

FINAL ORDER

EFFECTIVE: 5-20-13

**BEFORE THE COMMISSIONER OF INSURANCE
STATE OF KANSAS**

In the Matter of the Proposed)
Acquisition of Control of)
)
COVENTRY HEALTH CARE OF)
KANSAS, INC.)
)
By:)
)
AETNA INC.)

Docket No. 4507-ACQ

ORDER

NOW on this 2nd day of May, 2013, the above matter comes before the Commissioner of Insurance of the State of Kansas by agreement of the parties for an extension of the one hundred and eighty (180) day time limit to effect the acquisition, as set forth in the Final Order issued on November 13, 2013.

Aetna Inc. is represented by its attorneys, Tim Farber and Steve Whitmer, Locke Lord LLP. Coventry Health Care of Kansas, Inc. is represented by its attorney, Jonathan D. Weinberg. The Kansas Insurance Department ("KID") is represented by its General Counsel, John Wine.

Pursuant to the authority granted to the Commissioner pursuant to K.S.A. 40-3301 and 40-3304(d)(1), and in accordance with the Kansas Administrative Procedures Act, K.S.A. 77-501, et seq., the Commissioner hereby asserts the following declarations of public interest and policy, findings of fact, conclusions of law, and orders, as follows:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. The Commissioner of Insurance has jurisdiction over this matter pursuant to K.S.A. 40-3301, *et seq.*

2. The evidence previously submitted supports continued approval of the proposed acquisition of control of Coventry Health Care of Kansas, Inc. by the Aetna Inc.
3. The parties have agreed to an extension of the 180-day time limit to effect the acquisition set forth in the Final Order.
4. That allowing the parties an extension to complete the acquisition would be in the public interest.

IT IS THEREFORE ORDERED BY THE COMMISSIONER OF INSURANCE THAT:

1. The time limit to effect the acquisition, as set forth in the Final Order, is hereby extended to on or before July 12, 2013.
2. The Commissioner of Insurance retains jurisdiction over the subject matter of this proceeding and over the parties for the purpose of entering such further order or orders as may be deemed proper.

Notice of Rights

The Applicant is entitled to a hearing pursuant to K.S.A. § 77-537 of the Kansas Administrative Procedure Act. If the Applicant desires a hearing, they must file a written request for a hearing with:

John Wine, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612

This request must be filed within fifteen (15) days from the date of service of this Order. If the Applicant requests a hearing, the Kansas Insurance Department will notify them of the time and place of the hearing and information on the procedures, right of representation, and other rights of parties relating to the conduct of the hearing, before commencement of the same.

If a hearing is not requested in the time and manner stated above, this Order shall become effective as a Final Order upon the expiration of time for requesting a hearing, pursuant to K.S.A. § 77-613. In the event the Applicant files a petition for judicial review, pursuant to K.S.A. § 77-613(e), the agency officer to be served on behalf of the Kansas Insurance Department is:

John Wine, General Counsel
Kansas Insurance Department
420 S.W. 9th Street
Topeka, Kansas 66612

**IT IS SO ORDERED THIS 2nd DAY OF MAY, 2013, IN THE CITY OF TOPEKA,
COUNTY OF SHAWNEE, STATE OF KANSAS.**



 /s/ Sandy Praeger
Sandy Praeger
Commissioner of Insurance
BY:

 /s/ John Wine
John Wine
General Counsel

Certificate of Service

I hereby certify that a true and correct copy of the foregoing Order was forwarded via first class mail, postage prepaid on the 2nd day of May, 2013 to:

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_s/ Kris Kellim_____

Kris Kellim
Staff Attorney