



June 10, 2014

David L. Harbaugh, Esquire  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, PA 19103-2921

Steve Burgess Davis, Esquire  
Stradley Ronon Stevens & Young, LLP  
2005 Market Street, Suite 2600  
Philadelphia, PA 19103-7018

Re: Form A Filing of Independence Blue Cross

Dear Messrs Harbaugh and Davis:

Attached please find the Order by which the Insurance Commissioner of the Commonwealth of Pennsylvania has approved the referenced transaction.

Please note the conditions to the Order. Additionally, in accordance with 31 Pa. Code § 25.17(c), a Form B must be filed with the Department within 15 days of the end of the month in which the referenced transaction is consummated. Questions concerning the Form B filing requirements should be directed to Stephen Allen, Financial Analysis Division at (717) 783-0668 / [jameallen@pa.gov](mailto:jameallen@pa.gov).

Please feel free to contact me at (717) 783-2144 should you have any questions concerning the approval Order.

Sincerely,

Cressinda E. Bybee  
Senior Insurance Company Licensing Specialist  
Company Licensing Division

Attachment