

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

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

FILED

Please reply to: PO Box 40259
Olympia, WA 98504-0259
FAX: (360) 586-2027

2007 FEB -2 A 8:40

February 1, 2007

Patricia Petersen, Chief Hearing Officer
Office of the Insurance Commissioner, Hearings Unit
PO Box 40255
Olympia, WA 98504-0255
5000 Capitol Blvd.
Tumwater, WA 98502

Hearings Unit, DIC
Patricia D. Petersen
Chief Hearing Officer

Re: Disclaimer of Affiliation and Control – Capital Group Companies of Aetna Health, Inc.

Dear Ms. Petersen:

Attached please find the disclaimer of affiliation and control by Capital Group Companies of its proposed ownership of Aetna, Inc. Aetna Inc. is a publicly held company that is the ultimate controlling person of Aetna Health, Inc. (a WA corp), a Washington domiciled health care service contractor located in Seattle, WA.

The Company Supervision division requests that a hearing be scheduled in this matter.

Thank you for your assistance. If you have any questions, please call me at 360-725-7211 or Chuck Brown at 360-725-7044.

Sincerely,

Handwritten signature of Ronald J. Pastuch in black ink.

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
Dennis Edward Julnes, CPA, Chief Financial Analyst
Charles Brown, Staff Attorney

AMENDED
No. 161

Certificate of Registration

**STATE OF WASHINGTON
INSURANCE COMMISSIONER
OLYMPIA**

It Is Hereby Certified, That

AETNA HEALTH INC.

of Seattle, Washington, has complied with the requirements of Chapter 48.44 Revised Code of Washington, and is registered, subject to the provisions thereof, to operate as a HEALTH CARE SERVICE CONTRACTOR in the State of Washington until such time as its registration is terminated or revoked.

IN WITNESS WHEREOF, effective as of the 17th of November, 1994, I have hereunto set my hand and caused my official seal to be affixed this 3rd day of February, 2004.



Mike Kreidler
Insurance Commissioner

By: [Signature]
Deputy Insurance Commissioner

Originally registered 11-17-94 as Ethix Care, Inc.
Name changed 12-28-95 to NYLCare Plus, Inc.
Name changed 3-25-96 to NYLCare Health Plans Northwest, Inc.
Name changed 8-14-98 to Aetna US HealthCare of Washington, Inc.
Name changed 4-3-02 to Aetna Health of Washington Inc.

LOW & CHILDERS, P.C.
ATTORNEYS AT LAW

2999 North 44th Street, Suite 250 • Phoenix, Arizona 85018
Telephone: (602) 266-1166 • FAX: (602) 808-8835

J. Michael Low
S. David Childers
Christy C. Brown
Tasha N. Cycholl
Lenin Arthanari
Nathanael J. Scheer

WRITER'S DIRECT EMAIL mLOW@lowchilders.com

November 13, 2006

VIA CERTIFIED, RETURN RECEIPT MAIL

Mr. Mike Kreidler
Commissioner of Insurance
Office of Insurance Commissioner
State of Washington
P.O. Box 40258
Olympia, WA 98504-0258

RECEIVED
NOV 17 2006
INSURANCE COMMISSIONER
COMPANY SUPERVISION

Re: Aetna Health Inc. (a WA corp) (the "Subsidiary"); Disclaimer of Control

Dear Mr. Kreidler:

The Capital Group Companies, Inc. ("CGC"), our client, is the parent of certain investment management company subsidiaries jointly referred to as the CGC Management Companies. The CGC Management Companies have the discretionary investment authority to purchase and sell securities for their respective clients. CGC has asked us to assist in the filing of the disclaimer of control discussed herein.

The CGC Management Companies principally consist of Capital Research and Management Company, which provides investment management services to the American Funds family of mutual funds, and Capital Group International, Inc., which provides investment management services to institutional and high net worth investors. The American Funds family is one of the largest families of mutual funds in the United States with over \$750 billion dollars in investment and more than 35 million shareholders, many of whom own shares in the American Funds for retirement plan and pension plan purposes.

The mutual funds and client accounts managed by CGC Management Companies propose to acquire additional common stock of Aetna Group ("Aetna") that may result in the mutual funds and accounts owning, in the aggregate, in excess of 10% of the authorized, issued and outstanding voting common stock of Aetna, subject to the limitations described below. Aetna is the ultimate controlling person of the above referenced Subsidiary, a Washington domiciled insurer. The clients of the CGC Management Companies will acquire Aetna voting common stock solely for investment purposes. Therefore, please find enclosed a disclaimer of control on behalf of CGC and its subsidiaries, the CGC Management Companies.

In no event will any individual mutual fund or institutional or individual investor on whose behalf CGC Management Companies provides investment management services own more than 10% of the voting common stock of Aetna. In other words, CGC and its subsidiaries agree to limit the holdings of any one mutual fund or individual or institutional investor to 10% and to cap the total holdings of all entities whose assets are managed by the CGC Management Companies at 20% of the total voting common stock of Aetna when all CGC managed investments in Aetna are aggregated.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



J. Michael Low
For the Firm

Enclosures

cc: James P. Ryan, Esq. (w/out encls)



The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

Phone (213) 486 9200
Fax (213) 486 9217

October 20, 2006

Mr. Mike Kreidler
Commissioner of Insurance
Office of Insurance Commissioner
State of Washington
P.O. Box 40258
Olympia, WA 98504-0258

Re: Aetna Health Inc. (a WA corp) (the "Subsidiary"); Disclaimer of Control

Dear Mr. Kreidler:

Mutual funds and client accounts managed by the investment management subsidiaries (the "CGC Management Companies") of the Capital Group Companies, Inc. ("CGC") are considering the acquisition of additional voting common stock of Aetna Group ("Aetna"). Aetna is a publicly held company that is the ultimate controlling person of Aetna Health Inc. (a WA corp.) (the "Subsidiary").

As of August 2006, Aetna reported that it had 547,700,000 authorized shares of voting common stock issued and outstanding. As of August 2006, mutual funds and clients managed by the CGC Management Companies held, collectively, 37,040,800 such shares, representing 6.76% of the voting common stock of Aetna. Because the CGC Management Companies have discretionary investment authority to purchase and sell securities held by their respective clients, and because CGC Management Companies are wholly-owned subsidiaries of CGC, CGC may be deemed to control the Aetna stock held by such mutual funds and client accounts, notwithstanding the fact that the record owners of such shares are the individual mutual funds and/or client accounts.

The mutual funds and client accounts managed by the CGC Management Companies propose to acquire additional common stock of Aetna that may result in the mutual funds and accounts owning, in the aggregate, in excess of 10% of the authorized, issued and outstanding voting common stock of Aetna, subject to the following conditions:

- Aggregate ownership of all clients of the CGC Management Companies will not exceed 20% of the authorized, issued and outstanding voting common stock of Aetna.
- No individual client (e.g. a mutual fund or any institutional or individual investor) of the CGC Management Companies will own more than 10% of the authorized, issued and outstanding voting common stock of Aetna.

Therefore, in accordance with RCWA 4831B.015(5), CGC and CGC Management Companies hereby file this Disclaimer of Control with respect to the Subsidiary.

CGC's only affiliation with the Subsidiary will result from the ownership of the voting common stock of Aetna by clients of the CGC Management Companies. Neither CGC nor the CGC Management Companies have any other contracts, agreements or arrangements with Aetna and its Subsidiary.

Certain of the mutual funds and client accounts of the CGC Management Companies have delegated the authority to vote shares held by such funds or accounts to one of the CGC Management Companies. In such cases, the CGC Management Companies vote shares in the best interests of their clients, which in most instances is in accordance with the position of management of the companies. In addition, CGC Management Companies have not in the past submitted, nor will they in the future submit, any separate shareholder proposal for their own purposes. Nor has CGC or the CGC Management Companies ever proposed a slate of directors for companies owned by the mutual funds or client accounts, nor does it demand, as a consequence of its voting interest, to have a seat on the board of directors of any company.

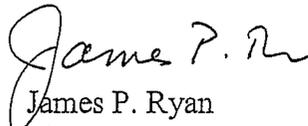
The CGC Management Companies are passive institutional investors who report beneficial ownership of securities over which they have investment discretion or voting authority on Schedule 13G under the Securities Exchange Act of 1934. Schedule 13G is only available to passive investors who are investing in securities in the ordinary course of business without the purpose or effect of influencing control of the issuers of securities. If the CGC Management Companies were to invest for control purposes they would be in violation of the SEC's rules concerning the use of Schedule

13G. The CGC Management Companies do not own shares of Aetna for their own account and the shares held by their clients are acquired in the ordinary course of business and not for the purpose of affecting, changing, or influencing the control of Aetna. Future acquisitions of Aetna stock by the CGC Management Companies will not be for the purpose of affecting, changing or influencing the control of the Subsidiary.

Therefore, based on the preceding, CGC maintains that it will not be an ultimate controlling person of Aetna as a consequence of the acquisition of shares of voting common stock of Aetna.

CGC respectfully requests the Washington Department of Insurance determine that CGC will not control the Subsidiary as a consequence of its proposed acquisition of voting common stock of Aetna. We would request that you contact J. Michael Low, Esq. of the law firm of Low & Childers, P.C. in Phoenix, Arizona if you have any questions relating to this exemption request. The telephone number is (602) 266-1166.

Sincerely,


James P. Ryan
Senior Vice President