

STATE OF ARIZONA

DEPARTMENT OF INSURANCE AND FINANCIAL INSTITUTIONS

In the Matter of the Acquisition of Control of)
)
Carelon Health of Arizona, Inc.)
(NAIC No. 13562))
)
Insurer,)
)
 By)
)
Augusta Buyer, Inc., Augusta Midco, Inc.,)
Augusta Parent, LLC, Augusta Topco Holdings,)
L.P., Augusta Holdings GP, LLC. and CD&R)
Augusta Holdings, L.P.,)
)
Petitioner.)

Docket No. 24A-116-INS

**ORDER APPROVING
ACQUISITION**

On June 28, 2024, Augusta Buyer, Inc., Augusta Midco, Inc., Augusta Parent, LLC, Augusta Topco Holdings, L.P., Augusta Holdings GP, LLC. and CD&R Augusta Holdings, L.P. (“Petitioner”) submitted an application for the acquisition of control of Carelon Health of Arizona, Inc. (“Insurer”) to the Arizona Department of Insurance and Financial Institutions (the “Department”) for approval of Petitioner as the controlling person of the Insurer pursuant to the provisions of Arizona Revised Statutes (A.R.S.) §20-1070.

Based upon reliable evidence provided to the Director of Insurance and Financial Institutions (“Director”) by the Deputy Assistant Director of the Financial Affairs Division of the Department, the Department finds as follows:

FINDINGS OF FACT

1. The Insurer is a domestic health care services organization as referred to in A.R.S. §20-1051.

1 2. The Petitioner filed a statement as referred to in A.R.S. §20-1070.

2 3. The Petitioner has demonstrated that Insurer will continue to maintain the
3 requirements for a certificate of authority as required by A.R.S. §20-1070(D) subsequent to the
4 change in control.

5 **CONCLUSIONS OF LAW**

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

9 2. Petitioner presented credible evidence for approval of its acquisition of control of
10 the Insurer and the Petitioner to be a controlling person pursuant to the provisions of A.R.S.
11 §20-1070.

12 **ORDER**

13 THEREFORE, I, Barbara D. Richardson, Director of Insurance and Financial Institutions
14 of the State of Arizona, for the purpose of protecting and preserving the public health, safety
15 and welfare, and by virtue of the authority vested in me by A.R.S. §§20-142 and 20-1070
16 hereby order that:

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

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

22 3. The Petitioner shall advise the Director in writing of the effective date of the
23 change of control.

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

4 Effective this 2nd day of December, 2024.

5
6 *Barbara D. Richardson*

7 BARBARA D. RICHARDSON
8 Director
9 **Arizona Department of Insurance and Financial Institutions**

10 COPY of the foregoing mailed/delivered
11 this 2nd day of December, 2024, to:

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