

Cairns, Kelly (OIC)

From: Timin, Gary P. [Gary.Timin@squiresanders.com]
Sent: Monday, April 02, 2012 12:20 PM
To: Cairns, Kelly (OIC); Brown, Charles (OIC)
Cc: Pastuch, Ron (OIC); 'rhoffman@sonnenschein.com'; 'Jeff Gingold' (GingoldJ@LanePowell.com); Guite, Robert J.; 'Joe Ventura'; 'Joan Lenahan'
Subject: Humana / Arcadian -- Transaction Closed
Attachments: HUMSOL INC DE - CERTIFICATE OF MERGER.PDF

FILED

2012 APR - 4 P 1:22
KAO
Hearings Unit, OIC
Patricia D. Petersen
Chief Hearing Officer

Attached for everyone's files is the Delaware Certificate of Merger showing that the transaction was closed on March 30, 2012, with the merger effective at the close of March 31, 2012.

Thanks again for your assistance throughout this process.

Regards,
Gary

From: Timin, Gary P.
Sent: Friday, March 30, 2012 11:53 AM
To: 'Cairns, Kelly (OIC) (KellyC@oic.wa.gov)'; 'Brown, Charles (OIC) (CharlesB@OIC.WA.GOV)'
Cc: 'Pastuch, Ron (OIC) (RonP@OIC.WA.GOV)'; 'rhoffman@sonnenschein.com'; 'Jeff Gingold (GingoldJ@LanePowell.com)'; Guite, Robert J.; 'Joe Ventura'; 'Joan Lenahan'
Subject: RE: Humana / Arcadian -- U.S. Dist. Ct. Order Entered

Greetings. Supplementing yesterday's email below, attached for your files is a letter issued by the FTC today officially granting "early termination of the waiting period" for this transaction.

Regards,
Gary

From: Timin, Gary P.
Sent: Thursday, March 29, 2012 6:11 PM
To: Cairns, Kelly (OIC) (KellyC@oic.wa.gov); Brown, Charles (OIC) (CharlesB@OIC.WA.GOV)
Cc: Pastuch, Ron (OIC) (RonP@OIC.WA.GOV); 'rhoffman@sonnenschein.com'; Jeff Gingold (GingoldJ@LanePowell.com); Guite, Robert J.; Joe Ventura; 'Joan Lenahan'
Subject: Humana / Arcadian -- U.S. Dist. Ct. Order Entered

Kelly and Chuck,

First, let me thank you again for your assistance with the hearing conducted in this matter on Tuesday. We and our client appreciate all that you and others at OIC have done in processing the Form A and then preparing for and participating in the hearing, resulting in the approval granted on the record at the conclusion of the hearing.

We promised to provide, as soon as available, a copy of the Asset Preservation Stipulation and Order as signed and entered by the U.S. District Court Judge. That occurred this afternoon, as you will see from the attached copy. Humana's counsel directly handling this process assures us that the Order is identical to that submitted as an exhibit at the hearing, except at that point the Order had not yet been entered and the first page did not bear the case number as it now does, Civil No. 12-0464 (RBW).

We believe this is the final 'piece' that Judge Petersen was awaiting. If you have any questions or other requests, please let us know. We look forward to receiving her written order. Kelly, can we ask you to email that as soon as it is available?

Regards,
Gary

Gary P. Timin

Partner
gary.timin@squiresanders.com

T +1 305 577 2860
O +1 305 577 7000
F +1 305 577 7001
M +1 850 294 1713

Squire Sanders (US) LLP
200 South Biscayne Boulevard, Suite 4100
Miami, Florida 33131
www.squiresanders.com

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#US

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HUMSOL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ARCADIAN MANAGEMENT SERVICES, INC." UNDER THE NAME OF "ARCADIAN MANAGEMENT SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2012, AT 11:42 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2012, AT 11:59 O'CLOCK P.M.

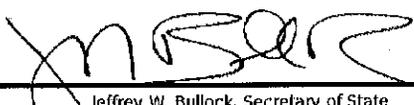
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2644101 8100M

120376941

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9470957

DATE: 03-30-12

CERTIFICATE OF MERGER

OF

HUMSOL, INC.
(a Delaware corporation)

WITH AND INTO

ARCADIAN MANAGEMENT SERVICES, INC.
(a Delaware corporation)

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger herein certified are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Humsol, Inc.	Delaware
Arcadian Management Services, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of August 24, 2011 (as amended, supplemented or otherwise modified from time to time), by and among Humana Inc., a Delaware corporation, Humsol, Inc., a Delaware corporation, Arcadian Management Services, Inc., a Delaware corporation ("AMS"), and certain stockholders of AMS, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation in the merger herein certified is Arcadian Management Services, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of AMS as in effect immediately prior to the merger (as amended and restated herein) shall be the Certificate of Incorporation of the Surviving Corporation and shall be amended and restated as follows:

**FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF ARCADIAN MANAGEMENT SERVICES, INC.**

First: The name of the corporation is Arcadian Management Services, Inc. (the "Corporation").

Second: The Corporation's registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Zip Code 19808. The registered agent in charge thereof is Corporation Service Company.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

Fourth: The amount of the total stock the Corporation is authorized to issue is 1,000 shares with a par value of \$1.00 per share.

FIFTH: A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is at Arcadian Management Services c/o Humana Inc., 500 West Main Street, Louisville, KY 40202, Attention: Law Department.

SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger and the merger shall become effective on March 31, 2012 at 11:59 p.m.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed by an authorized officer of the Surviving Corporation as of March 30, 2012.

ARCADIAN MANAGEMENT SERVICES, INC.

By: 
Name: Robert L. Fahlman
Title: Chairman & CEO

[Signature Page to Certificate of Merger]