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2015 AUG -4 AM 8:55

RECEIVED
WISCONSIN COMMISSIONER
OF INSURANCE

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August 3, 2015

VIA FEDERAL EXPRESS

Commissioner Ted Nickel
Office of the Commissioner of Insurance
State of Wisconsin
GEF-III, Second Floor
125 South Webster Street
Madison, Wisconsin 53703-3474

Re: Form A Statement Regarding the Acquisition of Control of Humana Insurance Company, HumanaDental Insurance Company, Humana Wisconsin Health Organization Insurance Corporation and Independent Care Health Plan, insurers and health maintenance organizations domiciled in the State of Wisconsin (the "Domestic Insurers") by Aetna Inc.

Dear Commissioner Nickel:

On behalf of Aetna Inc. (the "Applicant"), enclosed please find the above captioned Form A Statement (the "Form A") filed in connection with the Applicant's proposed acquisition of the Domestic Insurers' parent company, Humana Inc. A copy of the Form A is being delivered to the Domestic Insurers. Please also note that Aetna is not requesting hearings be held on a consolidated basis.

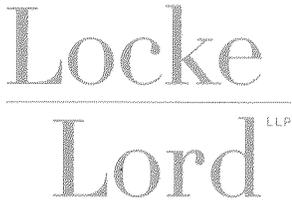
Thank you for your consideration in this matter. If you require any additional information relating to the enclosed Form A, please contact the undersigned at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP

Tim Farber

Enclosures



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Dear Commissioner Nickel:

Under separate cover today, we have filed on behalf of the Applicant the captioned Form A seeking the approval of the Wisconsin Office of the Commissioner of Insurer (the "DOI") for the acquisition of the Domestic Insurers by the Applicant. Certain documents that are referenced as exhibits to the Form A contain information that the Applicant considers highly confidential, sensitive and proprietary from a business and economic perspective or a personal privacy perspective (the "Confidential Information"). Because of the nature of the Confidential Information, the Applicant has not publicly released such documents or the confidential portions thereof. In order to ensure the continued confidentiality of the Confidential Information, we hereby request that the DOI accept the Form A, including the exhibits, as filed today and agree to afford confidential treatment to the Confidential Information that is filed herewith separately.

The bases for our request for confidentiality are provided under the disclosure exceptions to the Wisconsin Open Records Act (the "Open Records Act") and are set forth in Exhibit A hereto. The Form A was submitted to the DOI in accordance with the provisions of the Wisconsin insurance holding company system laws. (the "Holding Company Law"). Because the Holding Company Law does not address whether or not a Form A filing, in whole or part, should be a confidential document, certain other provisions of Wisconsin law control.

August 3, 2015
Page 2

The Open Records Act provides rights to examine and copy a public record. However, certain documents are exempt from disclosure. Generally, exempted documents are those that contain sensitive or personal information of an individual or affect confidential information of an entity.

It is our position that if the DOI were to receive a request for disclosure from the public for the Form A, the DOI could rely on the trade secret or competitive advantages exemptions set forth in Wisconsin law and the personal information exemption as well in determining that the Confidential Information is exempt from disclosure. Attached hereto as Exhibit A is a complete list identifying the Confidential Information and the bases for its exemption from disclosure. Because the Form A, including exhibits, as filed with the DOI excludes the Confidential Information, the DOI would be in a position to release the Form A without the Confidential Information to a member of the public.

For the reasons set forth above, and detailed more fully in Exhibit A, we hereby request confidential treatment and non-disclosure of the Confidential Information. It is our position that excluding the Confidential Information from the publicly available Form A materials is a reasonable means for continuing to protect the highly sensitive nature of the Confidential Information while not impairing public access to information to which, under the Open Records Act, it has a right.

In the event that the DOI receives a request for or a subpoena requiring production of the enclosed Confidential Information, we respectfully request that the DOI immediately advise us of such request or subpoena in order that we may take the appropriate action to protect such documents.

We look forward to working with you and members of your staff on this matter. If you require any additional information relating to the Form A or this request, please contact the undersigned at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP



Tim Farber

Enclosures

Exhibit A

Request for Confidential Treatment of Certain Documents Filed in Connection with the Statement Regarding the Acquisition of Control of Humana Insurance Company, HumanaDental Insurance Company, Humana Wisconsin Health Organization Insurance Corporation and Independent Care Health Plan, insurers and health maintenance organizations domiciled in the State of Wisconsin (the "Domestic Insurers") by Aetna Inc.

DOCUMENT	REQUEST FOR CONFIDENTIAL TREATMENT	EXEMPTION FROM DISCLOSURE
Exhibit 7 to the Form A: Biographical Affidavits of Current Directors and Executive Officers of Aetna	Complete Documents	<p>The documents contain sensitive personal information such as dates of birth and home addresses that, if disclosed to the public, could compromise an individual's personal privacy and lead to identity theft.</p> <p>Aetna is updating its biographical affidavits and will provide updated copies to the Wisconsin Department of Insurance.</p>
Exhibit 10 to the Form A Financial Projections of the Domestic Insurers.	Complete Documents	<p>The financial projections of the Domestic Insurers contain trade secret information which, if released, would give advantage to competitors and serve no public purpose.</p> <p>The information contains key managerial strategic decisions concerning the Domestic Insurers' growth prospects, which, if known to the Domestic Insurers' competitors, would result in great competitive harm to the Domestic Insurers.</p>