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			STATE OF ARIZONA FILED	
1	STATE OF ARIZONA		DEC 3 0 2015	
2	DEPARTMENT OF INSURANCE		DEPT OF INSURANCE	
3	In the Matter of the Acquisition of Control of) De elvet	, 154 106 INS	
4	Health Net of Arizona, Inc.) Dockei)	t No. 15A-196-INS	
5	(NAIC No. 95206)	,	R APPROVING QUISITION	
6	Insurer,) AC		
7	Ву)		
8	Centene Corporation, Chopin Merger Sub I, Inc., and Chopin Merger Sub II, Inc.,)))		
9	Petitioner.)		
10)		
11	On July 31, 2015, Centene Corporation, Chopin Merger Sub I, Inc., and Chopin Merger			
12	Sub II, Inc. ("Petitioner") submitted an application for the acquisition of control of Health Net of			
13	Arizona, Inc. ("Insurer") to the Arizona Department of Insurance (the "Department") for approval			
14	of 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:			
19	FINDINGS OF FACT			
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.			
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3. The Petitioner has demonstrated that Insurer will continue to maintain the requirements for a certificate of authority as required by A.R.S. §20-1070(D) subsequent to the change in control.

4. The Petitioner's officers and directors made representations material to the issuance of the Order in this matter that none of its officers or directors have been charged with or convicted of a felony or misdemeanor other than minor traffic violations.

CONCLUSIONS OF LAW

1. The application established that none of the enumerated grounds set forth in A.R.S. §20-1070(D) exist so as to provide a basis for disapproval or rejection of Petitioner's acquisition of control of the Insurer.

2. Petitioner presented credible evidence for approval of its acquisition of control of the Insurer and the Petitioner to be a controlling person pursuant to the provisions of A.R.S. §20-1070.

ORDER

THEREFORE, I, ANDREW M. TOBIN, Director of Insurance of the State of Arizona, for the purpose of protecting and preserving the public health, safety and welfare, and by virtue of the authority vested in me by A.R.S. §§20-142 and 20-1070 hereby order that :

The acquisition of control of the Insurer by the Petitioner is approved.

2. Subject to A.R.S. §20-481.21(A), all documents, materials and other information that is in the possession or control of the Department and that was obtained by or disclosed to the Director or any other person in the course of filing the application is confidential and privileged, is not subject to Title 39, Chapter 1, Article 2 and is not subject to subpoena.

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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 _ 30 day of _ Q_{C} , 2015.			
7	and Tola			
8	ANDREW M. TOBIN Director of Insurance			
9				
10 11	COPY of the foregoing mailed/delivered this			
12	J. Michael Low Lewis Brisbois Bisgaard & Smith LLP Phoenix Plaza Tower II 2929 North Central Avenue, Suite 1700 Phoenix, Arizona 85012-2761 Darren Ellingson, Deputy Director of Insurance Mary Kosinski, Executive Assistant for Regulatory Affairs Consumer Affairs Division, Assistant Director Kurt A. Regner, CFE, Assistant Director Catherine O'Neil, Consumer Legal Affairs Officer Arizona Department of Insurance 2910 N. 44 th Street, Suite 210 Phoenix, Arizona 85018			
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