



State of Vermont
Department of Financial Regulation
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SENT VIA EMAIL

August 10, 2023

Stephanie Dobecki
Sidley Austin LLP
One South Dearborn Street
Chicago, IL 60603

Laurine Symula Parmely
Senior Vice President & General Counsel
Blue Cross Blue Shield of Michigan
600 Lafayette East MC 1929
Detroit, MI 48226

Re: Form A Hearing Determination

Dear Attorneys Dobecki and Parmely,

On August 2, 2023, the Insurance Division of the Vermont Department of Financial Regulation (the "Department") received a complete Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer ("Form A") from Blue Cross Blue Shield of Michigan Mutual Insurance Company ("BCBSM") relating to the proposed affiliation between BCBSM and Blue Cross and Blue Shield of Vermont ("BCBSVT").

Pursuant to 8 V.S.A. § 3683(f),

The Commissioner shall hold a public hearing on any merger or other acquisition of control referred to in subsection (a) of this section if the Commissioner determines that the statement filed as required by this section does not demonstrate compliance with the standards referred to in subsection (b) of this section or if the Commissioner determines that such acquisition of control is likely to be hazardous or prejudicial to the insurance buying public, or at the request of the acquiring party. Holding a public hearing is otherwise optional at the discretion of the Commissioner.

The Department has completed an initial review of the Form A filing. The Department has determined that BCBSM's Form A filing complies with the standards referred to in subsection (b)



of 8 V.S.A. § 3683(f). The Department also determined that such acquisition of control is not likely to be hazardous or prejudicial to the insurance buying public. Further, the acquiring party has not requested a Form A hearing. As such, the Commissioner has determined that, pursuant to 8 V.S.A. § 3683(f), a Form A hearing is not required.

Finding that a Form A hearing is not required, the Commissioner hereby directs that notice of the transaction be published on the website maintained by the Department. The Commissioner further directs BCBSM to coordinate publication of this notice in two daily newspapers of general jurisdiction in Vermont. The notice shall describe the proposed transaction and state that members of the public and interested parties may file written comments on the proposed transaction with the Department within 14 days.

The Commissioner will review all comments on the proposed transaction 14 days after the notice is published. After reviewing these comments, the Commissioner shall determine whether a discretionary Form A hearing is appropriate. The Commissioner reserves the right to request a discretionary hearing at any time prior to issuance of a final order and to further investigate any aspect of the pending filing.

The applicability of this determination letter is limited to the filings and to the specific facts set forth herein. This determination should not be relied upon by any other person or entity or for any other purpose. This position does not extend to any other activities regulated by the Department. Republication or further use of this letter is prohibited without the Department's prior written consent.

Sincerely,



Kevin J. Gaffney, Commissioner
Vermont Department of Financial Regulation

