



OFFICE OF  
INSURANCE COMMISSIONER

November 4, 2011

JOAN O. LENAHAN  
VICE PRESIDENT, CORPORATE SECRETARY  
HUMANA INC.  
500 WEST MAIN STREET  
LOUISVILLE, KY 40202

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

Dear Ms. Lenahan:

We are continuing our review of the above Form A filing received on September 25, 2011, from Humana Inc. ("Humana"). The OIC review is on hold until we receive your response to this letter. Please respond in the order as presented in this letter.

The Form A filing does not include the following items as required by RCW 48.31B.015. Please submit these items as referenced below.

1. List of proposed directors and officers of Arcadian Management Services ("AMS") and Arcadian Health Plan, Inc. ("AHP-WA").
2. Background verification reports on the directors and officers of Humsol and proposed directors and officers of AMS and AHP-WA. If those background verification reports are on file with the OIC, then please indicate when those reports were filed (similar to your Exhibit 7).

We also request the following items for discussion to be submitted in the order to obtain a better understanding about Humana and its business. Please submit these items as referenced below.

1. Please discuss the number of Washington State covered lives and the associated zip codes for both Humana and AHP-WA's Medicare Advantage plans.
2. Please provide the annual revenues associated with those Washington State covered lives.
3. Please provide a listing of other Medicare Advantage plans offered by third parties where Humana and AHP-WA are doing business in the Washington State market.
4. Please provide any materials Humana and AHP-WA have prepared discussing or analyzing competitive overlap.

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5. Please discuss any plans to merge, consolidate, transfer business, or redomesticate of AHP-WA once Humana obtains control of AHP-WA.
6. Please discuss any plans to address any deficiencies meeting Washington's regulatory requirements on AHP-WA in order to continue doing business in Washington.

As to this filing, please be advised the filing is incomplete and therefore the filing is tolled. Our review will commence when we receive the response to this letter.

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

Yours truly,



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