

Access Plans Inc
Form PRE 14C
March 27, 2012
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14C
(Rule 14c-101)
Information Statement Pursuant to Section 14(c) of
the Securities Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

Access Plans, Inc.
(Name of registrant as specified in its charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11

- (1) Title of each class of securities to which transaction applies: Common Stock, par value \$0.0001 per share, of Access Plans, Inc.
(Common Stock)

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- (2) Aggregate number of securities to which transaction applies: 21,804,088 shares of Common Stock, which consist of: (i) 19,927,204 shares of Common Stock issued and outstanding as of February 23, 2012 and (ii) 1,876,884 shares of Common Stock underlying outstanding options to purchase shares of Common Stock with exercise prices below \$3.30 as of February 23, 2012.

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): The maximum aggregate value of the transaction is \$70,102,000. The filing fee was determined by multiplying \$70,102,000 by 0.00011460.

- (4) Proposed maximum aggregate value of transaction: \$70,102,000

- (5) Total fee paid: \$8,034

.. Fee previously paid with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid: \$0.00

- (2) Firm, Schedule or Registration Statement No.:

- (3) Filing Party: Access Plans, Inc.

- (4) Date Filed:

Table of Contents

ACCESS PLANS, INC.

900 36th Avenue, N.W., Suite 105

Norman, Oklahoma 73072

INFORMATION STATEMENT

This Information Statement is furnished by Access Plans, Inc. (Access Plans) to its shareholders as a result of action taken by written consent by holders of a majority of the outstanding shares of common stock of Access Plans. This Information Statement is being sent in lieu of a special meeting of the shareholders of Access Plans.

Access Plans and Affinity Insurance Services, Inc. (Affinity), a subsidiary of Aon Corporation, have entered into an Agreement and Plan of Merger dated as of February 24, 2012 (the Merger Agreement), pursuant to which, subject to the terms and conditions of the Merger Agreement, Atlas Acquisition Corp., a wholly-owned subsidiary of Affinity (Merger Sub), will be merged with and into Access Plans, with Access Plans continuing as the surviving corporation. We refer to such transaction as the Merger. Immediately following the Merger, Access Plans shareholders will not own any shares of Affinity or Merger Sub, and such shares will be converted into the right to receive the Per Share Merger Consideration (as defined in the Merger Agreement and described in this Information Statement). The Merger Agreement and the Merger are described in more detail in this Information Statement.

At a meeting of the board of directors of Access Plans (the Board) held on February 20, 2012, the Board unanimously approved the Merger Agreement and recommended that the shareholders of Access Plans approve and adopt the Merger Agreement and the Merger. Also on February 20, 2012, Access Plans independent financial advisor, Southwest Securities, Inc., rendered its opinion to the Board that, as of such date and based upon and subject to the qualifications, limitations and assumptions set forth in the opinion, the Per Share Merger Consideration to be paid to the shareholders of Access Plans pursuant to the Merger Agreement is fair, from a financial point of view, to such shareholders. On February 24, 2012, the Board unanimously reaffirmed its approval of the Merger Agreement and the Merger, and Access Plans entered into the Merger Agreement.

As permitted by Access Plans certificate of incorporation and bylaws and by Section 1073 of the Oklahoma General Corporation Act, on February 25 and February 26, 2012, shareholders of Access Plans who collectively own approximately 54.9% of the issued and outstanding shares of common stock executed written consents approving and adopting the Merger Agreement and the transactions contemplated in the Merger Agreement, including the Merger. Consequently, except as required by law, further Access Plans shareholder vote or approval will not be required to complete the Merger pursuant to the Merger Agreement.

ACCORDINGLY, WE ARE NOT ASKING YOU FOR A PROXY AND

YOU ARE REQUESTED NOT TO SEND US A PROXY. THE MERGER AGREEMENT HAS

ALREADY BEEN APPROVED BY SHAREHOLDERS.

Shareholders who have not consented to the transaction are entitled to appraisal rights under Oklahoma law by following the requirements specified in Section 1091 of the Oklahoma General Corporation Act, as described herein. This Information Statement constitutes notice to you of the availability of appraisal rights.

This Information Statement is being sent to the Access Plans shareholders of record at the close of business on February 26, 2012. This Information Statement is dated _____, 2012, and is being mailed to Access Plans shareholders on or about _____, 2012. This Information Statement is the notice required by Section 1073 of the Oklahoma General Corporation Act.

Table of Contents

TABLE OF CONTENTS

	Page
<u>SUMMARY</u>	1
<u>Information About the Companies</u>	1
<u>The Merger</u>	2
<u>Merger Consideration</u>	2
<u>Special Dividend</u>	2
<u>Treatment of Stock Options</u>	2
<u>Recommendation of the Board and Its Reasons for the Merger</u>	3
<u>Opinion of Financial Advisor</u>	3
<u>Shareholder Action by Written Consent in Lieu of Meeting</u>	3
<u>Shareholder Appraisal Rights</u>	4
<u>Conditions to Completion of the Merger</u>	4
<u>Regulatory Approvals</u>	5
<u>No Solicitation by Access Plans</u>	5
<u>Termination of the Merger Agreement</u>	5
<u>Termination Fee and Expenses</u>	6
<u>Material United States Federal Income Tax Consequences</u>	6
<u>Access Plans Common Stock</u>	6
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AGREEMENT AND MERGER RISK FACTORS</u>	7
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	9
<u>INFORMATION ABOUT THE COMPANIES</u>	12
<u>SHAREHOLDER CONSENTS</u>	13
<u>Record Date: Outstanding Shares</u>	14
<u>Shareholder Action by Written Consent in Lieu of Meeting</u>	14
<u>THE MERGER</u>	15
<u>General</u>	15
<u>Background of the Merger</u>	16
<u>Recommendation of the Board and Its Reasons for the Merger</u>	16
<u>Opinion of Financial Advisor</u>	27
<u>Regulatory Approvals</u>	31
<u>Material United States Federal Income Tax Consequences</u>	41
<u>Appraisal Rights</u>	42
<u>Cessation of Quotation and Deregistration of Access Plans Common Stock</u>	45
<u>Interests of Access Plans Directors and Executive Officers in the Merger</u>	48
<u>Treatment of Stock Options</u>	48
<u>Indemnification of Access Plans Officers and Directors</u>	49
<u>THE MERGER AGREEMENT</u>	51
<u>Structure and Completion of the Merger</u>	51
<u>Merger Consideration</u>	52
<u>Special Dividend</u>	52
<u>Illustrative Calculation</u>	54

Table of Contents

<u>Treatment of Stock Options</u>	55
<u>Manner and Procedure for Tendering Shares</u>	55
<u>Termination of Exchange Fund</u>	56
<u>No Liability</u>	56
<u>Appraisal Rights</u>	56
<u>Conditions to Completion of the Merger</u>	57
<u>Definition of Material Adverse Effect, Subsidiary and Knowledge</u>	59
<u>Non-Solicitation of Acquisition Proposals</u>	60
<u>Amendment and Supplement of Information Statement</u>	61
<u>Shareholder Approval and Adoption of the Merger Agreement</u>	61
<u>Efforts to Complete the Merger</u>	61
<u>Restrictions on Conduct of Business Pending the Merger</u>	62
<u>Other Covenants and Agreements</u>	65
<u>Shareholders Representative</u>	67
<u>Termination of the Merger Agreement</u>	68
<u>Effect of Termination</u>	69
<u>Representations and Warranties</u>	70
<u>Expenses</u>	71
<u>Governing Law; Jurisdiction; Specific Enforcement</u>	71
<u>Amendments, Extensions and Waivers</u>	71
<u>SALE OF AMERICA S HEALTH CARE/RX PLAN AGENCY, INC.</u>	72
<u>FINANCIAL FORECASTS</u>	73
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	75
<u>ADDITIONAL INFORMATION</u>	77
<u>Experts</u>	77
<u>Where You Can Find More Information</u>	77
<u>HOUSEHOLDING INFORMATION</u>	78
<u>ANNUAL REPORT ON FORM 10-K</u>	78

Annex A	Agreement and Plan of Merger
Annex B	Opinion of Southwest Securities, Inc.
Annex C	Section 1091 of the Oklahoma General Corporation Act

Table of Contents

SUMMARY

The following is a summary that highlights information contained in this Information Statement. This summary may not contain all of the information that may be important to you. For a more complete description of the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, we encourage you to read carefully this entire Information Statement, including the attached Annexes. In addition, we encourage you to read the information accompanying this Information Statement, which includes important business and financial information about Access Plans that has been filed with the Securities and Exchange Commission (the SEC).

Information About the Companies (see page 13)

Access Plans, Inc. (Access Plans)

Access Plans is a leading provider of consumer membership plans and healthcare savings membership plans. For Access Plans membership plan products, through working with its wholesale and retail clients, Access Plans designs and builds membership plans that contain its benefits and benefits aggregated from Access Plans vendors that appeal to Access Plans clients customers.

Affinity Insurance Services, Inc. (Affinity)

Affinity combines the specialized knowledge of affinity program management with the extensive resources of a global company to help clients achieve their goals. With an innovative approach to program strategy, from the design of products and services to the delivery of the marketing message, Affinity offers full-service capabilities; technical expertise and industry knowledge to deliver value to clients.

Affinity is a wholly-owned subsidiary of Aon Corporation (Aon). Aon provides risk management services, insurance and reinsurance brokerage, and human resources solutions and outsourcing services, delivering distinctive client value via innovative and effective risk management and workforce productivity solutions. Aon has approximately 62,000 employees and conducts its operations through various subsidiaries. Aon serves clients through the following operating segments:

Risk Solutions acts as an advisor and insurance and reinsurance broker, helping clients manage their risks via consultation, as well as negotiation and placement of insurance risk with insurance carriers through Aon s global distribution network.

HR Solutions partners with organizations to solve their most complex benefits, talent and related financial challenges, and improve business performance by designing, implementing, communicating and administering a wide range of human capital, retirement, investment management, health care, compensation and talent management strategies.

Aon s clients are globally diversified and include all segments of the economy (individuals through personal lines, mid-market companies and large globally companies) and every industry in the economy in over 120 countries globally.

Aon common stock is traded on the NYSE under the symbol AON.

Atlas Acquisition Corp. (Merger Sub)

Atlas Acquisition Corp. is a direct, wholly-owned subsidiary of Affinity and was formed solely for the purpose of consummating the Merger. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the Merger.

Table of Contents

The Merger (see page 15)

Affinity has agreed to acquire Access Plans under the terms and conditions set forth in the Merger Agreement, which we describe in this Information Statement. Pursuant to the Merger Agreement, at the effective time, Merger Sub will merge with and into Access Plans, with Access Plans continuing as the surviving corporation and a wholly-owned subsidiary of Affinity. We have attached the Merger Agreement as Annex A to this Information Statement. We encourage you to carefully read the Merger Agreement in its entirety.

Merger Consideration (see page 52)

The Merger Agreement provides that, at the effective time of the Merger, each share of Access Plans common stock issued and outstanding immediately prior to the effective time (other than treasury shares of Access Plans, shares of Access Plans common stock held by Affinity or any of Access Plans or Affinity's wholly-owned subsidiaries and shares of Access Plans with respect to which appraisal rights are validly exercised) will be converted into the right to receive an amount of cash as described under The Merger Agreement Merger Consideration beginning on page 52. We refer to the amount of cash to be received for each share of Access Plans common stock as the Per Share Merger Consideration.

The Per Share Merger Consideration is subject to downward adjustment as described under The Merger Agreement Merger Consideration Per Share Merger Consideration beginning on page 52.

Special Dividend (see page 54)

Prior to the closing of the Merger, subject to certain conditions specified in the Merger Agreement, Access Plans may declare a one-time cash dividend of up to \$0.10 per share of Access Plans common stock then outstanding payable to Access Plans shareholders immediately prior to the closing.

Treatment of Stock Options (see page 49)

In connection with the Merger, all outstanding in-the-money options (those stock options exercisable for the purchase of Access Plans common stock having an exercise price less than the Per Share Merger Consideration) will be cancelled immediately prior to the effective time of the Merger and will be converted at the effective time into the right to receive the Per Share Merger Consideration reduced by the respective exercise prices of those options. All outstanding out-of-the-money options (those stock options exercisable for the purchase of Access Plans common stock having an exercise price equal to or greater than the Per Share Merger Consideration) will be cancelled immediately prior to the effective time and no consideration will be exchanged therefor.

Table of Contents

Recommendation of the Board and Its Reasons for the Merger (see page 27)

After careful consideration, on February 20, 2012, the Board unanimously approved the Merger Agreement and approved the consummation of the transactions contemplated by the Merger Agreement, including the Merger, upon the terms and subject to the conditions set forth in the Merger Agreement. The Board unanimously recommended that Access Plans' shareholders approve and adopt the Merger Agreement. On February 24, 2012, prior to execution of the Merger Agreement, the Board unanimously reaffirmed its approval of the Merger Agreement and the Merger.

For the factors considered by the Board in reaching its decision to approve the Merger Agreement and approve the consummation of the transactions contemplated by the Merger Agreement, including the Merger, as well as the Board's reasons for, and certain risks related to, the Merger, see "The Merger Recommendation of the Board and Its Reasons for the Merger" beginning on page 28.

Opinion of Financial Advisor (see page 31)

Southwest Securities, Inc., which we refer to as "Southwest Securities", delivered its written opinion to the Board that, as of February 20, 2012, and based upon and subject to the qualifications, limitations and assumptions set forth therein, the \$3.30 per share of common stock in cash to be paid to the holders of the common stock pursuant to the Merger Agreement was fair, from a financial point of view, to such holders.

The full text of the written opinion of Southwest Securities, dated February 20, 2012, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B. Southwest Securities provided its opinion for the information and assistance of the Board in connection with its consideration of the Merger. For a further discussion of Southwest Securities' opinion, see "The Merger Opinion of Financial Advisor," beginning on page 31.

Shareholder Action by Written Consent in Lieu of Meeting (see page 14)

The adoption of the Merger Agreement by Access Plans' shareholders required the affirmative vote or written consent of the holders of a majority of the outstanding shares of Access Plans common stock. On February 25 and February 26, 2012, shareholders of Access Plans who collectively own approximately 54.9% of the issued and outstanding shares of common stock executed written consents approving and adopting the Merger Agreement and the transactions contemplated in the Merger Agreement, including the Merger. Consequently, except as required by law, further Access Plans shareholder vote or approval will not be required to complete the Merger pursuant to the Merger Agreement.

Table of Contents

Shareholder Appraisal Rights (see page 45)

Under the Oklahoma General Corporation Act of the State of Oklahoma (the OGCA), Access Plans shareholders of record who have not delivered written consents and, accordingly, have not voted in favor of approval and adoption of the Merger Agreement will be entitled to seek appraisal rights and obtain payment in cash for the judicially determined fair value of their shares of Access Plans common stock in connection with the Merger, if the Merger is completed. This value could be more than, less than or the same as the Per Share Merger Consideration. The relevant provisions of the OGCA are included as Annex C to this Information Statement. We encourage you to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising the right to seek appraisal, Access Plans shareholders who are considering exercising such rights are encouraged to seek the advice of legal counsel. Failure to strictly comply with these provisions will result in a loss of the right of appraisal. Access Plans shareholders who wish to exercise their appraisal rights and hold shares in the name of a broker or other nominee must instruct their nominees to take the steps necessary to enable them to demand appraisal for their shares.

Conditions to Completion of the Merger (see page 57)

A number of conditions to the obligations of Access Plans, Affinity and Merger Sub to complete the Merger must be satisfied before the Merger will be completed, including:

the receipt of all authorizations, consents, orders, declarations or approvals of or filings with, or terminations or expirations of waiting periods imposed by, any governmental entity, including under applicable regulatory laws, which the failure to obtain, make or occur would have the effect of making the Merger or any of the other transactions illegal or would, individually or in the aggregate, have a material adverse effect with respect to Access Plans or Affinity;

the absence of any temporary restraining order, preliminary or permanent injunction or other order issued by a court of competent jurisdiction or other legal restraint or prohibition preventing the completion of the Merger;

the absence of any action, suit, claim, demand, labor dispute or other litigation, legal, administrative or alternative dispute resolution proceedings or governmental, regulatory or other investigations relating to the Merger Agreement or the Merger or that would have a material adverse effect on Access Plans or Affinity;

no more than 3% of the outstanding shares of Access Plans common stock electing to exercise appraisal rights as of the completion of the Merger in accordance with the terms of the Merger Agreement;

the accuracy and correctness of representations and warranties of the other party, subject to certain materiality qualifications described in the Merger Agreement, and the receipt of a certificate from the officers of the other party to that effect; and

Table of Contents

the other party's having performed its covenants in the Merger Agreement in all material respects at or prior to the completion of the Merger, and the receipt of a certificate from the officers of the other party to that effect.

Some of the conditions set forth in the Merger Agreement may be waived by Affinity or Access Plans, subject to the agreement of the other party in specific cases. For a more detailed discussion of these matters, see "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 57.

Regulatory Approvals (see page 41)

Affinity and Access Plans have agreed to use their reasonable best efforts to obtain all regulatory approvals required to complete the transactions contemplated by the Merger Agreement. Affinity and Access Plans are not aware of any material governmental approvals or actions that are required for completion of the Merger.

No Solicitation by Access Plans (see page 60)

Subject to certain exceptions, the Merger Agreement precludes Access Plans from soliciting or engaging in discussions or negotiations with a third party with respect to a proposal to acquire a significant interest in Access Plans' equity or assets. Because Access Plans' shareholders have approved the Merger Agreement, Access Plans is no longer permitted to solicit or engage in any such discussions or negotiations.

Termination of the Merger Agreement (see page 68)

Termination by Affinity or Access Plans

The Merger Agreement may be terminated at any time prior to the completion of the Merger by the mutual written consent of Affinity and Access Plans. Also, subject to certain qualifications and exceptions, either Affinity or Access Plans may terminate the Merger Agreement at any time prior to the completion of the Merger if:

the Merger is not completed on or before May 24, 2012; or

a governmental entity permanently enjoins or otherwise prohibits the completion of the Merger.

Termination by Access Plans

Access Plans may terminate the Merger Agreement at any time prior to the completion of the Merger if Affinity breaches or fails to perform in any material respect any of its representations, warranties, covenants or other agreements, which breach or failure to perform would result in a failure of any of the conditions to Access Plans' obligations to complete the Merger.

Table of Contents

Termination by Affinity

Affinity may terminate the Merger Agreement at any time prior to the completion of the Merger if Access Plans breaches or fails to perform in any material respect any of its representations, warranties, covenants or other agreements, which breach or failure to perform would result in a failure of any of the conditions to Affinity's obligation to complete the Merger.

Termination Fee and Expenses (see page 68)

If the Merger Agreement is terminated, Access Plans may be required in specified circumstances to pay a termination fee of \$2.8 million to Affinity. If the Merger Agreement is terminated under certain circumstances, Access Plans may also be required to reimburse Affinity for its out-of-pocket expenses and costs incurred in connection with the Merger in an aggregate amount not to exceed \$750,000. For a more detailed discussion of these matters, see *The Merger Agreement Termination of Merger Agreement* beginning on page 68.

Material United States Federal Income Tax Consequences (see page 42)

Each Access Plans shareholder generally will recognize any gain and loss realized on the exchange of each share of Access Plans common stock for the Per Share Merger Consideration in an amount by which the Per Share Merger Consideration exceeds or is less than the adjusted tax basis of the share exchanged. Tax matters are complicated, and the tax consequences of the Merger to each holder of Access Plans common stock will depend on the shareholder's particular facts and circumstances. Access Plans shareholders should consult their tax advisors with respect to the federal, state, local, foreign and other tax consequences to them of the Merger.

Access Plans Common Stock

Access Plans common stock is quoted on the OTC Bulletin Board under the symbol *APNC*. As of February 26, 2012, there were 151 holders of record of Access Plans common stock. The table below sets forth for the periods indicated the high and low price per share (using the closing average of best bid and best ask price) of Access Plans common stock as reported on the OTC Bulletin Board. These quotations also reflect inter-dealer prices without retail mark-ups, mark-downs or commissions, and may not necessarily represent actual transactions.

Table of Contents

	Price Per Common Stock Share	
	High	Low
First Quarter ended December 31, 2011	\$ 2.85	\$ 2.18
Year Ended September 30, 2011:		
First Quarter ended December 31, 2010	\$ 1.20	\$ 0.81
Second Quarter ended March 31, 2011	\$ 2.20	\$ 1.03
Third Quarter ended June 30, 2011	\$ 2.45	\$ 2.00
Fourth Quarter ended September 30, 2011	\$ 2.86	\$ 2.05
Year Ended September 30, 2010:		
First Quarter ended December 31, 2009	\$ 1.18	\$ 0.75
Second Quarter ended March 31, 2010	\$ 1.22	\$ 1.00
Third Quarter ended June 30, 2010	\$ 1.25	\$ 0.83
Fourth Quarter ended September 30, 2010	\$ 0.97	\$ 0.85

On February 24, 2012, the last trading day before announcement of the execution of the Merger Agreement, Access Plans common stock closed at \$2.79 per share. On February 27, 2012, the date of the announcement of the Merger Agreement, the closing sale price of Access Plans common stock was \$3.25 per share.

QUESTIONS AND ANSWERS ABOUT**THE MERGER AGREEMENT AND THE MERGER**

The following are some questions that you, as a shareholder of Access Plans, may have regarding the Merger Agreement and the Merger. For more detailed information about the matters discussed in these questions and answers, the remainder of this Information Statement should be read carefully because the information in this section does not provide all of the information that may be important to you with respect to the Merger Agreement and the Merger. Additional important information is also contained in the Annexes, which accompany this Information Statement.

Q: What is the proposed transaction?

A: The proposed transaction is the acquisition of Access Plans by Affinity pursuant to the Merger Agreement. Upon the terms and subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Access Plans, with Access Plans being the surviving corporation and becoming a wholly-owned subsidiary of Affinity.

Q: What will I be entitled to receive if the transaction is completed?

A: Upon completion of the Merger, you will be entitled to receive, for each share of common stock that you own, unless you have properly exercised and not withdrawn your appraisal rights, an amount in cash, without interest, less any applicable withholding taxes, equal to the Per Share Merger Consideration. The anticipated Per Share Merger Consideration is subject to downward adjustment as set forth in the Merger Agreement, but is currently expected

Table of Contents

to be approximately \$3.30, which is \$0.51 more than the \$2.79 reported closing sale price as reported on the OTC Bulletin Board on February 24, 2012, the last trading day prior to the public announcement of the Merger Agreement.

Additionally, you may receive a contingent special cash dividend of up to \$0.10, without interest and less any applicable withholding taxes, for each share of our common stock you own on the record date of the dividend. Payment of the special dividend is contingent upon our net cash amount being at least \$15,025,000 at the time of the Merger. If we do not have enough cash on hand to pay the contingent special dividend in the amount of \$0.10 per share, we may pay a portion of that amount which would be calculated by dividing the excess, if any, of the net cash amount on hand over \$15,025,000 by the number of shares of common stock outstanding and shares underlying outstanding in-the-money stock options to determine the special dividend per share. There can be no assurance that the contingent special dividend will in fact be declared or paid.

Q: Did the Board approve and recommend the Merger Agreement?

A: Yes. The Board determined unanimously that it is in the best interests of Access Plans and its shareholders, and declared it advisable, to enter into the Merger Agreement. Accordingly, the Board approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and recommended that Access Plans shareholders adopt the Merger Agreement.

Q: Have shareholders adopted the Merger Agreement and approved the Merger?

A: Yes. Shareholders holding 11,043,017 shares of Access Plans common stock have delivered written consents adopting the Merger Agreement and approving the Merger and those shares represent 54.9% of the issued and outstanding shares of Access Plans common stock. The shareholder consents were received at the offices of Access Plans on February 25 and February 26, 2012. No further action by any shareholder is required to adopt the Merger Agreement or approve the Merger.

Q: Will there be a meeting of Access Plans shareholders for the purpose of approval and adoption of the Merger Agreement?

A: No. Because Access Plans shareholders holding at least a majority of the outstanding shares of common stock have approved and adopted the Merger Agreement and the transactions contemplated thereby, including the Merger, a shareholder meeting will not be held for that purpose.

Q: Why am I receiving this Information Statement?

A: Applicable laws and securities regulations require us to provide you with notice that action has been taken by written consent, as well as other information regarding the Merger, even though your vote or consent will neither be required nor requested to authorize and adopt the Merger Agreement or complete the Merger. This Information Statement also constitutes notice to you of the availability of appraisal rights under Section 1091 of the Oklahoma General Corporation Act, and provides the notice to you required by Section 1073 of the Oklahoma General Corporation Act.

Table of Contents

Q: Should I send in my stock certificates now?

A: No. After the Merger is completed, you will be sent a letter of transmittal with related instructions, describing how you may exchange your shares for the Per Share Merger Consideration. If your shares are held in street name by your bank, brokerage firm or other nominee, you will receive instructions from your bank, brokerage firm or other nominee as to how to effect the surrender of your street name shares in exchange for the Per Share Merger Consideration.

Q. Am I entitled to exercise appraisal rights instead of receiving the Per Share Merger Consideration?

A. Yes. As a holder of common stock, you are entitled to appraisal rights under Section 1091 of the Oklahoma General Corporation Act, a copy of which is attached to this Information Statement as Annex C. Appraisal rights entitle you to receive the fair value of your shares as determined by the Oklahoma courts, provided that you comply with all applicable requirements and procedures.

Q: Who can help answer my questions?

A: If you have any questions about the Merger or how to receive the merger consideration, you should contact Access Plans general counsel:

Bradley W. Denison

Access Plans, Inc.

900 36th Avenue, N.W., Suite 105

Norman, Oklahoma 73072

(405) 579-8525

RISK FACTORS

The Merger Agreement presents certain material risks for Access Plans and its shareholders. Access Plans shareholders will neither have a continuing interest in Access Plans nor a shareholder interest in Aon, Affinity or Merger Sub upon completion of the merger. In addition to the other information included in this information statement, including the matters addressed in Cautionary Statement Concerning Forward Looking Statements beginning on page 12, the following are risks presented by the Merger Agreement and the Merger and other transactions contemplated in the Merger Agreement. The risk factors associated with the businesses of Access Plans can be found in the Access Plans Annual Report on Form 10-K for the fiscal year ended September 30, 2011, as filed with the SEC, which accompanies this Information Statement. You should also read and consider the other information in this Information Statement.

Table of Contents

Risks Related to the Merger Agreement

Two executive officers of Access Plans have interests in the Merger that are different from, or in addition to, the interests of Access Plans shareholders.

Two of Access Plans' executive officers have financial interests in the Merger that are different from, or in addition to, their interests as Access Plans shareholders. The financial interests relate to the unvested stock option awards held by each of them, which will vest in connection with the Merger and be converted at the effective time into the right to receive the Per Share Merger Consideration, reduced by the respective exercise prices of those options.

Failure to complete the Merger could negatively impact the stock prices and future businesses and financial results of Access Plans.

If the Merger is not completed, the ongoing businesses of Access Plans may be adversely affected and Access Plans will be subject to several risks and consequences, including the following:

Access Plans may be required, under certain circumstances, to pay Affinity a termination fee of \$2.8 million under the Merger Agreement;

Access Plans may be required, under certain circumstances, to pay up to \$750,000 of certain out-of-pocket costs and expenses of Affinity relating to the Merger, whether or not the Merger is completed, including legal, accounting, financial advisor fees;

under the Merger Agreement, Access Plans is subject to certain restrictions on the conduct of its business prior to completing the Merger which may adversely affect its ability to execute certain of its business strategies; and

matters relating to the Merger have required substantial commitments of time and resources by Access Plans management, which could otherwise have been devoted to other opportunities that may have been beneficial to Access Plans.

In addition, if the Merger is not completed, Access Plans may experience negative reactions from the financial markets and from its customers and employees. Access Plans also could be subject to litigation related to any failure to complete the Merger or to enforcement proceedings commenced against Affinity or Access Plans to perform their respective obligations under the Merger Agreement. If the Merger is not completed, Access Plans cannot assure shareholders that the risks described above will not materialize and will not materially affect the business, financial results and stock price of Access Plans.

The financial forecasts included in this Information Statement involve risks, uncertainties and assumptions, many of which are beyond the control of Access Plans. As a result, they may not prove to be accurate and are not necessarily indicative of current values or future performance.

Table of Contents

The financial forecasts of Access Plans contained in this Information Statement involve risks, uncertainties and assumptions and are not a guarantee of future performance. The future financial results of Access Plans may materially differ from those expressed in the financial forecasts due to factors that are beyond Access Plans' ability to control or predict. Access Plans cannot provide any assurance that Access financial forecasts will be realized or that Access Plans' future financial results will not materially vary from the financial forecasts. The financial forecasts cover multiple years, and the information by its nature becomes subject to greater uncertainty with each successive year. The financial forecasts do not take into account any circumstances or events occurring after the date they were prepared.

More specifically, the financial forecasts:

necessarily make numerous assumptions, many of which are beyond the control of Access Plans and may not prove to be accurate;

do not necessarily reflect revised prospects for Access Plans' businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the forecasts were prepared;

are not necessarily indicative of current values or future performance, which may be significantly more favorable or less favorable than is reflected in the forecasts; and

should not be regarded as a representation that the financial forecasts will be achieved.

The financial forecasts were not prepared with a view toward public disclosure or compliance with published guidelines of the SEC or the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information or applicable generally accepted accounting principles and do not reflect the effect of any proposed or other changes in applicable generally accepted accounting principles that may be made in the future. See "Financial Forecasts" beginning on page 73.

Some of the conditions to the Merger may be waived by Affinity or Access Plans without soliciting Access Plans shareholder approval.

Some of the conditions set forth in the Merger Agreement may be waived by Affinity or Access Plans, subject to certain limitations. See "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 57. If any conditions are waived, Affinity and Access Plans will evaluate whether amendment or supplementation of this Information Statement is warranted. If the Access Plans Board and Affinity determine that amendment or supplementation of this Information Statement is not warranted, the Merger may be completed.

Table of Contents

Risks Relating to Access Plans

Access Plans is, and will continue to be in the event the merger is not completed, subject to the risks described in Part I, Item 1A in Access Plans Annual Report on Form 10-K for the fiscal year ended September 30, 2011, which has been filed with the SEC and accompanies this Information Statement.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Information Statement includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act of 1934, as amended (the Exchange Act). These statements may include, but are not limited to, statements addressing the benefits of the Merger respecting the Access Plans shareholders and the associated objectives, expectations and intentions. These statements are subject to a number of risks, uncertainties and other factors that could cause the expected results and benefits to differ materially from those expressed in, or implied by, these statements. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words believe, expect, intend, estimate, anticipate, project, may, can, could, might, will and shall identify forward looking statements, including statements related to Access Plans expected operating and performing results, planned transactions, planned objectives of management, future developments or conditions in the industries in which Access Plans participates and other trends, developments and uncertainties that may affect Access Plans business in the future.

These risks, uncertainties and other factors include, among other things:

the possibility that the proposed transaction does not close, including, but not limited to, due to the failure to satisfy