

STATE OF NEW JERSEY  
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE REQUEST BY )  
AMERIHEALTH NEW JERSEY HOLDINGS, )  
LLC FOR AN EXEMPTION FROM THE FILING ) ORDER  
AND PUBLIC HEARING REQUIREMENTS OF )  
THE INSURANCE HOLDING COMPANY )  
SYSTEMS ACT, N.J.S.A. 17:27A-1 TO -14. )

This matter having been opened by the Commissioner of the Department of Banking and Insurance (“Commissioner”) pursuant to N.J.S.A. 17:27A-1 to -14, and all powers expressed or implied therein; and

IT APPEARING that N.J.S.A. 17:27A-2(d) provides for the Commissioner’s approval of any merger or other acquisition of control of a domestic insurer after holding a public hearing; and

IT FURTHER APPEARING that N.J.S.A. 17:27A-2(f)(2)(a) provides an exemption to N.J.S.A. 17:27A-2 when an offer, request, invitation, agreement or acquisition is made, which the Commissioner by Order shall find as not having been made or entered into for the purpose, and not having the effect, of changing or influencing the control of a domestic insurer; and

IT FURTHER APPEARING that AmeriHealth Insurance Company of New Jersey (“Domestic Insurer”), a New Jersey licensed stock health insurer is a direct wholly-owned subsidiary of AmeriHealth New Jersey, LLC, which in turn is a direct wholly-owned subsidiary of AmeriHealth New Jersey Holdings, LLC, which in turn is a wholly-owned subsidiary of AmeriHealth, Inc., which in turn is a direct wholly owned subsidiary of Independence Health Group, Inc. (“Ultimate Controlling Entity”); and

IT FURTHER APPEARING that the Ultimate Controlling Entity intends to merge AmeriHealth New Jersey, LLC into AmeriHealth New Jersey Holdings, LLC (“Merger”); and

IT FURTHER APPEARING that after the Merger, Domestic Insurer will now be a direct wholly owned subsidiary of AmeriHealth New Jersey Holdings, LLC, which will remain a direct wholly owned subsidiary of AmeriHealth, Inc., which will remain a direct wholly owned subsidiary of the Ultimate Controlling Entity; and

IT FURTHER APPEARING that this transaction is an intrasystem restructuring, and was not made or entered into for the purpose and will not have the effect of changing or influencing the control of Domestic Insurer; and

IT FURTHER APPEARING that the Department of Banking and Insurance has reviewed the documents submitted in support of this request and based upon that review, has determined that the parties may be exempted from the filing and public hearing requirements of N.J.S.A. 17:27A-2, upon finding that the provisions of N.J.S.A. 17:27A-2(f)(2) are applicable to this transaction.

THEREFORE, IT IS on this 8<sup>th</sup> day of December, 2023, ORDERED that:

Based upon the finding that the proposed transaction involves a reorganization that has no effect on the ultimate control or ownership of the Domestic Insurer, this transaction is hereby exempted from the statutory filing and public hearing requirements of N.J.S.A. 17:27A-1 to -14 in accordance with N.J.S.A. 17:27A-2(f)(2).

  
Justin Zimmerman  
Acting Commissioner

LG 2f exemption AmeriHealth Order/orders