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August 10, 2018

**VIA E-MAIL**

Ms. Cressinda E. Bybee  
Chief, Company Licensing Division  
Pennsylvania Insurance Department  
1345 Strawberry Square  
Harrisburg, PA 17120

**Re: Responses to Questions Relating to Form A Statement Regarding the Acquisition of Control of Medco Containment Life Insurance Company (NAIC# 63762)**

Dear Ms. Bybee:

On behalf of our client, Cigna Corporation ("Cigna"), we are providing this letter in response to the question in your email dated August 6, 2018, regarding the above-referenced Form A Statement that Cigna filed with the Pennsylvania Insurance Department (the "Department") on April 20, 2018 (the "Form A"). For ease of reference, your question is set forth below in bold followed by Cigna's response.<sup>1</sup> Defined terms used in this letter and not defined herein shall have the meanings set forth in the Form A.

- 1. For those Governmental Entities identified in Disclosure Schedule 8.1, please provide the status of each entity's review of the proposed transaction.**

Cigna has filed a Form A in each state in which Express Scripts has a domestic insurance company subsidiary (i.e., Missouri, New Jersey, New York and Pennsylvania). Cigna also filed a Form A in Arizona and Florida related to the effect of the Merger on Cigna's health maintenance organization and prepaid dental plan subsidiaries that are domiciled in such states. Unlike Pennsylvania, Arizona and Florida have not adopted the NAIC's model statutory language governing Form A exemptions; as a result Arizona and Florida determined that a Form A filing related to the Merger was required.

<sup>1</sup> The information described herein is based on information provided to us by Cigna for the purpose of this response.

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Cigna has also filed Notices of Material Modification with the California Department of Managed Health Care (the "DMHC") with respect to Cigna's three Knox-Keene Act licensees. The California Knox-Keene Act does not include an exemption from the Notice of Material Modification filing requirements that is substantially equivalent to the NAIC's model statutory language governing Form A exemptions; as a result, the DMHC determined that Notice of Material Modification filings related to the Merger were required. The DMHC has scheduled a public meeting regarding Cigna's Notice of Material Modification filings on September 26, 2018.

As of the date of this letter, all of Cigna's Form A (or equivalent) filings and Notice of Material Modification filings related to the Merger remain pending.

Cigna has filed Form A exemption letters in the following domestic states of each applicable Cigna insurance company subsidiary, health maintenance organization or prepaid dental plan: Colorado, Connecticut, Delaware, Georgia, Illinois, Indiana, Kansas, Kentucky, Maryland, Missouri, Montana, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas and Virginia. Cigna has also filed a Form A exemption letter in Mississippi with respect to one of Cigna's foreign-licensed health maintenance organizations in that state. As of the date of this letter, Cigna's request for a Form A exemption relating to the Merger has been approved in the following states: Connecticut, Delaware, Illinois, Indiana, Kansas<sup>2</sup>, Kentucky, Maryland, Mississippi, North Carolina, New Hampshire, Ohio, South Carolina and Virginia.

As of the date of this letter, Cigna has filed a Form E exemption letter in each applicable state asserting that Cigna's proposed acquisition of Express Scripts is exempt from Form E filing requirements in each such state. As of the date of this letter, Cigna has received approval (or no objection) letters related to Cigna's Form E exemption letters in the following states: Alaska, Delaware, Idaho, Indiana, Minnesota, Utah, Vermont and Washington. Cigna will also submit Form E filings to the extent required by law.

Where required, Cigna and/or Express Scripts will file notices with and/or request approvals from applicable state and federal regulators related to the parties' healthcare and pharmacy licenses.

Completion of the Proposed Transaction is also subject to the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"). Cigna and Express Scripts filed notification and report forms in connection with the Proposed Transaction with the U.S. Department of Justice (the "DOJ") and the U.S. Federal Trade Commission pursuant to the HSR Act on March 22, 2018. On April 23, 2018, Cigna and Express Scripts each received a request for additional information and

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<sup>2</sup> Cigna Dental Health of Kansas, Inc. is a Kansas prepaid dental service plan. The Kansas Insurance Department concluded that Cigna was exempt from the Kansas Form A filing requirements because the Kansas Insurance Holding Companies Act does not apply to domestic prepaid dental service plans.

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documentary material (the "Second Request") from the DOJ in connection with the DOJ's review of the Proposed Transaction.

The registration statement on Form S-4 regarding Cigna's proposed acquisition of Express Scripts was declared effective by the SEC on July 16, 2018 (the "Proxy Statement"). As a supplement to the Form A, a copy of the Proxy Statement was provided to the Department by letter dated July 20, 2018. As further described in the Proxy Statement, the parties expect to seek required approvals from Cigna and Express Scripts stockholders at separate meetings of such stockholders that are scheduled to be held on August 24, 2018. The Proxy Statement was mailed to Cigna stockholders and Express Scripts stockholders on or about July 17, 2018. The parties anticipate that they will make future filings with the SEC related to their respective stockholder meetings and to the transactions on an ongoing basis as appropriate.

Should you have any questions or require any additional information, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

  
Steven B. Davis

cc: Jennifer Wheatley, Cigna Corporation  
Andrew R. Holland, Sidley Austin LL