

Cairns, Kelly (OIC)

From: Timin, Gary P. [Gary.Timin@squiresanders.com]
Sent: Tuesday, January 17, 2012 2:17 PM
To: Cairns, Kelly (OIC); Brown, Charles (OIC)
Cc: Joe Ventura; Joan Lenahan; Jim Novello; rhoffman@sonnenschein.com
Subject: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010
Attachments: RE: Humana / Arcadian Form A; Exhibit 07 Arcadian Management Org Chart.pdf; MIAMI-# 4274152-v1-Humana_Corporate_Organization_Chart_Jan__2012.DOC; Humana Inc Org Chart(Arcadian Post Transaction).docx

FILED

Hearing Officer, DIC
Patricia D. Petersen
Chief Hearing Officer

Ms. Cairns and Mr. Brown,

Thanks very much for your assistance in arranging and during today's prehearing conference. Both our client and Arcadian found it very helpful and appreciate the time and attention that Judge Petersen, you, and other OIC representatives are devoting to this matter.

Attached as discussed are the following corporate organization charts:

1. Current Humana companies and their relationships.
2. Current Arcadian companies and their relationships (pdf).
3. Pro forma chart showing where the Arcadian companies will 'fit into' the Humana corporate structure after closing. Simply put, Arcadian Management Services, Inc. will become a direct, wholly owned subsidiary of Humana Inc., which is a publicly held Delaware corporation and holding company. Arcadian Management will remain the owner of all six of its current subsidiaries, including that domestic in the State of Washington.

Charts 1 and 3 are slightly updated from, and so replace, those submitted with the application due to unrelated Humana transactions in the meantime. There has been no change in the structure of this acquisition or in the Arcadian companies' planned future place in Humana's corporate organization.

As to timing of the hearing, after reviewing schedules and other commitments following today's conference, the Humana representatives realized that it would be better for them if the hearing can be conducted one day later than discussed during the conference, that is, on **Tuesday, February 7**. Without suggesting that Monday, Feb. 6, is impracticable, and without intending to cause any delay, Humana respectfully requests that the Judge consider noticing the hearing for Feb. 7. Arcadian's representatives have confirmed they are available that day. We have not had an opportunity before this email to inquire about the availability of Mr. Brown or Mr. Pastuch of OIC.

Last here, we would appreciate Mr. Brown's furnishing to us any letter or like communication from the Washington Attorney General's office along the lines that Judge Petersen referenced during today's conference. In that connection, attached is Mr. Pastuch's Dec. 21, 2011, email stating in part:

"The Washington AGO concluded their review of the information provided and indicated there does not appear to be sufficient evidence to conclude that the proposed acquisition of Arcadian warrants legal action by that agency."

If the AGO issues a letter or memo to similar effect, we would like to make it part of the hearing record.

Please do not hesitate to contact me with any questions or requests.

Regards,
Gary

From: Cairns, Kelly (OIC) [mailto:KellyC@olc.wa.gov]
Sent: Tuesday, January 17, 2012 12:22 PM
To: Timin, Gary P.; Brown, Charles (OIC)
Cc: Joe Ventura; Joan Lenahan; Jim Novello; rhoffman@sonnenschein.com
Subject: RE: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010

Mr. Timin and Mr. Brown,

Please find below the phone number and access code for today's prehearing conference. Please let me know if you have any questions.

Kelly A. Cairns
Paralegal, OIC Hearings Unit
360-725-7002
KellyC@olc.wa.gov

Hello ,

Kelly Cairns invites you to join this Personal Conference meeting.

Topic: Arcadian Health Plan Form A PHC
Date: Tuesday, January 17, 2012
Time: 11:00 am, Pacific Standard Time (San Francisco, GMT-08:00)

To join the audio portion of the Personal Conference meeting

Call-in toll-free number (US/Canada): 1-877-668-4493

Attendee access code: 231 993 38

From: Timin, Gary P. [mailto:Gary.Timin@squiresanders.com]
Sent: Tuesday, January 17, 2012 6:40 AM
To: Cairns, Kelly (OIC); Brown, Charles (OIC)
Cc: Joe Ventura; Joan Lenahan; 'Jim Novello'; 'Robert W. Hoffman (rhoffman@sonnenschein.com)'
Subject: RE: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010

Ms. Cairns and Mr Brown:

Good morning. We are looking forward to today's prehearing conference and understand that Kelly intends to circulate a call-in number. If more convenient, we are happy to provide a number.

We also want to let you know that, in addition to the undersigned as Humana's outside counsel for this application, I anticipate that the persons copied will also participate. By way of brief introduction:

Joseph Ventura, Corporate Counsel, Humana
Joan Lenahan, VP and Corporate Secretary, Humana – Ms. Lenahan will likely be the applicant's principal witness at the hearing
James Novello, General Counsel, Arcadian
Robert Hoffman, outside counsel for Arcadian for the hearing

Our goals in having these party representatives participate today are being able to respond fully to any questions from the Judge and from Department counsel and so that all involved understand clearly what needs to be accomplished before and at the hearing.

We look forward to speaking with you and appreciate your attention to this matter.

Regards,
Gary

305-577-2860

From: Cairns, Kelly (OIC) [<mailto:KellyC@oic.wa.gov>]
Sent: Wednesday, January 11, 2012 4:14 PM
To: Timin, Gary P.; Brown, Charles (OIC)
Subject: RE: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010

The prehearing conference will be Tuesday, January 17, 2012 at 11 am (PST). I will send out another email with information for calling in. Mr. Timin, your name and address changes have been noted.

Thank you,
Kelly

From: Timin, Gary P. [<mailto:Gary.Timin@squiresanders.com>]
Sent: Wednesday, January 11, 2012 11:23 AM
To: Cairns, Kelly (OIC); Brown, Charles (OIC)
Subject: RE: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010

Ms. Cairns,

Thanks very much. Any of the times you suggest is fine for me on behalf of the applicant, Humana Inc., so please set whichever is best for Mr. Brown and Judge Petersen. Do not hesitate to contact me with any questions. Note also that our law firm name and email address format were changed a bit at the turn of the year.

Regards,
Gary

Gary P. Timin
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From: Cairns, Kelly (OIC) [<mailto:KellyC@oic.wa.gov>]
Sent: Wednesday, January 11, 2012 2:05 PM
To: Timin, Gary P.; Brown, Charles (OIC)
Subject: Form A Filing for Proposed Acquisition of Arcadian Health Plan, Inc., No. 12-0010

Mr. Timin and Mr. Brown,

I would like to get a prehearing telephone conference with Judge Petersen scheduled for the above-referenced matter. I am proposing Tuesday, January 17 at 11 am Pacific Standard Time, or possibly Wednesday, the 18th at 10:15 am or 11:30 am PST. Please let me know if one of these times would work for you.

Thank you,

Kelly A. Cairns
Paralegal, OIC Hearings Unit
360-725-7002
KellyC@oic.wa.gov

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Cairns, Kelly (OIC)

From: Pastuch, Ron (OIC)
Sent: Wednesday, December 21, 2011 9:30 AM
To: Timin, Gary P.
Cc: Brown, Charles (OIC)
Subject: RE: Humana / Arcadian Form A

Good morning, Mr. Timin.

The Washington AGO concluded their review of the information provided and indicated there does not appear to be sufficient evidence to conclude that the proposed acquisition of Arcadian warrants legal action by that agency.

We are preparing the filing to be submitted to the Hearings Unit later this week. A copy of our letter to the Hearings Unit will be sent to you.

Thank you for your inquiry and best wishes for the holidays, too.

Ronald J. Pastuch, CPA

Holding Company Manager
Company Supervision Division
Washington state Office of the Insurance Commissioner

360.725.7211 | RonP@oic.wa.gov | www.insurance.wa.gov

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Protecting insurance consumers

(Insurance Consumer Hotline 1.800.562.6900)

From: Timin, Gary P. [<mailto:Gary.Timin@ssd.com>]
Sent: Tuesday, December 20, 2011 11:44 AM
To: Pastuch, Ron (OIC)
Subject: Humana / Arcadian Form A

Ron,
Thanks for speaking with me recently about the status of your Department's review of this pending Form A application.

Has the Washington Attorney General's office "signed off" in a manner that enables the Department to complete its review and refer the application to the Hearings Division? Has that reference been made?

Meanwhile, the Georgia Department has issued its detailed approval order, attached here FYI.

Thanks for your continuing help, and best wishes for the holidays.

Regards,
Gary

Gary P. Timin

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Current and Pre-Closing Corporate Organizational Chart of Arcadian Management Services, Inc. and Subsidiaries



