STATE OF ARIZONA FILED DEC 2.3 2015

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

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| In the Matter of the Merger of Wellcare of Louisiana, Inc. (NAIC No. 12194) Insurer, |) Docket No. 15A-189-INS) ORDER APPROVING MERGER) |
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| Into |)) |
| Wellcare Health Insurance of Arizona, Inc. (NAIC No. 83445), |)) |
| Petitioner. |)) |

On December 3, 2015, pursuant to A.R.S. § 20-731, Wellcare Health Insurance of Arizona, Inc. ("Petitioner") submitted an application to the Arizona Department of Insurance ("Department") for the merger of Wellcare of Louisiana, Inc. ("Insurer") with and into Petitioner.

Based upon reliable evidence provided to the Director of Insurance by the Assistant Director of the Financial Affairs Division of the Department, the Director finds as follows:

FINDINGS OF FACT

- 1. Insurer is duly qualified and authorized as a health and accident insurer in the State of Louisiana.
- 2. Petitioner is duly qualified and authorized as a life and disability insurer in the State of Arizona.
- 3. No evidence has been produced that would indicate or form the basis for a finding that the Agreement and Plan of Merger previously filed with the Department:
 - a. Is contrary to law;

- b. Is unfair in the terms and conditions of the exchange of securities;
- c. Would substantially reduce the security of and service rendered to the policyholders of the Insurer in this State or elsewhere.
- Petitioner has prepared a Statement of Merger that it intends to file with the Arizona Corporation Commission ("ACC").

CONCLUSIONS OF LAW

- 1. The application established that none of the enumerated grounds set forth in A.R.S. § 20-731 exist so as to provide a basis for disapproval or rejection of the Agreement and Plan of Merger.
- 2. The evidence established that Petitioner has complied with the provisions of A.R.S. § 20-731 and established by credible evidence that the Agreement and Plan of Merger between Insurer and Petitioner should be approved.

ORDER

- 1. The Agreement and Plan of Merger between Insurer and Petitioner is approved.
- Petitioner may file its Statement of Merger with the ACC.
- 3. Petitioner shall file with the Department documentation obtained from the State of Louisiana Department of Insurance showing that agency's approval of the merger of Insurer into Petitioner.

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Effective this 2/57 day of December, 2015.

ANDY TOBIN

Director of Insurance

| 1 | this day of, 2015, to: | | |
|----|---|--|--|
| 2 | Kendra Archer, Sr. Corporate Counsel | | |
| 3 | Wellcare Health Plans, Inc. 8725 Henderson Road, Ren. 1 | | |
| 4 | Tampa, Florida 33634 | | |
| 5 | Darren Ellingson, Deputy Director of Insurance Mary Kosinski, Executive Assistant for Regulatory Affairs | | |
| 6 | Yvonne Hunter, Assistant Director Kurt Regner, CFE, Assistant Director | | |
| 7 | Catherine O'Neil, Consumer Legal Affairs Officer Arizona Department of Insurance | | |
| 8 | 2910 N. 44 th Street, Suite 210 Phoenix, Arizona 85018 | | |
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