



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Scott Walker, Governor
Theodore K. Nickel, Commissioner

Wisconsin.gov

September 8, 2015

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MR TIM FARBER
LOCKE LORD LLP
111 SOUTH WACKER DRIVE
CHICAGO IL 60606

Re: Form A – Acquisition of Control of Humana Insurance Company, HumanaDental Insurance Company, Humana Wisconsin Health Organization Insurance Corporation, and Independent Care Health Plan (Collectively, "The Wisconsin Domestic Insurers") by Aetna Inc.

Dear Mr. Farber:

The State of Wisconsin Office of the Commissioner of Insurance ("OCI") has performed additional review of the above-referenced Form A filing submitted on August 4, 2015 by Aetna Inc. ("Applicant"). Our review identified the following item requiring follow-up, as indicated below. To ensure that the Form A review continues to move forward expeditiously, please provide the following information at your earliest convenience:

1. **Form E – Pre-Acquisition Notification:** *Please discuss whether the Applicant intends to file a pre-Acquisition Notification (Form E) pursuant to s. Ins 40.025, Wis. Adm. Code for the Wisconsin Domestic Insurers; or alternatively, please submit evidence to support any of the following assertions:*
 - (a) *In no market would the combined market share of the involved insurers exceed 5% of the total market, or*
 - (b) *There would be no increase in any market share, or*
 - (c) *In no market would the combined market share of the involved insurers exceed 12% of the total market and the market share would not increase by more than 2% of the total market.*

[Note: For the purposes of this request, a 'market' means direct written insurance premium in this state for a line of business as contained in the NAIC annual statement.]

Please feel free to call me at (608) 266-9896, or e-mail me at kristin.forsberg@wisconsin.gov.

Sincerely,

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