certain						
	Shares	[_]						
11.	Percent of Class Represented by Amount in Row	v 9						
	6.2%							
12.	Type of Reporting Person							
	PN							
(1)	Solely in its capacity as sole general partner of (Bermuda), L.P., which is the sole general partner Offshore (Bermuda), L.P., which is the sole general International Managed Care (Bermuda), L.P., which CHD Investors, LLC.	er of Insurance Pa cal partner of	rtners					
(2)	<pre>Includes 232,190 shares of Common Stock issuable shares of Series A Preferred Stock.</pre>	upon the conversi	on of					
(3)	Includes 432,378 shares of Common Stock held in exporting Person has voting power.	escrow over which	the					
CUSI	IP NO. 45069D203 Schedule 13G	Page	12 of 24					
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)	[]					

	if a M∈	ember of a Gro	up	(b)	[X]
3.	S.E.C.	Use Only			
4.	 Citizer	nship or Place	of Organization		
	Bermuda	à			
Bene Owne	per of Shares eficially ed by Each orting Persor	(6) (7)	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power	0 1,776,836 0 1,344,458	(1) (2) (3)
9.	Aggrega	ate Amount Ben	eficially Owned by Each Repor	ting Person	
	1,776,8	336 (1)(2)(3)			
10.	Check i	if the Aggrega	te Amount in Row (9) Excludes	Certain	
	Shares			[_]	
11.	Percent	of Class Rep	resented by Amount in Row 9		
	6.2%				
12.	Type of	f Reporting Pe	rson		
	CO				
(1)	(Bermuda) N (Bermuda), Offshore (E	MGP, L.P., whi L.P., which i Bermuda), L.P. nal Managed Ca	s sole general partner of Ins ch is the sole general partne s the sole general partner of , which is the sole general p re (Bermuda), L.P., which is	er of Insuran Insurance P Partner of	ce GenPar artners
(2)		32,190 shares Series A Prefe	of Common Stock issuable upon rred Stock.	the convers	ion of
(3)		32,378 shares Person has vot	of Common Stock held in escro ing power.	w over which	the
CUSI	IP NO. 450691	0203	Schedule 13G	Pag	e 13 of 24
Item	n 1. (a)	NAME OF ISS	UER		
		I-Trax, Inc	. (the "Company").		
	(b)	ADDRESS OF	ISSUER'S PRINCIPAL EXECUTIVE	OFFICES	
			quare Street, Suite 2615 a, Pennsylvania 19103		

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");

- (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

CUSIP NO. 45069D203

Schedule 13G

Page 14 of 24

(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

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
- (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

Schedule 13G

Page 15 of 24

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

(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. IMGPLP 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.

CUSIP NO. 45069D203

Schedule 13G

Page 16 of 24

- 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

having that purpose or effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

CUSIP NO. 45069D203

Schedule 13G

Page 17 of 24

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 Schedule 13G

Page 18 of 24

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

 ${\tt INSURANCE\ GENPAR\ MGP,\ INC.,\ a\ Delaware\ corporation}$

By: /s/ Robert A. Spass

Name: Robert A. Spass Title: President

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

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 Schedule 13G Page 20 of 24

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

Name: Robert A. Spass Title: President

18