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Hearing Date: No hearing scheduled
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DOROTHY BROWN
CIRCUIT CLERK
COOK COUNTY, IL
2020CH04431

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EXHIBIT

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Illinois Department of Insurance

JB PRITZKER
Governor

ROBERT H. MURIEL
Director

June 26, 2020

Mr. Christopher A. Koster
Senior Vice President, Secretary and General Counsel
Centene Corporation
7700 Forsyth
St. Louis, Missouri 63105

Re: NextLevel Health Partners, Inc. Membership Transfer to Meridian Health Plan of Illinois, Inc.

Dear Mr. Koster:

The Department of Insurance (the "Department") has received the form of Member Transfer Agreement (the "MTA") by and between NextLevel Health Partners, Inc. (the "Domestic HMO"), NextLevel Health Innovations, Inc. and Meridian Health Plan of Illinois, Inc. ("Meridian"). Pursuant to the MTA, upon the closing of the transactions contemplated thereunder, the Domestic Insurer will transfer to Meridian, effective as of July 1, 2020, the entirety of its membership, and neither Meridian nor any of its affiliates will assume any liabilities of the Domestic Insurer or its affiliates (including any of the liabilities expressly excluded pursuant to Section 1.4 thereof) except to the extent expressly assumed under the MTA (together, the "Membership Transfer Transaction").

The Department has determined that the Membership Transfer Transaction is in the best interests of the Domestic HMO's members. Centene Corporation, the ultimate parent of Meridian, is a company with decades of experience serving a broad range of states and large government programs. The Membership Transfer Transaction presents an opportunity for the Domestic Insurer's members to join a stable organization that will continue members' access to care via a locally-based healthcare approach. In addition, the Membership Transfer Transaction will allow the Domestic Insurer's members to join the Centene organization very quickly (the target effective date for the Membership Transfer Transaction is July 1, 2020).

Pursuant to Section 5-3(d) of the Health Maintenance Organization Act (215 ILCS 125/5-3(d)), the Member Transfer Transaction is hereby approved, subject to (i) the terms of final executed MTA being substantially similar to the MTA filed with the Department and (ii) the filing of the final MTA with the Department on or prior to the effective date thereof.

Any questions should be directed to Kevin Baldwin at KBaldwin@osdchi.com.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Muriel".

Robert H. Muriel
Director of Insurance

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