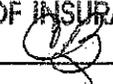


AUG 19 2011

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY 

1 In the Matter of the Acquisition of Control of)
 2)
 3 Caremore Health Plan of Arizona, Inc.)
 4 (NAIC No. 13562))
 5)
 6 Insurer,)
 7 By)
 8 Wellpoint, Inc. and)
 9 ATH Holding Company, LLC)
 10 Petitioner.)

Docket No. 11A-116-INS

ORDER APPROVING
ACQUISITION

11 On July 8, 2011, Wellpoint, Inc. and ATH Holding Company, LLC ("Petitioner")
 12 submitted an application for the acquisition of control of Caremore Health Plan of Arizona, Inc.
 13 ("Insurer") to the Arizona Department of Insurance (the "Department") for approval of
 14 Petitioner as the controlling person of the Insurer pursuant to the provisions of A.R.S. §20-
 15 1070.

16 Based upon reliable evidence provided to the Director of Insurance ("Director") by the
 17 Assistant Director of the Financial Affairs Division of the Department, the Director finds as
 18 follows:

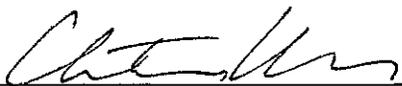
FINDINGS OF FACT

- 19
- 20 1. The Insurer is a domestic health care services organization as referred to in
 - 21 A.R.S. §20-1051.
 - 22 2. The Petitioner filed a statement as referred to in A.R.S. §20-1070.
- 23

1 3. The Petitioner shall advise the Director in writing of the effective date of the
2 change of control.

3 4. The failure to adhere to one or more of the above terms and conditions shall
4 result without further proceedings in the suspension or revocation of the Insurer's Certificate of
5 Authority.

6 Effective this 19th day of August, 2011.

7
8 
9 CHRISTINA URIAS
10 **Director of Insurance**

11 COPY of the foregoing mailed/delivered
12 this 19th day of August, 2011, to:

13 Kathy A. Steadman
14 Hennelly & Steadman PLC
15 Goldsworthy House
16 322 West Roosevelt
17 Phoenix, Arizona 85003

18 Gerrie Marks, Deputy Director
19 Mary Butterfield, Assistant Director
20 Steve Ferguson, Assistant Director
21 Catherine O'Neil, Consumer Legal Affairs Officer
22 Leslie Hess, Financial Affairs Legal Analyst
23 Kurt Regner, Chief Financial Analyst
Arizona Department of Insurance
2910 N. 44th Street, Suite 210
Phoenix, Arizona 85018

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