

**FORM A**  
**STATEMENT REGARDING THE**  
**ACQUISITION OF CONTROL OF OR MERGER WITH**

**BRAVO HEALTH PENNSYLVANIA, INC.,**  
**and**  
**CIGNA DENTAL HEALTH OF PENNSYLVANIA, INC.,**  
**and**  
**LIFE INSURANCE COMPANY OF NORTH AMERICA**  
**each, an indirect wholly owned subsidiary of Cigna Corporation,**  
**a Delaware corporation**  
*(Names of Domestic Insurers)*

**BY**  
**ANTHEM, INC.,**  
**an Indiana corporation**  
*(Name of Acquiring Person (Applicant))*

Filed with the  
Insurance Department of the Commonwealth of Pennsylvania

Dated: September 2, 2015

Name, title, address, and telephone number of individual to whom notices and correspondence concerning this Statement should be addressed:

Thomas C. Zielinski  
Executive Vice President and General Counsel  
Anthem, Inc.  
120 Monument Circle  
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with copies to:

<p>William R. Balaban  Matthew D. Coble  William Balaban &amp; Associates, LLC  Governors' Row  27 N. Front Street  Harrisburg, PA 17101-1606  Telephone: (717) 695-2901  Facsimile: (717) 695-7914  E-mail:  wbalaban@balabanandassociates.com  mcoble@balabanandassociates.com</p>	<p>Jared R. Danilson  White &amp; Case LLP  1155 Avenue of the Americas  New York, NY 10036  Telephone: (212) 819-2614  Facsimile: (212) 354-8113  E-mail: jared.danilson@whitecase.com</p>
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## **INTRODUCTION:**

This Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this “Statement”) is submitted by Anthem, Inc., an Indiana corporation (“Anthem” or the “Applicant”)<sup>1</sup>, in connection with the proposed merger of Cigna Corporation, a Delaware corporation (“Cigna”), and Anthem Merger Sub Corp., a Delaware corporation and a direct wholly owned subsidiary of Anthem (“Merger Sub”), pursuant to an Agreement and Plan of Merger dated July 23, 2015 (the “Merger Agreement”) as more particularly described below.

The foregoing proposed merger would constitute a change of control of:

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

(Bravo HMO, Cigna PPO and LICNA collectively referred to herein as the “Pennsylvania Companies”).

Anthem respectfully requests approval from the Pennsylvania Insurance Commissioner for the acquisition of control described herein pursuant to 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).

## **ITEM 1. INSURER AND METHOD OF ACQUISITION**

The names and addresses of the Pennsylvania Companies to which this Statement relates are as follows:

	Bravo Health Pennsylvania, Inc. 1500 Spring Garden Street, Suite 800 Philadelphia, PA 19130-4071
Administrative Office	Cigna Dental Health of Pennsylvania, Inc. 1571 Sawgrass Corporate Parkway, Suite 140 Sunrise, FL 33323
Statutory Office	1515 Market St., Suite 1210 Philadelphia, PA 19102

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<sup>1</sup> Anthem, Inc. was formerly known as WellPoint, Inc. (“WellPoint”)

Life Insurance Company of North America  
Two Liberty Place  
1601 Chestnut St. TL14A  
Philadelphia, PA 19192-2128

The federal identification number of:	The NAIC number of:
Bravo HMO is 52 2363406;	Bravo HMO is 11524;
Cigna PPO is 52 1220578; &	Cigna PPO is 47041; &
LICNA is 23 1503749.	LICNA is 65498.

The Pennsylvania Companies will be acquired by Anthem when Merger Sub is merged with and into their ultimate parent company, Cigna, in accordance with the applicable merger statutes of the Delaware General Corporation Law (the “First Merger”). A copy of the Merger Agreement is attached hereto as Exhibit 1.

Immediately upon the consummation of the First Merger, the separate corporate existence of Merger Sub will cease, and Cigna will continue as the surviving corporation (the “Surviving Corporation”) and as a direct wholly owned subsidiary of Anthem.

Additionally, immediately upon the consummation of the First Merger, the Surviving Corporation will merge with and into Anthem, in accordance with the applicable merger statutes of the Delaware General Corporation Law and the Indiana Business Corporation Law (such merger, the “Second Merger”, and together with the First Merger, the “Mergers”)<sup>2</sup>.

Upon consummation of the Second Merger, the separate corporate existence of Cigna will cease and Anthem will continue as the surviving corporation. Anthem will, by virtue of the Mergers, acquire beneficial ownership of 100% of the stock of, and ultimate control of, the Pennsylvania Companies.

The current organizational structure of the Pennsylvania Companies and their affiliates is shown on the chart attached as Exhibit 2. The chart attached as Exhibit 3 shows the current organizational structure of Anthem and its affiliates. Attached as Exhibit 4 is a chart reflecting the pro forma organizational structure of Anthem and its affiliates following and as affected by the Mergers.

The combined company will be able to serve customers better by offering a broader line of affordable, quality health insurance products. The combined company will realize significant

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<sup>2</sup> The Second Merger assumes that Cigna and Anthem have each obtained the opinion of their respective counsels that the Mergers, taken together, will qualify as a tax-free reorganization.

synergies and cost savings that will enable it to operate and compete more efficiently, and the combined company will be better able to apply the insights and access of its broad network, combined with the dedicated local presence of both Anthem and Cigna to better address the health care challenges of the increasingly diverse segments, customers, membership and communities served by the companies. The combination of Anthem and Cigna will further improve the quality of care and enhance access while managing cost and sustaining affordability.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

### **(a) Name and Address of Applicant.**

The name and address of the Applicant seeking to acquire control of the Pennsylvania Companies is:

Anthem, Inc.  
120 Monument Circle  
Indianapolis, IN 46204

### **(b) Nature of Applicant's Business and its Subsidiaries.**

#### **General Business Description**

Anthem, through its subsidiaries, is a health benefits company in the United States serving 38.5 million medical members through its affiliated health plans as of June 30, 2015. Anthem is an independent licensee of the Blue Cross and Blue Shield Association, or BCBSA, an association of independent health benefit plans, and serves its members as the Blue Cross and/or Blue Shield licensee for all or portions of fourteen states: California, Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri, Nevada, New Hampshire, New York, Ohio, Virginia and Wisconsin. In a majority of these service areas, Anthem's affiliated health plans do business as Anthem Blue Cross, Anthem Blue Cross and Blue Shield, Blue Cross and Blue Shield of Georgia, Empire Blue Cross Blue Shield or Empire Blue Cross (in the New York service areas). Anthem operates through its AMERIGROUP Corporation subsidiary in Florida, Georgia, Kansas, Louisiana, Maryland, Nevada, New Jersey, New Mexico, New York, Tennessee, Texas and Washington, and through its recently acquired Simply Healthcare Holdings, Inc. subsidiary in Florida. Anthem also serves customers throughout the country through its UniCare insurers and health plans, and in certain California, Arizona and Nevada markets through its CareMore Health Group, Inc. subsidiary. Anthem is licensed to conduct insurance operations in all 50 states through its subsidiaries.

Anthem's vision is to become America's valued health partner. Anthem is working to transform health care with trusted and caring solutions and as a result, Anthem focuses on delivering quality products and services that give members access to the care they need. With an unyielding commitment to meeting the needs of its diverse customers, Anthem is guided by the following values: accountability, caring, easy to do business with, innovative and trustworthy.

Through its subsidiaries, Anthem offers various network-based managed care plans to the large and small employer, individual, Medicaid and Medicare markets. Anthem's managed care plans include preferred provider organizations, health maintenance organizations, point-of-service plans, traditional indemnity plans and other hybrid plans, including consumer-driven health plans, and hospital only and limited benefit products. In addition, Anthem provides an array of managed care services to self-funded customers, including claims processing, underwriting, stop loss insurance, actuarial services, provider network access, medical cost management, disease management, wellness programs and other administrative services. Anthem also provides specialty and other insurance products and services including dental, vision, life and disability insurance benefits, radiology benefit management and analytics-driven personal health care. Further, Anthem provides services to the federal government in connection with the Federal Employee Program.

The aging of the population and other demographic characteristics and advances in medical technology continue to contribute to rising health care costs. Anthem's managed care plans and products are designed to encourage providers and members to participate in quality, cost-effective health benefit programs by using the full range of its innovative medical management services, quality initiatives and financial incentives.

Anthem believes it is well positioned to deliver what customers want: innovative, choice-based and affordable products; distinctive service; simplified transactions; and better access to information for quality care.

Anthem believes its expertise creates opportunities for collaborative programs that reward physicians and hospitals for clinical quality and excellence. Anthem feels that its commitment to health improvement and care management provides added value to customers and health care professionals.

Anthem believes that an essential ingredient for practical and sustainable improvements in health care is raising health care quality while managing costs for total cost affordability. Anthem has identified initiatives that it believes will deliver better health care while reducing costs. These include driving innovation in paying and partnering with providers to achieve improved cost, quality and health along with finding new, effective ways to manage risk and engage the member as a consumer.

In addition, Anthem continues to enhance interactions with customers, providers, producers (brokers and agents), employees and other stakeholders through web-enabled technology and improving internal operations. Anthem's approach includes not only sales and distribution of health benefits products on the Internet, but also implementation of advanced capabilities that improve services benefiting customers, producers (brokers and agents), and providers while optimizing administrative costs. These enhancements can also help improve the quality, coordination and safety of health care through increased communications between patients and their physicians.

*Additional information concerning Anthem's business, history, operating segments, strategies and operating principles, acquisitions and merger history, health benefits products and*

services, and other matters can be found under the caption “Item 1. Business” in Anthem’s Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission, a copy of which is attached hereto as Exhibit 8-A, and in the “Notes to Consolidated Financial Statements” in Anthem’s most recent Quarterly Report on Form 10-Q for the period ended June 30, 2015, a copy of which is attached hereto as Exhibit 9-A.

### Strategies and Operating Principles

Anthem’s legacy and tradition include a commitment to customers and to the communities it serves. Anthem contributes to health-related organizations and charitable efforts in communities large and small throughout its states of operation. Anthem employees also devote thousands of volunteer hours to significant local causes.

Anthem’s core objectives describe its aspirations for the future: *Become America’s valued health partner. Together, transform health care with trusted and caring solutions. Deliver quality products and services that give members access to the care they need.*

Anthem’s mission statement defines the purpose for the company: *To, together, transform health care with trusted and caring solutions.* To accomplish its mission, Anthem seeks to build on its strong foundation of service, quality and access to care.

### Anthem’s Financial Strength and Credit Ratings

The current financial strength and credit ratings of Anthem are as follows (as of August 13, 2015):

Standard & Poor’s Rating Services Counter Party Credit Ratings/Senior Debt Commercial Paper	A A-1
A.M. Best Company, Inc. Counter Party Credit Ratings/Senior Debt Commercial Paper	bbb+ AMB-2
Moody’s Investor Services, Inc. Counter Party Credit Ratings/Senior Debt Commercial Paper	Baa2 P-2
Fitch, Inc. Counter Party Credit Ratings/Senior Debt Commercial Paper	BBB F2

### Anthem Subsidiaries’ Financial Strength/Claims Paying Ability Ratings

The current financial strength/claims paying ability ratings of Anthem’s principal subsidiaries are as follows (as of August 13, 2015):

Standard & Poor's Rating Services	AA-
A.M. Best Company, Inc.	A
Moody's Investor Services, Inc.	A2
Fitch, Inc.	A+

Shortly following public announcement of the proposed transaction, and as is customary in transactions of this nature, the rating agencies placed Anthem's ratings under review with negative implications.

*Business Intended to Be Done by Anthem*

Anthem intends to continue its present business activities in the future. (For more information regarding transition planning, please see Item 5.)

(c) Organizational Chart

The organizational charts attached hereto as Exhibits 3 and 4 present the identities of and the inter-relationships among Anthem and its affiliates prior to and following the Mergers. Such charts indicate the percentage of voting securities of each entity owned or controlled by Anthem or by any other such entity as well as the type of organization and the state or other jurisdiction of domicile of each entity specified therein. Unless otherwise indicated on such charts or in this Statement, each entity is a corporation and control is maintained by the ownership or control of voting securities. No person directly or indirectly owns, controls, holds with power to vote or holds proxies representing collectively ten percent or more of the voting securities of Anthem. No court proceeding involving a reorganization or liquidation is pending with respect to Anthem or any of its affiliates.

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT**

Two sets of all biographical affidavits are being filed in response to this Item 3, in accordance with 31 Pa. Code § 25.12 and Form 040324 ("Public Availability of Filed Documents"), as they contain personal information which should not be disclosed to the public under any circumstances. One set of affidavits is being filed with personal information, such as Social Security numbers, dates of birth and home addresses, redacted. A second, unredacted set of biographical affidavits is being separately filed in a sealed envelope marked "Confidential." The Applicant requests that the:

- (i) redacted portions of the biographical affidavits be afforded confidential treatment,
- (ii) Applicant be notified in advance of any proposed disclosure of the redacted portions by the Insurance Department of the Commonwealth of Pennsylvania (the "Department"), and
- (iii) 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.

(a)(1) Directors and Executive Officers of Anthem

Below is a list of the directors and executive officers of Anthem. The business addresses and residence addresses of the directors and executive officers of Anthem are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 5.

Anthem's Board of Directors currently consists of the following members:

<u>Director</u>	<u>Principal Occupation</u>
George Alphonse Schaefer, Jr.	Chair of the Board, Former Chairman and CEO, Fifth Third Bank
Joseph R. Swedish	President and Chief Executive Officer, Anthem, Inc.
Ronald K. Clark	Former Chairman and Chief Executive Officer, Cardinal Health, Inc.
Robert Lee Dixon, Jr.	Senior Vice President and Global Chief Information Officer, PepsiCo, Inc.
Lewis Hay III	Former Chairman and CEO, NextEra Energy, Inc.
Julie Anne Hill	Owner of the Hill Company
Ramiro Gomez Peru	Former Executive Vice President and Chief Financial Officer, Phelps Dodge Corporation
William Joseph Ryan	Former Chairman and President, TD Banknorth Inc.
Elizabeth E. Tallet (Wavle)	Former Principal, Hunter Partners LLC

The day-to-day affairs of Anthem are managed by the following executive officers:

<u>Officer</u>	<u>Title</u>
Joseph R. Swedish	President and Chief Executive Officer
Wayne S. DeVeydt	Executive Vice President and Chief Financial Officer



John Gallina	Chief Accounting Officer
Brian Griffin <sup>3</sup>	Executive Vice President, President Commercial & Specialty Business Division
Peter D. Haytaian	Executive Vice President, President Government Business Division
Kathleen S. Kiefer	Corporate Secretary
R. David Kretschmer	Treasurer
Gloria McCarthy	Executive Vice President and Chief Administrative Officer
Samuel R. Nussbaum, M.D	Executive Vice President, Clinical Health Policy and Chief Medical Officer
Dr. Craig Samitt <sup>4</sup>	Executive Vice President and Chief Clinical Officer
Martin Silverstein, M.D.	Executive Vice President and Chief Strategy Officer
Jose Tomas	Executive Vice President and Chief Human Resources Officer
Thomas C. Zielinski	Executive Vice President and General Counsel

(a)(2) Owners of Ten Percent or More of the Voting Securities of Anthem

No person directly or indirectly owns, controls, holds with power to vote or holds proxies representing collectively ten percent or more of the voting securities of Anthem.

(b) Present Principal Business Activity

The principal business activity, occupation, or employment of the directors and executive officers of the Applicant is stated in Item 3(a) above. Additional employment information about the directors and executive officers of the Applicant is stated in the biographical

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<sup>3</sup> Mr. Griffin was promoted to Executive Vice President effective September 1, 2015. As such, a biographical affidavit will be submitted supplementally.

<sup>4</sup> Dr. Samitt's employment is to be effective September 21, 2015. As such, a biographical affidavit will be submitted after that time.

affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 5.

(c) Material Occupations, Positions, Offices and Employment

The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, with respect to the directors and executive officers of the Applicant, are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 5. Except as set forth in such biographical affidavits, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, are stated in such biographical affidavits.

(d) Criminal Proceedings

Except as otherwise indicated in Exhibit 5 (filed in both redacted and confidential unredacted versions, as described above), to the best knowledge, information and belief of the Applicant, no director or executive officer of the Applicant has been convicted in a criminal proceeding (excluding minor traffic violations) during the past ten years.

**ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

(a) Nature, Source and Amount of Funds or Other Consideration Used or to Be Used in Effecting the Merger or Other Acquisition of Control

**Source and Amount of Consideration**

As provided in the Merger Agreement, subject to certain customary exceptions, each share of common stock, \$0.25 par value, of Cigna (the “Cigna Common Stock”) issued and outstanding immediately prior to the effective time of the First Merger (the “Effective Time”) will be converted at the Effective Time into the right to receive (1) \$103.40 in cash, without interest, and (2) 0.5152 shares of common stock, \$0.01 par value, of Anthem (together, the “Merger Consideration”).<sup>5</sup> Upon such conversion, all issued and outstanding shares of Cigna Common Stock will be cancelled and will cease to exist.

The value of the transaction is estimated to be approximately \$54.2 billion based on the closing price of Anthem’s common stock on the New York Stock Exchange on May 28, 2015.

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<sup>5</sup> As set forth in the Merger Agreement, the exceptions are: (i) shares held directly by Cigna as treasury stock, (ii) shares owned by Anthem or a subsidiary of Cigna or Anthem (including Merger Sub), (iii) shares held by any person who has properly exercised and perfected appraisal rights pursuant to Section 262 of the Delaware General Corporation Law, and (iv) shares subject to Cigna restricted stock awards.

The final value of the transaction will be determined based on Anthem's closing stock price on the date of the closing of the transactions contemplated by the Merger Agreement (the "Closing"). The combined company will reflect a pro forma equity ownership comprised of approximately 67% Anthem stockholders and approximately 33% Cigna stockholders.

Anthem estimates that approximately \$21 billion in equity will be issued to Cigna stockholders, leaving cash requirements of approximately \$27.6 billion for the Merger Consideration. Anthem expects to finance the cash portion of the proposed transaction through available cash on hand and the issuance of new debt.

In addition to the payment of the Merger Consideration, Anthem will be assuming approximately \$5.5 billion in existing Cigna indebtedness, which will remain outstanding. The pro forma debt-to-capital ratio of Anthem is expected to be approximately 49.6% at the Closing, declining to the low 40% range two years post-Closing.

#### *Debt Financing or Borrowing*

Anthem entered into a bridge facility commitment letter, dated as of July 23, 2015 (the "Commitment Letter"), by and among Anthem and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC and UBS Securities LLC as the Lead Arrangers, and Bank of America, N.A. ("BofA"), Credit Suisse AG ("CS"), and UBS AG, Stamford Branch ("UBS", and collectively with BofA and CS, the "Lead Lenders") as the initial lenders to provide Anthem up to \$26.5 billion under a 364-day senior unsecured bridge term loan credit facility to finance the proposed transaction in the event that Anthem does not receive any combination of (i) senior unsecured term loans and (ii) senior unsecured notes in a public offering or private placement in an aggregate principal amount of at least \$26.5 billion prior to the Closing (the "Bridge Loan Facility"). A copy of the Commitment Letter is attached hereto as Exhibit 6. As of the date of this Statement, term loans have been confirmed in an amount of \$4 billion, split evenly between 3-year and 5-year terms, and the Bridge Loan Facility has been correspondingly reduced to \$22.5 billion. Each of the term loans and Bridge Loan Facility have been subscribed to by the Lead Lenders and a syndicate of additional lenders.

In addition, Anthem has increased the borrowing capacity under its existing credit facility from \$2 billion to \$3.5 billion in connection with the financing of the proposed transaction. As is customary in transactions of this nature, the ultimate nature and mix of any public or private debt offering has not been decided at this time and will be determined in the future based on prevailing market conditions and other financial factors.

None of the contemplated indebtedness, term loans or the Bridge Loan Facility will be secured by the stock of any of Anthem's subsidiaries, whether acquired in the Mergers or otherwise.

#### **Relationship Between Borrower and Lender**

Under the term loans, the Lead Lenders and a syndicate of lenders would provide \$4 billion to finance the proposed transaction. Under the Bridge Loan Facility, the Lead Lenders and a syndicate of additional lenders would provide up to \$22.5 billion, the full principal amount of

the Bridge Loan Facility as reduced by the \$4 billion in term loans, if the Bridge Loan Facility is used. As stated above, BofA, CS and UBS are the Lead Lenders under both the term loans and the Bridge Loan Facility. Many, but not all, of the additional syndicated lenders are part of the syndicate under each of the term loans and Bridge Loan Facility. In addition, a majority of the syndicated lenders under the term loans and the Bridge Loan Facility have a pre-existing lending relationship with Anthem and/or Cigna. BofA is also a customer of Anthem and the lead lender under Anthem's credit facility. Anthem also retained UBS Investment Bank and Credit Suisse to act as financial advisors in connection with the Mergers.

(b) Criteria Used in Determining the Nature and Amount of Such Consideration

Anthem and Cigna are both publicly held companies. Anthem performed a customary due diligence investigation and reviewed, among other things, the financial statements, operations and legal documents of Cigna and its subsidiaries. The basis and terms of the Mergers, including the consideration to be paid, resulted from arm's length negotiations between the respective management, representatives, financial advisors and counsel of Anthem and Cigna. Anthem's financial advisors on the transaction, UBS Investment Bank and Credit Suisse, each provided a written opinion that, as of the date of the Merger Agreement, the Merger Consideration to be paid by Anthem to Cigna's stockholders is fair to the Applicant from a financial perspective. The respective Boards of Directors of Anthem and Cigna, after due diligence review and analysis under customary valuation techniques, have approved the transactions contemplated by the Merger Agreement and have determined that the Merger Agreement and related agreements are advisable and in the best interests of their respective shareholders.

*Additional information concerning the Merger Agreement, the Mergers and related matters can be found in Anthem's Current Report on Form 8-K, dated July 24, 2015, and Anthem's Current Report on Form 8-K, dated July 27, 2015, each as filed with the Securities and Exchange Commission, copies of which are attached hereto as Exhibits 10-A and 10-B.*

(c) Identities of the Lenders

Under each of the term loans and the Bridge Loan Facility, BofA, CS and UBS are the Lead Lenders, joined by a syndicate of additional lenders. As the lending under each of these facilities is in the lenders' ordinary course of business, Anthem respectfully requests the identity of each such additional lender to remain confidential.

**ITEM 5. FUTURE PLANS OF INSURER**

Health care industry dynamics are undergoing tremendous change as providers and other stakeholders consolidate and reorganize, increasing the size of provider networks. Incentives for health care providers to coordinate care through the creation of accountable care organizations has led to increasing numbers of these new types of competitors. Health plans that have broad visibility into this space are better able to adapt and react to these changes, and are better able to ensure that customers will have access to high quality, affordable health care. The health care marketplace is evolving quickly, and health care costs remain a fundamental

challenge to affordability. Together, the combined company will have enhanced capabilities to collaborate with providers, in order to facilitate the transition toward a more value-based delivery system designed to increase access and quality of care, lower costs and improve health outcomes, all of which will benefit insureds and the insurance buying public in Pennsylvania.

Anthem's commitment to ensuring consumers have expanded access to high-quality, affordable health coverage is the foundation of the proposed transaction and will remain Anthem's top priority. One of the primary benefits of this transaction is that it will help keep quality health coverage as affordable as possible and ensure consumers have access to the highest quality, most effective care available. This acquisition will enable Anthem to operate more efficiently to reduce its own operational costs and, at the same time, enhance its ability to manage the cost drivers that negatively impact affordability for its members – all while preserving the quality of care.

The health care marketplace has for some time been slowly moving to value-based care, with its focus on patient outcomes. By combining the capabilities of Anthem and Cigna, the combined company will be able to speed the adoption of the changes necessary to transition to a value-based system. Value-based care is a critical element in the long-term sustainability of making health care affordable for consumers. The companies' combined capabilities and improved network will also increase consumer access to an expanded network of hospitals, physicians, and health care professionals. Moreover, the combination of Anthem and Cigna will amplify the positive impact of their successful health management programs that have improved patient outcomes, generated meaningful cost savings, and empowered members to more actively engage in their own health and wellbeing.

Anthem has no present plans to cause the Pennsylvania Companies to declare any extraordinary dividend, to liquidate them, to sell or pledge their stock or any of their assets, or to merge or consolidate them with any person or persons. There also are presently no plans to make any other material change in any of the Pennsylvania Companies' business operations, corporate structure or management, other than as may be provided herein or as may arise in the ordinary course of business. Anthem and Cigna have, pursuant to the terms of the Merger Agreement, established a transition planning team comprised of representatives of Anthem and Cigna to facilitate the transition and the successful combination of the operations of Anthem and Cigna. The transition team will be responsible for developing, and monitoring the development of, and deliverables due under, an action plan for the combination of the businesses following the completion of the Mergers.

Neither Cigna PPO nor LICNA has any employees; instead, employees of certain subsidiaries of Cigna provide services to Cigna PPO and LICNA pursuant to intercompany management agreements. Bravo HMO employs certain physician and nurse practitioner clinical staff in support of roles served in a direct patient care setting to ensure compliance with corporate practice of medicine laws and regulations. Other employees performing services for Bravo HMO are employees of certain subsidiaries of Cigna and provide services to Bravo HMO pursuant to intercompany management agreements. Anthem has no current plans to reduce in any material respect the number of employees employed by Bravo HMO or to modify the

intercompany management agreements pursuant to which services are provided to the Pennsylvania Companies. Under the Merger Agreement, Anthem has agreed that until December 31 of the year following the year in which the Closing occurs, Anthem will provide to the current and former employees of Cigna and its subsidiaries (other than those current and former employees whose terms and conditions of employment are subject to a collective bargaining, works council or similar agreement and shall be provided in accordance with such collective bargaining, works council or similar agreement) compensation and employee benefits, excluding equity-based compensation, that are substantially comparable in the aggregate to those provided to such employees as of the Effective Time, provided that such employees will receive an annual base salary or wage rate and severance benefits that are no less favorable than those provided to such employees as of the Effective Time. Such employees will be eligible to receive equity-based compensation from Anthem on a basis that is comparable to similarly situated employees of Anthem and its subsidiaries.

Following the Mergers, each of the Pennsylvania Companies will continue to maintain its separate corporate existence. Anthem anticipates no changes in any of the Pennsylvania Companies' respective Board of Directors or executive officers immediately following the Closing.

The Applicant anticipates that Cigna's management team will remain with Anthem following the Mergers. On July 23, 2015, Cigna's President and Chief Executive Officer, Mr. David M. Cordani, and Anthem entered into an offer letter pursuant to which Mr. Cordani will become President and Chief Operating Officer of Anthem upon the Closing. Anthem has not entered into employment agreements with any other member of Cigna's leadership team.

The Applicant anticipates certain operations of Cigna, such as human resources, payroll, finance and accounting, may be integrated with Anthem's existing operations following consummation of the Mergers. Leaders from Cigna and Anthem will finalize such integration plans together. Also, it is anticipated that the Pennsylvania Companies will become a member of Anthem's consolidated tax group upon consummation of the Mergers, and the Applicant is evaluating the need for any changes to intercompany tax sharing agreements that may be appropriate. The forms of any such new affiliate agreements will be filed under separate cover with the Department for review pursuant to 40 P.S. § 991.1405 (Standards and management of an insurer within a holding company system).

#### **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

Bravo HMO has 100 shares of voting common stock issued and outstanding, all of which are beneficially held by Cigna. Cigna PPO has 3,000 shares of voting common stock issued and outstanding, all of which are beneficially held by Cigna. LICNA has 25,000 shares of voting common stock issued and outstanding, all of which are beneficially held by Cigna. Pursuant to the Merger Agreement, Anthem proposes to acquire 100% of the issued and outstanding voting securities of Cigna as of the Effective Time and, thereby, beneficially acquire 100% of the issued and outstanding voting securities of each of the Pennsylvania Companies. Anthem and Cigna, with the assistance of their respective representatives, financial advisors and counsel and under the direction of their respective boards of directors, determined the nature

and amount of the Merger Consideration, and the other terms and conditions of the proposed transaction, through arm's length negotiation. A copy of the Merger Agreement is attached hereto as Exhibit 1.

#### **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Except as provided in the Merger Agreement, and except for 9,087 shares of Cigna Common Stock held in the ordinary course of business by certain Anthem subsidiaries in their investment portfolios, there are no voting securities of any class of Cigna or any of the Pennsylvania Companies that are beneficially owned or concerning which there is a right to acquire beneficial ownership by the Applicant, its affiliates, or any person listed in Item 3. Under the terms of the Merger Agreement, Cigna Common Stock held by any subsidiary of Anthem, including Merger Sub, will be cancelled and will cease to exist and no cash, Anthem Common Stock or other consideration will be delivered in exchange therefor.

#### **ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES**

Except as provided in the Merger Agreement, there are no contracts, arrangements or understandings with respect to any voting security of Cigna or any of the Pennsylvania Companies in which Anthem, its affiliates or any person listed in Item 3 is involved, including any transfer of any securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

#### **ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

There have been no purchases of any voting securities of Cigna or the Pennsylvania Companies by Anthem, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.

#### **ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

There have been no recommendations to purchase any voting security of Cigna or the Pennsylvania Companies made during the 12 calendar months preceding the filing of this Statement by Anthem, its affiliates or any person listed in Item 3, or by any other person based on interviews or at the suggestion of Anthem, its affiliates or any person listed in Item 3.

#### **ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

There have been no agreements, contracts or understandings made with any broker-dealer as to solicitation of voting securities of Cigna or the Pennsylvania Companies for tender.

#### **ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

A. The following is a list of the financial statements and exhibits filed with this Statement:

Merger Agreement dated as of July 23, 2015 among Anthem, Merger Sub and Cigna	<u>Exhibit 1</u>
Pre-Merger organizational chart for the Pennsylvania Companies and their affiliates	<u>Exhibit 2</u>
Pre-Merger organizational chart for Anthem and its affiliates	<u>Exhibit 3</u>
Pro forma post-Merger organizational chart for Anthem and its affiliates	<u>Exhibit 4</u>
Biographical Affidavits for the directors and executive officers of Anthem <b>(redacted portions submitted confidentially under separate cover)</b>	<u>Exhibit 5</u> <b>(confidential)</b>
Commitment Letter	<u>Exhibit 6</u>
2014 Summary Annual Report of Anthem	<u>Exhibit 7-A</u>
2013 Summary Annual Report of Anthem	<u>Exhibit 7-B</u>
2014 Annual Report of Cigna	<u>Exhibit 7-C</u>
2013 Annual Report of Cigna	<u>Exhibit 7-D</u>
Annual Report on Form 10-K of Anthem for the year ended December 31, 2014, filed with the Securities and Exchange Commission (includes audited financial statements for 2014 and 2013)	<u>Exhibit 8-A</u>
Annual Report on Form 10-K of WellPoint for the year ended December 31, 2013, filed with the Securities and Exchange Commission (includes audited financial statements for 2013 and 2012)	<u>Exhibit 8-B</u>
Annual Report on Form 10-K of WellPoint for the year ended December 31, 2012, filed with the Securities and Exchange Commission (includes audited financial statements for 2012 and 2011)	<u>Exhibit 8-C</u>
Annual Report on Form 10-K of WellPoint for the year ended December 31, 2011, filed with the Securities and Exchange Commission (includes audited financial statements for 2011 and 2010)	<u>Exhibit 8-D</u>
Quarterly Report on Form 10-Q of Anthem for the period ended June 30, 2015, filed with the Securities and Exchange Commission	<u>Exhibit 9-A</u>
Quarterly Report on Form 10-Q of Anthem for the period ended March 31, 2015, filed with the Securities and Exchange Commission	<u>Exhibit 9-B</u>



Current Report on Form 8-K of Anthem, dated July 24, 2015 filed with the Securities and Exchange Commission	<u>Exhibit 10-A</u>
Current Report on Form 8-K of Anthem, dated July 27, 2015 filed with the Securities and Exchange Commission	<u>Exhibit 10-B</u>
Form E Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer <b>(submitted confidentially under separate cover)</b>	<u>Exhibit 11</u> <b>(confidential)</b>
Before and after Balance Sheet and Income Statement, as well as pre-acquisition balance sheet with a column reflecting any adjustments to the post-acquisition balance sheet, for Bravo HMO <b>(submitted confidentially under separate cover)</b>	Exhibit 12 <b>(confidential)</b>
Before and after Balance Sheet and Income Statement, as well as pre-acquisition balance sheet with a column reflecting any adjustments to the post-acquisition balance sheet, for Cigna PPO <b>(submitted confidentially under separate cover)</b>	Exhibit 13 <b>(confidential)</b>
Before and after Balance Sheet and Income Statement, as well as pre-acquisition balance sheet with a column reflecting any adjustments to the post-acquisition balance sheet, for LINCA <b>(submitted confidentially under separate cover)</b>	Exhibit 14 <b>(confidential)</b>
Latest NAIC Risk Based Capital Calculations	Exhibit 15

\*The parties' joint proxy statement has not been filed with the Securities and Exchange Commission at the time of the preparation of this Statement and will be provided supplementally.

As set forth in the guidance contained in the Department's publication titled "Qualification Requirements to Acquire Control Of or Merge With A Domestic Insurance Company, Health Maintenance Organization Preferred Provider Organization, Association or Reciprocal Exchange", the Applicant is submitting before and after balance sheets and income statements for each of the Pennsylvania Companies as Exhibits 12, 13 and 14, respectively, as well as statements regarding compliance with the standards set forth in 40 P.S. § 991.1405((c)(3)&(4) and § 991.1403(d)(2), as Exhibits 15 and 16, respectively, and the latest NAIC Risk Based Capital Calculations, as Exhibit 17.<sup>6</sup>

<sup>6</sup> Because the Applicant contemplates no immediate change to the business plan presently in place, a Form DOI-35 (Business Plan) is not being submitted with this Form "A" filing.

As described herein, the Applicant respectfully requests confidential treatment of the materials filed as Exhibits 5 and 11, and 12-14 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. 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.

Again, 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.

B. The above financial statements include the annual financial statements of the persons identified in Item 2(c) for the preceding five (5) fiscal years, and similar information covering the period from the end of the person’s last fiscal year.

C. The Applicant is not an individual; therefore, this subparagraph is not applicable.

D. There are no tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years; therefore, this subparagraph is not applicable.

### **ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT**

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within 30 days after the end of the month in which the acquisition of control occurs and annually thereafter as long as control exists or upon request as necessary for the Commissioner to evaluate enterprise risk of the insurer unless otherwise ordered by the Commissioner.

**ITEM 14. STATEMENT OF COMPLIANCE WITH THE STANDARDS OF 40 P.S. §§ 1403(d)(2) AND 1405(c)(3) & (4)**

The Applicant has determined that the informational requirements and the criteria of 40 P.S. § 1403(d)(2) may apply to certain market segments in which the Applicant operates. Consequently, a Form E, Pre-Acquisition Notification Statement of Potential Competitive Impact is being submitted under separate cover. Applicant believes based on the analysis presented in the Form E that its acquisition of control of the Pennsylvania Companies will not substantially lessen competition or tend to create a monopoly in the markets that would trigger the Section 1403 analysis.

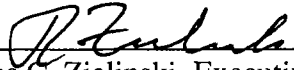
The Applicant acknowledges the requirements imposed by 40 P.S. § 1405(c)(3)&(4) with respect to minimum numbers of independent directors and board committee members of Pennsylvania domestic insurers, and will ensure that those requirements will be complied with.

## ITEM 15. SIGNATURE AND CERTIFICATION

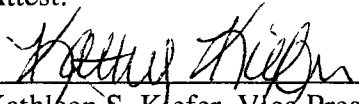
### SIGNATURE

Pursuant to the requirements of 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), Anthem, Inc. has caused this application to be duly signed on its behalf in the City of Indianapolis and State of Indiana on the 2<sup>nd</sup> day of September, 2015.

ANTHEM, INC.

By:   
Thomas C. Zielinski, Executive Vice President  
and General Counsel

Attest:

  
Kathleen S. Klefer, Vice President and  
Corporate Secretary

### CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated September 2, 2015, for and on behalf of Anthem, Inc.; that he is the Executive Vice President and General Counsel of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.