

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 17, 2016

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CASE NO. INS-2015-00154

160330221

APPLICATION OF
ANTHEM, INC.

For approval of acquisition of control
of, or merger with, a domestic insurer

ORDER SCHEDULING HEARING

Anthem, Inc. ("Company" or "Anthem"), has submitted to the State Corporation Commission's ("Commission") Bureau of Insurance its Form A Application for Approval of Acquisition of control of a domestic insurer ("Form A") and, under seal, its Form E Pre-Acquisition Notification Form ("Form E") pursuant to § 38.2-1323 of the Code of Virginia and 14 VAC 5-260-50 of the Commission's Rules Governing Insurance Holding Companies, 14 VAC 5-260-10 *et seq.*

The Form A contains information regarding the Company's proposed acquisition of Cigna Dental Health of Virginia, Inc., a Virginia-domiciled Managed Care Health Insurance Plan. The Form E contains information regarding the potential competitive impact of the Company's acquisition of Cigna Corporation ("Cigna") and its subsidiaries, including certain non-domiciliary insurers licensed to transact the business of insurance in the Commonwealth of Virginia.

NOW THE COMMISSION, upon consideration of this matter, is of the opinion and finds that the public should have an opportunity to submit written comment on the proposed merger of Anthem and Cigna, and that a public hearing should be scheduled for the purpose of receiving comments from public witnesses.

Accordingly, IT IS ORDERED THAT:

(1) A public hearing on the proposed merger of Anthem and Cigna shall be convened on May 25, 2016, at 10 a.m., in the Commission's second floor courtroom, located in the Tyler Building, 1300 East Main Street, Richmond, Virginia, 23219, to receive the comments of public witnesses. Any person desiring to offer testimony as a public witness at this hearing should appear in the Commission's courtroom fifteen (15) minutes prior to the starting time of the hearing and identify himself or herself to the Commission's Bailiff.

(2) On or before May 11, 2016, any interested person may file written comments on the proposed merger of Anthem and Cigna with Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia 23219. Any interested person desiring to submit comments electronically may do so on or before May 11, 2016, by following the instructions found on the Commission's website: <http://www.scc.virginia.gov/case>. Compact discs or any other form of electronic storage medium may not be filed with the comments. All comments shall refer to Case No. INS-2015-00154.

(3) This matter is continued.

AN ATTESTED COPY hereof shall be sent by the Clerk of the Commission to: Stephen D. Rosenthal, Esquire, Troutman Sanders, LLP, Troutman Sanders Building, 1001 Haxall Point, Richmond, Virginia 23219; Sarah Oxenham Allen, Esquire, Senior Assistant Attorney General, Antitrust Unit, Office of the Attorney General, 900 East Main Street, Second Floor, Richmond, Virginia 23219; and a copy hereof shall be delivered to the Commission's Office of General Counsel and the Bureau of Insurance in care of Deputy Commissioner Douglas C. Stolte.