

BEFORE THE COMMISSIONER OF INSURANCE

STATE OF GEORGIA

IN THE MATTER OF:)
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)
AMGP GEORGIA MANAGED CARE)
COMPANY, INC.)
)
Domestic Insurer)
)
)
By:) **CASE NUMBER 11010134**
)
)
WELLPOINT, INC.)
)
)
Applicant)
)

NOTICE OF PUBLIC HEARING

This Notice of Public Hearing is given, pursuant to O.C.G.A. §33-13-3(f), concerning the proposed ACQUISITION OF CONTROL OF A DOMESTIC INSURER, AMGP Georgia Managed Care Company, Inc. (the "Insurer"), by Wellpoint, Inc. (the "Applicant"). The Form A Statement of Applicant ("Form A") concerning the proposed acquisition was initially filed with the Office of Commissioner of Insurance on August 6, 2012 (the "Initial Filing"). The Initial Filing did not include all of the documentation necessary to conduct a thorough review of this filing. Consequently, the Applicant submitted additional documentation as requested and the Applicant's filing was deemed complete October 12, 2012.

Accordingly, the public hearing on the proposed acquisition of control will be held before the Commissioner of Insurance, beginning at **9:00 a.m. on Monday, November 5, 2012**, and continuing from time to time thereafter until this matter is concluded. The public hearing will be

held in the Hearing Room, 7th Floor, West Tower, Floyd Building, 2 Martin Luther King, Jr. Drive, Atlanta, Georgia, 30334.

At the public hearing, the Applicant, the Insurer, any person to whom the Notice of Public Hearing was sent, and any persons whose interest may be affected thereby shall have the right to present evidence, examine and cross-examine witnesses, and offer oral and written arguments and, in connection therewith, shall be entitled to conduct discovery proceedings in the same manner as is presently allowed in the Superior Courts of this State. All discovery proceedings shall be concluded not later than three days prior to the commencement of the public hearing. Any person whose interest may be affected and who desires to participate in the public hearing, other than the Applicant and the Insurer, must file a Motion to Intervene, which must be received in the Administrative Procedure Division of the Office of Commissioner of Insurance, no later than **4:30 p.m. on Wednesday, October 31, 2012.**

Pursuant to O.C.G.A. §33-13-3(f)(2), not less than seven days' notice of the public hearing shall be given by the Applicant to the Insurer, and the securityholders of the Insurer, as defined by O.C.G.A. §33-13-1(7), and to any other persons, including agents and employees of the aforesaid companies, who have expressed an interest in writing concerning the proposed acquisition and change of control. In addition, pursuant to O.C.G.A. §33-13-3(g), within five days of the Insurer's receipt, AMGP Georgia Managed Care Company, Inc. shall send by mail to all of its shareholders all statements, amendments, or other material filed pursuant to the Form A filing referenced herein, along with the notice of the public hearing.

Pursuant to O.C.G.A. §33-13-3(f)(2), the Applicant shall publish, for at least seven consecutive business days prior to the date of hearing set forth herein, this Notice of Public Hearing concerning the proposed change of control in its entirety in The Fulton County Daily

Report, the official legal organ for notification of legal matters pending in Fulton County, Georgia.

Pursuant to O.C.G.A. §33-13-3(g), as security for mailing expenses that might be incurred by the domestic insurer, the Applicant shall file a \$2,000.00 deposit with the Office of the Commissioner of Insurance no later than **4:30 p.m. on Wednesday, October 31, 2012.**

After the conclusion of the public hearing and the closing of the record in this matter, the Commissioner of Insurance will make a determination to approve or disapprove the proposed change of control in accordance with his findings as authorized by law.

This 16th day of October, 2012.



RALPH T. HUDGENS
INSURANCE AND SAFETY FIRE COMMISSIONER
STATE OF GEORGIA

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