

Cairns, Kelly (OIC)

From: Timin, Gary P. [Gary.Timin@squiresanders.com]
Sent: Friday, March 30, 2012 8:53 AM
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: RE: Humana / Arcadian -- U.S. Dist. Ct. Order Entered
Attachments: tmp.pdf

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

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Bureau of Competition
Premerger Notification Office

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
Washington, D.C. 20580

March 30, 2012

Arthur Lerner, Esq.
Crowell & Moring LLP
1001 Pennsylvania Ave NW
Washington, DC 20004 USA

Re: EARLY TERMINATION GRANTED
Transaction Identification Number 20111374
Humana Inc. / Arcadian Management Services, Inc.

Dear Mr. Lerner :

The request for early termination of the waiting period is granted effective March 30, 2012 08:55 AM with respect to the proposed acquisition by Humana Inc. of certain voting securities of Arcadian Management Services, Inc. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules.

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3786.

Sincerely,

A handwritten signature in cursive script that reads "Theresa Kingsberry".

Theresa Kingsberry
Legal Assistant
Premerger Notification Office
Bureau of Competition