



**THE STATE OF NEW HAMPSHIRE
INSURANCE DEPARTMENT**

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CONCORD, NEW HAMPSHIRE 03301

Christopher R. Nicolopoulos
Commissioner

Alexander K. Feldvebel
Deputy Commissioner

November 24, 2020

Susan Kee
Vice President and Deputy General Counsel
Health Plan Holdings, Inc.
705 Mt. Auburn Street
Watertown, MA 02472
susan_kee@tufts-health.com

James V. Hatem
Nixon Peabody LLP
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Re: Form E Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer (the "Form E Notification") Submitted by Health Plan Holdings, Inc. ("Health Plan Holdings") with respect to Harvard Pilgrim Health Care of New England, Inc. ("HPNE") and HPHC Insurance Company, Inc. ("HPIC")

Dear Ms. Kee and Mr. Hatem:

The Applicant Health Plan Holdings (formerly known as Tufts Health Plan, Inc.) submitted this Form E Notification on October 19, 2020 in connection with its proposed acquisition of control of Harvard Pilgrim Health Care, Inc. ("HPHC"), including HPHC's subsidiaries HPNE and HPIC (the "Health Plan Holdings/HPHC Combination").

The Form E Notification is expressly premised upon the closing of the acquisition of Tufts Health Freedom Insurance Company ("THFIC"), currently a wholly-owned indirect subsidiary of Health Plan Holdings, by UnitedHealth Group Incorporated ("UHG") and United HealthCare Services, Inc. ("UHS") (the "UH/THFIC Acquisition"). The UH/THFIC Acquisition was the subject of a Form A Statement filed with the Insurance Department on October 5, 2020 (Department Docket No. Ins 20-076-AP). That Form A Statement stated that it was the intention of the parties that the UH/THFIC Acquisition close immediately prior to the closing of the Health Plan Holdings/HPHC Combination, and the Stock Purchase Agreement submitted with the Form A Statement reflected that intent by providing that regulatory clearance and satisfaction or waiver of closing conditions to the Health Plan Holdings/HPHC Combination is a condition to the closing of the UH/THFIC Acquisition. The Health Plan Holdings/HPHC Combination is the subject of a Form A Statement filed with the Massachusetts Division of Insurance on November 16, 2020.

On October 28, 2020, the Applicant agreed to toll the 30 day period of RSA 401-B:3-a, III until a decision concerning the UH/THFIC Acquisition.

