COMMONWEALTH OF KENTUCKY
DEPARTMENT OF INSURANCE
FRANKFORT, KENTUCKY

IN THE MATTER OF:

Acquisition of

Cigna Dental Health of Kentucky, Inc.
d/b/a CIGNA Dental Health,
an indirect wholly owned subsidiary of
CIGNA Corporation, a Delaware corporation

by

Anthem, Inc.,
an Indiana corporation

DOI No.: 300904

Group Code: 901

Case No.: 2016- 0018

ORDER APPROVING ACQUISITION

WHEREAS, the Kentucky Department of Insurance ("Department") received a Form A filing from Anthem, Inc. ("Applicant") requesting the Department's approval of the acquisition of a Kentucky domestic insurer, Cigna Dental Health of Kentucky, Inc. d/b/a CIGNA Dental Health ("Domestic Insurer"),

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WHEREAS, the Department has reviewed the Form A filing, all supplemental filings, and the Applicant's responses to questions raised during the Department's review;

WHEREAS, the pre-acquisition notification, in the form of a Form A, is required to be filed with the Department in accordance with KRS 304.37-120;

WHEREAS, the Commissioner shall approve a merger or other acquisition of control, unless the Commissioner finds that the transaction fails to meet the standards set forth in KRS 304.37-120(4);

WHEREAS, the Commissioner finds the following:

1. After the change of control, the Domestic Insurer will be able to satisfy the requirements for issuance of a certificate of authority to write the lines of insurance for which it is presently authorized.

2. The effect of the acquisition of control will not substantially lessen competition in insurance in Kentucky or tend to create a monopoly.

3. The financial condition of the acquiring party does not jeopardize the financial stability of the Domestic Insurer or prejudice the interest of its policyholders.

4. The plan of the acquiring party is not unfair or unreasonable to policyholders of the Domestic Insurer and is not contrary to public interest.

5. The competence, experience, and integrity of persons who would control the operation of the Domestic Insurer would not be contrary to the interest of the policyholders of the insurer or the public.

6. The acquisition is not likely to be hazardous or prejudicial to the insurance buying public.

NOW THEREFORE, the Commissioner being duly and sufficiently advised, it is hereby **ORDERED** that the acquisition of the Domestic Insurer by the Applicant is hereby **APPROVED**, pursuant to KRS 304.37-120 and the standards in KRS 304.37-120(4).

It is further **ORDERED** that the Approval of the transaction described in the Form A by this Order shall not limit, inhibit, or restrict the Department's ability to investigate any matters, regardless of their source, which may involve the Applicant or the Domestic Insurer; nor shall this Order limit, inhibit, or restrict in any manner the Department's ability to take disciplinary action against the Applicant or Domestic Insurer for any proven violation identified through the course of any specific investigation, complaint, or examination.

APPEAL RIGHTS

Pursuant to KRS 304.2-310, please take notice that any person aggrieved by and desiring to appeal an order of the Commissioner shall make application for a hearing with the Department within sixty (60) days after the person knew, or reasonably should have known, of the order. The application for a hearing shall briefly state the respects in which the applicant is so aggrieved, together with the grounds to be relied upon as a basis for the relief to be sought at the hearing.

Done and effective this 27th day of April, 2016.

H. Brian Maynard

H. Brian Maynard, Commissioner
Kentucky Department of Insurance

Certificate of Service

This is to certify that the original of the foregoing Order was hand-delivered to:

Department of Insurance
Attn: Records Custodian
215 W. Main Street
Frankfort, Kentucky 40601

and to certify that a true copy of the foregoing Order was hand-delivered to:

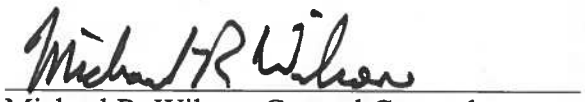
Rodney Hugle, Assistant Director
Financial Standards and Examination Division
215 W. Main Street
Frankfort, Kentucky 40601

and to certify that a true copy of the foregoing Order was served, by certified mail, return receipt requested, to:

Counsel for Applicants

Greg E. Mitchell, Esq.
Frost Brown Todd, LLC
250 West Main Street, Ste. 2800
Lexington, KY 40507-1749

on this 27th day of April, 2016.



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