

**WILLIAM BALABAN & ASSOCIATES, LLC**

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September 2, 2015

**VIA HAND DELIVERY**

The Honorable Teresa D. Miller, Insurance Commissioner  
Pennsylvania Insurance Department  
1345 Strawberry Square  
Harrisburg, PA 17120

**Re: Form A Statement Regarding the Acquisition of Control of Bravo Health  
Pennsylvania, Inc., Cigna Dental Health of Pennsylvania, Inc., and Life  
Insurance Company of North America**

Dear Commissioner Miller:

On behalf of Anthem, Inc., an Indiana corporation ("Anthem"), we are pleased to file the enclosed Form A Statement and its attachments in accordance with Section 1402 of the Insurance Company Law of May 17, 1921, P.L. 682, No. 284, art. XIV, added 1992, Dec. 18, P.L. 1519, No. 178, §19, as amended, (40 P.S. § 991.1402) regarding Anthem's proposed acquisition of control of:

1. Bravo Health Pennsylvania, Inc., a health maintenance organization,
2. Cigna Dental Health of Pennsylvania, Inc., a preferred provider organization, and
3. Life Insurance Company of North America, a stock life insurance company

(the "Pennsylvania Companies").

This filing is being submitted in connection with Anthem's pending acquisition of the Pennsylvania Companies' parent company, Cigna Corporation, a Connecticut corporation ("Cigna"), under an Agreement and Plan of Merger dated July 23, 2015 (copy included as an Exhibit to the Form A Statement). Anthem's acquisition of Cigna is described in more detail in the enclosed Form A Statement. As a result of the Merger, Anthem will acquire beneficial ownership of 100% of the stock of, and ultimate control of the Pennsylvania Companies.

Anthem respectfully requests your approval for the proposed acquisition of control described in the Form A Statement. We have enclosed for filing in that regard:

1. one originally signed Form A Statement (including all Exhibits) (the "Confidential Version"), with a copy on CD;
2. a copy of the Form A Statement with the confidential Exhibits redacted or removed (the "Public Version"), with a copy on CD;
3. a \$7,500.00 check (no.1594) made payable to the Commonwealth of Pennsylvania in payment of the applicable filing fee; and
4. an additional copy of the Form A Statement (without any Exhibits), along with an additional copy of this letter, which we ask that the Department file-stamp and return to us for our records.

Please do not hesitate to call if additional copies of the Form A Statement would be helpful to the Department in its review.

Anthem and the Pennsylvania Companies respectfully request confidential treatment of the materials filed as Exhibits 5 (biographical affidavits) and 11 (Form E, submitted under separate cover), and 12-14 (financials) to the Form A in accordance with 31 Pa. Code § 25.12 and Form 040324 ("Public Availability of Filed Documents"), as they contain information that is personal, confidential or proprietary, and/or are documents that do not constitute public records within the meaning of Pennsylvania Right to Know Law, Act 3 of 2008, 65 P.S. §67.101, et seq., and/or trade secrets within the meaning of 12 Pa. C.S. § 5302, the disclosure of which would be materially adverse to Anthem and the Pennsylvania Companies. Specifically, the Applicant requests that:

- (i) the redacted portions of the biographical affidavits filed as Exhibit 5 and all information in Exhibit 11 and Exhibits 12-14 be afforded confidential treatment,
- (ii) the Applicant be notified in advance of any proposed disclosure by the Department of such confidential information, and
- (iii) the Applicant be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

Any communications regarding the confidentiality of these materials or the disclosure of same should be directed to William R. Balaban or Matthew D. Coble, William Balaban & Associates, LLC, 27 N. Front Street, Harrisburg, PA 17101-1606.

We will be providing, by supplement, as soon as it is available, the parties' joint proxy statement to be filed with the Securities and Exchange Commission. Exhibit 11 to the Form A, the Form E filing, will follow under separate cover, and will address the competitive standard of Section 40 P.S. § 1403(d)(2).

The Honorable Teresa D. Miller, Insurance Commissioner  
August 2, 2015  
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We appreciate the time and attention of you and your staff to this filing and look forward to working with you. Please do not hesitate to contact Matt Coble or myself with any questions regarding this filing.

**WILLIAM BALABAN & ASSOCIATES, LLC**

By: Bill Balaban  
William R. Balaban, Esquire

Enclosures

cc: Stephen Johnson, Deputy Insurance Commissioner (w/o encls.)  
Kimberly A. Rankin, Director, Company Licensing and Financial Analysis (w/o encls.)  
Cressinda E. Bybee, Company Licensing and Financial Analysis (w/encls.)  
Thomas C. Zielinski, Executive V.P. & General Counsel, Anthem, Inc. (w/o encls.)  
Jared R. Danilson, Esquire, White & Case LLP (w/encls.)  
Thi Phan, Esquire, Cigna Corporation (w/encls.)