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**RECEIVED**  
Corporate & Financial Regulation

AUG - 7 2013

**Pennsylvania**  
**Insurance Department**

August 7, 2013

**BY HAND DELIVERY**

Kimberly A. Rankin  
Director  
Pennsylvania Insurance Department  
Bureau of Company Licensing and Financial Analysis  
Office of Corporate and Financial Regulation  
13th Floor Strawberry Square  
Harrisburg, PA 17120

Re: “Form A” Statement Regarding the Application of Independence Blue Cross to Restructure its Insurance Holding Company System

Dear Ms. Rankin:

Enclosed for filing with the Insurance Department are four hard-copies and two disk copies of the “Form A” Statement Regarding the Application of Independence Blue Cross to Restructure its Insurance Holding Company System. Two of the hard-copies are the public version of the filing and reflect the redaction at Exhibit H of the pro forma financial statements filed with respect to the domestic insurers that are the subject of the filing (“Included Insurers”). The other two hard-copies are labeled as the CONFIDENTIAL version of the filing and include at Exhibit H, for the Department’s review, the pro forma financial statements filed with respect to the Included Insurers. We also have enclosed two disks containing pdf copies of the filing – one public and the other confidential. The confidential version is encrypted, and we are separately submitting the password to open that document.

IBC requests confidential treatment of the pro forma financial statements because they contain highly sensitive, proprietary and confidential information pertaining to management’s projections and strategic planning with respect to the Included Insurers. The public disclosure of this information could cause IBC and the other Included Insurers material commercial and competitive injury. This information is maintained by the Included Insurers on a confidential and proprietary basis. For all these reasons, IBC requests that the pro forma financial statements

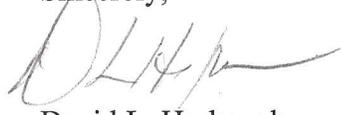
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be treated as confidential by the Department and not be included in the public portion of the Department's file in this matter.

If you have any questions with respect to the foregoing, please let me know.

Sincerely,



David L. Harbaugh

Encl.

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