

JAN 19 2017

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE
BY MS

Docket No. 17A-007-INS

1 In the Matter of the Merger of)
 2)
 3)
 4 **United Concordia Dental Corporation of Alabama,**)
 5 **Inc.**)
 6 **(NAIC No. 47038**)
 7 **Insurer,**)
 8)
 9 Into)
 10)
 11 **United Concordia Insurance Company**)
 12 **(NAIC No. 85766),**)
 13 **Petitioner.**)
 14)

ORDER APPROVING MERGER

10 On December 19, 2016, pursuant to A.R.S. § 20-731, United Concordia Insurance
 11 Company ("Petitioner") submitted an application to the Arizona Department of Insurance
 12 ("Department") for the merger of United Concordia Dental Corporation of Alabama, Inc.
 13 ("Insurer") with and into Petitioner.

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

FINDINGS OF FACT

- 17 1. Insurer is duly qualified and authorized as a dental service corporation in the
 18 State of Alabama.
- 19 2. Petitioner is duly qualified and authorized as a life and disability insurer in the
 20 State of Arizona.
- 21 3. No evidence has been produced that would indicate or form the basis for a
 22 finding that the Plan of Merger previously filed with the Department:

 - 23 a. Is contrary to law;

- 1 b. Is unfair in the terms and conditions of the exchange of securities;
2 c. Would substantially reduce the security of and service rendered to the

3 policyholders of the Insurer in this State or elsewhere.

4 4. Petitioner has prepared a Statement of Merger that it intends to file with the
5 Arizona Corporation Commission ("ACC").

6 **CONCLUSIONS OF LAW**

7 1. The application established that none of the enumerated grounds set forth in
8 A.R.S. § 20-731 exist so as to provide a basis for disapproval or rejection of the Plan of
9 Merger.

10 2. The evidence established that Petitioner has complied with the provisions of
11 A.R.S. § 20-731 and established by credible evidence that the Plan of Merger between Insurer
12 and Petitioner should be approved.

13 **ORDER**

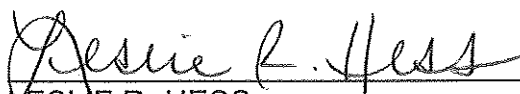
14 1. The Plan of Merger between Insurer and Petitioner is approved.

15 2. Petitioner may file its Statement of Merger with the ACC.

16 3. Petitioner shall file with the Department documentation obtained from the
17 Alabama Department of Insurance showing that agency's approval of the merger of Insurer
18 into Petitioner.

19 4. Petitioner shall provide the Department with an ACC certified copy of Petitioner's
20 ACC filed Statement of Merger.

21 Effective this 18th day of January, 2017.

22 

23 LESLIE R. HESS
24 **Interim Director of Insurance**

1 COPY of the foregoing mailed/delivered
this 19th day of January, 2017, to:

2 Brian A. Pipkin
3 Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
4 425 West Capitol Avenue, Suite 1800
Little Rock, Arkansas 72201

5 Mary Kosinski, Regulatory Legal Affairs Officer
6 Steven Fromholtz, Assistant Director
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