

NOV 9 2017

STATE OF ARIZONA

DEPARTMENT OF INSURANCE

DEPT OF INSURANCE

BY ms

1 In the Matter of the Merger of )  
 2 )  
 3 )  
 4 **United Concordia Life and Health Insurance** )  
 5 **Company** )  
 6 **(NAIC No. 62294)** )  
 7 )  
 8 **Insurer,** )  
 9 )  
 10 Into )  
 11 )  
 12 **United Concordia Insurance Company** )  
 13 **(NAIC No. 85766),** )  
 14 )  
 15 **Petitioner.** )  
 16 )

Docket No. 17A-091-INS

**ORDER APPROVING MERGER**

11 On October 13, 2017, pursuant to A.R.S. § 20-731, United Concordia Insurance Company  
12 ("Petitioner") submitted an application to the Arizona Department of Insurance ("Department")  
13 for the merger of United Concordia Life and Health Insurance Company ("Insurer") with and into  
14 Petitioner.

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

**FINDINGS OF FACT**

18 1. Insurer is duly qualified and authorized as an insurer in the State of Pennsylvania  
19 and certified as an accredited reinsurer in the State of Arizona.

20 2. Petitioner is duly qualified and authorized as a life and disability insurer in the  
21 State of Arizona.

22 3. No evidence has been produced that would indicate or form the basis for a  
23 finding that the Plan of Merger previously filed with the Department:  
24

- 1 a. Is contrary to law;  
2 b. Is unfair in the terms and conditions of the exchange of securities;  
3 c. Would substantially reduce the security of and service rendered to the  
4 policyholders of the Insurer in this State or elsewhere.

5 4. Insurer has a \$100.00 deposit with the Insurance Examiners' Revolving Fund  
6 ("IERF").

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

9 **CONCLUSIONS OF LAW**

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

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

16 **ORDER**

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

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

19 3. Insurer shall file its 2017 Annual Statement with the Department unless Petitioner  
20 files its Statement of Merger with the ACC on or before December 31, 2017.

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

1 5. The Department shall refund to the Insurer the \$100.00 that was previously  
2 credited to the IERF, pursuant to A.R.S. § 20-159.

3 Effective this 8<sup>th</sup> day of November, 2017.

4 

5 LESLIE R. HESS  
6 **Interim Director of Insurance**

7 COPY of the foregoing mailed/delivered  
8 this 9<sup>th</sup> day of November, 2017, to:

9 Belinda Clouser  
10 Highmark Health  
11 Law Department, 1B 457  
12 1800 Center Street  
13 Camp Hill, Pennsylvania 17011

14 Mary Kosinski, Regulatory Legal Affairs Officer  
15 Steven Fromholtz, Assistant Director  
16 Kurt Regner, CFE, Assistant Director  
17 Catherine O'Neil, Consumer Legal Affairs Officer  
18 Arizona Department of Insurance  
19 2910 N. 44<sup>th</sup> Street, Suite 210  
20 Phoenix, Arizona 85018

21 