

STATE OF NEW JERSEY
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE REQUEST BY)
MEDSOLUTIONS HOLDINGS, INC. FOR AN)
EXEMPTION FROM THE FILING AND) ORDER
PUBLIC HEARING REQUIREMENTS OF)
THE INSURANCE HOLDING COMPANY)
SYSTEMS ACT, N.J.S.A. 17:27A-1 ET SEQ.)

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

IT APPEARING that N.J.S.A. 17:27A-2d 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-2f(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 CareCore NJ LLC and Triad Healthcare New Jersey IPA, Inc. are both New Jersey-domiciled licensed organized delivery systems (collectively, “the ODSs”), which are subject to the requirements of N.J.S.A. 17:27A-1 et seq.,

IT FURTHER APPEARING that the ODSs are directly or indirectly wholly owned by MedSolutions, Inc. (“MSI”), which, in turn is wholly owned by MedSolutions Holdings, Inc. (“Holdings”); and

IT FURTHER APPEARING that through a series of transactions previously approved by the Commissioner of Banking and Insurance pursuant to Order No. A14-117 and Order No. A14-118, the ODSs are indirectly ultimately controlled 60 percent by CareCore National Holdings, LLC and 40 percent by the MedSolutions companies; and

IT FURTHER APPEARING that, as part of corporate restructuring, the companies intend to merge Holdings into MSI, with MSI being the surviving entity; and

IT FURTHER APPEARING that ultimate controlling entities of the ODSs will not change as a result of this transaction; and

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

IT FURTHER APPEARING that the Department of Banking and Insurance (“the Department”) 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-2f(2) are applicable to this transaction;

THEREFORE, IT IS on this 13th day of March, 2015,

ORDERED that:

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

A handwritten signature in black ink, appearing to read 'K. Kobylowski', is written above a horizontal line.

Kenneth E. Kobylowski
Commissioner

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