

MITCHELL | WILLIAMS

Julie M. Pomerantz
E-mail: jpomerantz@mwlw.com
Telephone: 512-480-5100

500 West 5th Street, Suite 1150
Austin, TX 78701
Fax: 512-322-0301

September 2, 2015

VIA EMAIL & FEDEX OVERNIGHT DELIVERY

The Honorable Ralph Hudgens
Insurance and Safety Fire Commissioner
Two Martin Luther King, Jr. Drive
West Tower, Suite 704
Atlanta, Georgia 30334

Attention: Mr. Trey Sivley and Mr. Scott Sanders

**Re: Form A Statement Regarding the Acquisition of Control of
Cigna Healthcare Of Georgia, Inc. ("Cigna GA")**

Dear Commissioner Hudgens :

On behalf of Anthem, Inc., an Indiana corporation ("Anthem"), we are filing the enclosed Form A Statement in accordance with O.C.G.A. Sec. 33-13-3 and Georgia Regulation Sec. 120-2-23-.09 regarding Anthem's proposed acquisition of control of Cigna GA, a Georgia health maintenance organization in connection with Anthem's pending acquisition of Cigna GA's parent company, Cigna Corporation, a Connecticut corporation ("Cigna"), under an Agreement and Plan of Merger dated July 23, 2015 (the "Merger"). Anthem's acquisition of Cigna is described in more detail in the enclosed Form A Statement. As a result of the Merger, Anthem will acquire beneficial ownership of 100% of the stock of, and ultimate control of, Cigna GA.

Anthem respectfully requests approval of the Commissioner for the proposed acquisition of control described in the Form A Statement. We have enclosed for filing one originally signed Form A Statement (including exhibits) and 2 copies of the Form A Statement (including exhibits), together with a \$5,000 check in payment of the applicable filing fee. We ask that the additional enclosed copy of the Form A Statement (without exhibits), along with an additional copy of this letter, be file-stamped and returned to me in the enclosed self-addressed, stamped envelope. Please do not hesitate to call if additional copies of the Form A Statement would be helpful to the Department in its review.

The Applicants respectfully request that the Department afford the following exhibits to the Form A Statement confidential treatment: the biographical affidavits, the financial proformas, and the Form E Pre-Acquisition Notification (which is identified as Exhibit 11 but will be provided at a later date). I have provided a Confidentiality Affidavit herewith regarding this issue and I have stamped "Confidential" the documents intended to be confidential in order to

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ensure confidential treatment. Exhibits 11 (Form E) and 12 (Proformas) contain confidential and proprietary trade secret information, and disclosure would be materially adverse to Anthem and to Cigna AG. Exhibit 5 includes all of the biographical affidavits which contain confidential personal information about individuals associated with Anthem. These exhibits are being filed with this Form A Statement in a sealed envelope marked "Confidential." We appreciate the Department maintaining these exhibits as confidential and ask that the Department notify Anthem before any disclosure of such confidential documents is made so that Anthem has the opportunity to defend against such disclosure.

We will be providing, supplementally, as soon as it is available, the parties' joint proxy statement to be filed with the Securities and Exchange Commission. Also, at this time, as discussed with Trey Sivley, we have provided access to all financial information required (Exhibits 7-A, 7-B, 7-C, 7-D, 8-A, 8-B, 8-C, 8-D, 9-A, 9-B, 10-A, and 10-B) via a hyper link, and one hard copy with the *original* Form A package which is meant to be the one used for the official record and for delivery to Vince Wiegand. If another paper copy of these exhibits is desired, please let me know, and we will provide it.

As previously discussed with Trey Sivley, the Form E (Exhibit 11 to the Form A) and applicable data and information related thereto will be filed separately under separate cover as soon as possible. We expect to make that filing before the end of the month.

We appreciate your and your staff's time and attention to this filing and look forward to working with you. Please do not hesitate to contact me with any questions regarding this filing.

With kind regards.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.



By

Julie M. Pomerantz

JMP:lam
Enclosures

cc: Thi Phan, Anthem, Inc. (Via Email and US Mail)
Jared Danilson, White & Case LLP (Via Email)