



111 South Wacker Drive
Chicago, IL 60606
Telephone: 312-443-0700
Fax: 312-443-0336
www.lockelord.com

Tim Farber
Direct Telephone: 312-443-0532
Direct Fax: 312-896-6690
tfarber@lockelord.com

July 29, 2015

RECEIVED
Corporate & Financial Regulation

JUL 30 2015

Pennsylvania
Insurance Department

VIA FEDERAL EXPRESS

Ms. Kimberly Rankin
Director, Bureau of Licensing and Financial Analysis
Pennsylvania Insurance Department
1326 Strawberry Square
Harrisburg, Pennsylvania 17120

Re: Form A Statement Regarding the Acquisition of Control of Humana Medical Plan of Pennsylvania, Inc. (the "Domestic HMO") by Aetna Inc.

Dear Ms. Rankin:

On behalf of Aetna Inc. (the "Applicant"), enclosed please find (i) an original and two copies of the above captioned Form A Statement (the "Form A") filed in connection with the Applicant's proposed acquisition of the Domestic HMO's parent company, Humana Inc. and (ii) the applicable filing fee. In accordance with the Pennsylvania Code, a copy of the Form A is being delivered to the Domestic HMO.

Please also note that both Aetna Inc. and Humana Inc. are NYSE listed public companies and are subject to board and committee independence requirements as provided by NYSE rules. The RBC calculation of the Domestic HMO can be found in its annual statement on file with the Pennsylvania Insurance Department. In addition, the Form E competition analysis is currently being finalized and will follow by a separate filing.

Thank you for your consideration in this matter. If you require any additional information relating to the enclosed Form A, please contact the undersigned at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP


Tim Farber