

STATE OF WASHINGTON

MIKE KREIDLER  
STATE INSURANCE COMMISSIONER

Phone: (360) 725-7000  
www.insurance.wa.gov



Please Reply to: PO Box 40259  
Olympia, WA 98504-0259  
Fax: (360) 586-2022

December 30, 2011

OFFICE OF  
INSURANCE COMMISSIONER

Patricia D. Petersen, JD, Chief Hearing Officer  
Office of the Insurance Commissioner, Hearings Unit  
PO Box 40255  
Olympia, WA 98504-0255  
5000 Capitol Boulevard  
Tumwater, WA 98501

Re: Form A Filing dated September 21, 2011 – Proposed Acquisition of Control of  
Arcadian Health Plan, Inc.

Dear Ms. Petersen:

Attached please find the Form A Statement regarding the Acquisition of Control of a Domestic Insurer (Health Carrier) and associated supplementary information. The Form A Statement describes the proposed transaction between Humana Inc. and its subsidiary, Humsol, Inc, with Arcadian Health Plan, Inc. and its parent company, Arcadian Management Services, Inc.

The proposed transaction comes at the request of Humana Inc. whereby Arcadian Management Services, Inc. would merge with Humsol, Inc. After the proposed merger, Arcadian Management Services, Inc would be the surviving entity. Humana Inc. is a publicly-traded corporation on the New York Stock Exchange (HUM). Humsol, Inc. was established solely for the purpose of the proposed merger transaction. Arcadian Health Plan, Inc. is a Washington-domiciled health care service contractor and is wholly-owned by Arcadian Management Services, Inc., a Delaware corporation and holding company of the Arcadian group of companies.

The Company Supervision division is satisfied that the Form A filing is complete, and requests that a hearing be scheduled in this matter according to RCW 48.31C.030. Mr. Charles Brown is the OIC's Senior Staff Attorney assigned to this case.

If you have any questions, please call me at 360-725-7211 or Mr. Brown at 360-725-7044.

Yours truly,

A handwritten signature in cursive script that reads "Ronald J. Pastuch".

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

Cc: James T. Odiorne, CPA, JD, Deputy Insurance Commissioner  
Charles Brown, Senior Staff Attorney  
PO Box 40255 • Olympia, WA 98504-0255  
Street Address: 5000 Capitol Blvd. • Tumwater, WA 98501