

STATE OF WASHINGTON

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OFFICE OF
INSURANCE COMMISSIONER

December 4, 2012

MEREDITH VAUGHAN
DIRECTOR, STRATEGY AND PLANNING
PEACEHEALTH
14432 SE EASTGATE WAY, SUITE 300
BELLEVUE, WA 98007-6412

Re: Form A Filing dated September 28, 2012 – Proposed Acquisition of Control of
Columbia United Providers Inc. ("CUP")

Dear Ms. Vaughan:

We received your email in response to our November 21, 2012, letter regarding the above Form A filing. In your email, you provided an explanation why the boards resolutions for PeaceHealth and Southwest Washington Health System ("SWHS") will not be available until December 21, 2012, and also provided draft copies of those resolutions for review. The OIC requested those board resolutions to be part of the Form A filing and due on December 7, 2012.

The OIC does not have the authority to provide commentary how board resolutions should be worded. The resolutions are the boards' representations on certain company matters which are communicated to interested parties.

The OIC may respectfully disagree with the boards' resolutions on company matters and have a contrary opinion about those company matters such as the "change of control" issue described in our November 21, 2012, letter.

As to your request for filing extension of the board resolutions and their explanation for that extension, your request for extension is denied. The Form A filing will remain tolled until the information has been provided set forth in our November 21, 2012 letter.

If you have any comments or questions regarding this letter, please feel free to contact me at (360) 725-7211.

Yours truly,

A handwritten signature in black ink that reads "Ronald J. Pastuch".

RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
E-Mail: RonP@oic.wa.gov