

BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of Hospital Service	:	Holding Companies Act, Article
Association of Northeastern	:	XIV of the Insurance Company
Pennsylvania Requesting Exemption	:	Law of 1921, Act of May 17, 1921,
from the Requirements of 40	:	P.L. 682, <u>as amended</u> , 40 P.S.
P.S. §991.1402 for the Restructure of	:	§§991.1401, 991.1402, and
the Insurance Holding Company	:	991.1403
System Containing Significa Insurance	:	
Group, Inc.	:	
	:	Order No. ID-RC-09-32

DECISION AND ORDER

AND NOW, on this 9th day of October, 2009, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania (“Deputy Commissioner”), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

Identity of the Parties

1. Significa Insurance Group, Inc. (“Significa”) is a domestic stock life insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Wilkes-Barre,

Pennsylvania.

2. AllOne Health Group, Inc. (“AllOne”) is an insurance holding company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Wilkes-Barre, Pennsylvania. AllOne currently directly holds 100% of the issued and outstanding capital stock of Significa.
3. Hospital Service Association of Northeastern Pennsylvania (“BlueCross NEPA”) is a Hospital Plan Corporation organized under the laws of the state of Pennsylvania with its principal place of business in Wilkes-Barre, Pennsylvania. BlueCross NEPA directly holds 100% of the capital stock of AllOne.
4. BlueCross NEPA is the sole ultimate controlling person of Significa.

Filing of the Application

5. On October 7, 2009, the Insurance Department of the Commonwealth of Pennsylvania (“Department”) received an initial request (which together with all material received subsequently is collectively referenced as “Application”) from BlueCross NEPA for approval to acquire direct ownership of 100% of the issued and outstanding capital stock of Significa from AllOne.
6. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. (“Insurance Holding Companies Act”), provides that all transactions affecting the control of a domestic insurer must be filed with the Department for approval or disapproval.
7. The Application was filed pursuant to Section 1402 of the Insurance Holding Companies Act.
8. Section 1402(g) of the Insurance Holding Companies Act provides for the exemption from the requirements of Section 1402(b) if the transaction:
 - a. does not have the effect of changing or influencing the control of a domestic insurer, or
 - b. is otherwise not comprehended within the purposes of the section.

The Transaction

9. As described in the Application, AllOne would distribute 100% of the issued and outstanding capital stock of Significa to BlueCross NEPA.
10. As described in the Application, BlueCross NEPA would continue to be the sole ultimate controlling person of Significa.
11. The Deputy Commissioner finds that the transaction described in the Application would not have the effect of changing or influencing the control of a domestic insurer.
12. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Department has jurisdiction to review and approve the acquisition of controlling securities of a domestic insurer if, after consummation thereof, the acquiring person would be in control of the domestic insurer.
2. The Deputy Commissioner has jurisdiction over the parties and subject matter of this proceeding.
3. The Application was properly filed pursuant to and in accordance with Section 1402(g) of the Insurance Holding Companies Act.
4. The instant transaction is not being contemplated to change or influence the ultimate control of Significa, and, therefore, is exempt from the requirements of Section 1402(b) of the Insurance Holding Companies Act.
5. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

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Group, Inc.	:	
	:	Order No. ID-RC-09-32

ORDER

Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania, hereby makes the following Order:

An approving determination for the application of Hospital Service Association of Northeastern Pennsylvania requesting exemption from the requirements of 40 P.S. §991.1402 for the restructure of the insurance holding company system containing Significa Insurance Group, Inc., as set forth in the Application, is hereby granted.

This Order is effective immediately and valid for one year, provided there are no material changes to the representations provided in the application.

STEPHEN J. JOHNSON
Deputy Insurance Commissioner