



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Scott Walker, Governor  
Theodore K. Nickel, Commissioner

Wisconsin.gov

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Steve Whitmer  
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Skadden Arps  
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New York, New York 10036

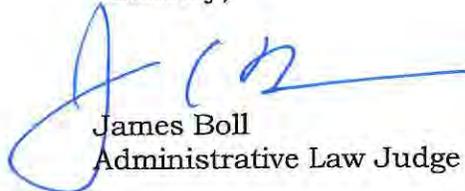
David Balto  
1325 G Street, N.W.  
Suite 500  
Washington, DC 20005

Re: Case No. 15-C40896  
Prehearing Conference Memorandum

Dear Messrs. Whitmer and Balto and Ms. Coyle:

Enclosed please find a copy of the Prehearing Conference Memorandum.

Sincerely,

A handwritten signature in blue ink, appearing to read 'J. Boll', written over the printed name and title.

James Boll  
Administrative Law Judge

Enclosure

In the Matter of the Acquisition of Control of  
Humana Insurance Company,  
HumanaDental Insurance Company,  
Humana Wisconsin Health Organization Insurance Corporation, and  
Independent Care Health Plan  
(Collectively, the "Domestic Insurers")

by

Aetna Inc.

Petitioner

Case No. 15-C40896

James Boll, Administrative Law Judge, Presiding

Appearances:

For the Petitioner: Present in person  
(Aetna)

Gregg Martino (Aetna)  
Tim Farber (External Counsel, Locke Lord)  
Steve Whitmer (External Counsel, Locke Lord)  
Present by Phone  
Robert Stillman (Aetna)

For the Domestic Insurers: Present in Person  
(Humana)

Elena Coyle (External Counsel, Skadden)  
Present by Phone  
Joseph Ventura (Humana)

Appearances by Interested Parties: Present in Person

David Balto (Law Offices of David Balto)  
Kevin Kane (Citizens Action of Wisconsin)  
Gwendolyn Cooley, (Wisconsin Department of Justice)  
Present by Phone

Matthew Lane (Law Offices of David Balto)

This is a Memorandum summarizing a prehearing conference held pursuant to s. 227.44 (4), Wis. Stat., on March 15, 2016. This Memorandum becomes a part of the record in this matter and is binding on the parties unless otherwise ordered by the Administrative Law Judge.

IT IS ORDERED:

(1) That the above-entitled matter is set for hearing on March 30, 2016, at 1:00 P.M. CST. The hearing will take place at the Office of the Commissioner of Insurance, 125 South Webster Street, Madison, Wisconsin.

(2) Aetna and Humana shall have until the close of business on March 21, 2016 to file a response to the SEIU Healthcare Wisconsin and Citizen Actions of Wisconsin motion to intervene as a party pursuant to s. 227.44(2m), Wis.Stat. that was submitted on March 15, 2016.

(3) SEIU Healthcare Wisconsin and Citizen Actions of Wisconsin shall have until the close of business on March 21, 2016 to file additional material in regard to their request and until March 22, 2016 to file a reply, if any, to the response of Aetna and Humana solely with regard to the motion to intervene.

(4) That a decision on the motion to intervene by SEIU Healthcare Wisconsin and Citizen Actions of Wisconsin shall be made by close of business on March 25, 2016 and that Mr., Balto on behalf of SEIU Healthcare Wisconsin and Citizen Actions of Wisconsin indicated at the prehearing conference that, if the motion is granted, he would have sufficient time to participate in the March 30, 2016 hearing.

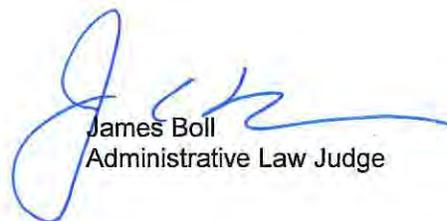
(5) The request by Aetna and Humana to file affidavits for inclusion in the record prior to the hearing is granted.

(6) All written comments by interested parties must be submitted prior to the hearing date and time outlined herein in order to be included in the record.

(7) That this Order shall control the subsequent course of action of this case unless modified upon motion of a party or the Administrative Law Judge to prevent manifest injustice.

Failure to comply with the terms of this Memorandum may be considered cause for imposing sanctions which may include dismissal, default judgment, contempt, orders limiting or barring the presentation of testimony or introduction of evidence at trial, or any combination thereof, or such other added and further sanctions as the Administrative Law Judge may deem appropriate under the circumstances.

Dated at Madison, Wisconsin, this 15 day of March, \_\_\_\_\_.

  
James Boll  
Administrative Law Judge