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October 19, 2012

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Ronald J. Pastuch, Holding Company Manager
Company Supervision Division
Washington State Office of the Insurance Commissioner
Insurance 5000 Building, 5000 Capitol Blvd.
Tumwater, Washington 98501

**INSURANCE COMMISSIONER
COMPANY SUPERVISION**

**Re: Form A Statement Regarding the Acquisition of Control
of a Domestic Insurer**

Dear Mr. Pastuch:

On behalf of our client, CollabHealth Plan Services, Inc., we are hereby submitting for your review a Form A Statement Regarding the Acquisition of Control of a Domestic Insurer (“**Form A**”), Soundpath Health, Inc. (“**Soundpath**”), by CollabHealth Plan Services, Inc., a Colorado corporation (the “**Applicant**”).

The proposed acquisition of Soundpath involves three purchase agreements as more fully described in the Form A. Two of the agreements contemplate the purchase of stock by the Applicant and the other contemplates the purchase of assets. As a part of the overall transaction, the parties will enter into various affiliated agreements such as an Administrative Services Agreement and an Employee Lease Agreement, to name a few. Additionally, affiliated agreements that are currently in place will be amended. The proposed affiliated agreements and the amended affiliated agreements are all included with the Form A as exhibits. The Applicant respectfully requests that the OIC’s approval of the Form A include approval of the proposed affiliated agreements.

The Form A and its exhibits have been separated into two binders. The first binder contains information that is not confidential and would be subject to open records requests. This information includes Soundpath’s Amended and Restated Articles of Incorporation and its Amended and Restated Bylaws.

The second binder marked “Confidential” includes the Form A as well as the various agreements, pro formas, biographical affidavits and other information that is required to be filed with the Form A.

We note that the Form A filing is nearly complete. To the extent that certain items will need to be supplemented, we have made a note of that in the appropriate exhibit.

Chicago | Dallas | Denver | Edwardsville | Jefferson City | Kansas City | Los Angeles | New York
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In California, Polsinelli Shughart LLP.

Mr. Ronald J. Pastuch
October 19, 2012

We respectfully request that the Washington Office of the Insurance Commissioner ("OIC") treat the information in the second binder as confidential and not subject to open records requests. The information is confidential as it either contains personal and private information (i.e., the biographical affidavits) or it contains confidential proprietary and trade secret information. We understand that such information is exempt from public disclosure pursuant to Wash. Rev. Code § 48.31C.130. Pursuant to this statute, we understand that the OIC will give the Applicant prior notice of any potential disclosure of confidential information so that the Applicant may pursue all available remedies to limit such disclosure.

We look forward to working with the OIC as it reviews the Applicant's Form A. If you have any questions or comments as you review the documents, please do not hesitate to call the undersigned directly.

Sincerely,



Robert B. Sullivan, Esq.

cc: Soundpath Health, Inc.