

STATE OF INDIANA )  
 ) SS: BEFORE THE INDIANA  
COUNTY OF MARION ) COMMISSIONER OF INSURANCE

IN THE MATTER OF: )  
 )  
OneNation Insurance Company )  
120 Monument Circle )  
Indianapolis, IN 46204 )

Examination of: **OneNation Insurance Company**

**NOTICE OF ENTRY OF ORDER**

Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of OneNation Insurance Company, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as sent to you on December 27, 2016, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of OneNation Insurance Company shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

Date

2/3/2017

  
Roy Eft  
Chief Financial Examiner

**CERTIFIED MAIL NUMBER: 7005 3110 0002 4443 9490**

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120 Monument Circle )  
Indianapolis, IN 46204 )

Examination of: **OneNation Insurance Company**

**FINDINGS AND FINAL ORDER**

The Indiana Department of Insurance conducted an examination into the affairs of the OneNation Insurance Company (hereinafter "Company") for the time period January 1, 2009 through December 31, 2013.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on December 16, 2016.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on December 27, 2016 and was received by the Company on December 30, 2016.

The Company did not file any objections.


NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS**:

1. That the Verified Report of Examination is a true and accurate report of the financial condition and affairs of the OneNation Insurance Company as of December 31, 2013.
2. That the Examiner's Recommendations are reasonable and necessary in order for the OneNation Insurance Company to comply with the laws of the State of Indiana.

Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed and Sealed this 3rd day of February, 2017.

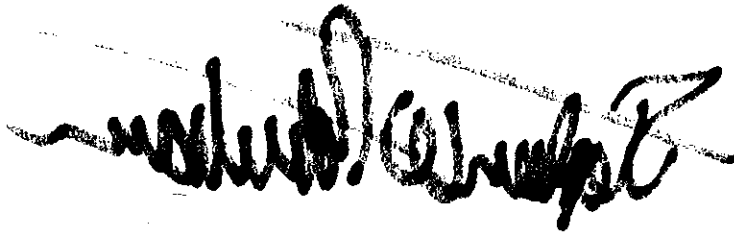
  
\_\_\_\_\_  
Stephen W. Robertson  
Insurance Commissioner  
Indiana Department of Insurance

## ABOUT AFFIRMATIONS

The following pages for affirmations need to be signed by each Board Member and returned to the Indiana Department of Insurance within thirty (30) days in accordance with I.C. §27-1-3.1-12(b).

If your affirmations list individuals that are no longer on your Board of Directors, you may simply retype the form on plain white paper with the correct names and a line to the right for signature. If the names are misspelled, you may do the same, simply re-type the corrected form with a line to the right for signature.

Should you have any questions or difficulties with these forms or you require additional time past the thirty (30) day requirement, please do not hesitate to contact this department at (317) 232-2390.

A handwritten signature in black ink, appearing to read "Michael J. [unclear]", is written over a horizontal line that has been crossed out with a diagonal slash.

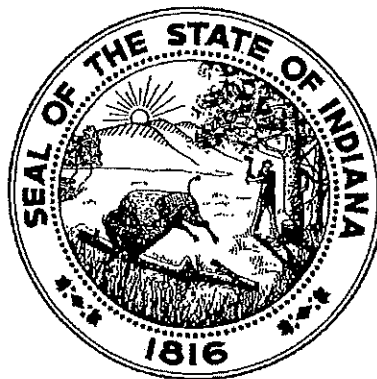
**STATE OF INDIANA**  
**Department of Insurance**  
**REPORT OF EXAMINATION**  
**OF**

**ONENATION INSURANCE COMPANY**

NAIC Co. CODE 85286  
NAIC GROUP CODE 0671

As of

December 31, 2013



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# STATE OF INDIANA

ERIC J. HOLCOMB, GOVERNOR

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## Indiana Department of Insurance

Stephen W. Robertson, Commissioner  
311 W. Washington Street, Suite 103  
Indianapolis, Indiana 46204-2787  
Telephone: 317-232-2385  
Fax: 317-232-5251  
Website: [in.gov/idoi](http://in.gov/idoi)

December 16, 2016

Honorable Stephen W. Robertson, Commissioner  
Indiana Department of Insurance  
311 West Washington Street, Suite 300  
Indianapolis, Indiana 46204-2787

Dear Commissioner:

Pursuant to the authority vested in Appointment Number 3772, an examination has been made of the affairs and financial condition of:

**OneNation Insurance Company  
120 Monument Circle  
Indianapolis, Indiana 46204**

hereinafter referred to as the "Company", or "OneNation", an Indiana domestic stock, life, accident, and health insurance company. The examination was conducted at WellPoint, Inc. corporate offices in Indianapolis, Indiana.

The Report of Examination, reflecting the status of the Company as of December 31, 2013, is hereby respectfully submitted.

ACCREDITED BY THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES 317-232-2413	COMPANY COMPLIANCE 317-232-3495	CONSUMER SERVICES 317-232-2395/1-800-622-4461	FINANCIAL SERVICES 317-232-2390	MEDICAL MALPRACTICE 317-232-2402	COMPANY RECORDS 317-232-5692	STATE HEALTH INSURANCE PROGRAM 1-800-452-4800
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## SCOPE OF EXAMINATION

The Company was last examined by representatives of the Indiana Department of Insurance (INDOI) as of the period ending December 31, 2008. The present risk-focused examination was conducted by Noble Consulting Services, Inc., and covered the period from January 1, 2009 through December 31, 2013, and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

The examination was conducted in accordance with the NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles, and Annual Statement instructions, when applicable to domestic state regulations.

The examination of the Company, an indirect, wholly-owned subsidiary of WellPoint, Inc. (WLP), was called by the INDOI in accordance with the Handbook guidelines, through the NAIC's Financial Examination Electronic Tracking System. This coordinated risk-focused examination also included Company affiliates CareMore Health Plan of Arizona, Inc., an Arizona domestic insurance company; Anthem Blue Cross Life and Health Insurance Company, a California domestic insurance company; Anthem Insurance Companies, Inc. (AICI), Anthem Life Insurance Company, and UNICARE Life & Health Insurance Company, Indiana domestic insurance companies; Anthem Health Plans of Maine, Inc., a Maine domestic insurance company; AMERIGROUP Maryland, Inc., a Maryland domestic insurance company, HealthLink HMO, Inc., Healthy Alliance Life Insurance Company, and HMO Missouri, Inc., Missouri domestic insurance companies; Anthem Health Plans of New Hampshire, Inc. and Matthew Thornton Health Plan, Inc., New Hampshire domestic insurance companies; AMERIGROUP New Jersey, Inc., a New Jersey domestic insurance company; AMERIGROUP Community Care of New Mexico, Inc., a New Mexico domestic insurance company; Empire HealthChoice HMO, Inc., Empire HealthChoice Assurance, Inc., and Anthem Life & Disability Insurance Company, New York domestic insurance companies; AMERIGROUP Ohio, Inc. and Community Insurance Company, Ohio domestic insurance companies; UNICARE Health Plans of Texas, Inc., AMERIGROUP Texas, Inc., and AMERIGROUP Insurance Company, Texas domestic insurance companies; Anthem Health Plans of Virginia, Inc. and HealthKeepers, Inc., Virginia domestic insurance companies; AMERIGROUP Washington, Inc., a Washington domestic insurance company; UNICARE Health Plan of West Virginia, Inc., a West Virginia domestic insurance company; and Blue Cross Blue Shield of Wisconsin and CompCare Health Services Insurance Corporation, Wisconsin domestic insurance companies. The INDOI served as the lead state on the examination, with Departments of Insurance from the states of Arizona, California, Maine, Maryland, Missouri, New Hampshire, New Jersey, New Mexico, New York, Ohio, Texas, Virginia, Washington, West Virginia, and Wisconsin serving as participants.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

## HISTORY

The Company was incorporated in Texas on November 15, 1974, as Anthem Alliance Health Insurance Company (Anthem Alliance). In January 2003, Anthem Alliance filed an application with the INDOI to re-domesticate from Texas to Indiana and to change its name to OneNation Insurance Company. The re-domestication and name change were approved effective October 27, 2003.



The Company was a wholly-owned subsidiary of Anthem Midwest, LLC, whose ultimate parent company was WLP. Effective December 28, 2006, Anthem Midwest, LLC merged with and into ATH Holding Company, LLC (ATH Holding), with ATH Holding as the surviving entity. As a result of this merger the Company is a direct wholly-owned subsidiary of ATH Holding, which is wholly-owned by WLP. WLP is a publicly traded company and the largest health benefits company in terms of membership in the United States, serving approximately 35.7 million medical members as of December 31, 2013.

### CAPITAL AND SURPLUS

As of December 31, 2013, the Company had 30,000 shares of common stock authorized with a par value of \$100 per share, of which 25,000 shares were issued and outstanding.

### DIVIDENDS TO STOCKHOLDERS

The Company paid no dividends during the examination period.

### TERRITORY AND PLAN OF OPERATION

OneNation is licensed to transact insurance business in forty-nine (49) states, excluding New York, plus the District of Columbia. Since the prior examination date, OneNation is no longer licensed in the U.S. Virgin Islands. OneNation is licensed as a life, accident, and health insurance company. As of December 31, 2013, OneNation has closed blocks of life and dental business which it predominantly cedes to various reinsurers.

### GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company during the examination period:

Year	Admitted Assets	Liabilities	Capital and Surplus	Total Revenues	Net Income
2013	\$ 13,757,365	\$ 312,432	\$ 13,444,933	\$ -	\$ (657,235)
2012	83,040,133	1,260,751	81,779,382	-	2,809,406
2011	79,557,285	587,844	78,969,441	-	866,116
2010	78,409,346	310,358	78,098,988	-	181,132
2009	78,312,720	391,276	77,921,444	3,168,553	2,890,014

The Company's admitted assets and capital and surplus declined 80% and 82% respectively, over the examination period. This decline was the result of the non-admission of \$70.1 million of its fixed maturity securities in accordance with SSAP No. 4. These assets were pledged by the Company, for the benefit of an affiliate, to the Federal Home Loan Bank of Indianapolis. SSAP No. 4 required the non-admission of these assets as the Company did not have exclusive control; and, while pledged, the assets were not available to satisfy policyholder obligations.

Liabilities and Net Income reported large declines in 2013 over 2012. The decrease in liabilities in 2013 was primarily as a result of the settlement of outstanding tax liabilities. The decrease in net income in 2013 was primarily due to capital losses on the sale of long-term bonds to provide necessary liquidity. Sales of securities in 2012 resulted in net capital gains.

## MANAGEMENT AND CONTROL

### Directors

The Bylaws provide that the business affairs of the Company are to be managed by a Board of Directors (Board) consisting of no less than five (5) and no more than fourteen (14) directors. The shareholder, at each annual meeting, elects the members of the Board.

The following is a listing of persons serving as directors at December 31, 2013, and their principal occupations as of that date:

<u>Name and Address</u>	<u>Principal Occupation</u>
Carter Allen Beck Manchester, New Hampshire	Senior Vice President and Counsel WellPoint, Inc.
Wayne Scott DeVeydt Indianapolis, Indiana	Executive Vice President and Chief Financial Officer WellPoint, Inc.
Kenneth Richard Goulet Waxhaw, North Carolina	Executive Vice President of Commerce and Special Business Division WellPoint, Inc.
Catherine Irene Kelaghan Carmel, Indiana	Vice President and Counsel WellPoint, Inc.
Kathleen Susan Kiefer Indianapolis, Indiana	Vice President and Corporate Secretary WellPoint, Inc.

### Officers

The Bylaws state that the elected officers of the Company shall consist of a President, a Secretary, and a Treasurer. A person may hold more than one (1) office, with the exception of the President and Secretary. The President of the Corporation shall be its Chief Operating Officer, and shall have such powers and perform such duties as the Board may prescribe or delegate from time to time. The President shall have the authority to appoint administrative officers such as Vice Presidents, Assistant Secretaries, and Assistant Treasurers, to perform such functions and duties as prescribed and approved by the President. Each of these officers is elected by the Board and shall hold office for one (1) year or until their respective successors are duly chosen and have qualified.

The following is a list of key officers and their respective titles as of December 31, 2013:

<u>Name</u>	<u>Office</u>
Kenneth Richard Goulet	President and Chairperson
Robert David Kretschmer	Treasurer
Kathleen Susan Kiefer	Secretary
Eric (Rick) Kenneth Noble	Assistant Treasurer
Timothy Paul Deno	Valuation Actuary

## CONFLICT OF INTEREST

Directors and officers are required to review and sign Conflict of Interest statements annually. It was determined that one (1) director and one (1) officer listed in the Management and Control section of this Report of Examination had not signed their Conflict of Interest statement as of December 31, 2013. See the Other Significant Issues section of this Report of Examination.

## CORPORATE RECORDS

### Articles of Incorporation

There were no amendments to the Articles of Incorporation during the examination period.

### Bylaws

There were no amendments to the Bylaws during the examination period.

### Minutes

The Board and shareholder meeting minutes were reviewed for the period under examination through March 16, 2015. Significant actions taken during each meeting were noted.

Indiana Code (IC) 27-1-7-7(b) states an annual meeting of shareholder(s), members, or policyholders shall be held within five (5) months after the close of each fiscal year and at such time within that period as the Bylaws may provide. The Bylaws do not specify the date or time the annual meeting of shareholders is to be held. For each year under review, the annual meeting of shareholders was held within five (5) months following the close of each fiscal year.

The WLP Committee meeting minutes for the examination period, and through the fieldwork date, were reviewed for the following committees: Audit, Compensation, Corporate Governance, and Planning.

## AFFILIATED COMPANIES

### Organizational Structure

The following abbreviated organizational chart shows the Company's direct upstream parent companies and the Indiana domestic insurance subsidiaries of WLP as of December 31, 2013:

	<u>NAIC Co. Code</u>	<u>Domiciliary State/Country</u>
WellPoint, Inc.		IN
Anthem Insurance Companies, Inc.	28207	IN
Associated Group, Inc.		IN
Anthem Financial, Inc.		DE
National Government Services, Inc.		IN
ATH Holding Company, LLC		IN
Rocky Mountain Hospital and Medical Service, Inc.	11011	CO
Anthem Life Insurance Company	61069	IN
<b>OneNation Insurance Company</b>	<b>85286</b>	IN
Anthem Holding Corp.		IN
UNICARE National Services, Inc.		DE
UniCare Life & Health Insurance Company	80314	IN

### Affiliated Agreements

The following affiliated agreements and transactions were disclosed as part of the Form B – Holding Company Registration Statement and were filed with the INDOI, as required, in accordance with IC 27-1-23-4.

#### *Consolidated Federal Income Tax Agreement*

Effective December 31, 2005, the Company entered into a Consolidated Federal Income Tax Agreement with WLP whereby the allocation of federal income taxes is based upon separate return calculations with credit for net losses that can be used upon a consolidated basis, and is recorded as part of the federal income tax receivable or payable. Federal income tax balances are settled based on the Internal Revenue Service due dates. At December 31, 2013, the Company had current federal income taxes recoverable from WLP, of \$614,940 pursuant to this agreement.

#### *Master Administrative Services Agreement*

Effective January 1, 2005, the Company entered into an Amended and Restated Master Administrative Services Agreement with WellPoint Health Networks, Inc. and other affiliates whereby each company provides certain administrative, consulting, and other support services for the benefit/use of the other affiliated companies. The costs and expenses related to these administrative management and support services are allocated by the Company in an amount equal to the direct and indirect costs and expenses incurred in providing these services. For 2013, the Company paid \$0 under the terms of this agreement.

#### *WellPoint Cash Concentration Agreement*

Effective November 20, 2007, the Company entered into the WLP Cash Concentration Agreement whereby any of the Company's affiliates may be designated as a cash manager to handle the collection and/or payment of funds on behalf of the Company. Conversely, the Company may be designated as a cash manager to handle the collection and/or payment of funds on behalf of its affiliates. Cash services covered under this agreement include the collection of premiums and other revenue, the collection of benefit and administrative expense reimbursements, the payment of policy benefits, payroll expense, general and administrative expense, and accounts payable disbursements. As of December 31, 2013, the Company had an estimated net receivable of \$16,526 pursuant to this agreement.

#### *Reinsurance Agreement*

Effective January 2, 2003, the Company entered into a reinsurance agreement with Anthem Life Insurance Company that covered substantially all of the Company's liabilities under all contracts other than those related to behavioral health business. As of December 31, 2013, approximately \$281,000 in unpaid losses remained outstanding.

### **FIDELITY BOND AND OTHER INSURANCE**

The Company protects itself against loss from any fraudulent or dishonest acts by any employees through a fidelity bond issued by National Union Fire Insurance Company of Pittsburgh, Pennsylvania. The bond has a single loss coverage limit of \$10,000,000, with a \$1,500,000 deductible. The fidelity bond is adequate to meet the prescribed minimum coverage specified by the NAIC.

The Company had additional types of coverage in-force at December 31, 2013, including but not limited to automobile liability and physical damage, employee benefit plan fiduciary liability, general liability, property damage, and umbrella liability.

### **PENSION, STOCK OWNERSHIP, AND INSURANCE PLANS**

The Company participates in the WLP Cash Balance Pension Plan (the Plan), a frozen non-contributory defined benefit pension plan sponsored by ATH Holding covering most employees of WLP and its subsidiaries. ATH Holding allocates a share of the total accumulated costs of the Plan to the Company based on the number of allocated employees. During 2012 and 2013, these costs totaled \$0 and \$0, respectively. The Company has no legal obligation for benefits under this plan.

The Company participates in a postretirement medical benefit plan, sponsored by ATH Holding, providing certain dental, health, life, and vision benefits to eligible retirees. ATH Holding allocates a share of the total accumulated costs of this benefit to the Company based on the number of allocated employees. During 2012 and 2013, these costs totaled \$0 and \$0, respectively. The Company has no legal obligation for benefits under this plan.

The Company participates in various deferred compensation plans sponsored by WLP which cover certain employees. The deferred accounts are payable according to the terms and subject to the conditions of said deferred compensation agreements. WLP allocates a share of the total accumulated costs of these plans to the Company based on the number of allocated employees participating in the plans. During 2012 and 2013, these costs totaled \$0 and \$0, respectively. The Company has no legal obligation for benefits under these plans.

The Company participates in the WellPoint 401(K) Retirement Savings Plan, sponsored by ATH Holding, covering substantially all employees. Voluntary employee contributions are matched by ATH Holding subject to certain limitations. ATH Holding allocates a share of the total accumulated costs of the plan to the Company based on the number of allocated employees. During 2012 and 2013, these costs totaled \$0 and \$0, respectively. The Company has no legal obligation for benefits under this plan.

### STATUTORY AND SPECIAL DEPOSITS

The Company reported the following statutory and special deposits at December 31, 2013:

State	Book Value	Fair Value
Deposits for the Benefit of All Policyholders:		
Indiana	\$ 2,261,505	\$ 2,478,854
All Other Special Deposits:		
Arkansas	258,916	269,858
Florida	540,657	546,308
Georgia	154,685	146,280
Massachusetts	200,497	203,390
New Mexico	130,724	133,377
North Carolina	476,266	467,825
Aggregate Alien and Other	1,152,857	1,169,493
Total Deposits	\$ 5,176,107	\$ 5,415,385

### REINSURANCE

#### Reinsurance Assumed

The Company reported no significant reinsurance assumed in their 2013 Annual Statement.

#### Reinsurance Ceded

The Company continues to run-off closed blocks of dental and life business which it has ceded to various affiliated and unaffiliated reinsurers. These agreements were signed prior to the examination period and appear to be running off consistently with reserves established prior to the examination period.

#### Financial Consideration Agreements

AICI and OneNation were parties to Financial Consideration Agreement where under OneNation pledged certain of its property as collateral for advances of credit that the Federal Home Loan Bank of Indianapolis (Bank) may make to AICI, as a member of the Bank. This agreement was terminated on May 15, 2015.

## ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2012 and December 31, 2013, were agreed to the respective Annual Statements. The Annual Statements for the years ended December 31, 2009 through December 31, 2013, were agreed to each year's independent audit report without material exception. The Company's accounting procedures, practices, and account records were deemed satisfactory.

ONENATION INSURANCE COMPANY  
Assets  
As of December 31, 2013

	Per Examination*
Bonds	\$ 5,176,110
Cash, cash equivalents and short-term investments	5,141,384
Subtotals, cash and invested assets	10,317,494
Investment income due and accrued	299,719
Current federal and foreign income tax recoverable and interest thereon	614,940
Net deferred tax asset	2,442,047
Receivables from parent, subsidiaries and affiliates	16,526
Aggregate write-ins for other than invested assets	66,639
Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts	13,757,365
Total	\$ 13,757,365

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\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts.



ONENATION INSURANCE COMPANY  
 Liabilities, Capital and Surplus  
 As of December 31, 2013

	Per Examination*
Aggregate health claim reserves	\$ 267,544
General expenses due or accrued	14,888
Reinsurance in unauthorized and certified companies	30,000
Total liabilities	312,432
Common capital stock	2,500,000
Gross paid in and contributed surplus	43,323,526
Unassigned funds (surplus)	(32,378,593)
Total capital and surplus	13,444,933
Total liabilities, capital and surplus	\$ 13,757,365

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\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts.

ONENATION INSURANCE COMPANY  
Statement of Revenue and Expenses  
For the Year Ended December 31, 2013

	Per Examination*
Hospital and Medical:	
Other professional services	\$ (10)
Subtotal	(10)
Less:	
Net reinsurance recoveries	(10,596)
Total hospital and medical	10,586
General administrative expenses	173,717
Total underwriting deductions	184,303
Net underwriting gain or (loss)	(184,303)
Net investment income earned	1,423,817
Net realized capital gains (losses) less capital gains tax	(1,478,851)
Net investment gains (losses)	(55,034)
Aggregate write-ins for other income or expenses	(13,903)
Net income or (loss) after capital gains tax and before all other federal income taxes	(253,240)
Federal and foreign income taxes incurred	403,995
Net income (Loss)	\$ (657,235)

\* There were no adjustments to the as-filed financial statements, therefore the Annual Statement amounts agree to the examination amounts.

ONENATION INSURANCE COMPANY  
Capital and Surplus Account Reconciliation

	2013	2012	2011	2010	2009
Capital and surplus prior reporting year	\$ 81,779,382	\$ 78,969,441	\$ 78,098,988	\$ 77,921,444	\$ 74,432,885
Net income or (loss)	(657,235)	2,809,406	866,116	181,132	2,890,014
Change in net unrealized capital gains (losses)	-	-	-	-	(6,006)
Change in net deferred income tax	24,531,570	535	4,310	(3,561)	(1,088,139)
Change in nonadmitted assets	(92,178,784)	-	27	(27)	2,507,702
Change in unauthorized and certified reinsurance	(30,000)	-	-	-	-
Aggregate write-ins for gains or (losses) in surplus	-	-	-	-	(815,012)
Net change in capital and surplus	<u>(68,334,449)</u>	<u>2,809,941</u>	<u>870,453</u>	<u>177,544</u>	<u>3,488,559</u>
Capital and surplus end of reporting period	<u>\$ 13,444,933</u>	<u>\$ 81,779,382</u>	<u>\$ 78,969,441</u>	<u>\$ 78,098,988</u>	<u>\$ 77,921,444</u>

## COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to the financial statements as of December 31, 2013, based on the results of this examination.

### OTHER SIGNIFICANT ISSUES

IC 27-1-3-13(a) requires the preparation of the Annual Statement in accordance with NAIC Annual Statement Instructions. These instructions include the assertion that officers of the Company are subject to a code of ethics which includes a requirement for honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest. The Company was found to have such a code of ethics in place during the examination period which included a conflict of interest policy. It was determined that one (1) director and one (1) officer had not signed a 2013 Conflict of Interest statement.

It is recommended that all officers and directors review and sign Conflict of Interest statements on an annual basis in accordance with Company policy and Annual Statement instructions.

IC 27-1-7-10(i) stipulates that every director, when elected, shall take and subscribe to an oath stating that he or she will faithfully, honestly, and diligently administer the affairs of the Company and will not knowingly violate any of the laws applicable to such Company. It was determined that while each director does have an Oath of Office statement on file, not all were current as of their last elected date.

It is recommended that every director shall take and subscribe to an Oath of Office at the time of annual election to the Board.

### SUBSEQUENT EVENTS

Effective December 2014, shareholders approved the name change of WLP to Anthem, Inc. (Anthem).

In February 2015, Anthem, and entities, were the target of a sophisticated external cyber-attack. The attackers gained unauthorized access to certain information technology systems and obtained personal information related to many individuals and employees, such as names, birthdays, health care identification/social security numbers, street addresses, email addresses, phone numbers and employment information, including income data. To date, there is no evidence that credit card or medical information, such as claims, test results or diagnostic codes, were targeted, accessed or obtained, although no assurance can be given that they will not identify additional information that was accessed or obtained. Upon discovery of the cyber-attack, Anthem took immediate action to remediate the security vulnerability and retained a cyber-security firm to evaluate the systems and identify solutions based on the evolving landscape. Anthem is providing credit monitoring and identity protection services to those who have been affected by this cyber-attack. Anthem has continued to implement security enhancements since this incident. Anthem has incurred expenses subsequent to the cyber-attack to investigate and remediate this matter and expects to continue to incur expenses of this nature in the foreseeable future. Anthem will recognize these expenses in the periods in which they are incurred. Actions have been filed in various federal and state courts and other claims have been or may be asserted against Anthem on behalf of current or former members, current or former employees, other individuals, shareholders or others seeking damages or other related relief, allegedly arising out of the cyber-attack. State and federal agencies, including state insurance regulators, state attorneys general, the Health and Human Services Office of Civil Rights and the Federal Bureau of Investigation, are investigating events related to the cyber-attack, including how it occurred, its consequences and Anthem's responses. Although Anthem is cooperating in these investigations, Anthem may be subject fines or

other obligations, which may have an adverse effect on how they operate their business and their results of operations. With respect to the civil actions, a motion to transfer was filed with the Judicial Panel on Multidistrict Litigation in February 2015 and was subsequently heard by the Panel in May 2015. In June 2015, the Panel entered its order transferring the consolidated matter to the U.S. District Court for the Northern District of California. The U.S. District Court entered its case management order in September 2015. Anthem filed a motion to dismiss ten of the counts that are before the U.S. District Court. In February 2016, the court issued an order granting in part and denying in part their motion, dismissing three counts with prejudice, four counts without prejudice and allowing three counts to proceed. Plaintiffs filed a second amended complaint in March 2016, and Anthem subsequently filed a second motion to discuss. In May 2016, the court issued an order granting in part and denying in part their motion, dismissing one count with prejudice, dismissing certain counts asserted by specific named plaintiffs with or without prejudice depending on their individualized facts, and allowing the remaining counts to proceed. In July 2016, plaintiffs filed a third amended complaint which Anthem answered in August 2016. Fact discovery is scheduled to be completed by December 2016. There remain two state court cases that are presently proceeding outside of the Multidistrict Litigation. Anthem has contingency plans and insurance coverage for certain expenses and potential liabilities of this nature. While a loss from these matters is reasonably possible, Anthem cannot reasonably estimate a range of possible losses because their investigation into the matter is ongoing, the proceedings remain in the early stages, alleged damages have not been specified, there is uncertainty as to the likelihood of a class or classes being certified or the ultimate size of any class if certified, and there are significant factual and legal issues to be resolved.

Effective May 15, 2015, ATH Holding sold 100% of the issued and outstanding stock of the Company to FHP Insurance Holding Co. Inc. (FHP Insurance), an indirect wholly-owned subsidiary of Fresenius Medical Care Holdings, Inc. Prior to the effective date of the sale the Company terminated its intercompany agreements, including the Financial Consideration Agreement between the Company and AICI whereby the Company pledged securities on behalf of AICI to the Federal Home Loan Bank of Indianapolis. The termination of this agreement relieved the Company's non-admitted bonds and short-term investments as well as significantly reduced the Company's gross and admitted deferred tax asset. On March 26, 2015, the Department approved a \$77,100,000 dividend payment to ATH Holding, which was paid on May 14, 2015. On June 19, 2015, FHP Insurance contributed \$507k in working capital to the Company.

On May 26, 2015, a Form 8K announced that Ken Goulet, Executive Vice President and President of the Commercial and Specialty Business Division will retire from Anthem on September 1, 2015.

On July 24, 2015, the Company's ultimate parent company, Anthem, and Cigna Corporation (Cigna) announced that they entered into an Agreement and Plan of Merger, or Merger Agreement, dated as of July 23, 2015, by and among Anthem, Cigna, and Anthem Merger Sub Corp., a Delaware corporation and a direct wholly-owned subsidiary, pursuant to which Anthem will acquire all outstanding shares of Cigna, or the Acquisition. The Acquisition will further Anthem's goal of creating a premium health benefits company with critical diversification and scale to lead the transformation of health care delivery for consumers. Cigna is a global health services organization that delivers affordable and personalized products and services to customers through employer-based, government-sponsored and individual coverage arrangements. All of Cigna's products and services are provided exclusively by or through its operating subsidiaries, including Connecticut General Life Insurance Company, Cigna Health and Life Insurance Company, Life Insurance Company of North America and Cigna Life Insurance Company of New York. Such products and services include an integrated suite of health services, such as medical, dental, behavioral health, pharmacy, vision, supplemental benefits, and other related products including group life, accident and disability insurance. Cigna maintains sales capability in 30 countries and jurisdictions. Under the terms of the Merger Agreement, Cigna's shareholders will receive \$103.40 in cash and 0.5152 shares of Anthem's common stock for each Cigna common share outstanding. The value of the transaction is estimated to be approximately \$53.0 billion based on the closing price of Anthem's common stock on the New York Stock Exchange on July 23, 2015. The final purchase price will be determined based on Anthem's closing stock price on the date of closing of the Acquisition. The combined company will reflect a pro

forma equity ownership comprised approximately 67% Anthem shareholders and approximately 33% Cigna shareholders. Anthem expects to finance the cash portion of the Acquisition through available cash on hand and the issuance of new debt. Anthem entered into a bridge facility commitment letter and a joinder agreement with a group of lenders which will provide up to \$22.5 billion under a 364-day senior unsecured bridge term loan credit facility to finance the Acquisition in the event that Anthem has not received proceeds from any combination of (i) senior unsecured term loans, (ii) common or preferred equity or equity-linked securities and/or (iii) senior unsecured notes in a public offering or private placement in an aggregate principal amount of at least \$22.5 billion prior to the consummation of the Acquisition. In addition, in August 2015, Anthem entered into a term loan facility which will provide up to \$4.0 billion to finance a portion of the Acquisition. The commitment of the lenders to provide the bridge facility and the term loan facility is subject to several conditions, including the completion of the Acquisition. On July 21, 2016, the U.S. Department of Justice, or DOJ, along with certain state attorneys general, filed a civil antitrust lawsuit in the U.S. District Court for the District of Columbia seeking to block the Acquisition. Trial commenced on November 21, 2016. At trial, the Court will hear evidence regarding the alleged anti-competitive effects of the Acquisition with respect to the combination of Anthem's and Cigna's National Accounts businesses. Upon conclusion of this first phase, the Court will hear evidence on the DOJ's claims pertaining to local commercial markets and healthcare services rates. Further, in its challenge to the Acquisition, the DOJ has agreed that it will not pursue allegations relating to the sale of Individual Insurance policies on the public exchanges. Anthem intends to vigorously defend the Acquisition in this litigation and remains committed to completing the Acquisition as soon as practicable. Though the Merger Agreement provides that the closing of the Acquisition occur by January 31, 2017, this date can be extended to April 30, 2017 by either Anthem or Cigna through written notice to the other party if all conditions to the merger have been satisfied except for the receipt of regulatory approvals and other governmental consents. If the Merger Agreement is terminated because the required regulatory approvals cannot be obtained, under certain conditions, Anthem would be obligated to pay a \$1.85 billion termination fee to Cigna.

Effective August 19, 2015, the Company's name changed from OneNation Insurance Company to Fresenius Health Plans Insurance Company.

On December 1, 2016, a Regulatory Settlement Agreement, ("RSA") was entered into by Anthem and the California Department of Insurance, INDOI, Maine Bureau of Insurance, Missouri Department of Insurance, New Hampshire Insurance Department, North Dakota Department of Insurance, and South Carolina Department of Insurance (collectively, the "Lead Regulators") and the insurance regulatory departments, divisions, or offices of each of the remaining States and U.S. jurisdictions that adopt, agree to, and approve this Agreement (the "Participating Regulators"). This RSA resulted from the targeted multistate market conduct and financial examination initially called by the INDOI as lead domestic regulator on February 26, 2015, as a result of Anthem's announcing of the cyber-security breach noted above. The purpose of the examination was to assess Anthem's state of cyber-security preparedness prior to the Data Breach, its post-Data Breach response, the adequacy of measures taken by the Company to mitigate the harm to consumers whose personally identifiable information (PII) was compromised, and determine the identity of the actors responsible for the breach. The results of this examination found that a) Anthem's pre-breach cyber-security was reasonable and included the implementation of technologies and procedures consistent with or exceeding those of a typical organization of its size and type; b) Anthem's preparations to respond to a data breach began well before the incident occurred and included a detailed Incident Response Plan (IR Plan); c) The Company's IR Plan allowed it to timely and effectively respond to the Data Breach when it was discovered, removing the attacker's ability to access the network within three days of identifying the Data Breach; d) The examiners identified the attacker with high confidence and concluded with medium confidence that the attacker was acting on behalf of a foreign government. Attacks associated with this foreign government have not resulted in PII being transferred to non-state actors; e) Anthem promptly communicated and cooperated with law enforcement and regulatory officials; f) Anthem provided affected individuals with notice through direct mailing, emailing, news publications, website notice, and working with State insurance departments; g) Within two weeks of discovering the Data Breach, Anthem contracted with a vendor to provide credit protection services for two years to breach-impacted

consumers; and h) Immediately following discover of the Data Breach, Anthem engaged expert consultants to investigate the Data Breach and assist the Company with its post-breach response. To date, the Company has already incurred significant costs related to the Data Breach: \$2.5 million to engage expert consultants; \$115 million for the implementation of security improvements; \$31 million to provide initial notification to the public and affected individuals; and \$112 million to provide credit protection to breach-impacted consumers. In light of the facts set forth, the corrective actions already implemented by the Company, and the Additional Corrective Actions agreed to, the Lead Regulators find that administrative fines or penalties are not warranted. Additional Corrective Actions include 1) Continued implementation of enhanced security measures at an estimated additional cost of at least \$30 million; 2) Continuation of cyber-security monitoring; and 3) Anthem Minor Credit Protection Program at an estimated additional cost of at least \$15 million.





**AFFIDAVIT**

This is to certify that the undersigned is a duly qualified Examiner-in-Charge appointed by the INDOI and that he, in coordination with staff assistance from Noble Consulting Services, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of OneNation Insurance Company, as of December 31, 2013.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the NAIC Financial Condition Examiners Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

The attached report of examination is a true and complete report of condition of OneNation Insurance Company as of December 31, 2013, as determined by the undersigned.



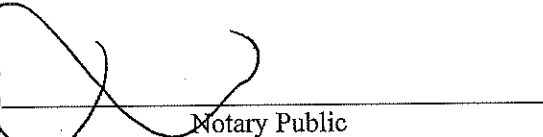
Michael P. Dinius, CFE  
Noble Consulting Services, Inc.

State of: Indiana  
County of: Marion

On this 16 day of December, 2016, before me personally appeared, Michael P. Dinius, to sign this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.

My commission expires:



Notary Public

