

STATE OF ARIZONA

DEPARTMENT OF INSURANCE AND FINANCIAL INSTITUTIONS

In the Matter of the Acquisition of Control of)	
)	Docket No. 20A-067-INS
Solstice Healthplans of Arizona, Inc.)	
(NAIC No. 16610))	
)	ORDER APPROVING
)	ACQUISITION
Insurer,)	
By)	
)	
UnitedHealth Group Incorporated,)	
United Healthcare Services, Inc., and)	
Specialty Benefits, LLC)	
)	
Petitioner.)	

On October 30, 2020, UnitedHealth Group Incorporated, United Healthcare Services, Inc., and Specialty Benefits, LLC (“Petitioner”) submitted an application for the acquisition of control of Solstice Healthplans 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.) §§20-481 through 20-481.32 and Arizona Administrative Code (A.A.C.) R20-6-1402.

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

FINDINGS OF FACT

1. The Insurer is a domestic insurer as referred to in A.R.S. §20-481.
2. The Petitioner filed a statement as referred to in A.R.S. §§20-481.02 and 20-481.03, in the form required by A.A.C. R20-6-1402.

1 3. The Insurer and its security holders waived the ten (10) day advance filing notice
2 to be given as required by A.R.S. §20-481.07(D).

3 4. No evidence has been produced that would indicate or form the basis for a
4 finding that the Petitioner's acquisition of control of the Insurer:

5 a. Is contrary to law;

6 b. Is inequitable to the shareholders of any domestic insurer involved;

7 c. Would substantially reduce the security of and service to be rendered to the
8 policyholders of the domestic insurer in this State or elsewhere;

9 d. After the change of control, the domestic insurer would not be able to satisfy the
10 requirements for the reissuance of a Certificate of Authority to write the line or lines of
11 insurance for which it is presently licensed;

12 e. Would have the effect of substantially lessening competition in insurance in this
13 state, or tend to create a monopoly;

14 f. Might jeopardize the financial stability of the Insurer or prejudice the interest of its
15 policyholders, based upon the financial condition of any acquiring party;

16 g. Is unfair and unreasonable to policyholders of the Insurer and is not in the public
17 interest, based upon the plans or proposals that the acquiring party has to liquidate the insurer,
18 sell its assets or consolidate or merge it with any person, or to make any other material change
19 in its business or corporate structure or management;

20 h. Would not be in the public interest of policyholders of the Insurer and of the
21 public to permit the merger or other acquisition of control based upon the competence,
22 experience and integrity of those persons who would control the operation of the Insurer; or

23 i. Would likely be hazardous or prejudicial to the insurance-buying public.
24

1 Sara M. Powell
2 Faegre Drinker Biddle & Reath LLP
3 300 North Meridian St., Suite 2500
4 Indianapolis, IN 46204
5 sara.powell@faegredrinker.com

6 Deian Ousounov, Regulatory Legal Affairs Officer
7 Maria Ailor, Assistant Director
8 Kurt A. Regner, CFE, Assistant Director
9 Catherine O'Neil, Consumer Legal Affairs Officer
10 Cary W. Cook, Chief Financial Compliance Officer
11 Ana Starcevic, Paralegal Project Specialist
12 Arizona Department of Insurance and Financial Institutions
13 100 North 15th Avenue, Suite 261
14 Phoenix, AZ 85007

15 Francine Juarez

16
17
18
19
20
21
22
23
24