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December 23, 2014

BY HAND DELIVERY

Federal Election Commission
Office of the General Counsel
999 E Street, N.W.
Washington, D.C. 20463

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Re: Advisory Opinion Request on Behalf of Cambia Health Solutions, Inc.

Dear Commissioners:

Pursuant to 2 U.S.C. § 437f, we seek an advisory opinion on behalf of our client Cambia Health Solutions, Inc. (“Cambia”) concerning the application of the Federal Election Campaign Act of 1971, as amended (“the Act”), and Commission regulations to the affiliation status of Cambia’s separate, segregated fund, Cambia Health Solutions, Inc. PAC (“Cambia PAC”).

Cambia PAC is currently considered to be affiliated with the Blue Cross Blue Shield Association PAC (“BluePAC”), the separate, segregated fund of the Blue Cross and Blue Shield Association (“BCBSA”), and with other committees affiliated with BluePAC. This affiliation dates to 1991, when the Blue Cross & Blue Shield of Utah Federal Political Action Committee (Cambia PAC’s predecessor) was registered with the Commission. In the intervening 23 years, the sponsoring organization and its relationship with BCBSA have undergone significant changes. Today, Cambia is made up of a growing portfolio of more than 20 different businesses with customers in all 50 states. It is our contention that an analysis of the factors included in Commission regulations will lead to a conclusion that Cambia PAC should no longer be considered affiliated with BluePAC.

I. Background

Cambia’s corporate roots date to the early 20th Century, when loggers and their families in the Pacific Northwest pooled funds to help each other with medical needs. The Chehalis County Medical Society, Cambia’s oldest predecessor, was incorporated in 1902. Other medical societies, bureaus, and administrations in the Northwest were launched over the subsequent decades. These businesses evolved into a regional health insurance provider known first as The Benchmark Group. The original members were King County Medical Blue Shield and Pierce County Medical Bureau, which merged to become Regence BlueShield in Washington State. After joining with Blue Cross and Blue Shield of Oregon and Medical Services Bureau-Blue



Shield of Idaho, the company was renamed Regence in 1995 to reflect its regional alliance. In 1997, Blue Cross and Blue Shield of Utah joined the Regence family of companies.

In 2010, after nearly 100 years of operation and evolution, Regence began to expand its efforts to promote a more people-focused, economically sustainable health care system by developing a series of “direct health solutions” businesses and initiating a corporate restructure to accommodate their growth. In 2011, these solutions were formalized as separate and distinct business units when The Regence Group was renamed Cambia Health Solutions – a parent company for both Regence Insurance and Direct Health Solutions activities, as outlined below.

Cambia is a nonprofit corporation without members incorporated in Oregon and organized to engage in health promotion and improvement activities, to manage the activities of owned or managed health care service plans, health insurance plans, and health maintenance organization, and to engage in other permissible activities under the Oregon Nonprofits Corporations law. Cambia is led by a Board of Directors made up of 15 individuals, all but one of whom are “outside directors” who are not employed by Cambia. None of the Directors are associated with or appointed by BCBSA. Enclosed are copies of Cambia’s Restated Articles of Incorporation (adopted in 2011) and Restated Bylaws (adopted in 2012).

Today, Cambia’s portfolio of companies includes four insurance companies that are BCBSA licensees, as described below: Regence BlueShield, Regence BlueCross BlueShield of Oregon, and Regence BlueCross BlueShield of Utah (all non-profit taxable health care service contractors), and Regence BlueShield of Idaho, Inc., a non-profit taxable mutual insurer.

The relationship between Cambia and BCBSA is essentially a contractual licensor-licensee arrangement. Cambia and BCBSA have entered into a series of licensing agreements (“License Agreements”) under which Cambia may use the Blue Cross and Blue Shield design service marks for health care plans in the designated service areas located in Oregon, Washington, Idaho, and Utah.

The License Agreements place certain obligations on Cambia with respect to Cambia’s use of the Blue Cross and Blue Shield licensed marks and the sale of Blue Cross and Blue Shield branded health insurance products. These include following certain BCBSA policies, participating in certain BCBSA programs to facilitate portability and claims processing, and satisfying certain financial benchmarks. To ensure Cambia’s commitment to the BCBSA products, at least 80% of Cambia’s health care plan revenue in its designated service area must be associated with Blue Cross and Blue Shield products, and at least two-thirds of Cambia’s nationwide revenue associated with health care plans must be generated by Blue Cross and Blue Shield products. In short, the License Agreement included requirements designed to promote the Blue Cross and Blue Shield products – requirements mutually-agreed upon between Cambia and BCBSA.



The requirements of the License Agreements do not, however, limit Cambia's ability to engage in a variety of other health care or other businesses, both in the designated service areas and nationwide. And Cambia has expanded aggressively into other businesses. Cambia's companies include other insurance companies that are not BCBSA licensees. Asuris Northwest Health, LifeMap Assurance Company, and BridgeSpan Health Company are all Cambia businesses that compete directly with BCBSA licensees in certain markets:

- Asuris is a community-based nonprofit health plan that has served eastern Washington State for nearly 70 years and currently has more than 40,000 commercial and individual members.
- LifeMap operates in seven states (Alaska, Idaho, Utah, Oregon, Washington, Wyoming, and Montana, with plans to expand to California) and has more than 360,000 policyholders.
- BridgeSpan (formerly HealthWise) terminated its BCBSA license in 2012 and was rebranded under the BridgeSpan name. It operates in Cambia's four primary markets of Washington, Oregon, Utah, and Idaho, focusing on insurance exchange business established pursuant to the Affordable Care Act.

In addition, Cambia has launched or acquired a growing number of businesses now part of its Direct Health Services division. It also has made significant strategic investments in similar businesses. These companies are focused on health care information technology and software development; retail health care; pharmacy benefit management; life, disability, dental, vision and other lines of protection; alternative solutions to health care access; and free-standing health and wellness solutions. Enclosed is a document summarizing each of these endeavors. Highlights include:

- HealthSparq, a wholly-owned company, which offers interactive health care transparency solutions and now serves 70 clients with 78 million individual users nationwide.
- SpendWell, a national provider transparency marketplace where employees on high-deductible health plans can buy care directly from providers while having payments coordinated with their health plans.
- OmedaRx, which provides pharmacy benefit management services for carriers nationwide and serves the pharmaceutical needs of approximately 10 million members.



- Wellero, which provides a mobile retail experience to health care through a consumer app that connects providers, patients, and insurance companies, and is available in five states currently.

Also enclosed is a copy of a recent amendment to Cambia's Health Carrier Holding Company System Annual Registration Statement which includes a detailed organizational chart of Cambia's varied businesses.

In addition to the expanding array of non-BCBSA businesses, note that Cambia's charitable arm has also evolved beyond its association with BCBSA. The company's foundation, formerly known as The Regence Foundation, changed its name, terminated the foundation's BCBSA license, and ended the use of the BCBSA marks to reflect more accurately the company's broader identity and mix of businesses. Now known as the Cambia Health Foundation, it is a grant-making organization that seeks to promote patient-centered and economically sustainable health care.

Finally, as noted above, Cambia PAC was originally a separate, segregated fund of Blue Cross and Blue Shield of Utah; the PAC was formed in 1991. In 1992, the PAC's Statement of Organization was amended to include BluePAC and others as affiliated PACs. After Blue Cross and Blue Shield of Utah joined Regence five years later, the PAC was renamed Regence BluePAC in 1998 and then Cambia Health Solutions, Inc. PAC in 2011.

II. Affiliation under the Act, FEC Regulations, and Prior Advisory Opinions

The Act provides that political committees are affiliated if they are established, financed, maintained, or controlled by the same corporation, labor organization, person, or group of persons, including any parent, subsidiary, branch, division, department or local unit thereof. 52 U.S.C. § 30116(a)(5). Certain committees are *per se* affiliated if they are established, financed, maintained, or controlled by a single corporation and its subsidiaries. 11 C.F.R. §§ 100.5(g)(3)(i), 110.3(a)(2)(i).

Where there is not *per se* affiliation, FEC regulations provide a non-exhaustive list of ten "circumstantial factors" to be considered "in the context of the overall relationship" to determine if affiliation exists. 11 C.F.R. §§ 100.5(g)(4)(ii)(A)–(J), 110.3(a)(3)(ii)(A)–(J). Those factors include control, governance, common members or employees, and other elements, as detailed below.

The Commission has applied these factors previously to separate, segregated funds sponsored by BCBSA licensees. In 1990, at the request of BCBSA, the Commission found that BCBSA and BluePAC could solicit contributions from the executive and administrative personnel of BCBSA "member plans," which resulted in the affiliation of those separate,



segregated funds sponsored by BCBSA licensees. FEC Advisory Opinion 1990-22. However, in two more recent opinions, the Commission has considered situations substantially similar to Cambia's and concluded that the separate, segregated funds of two other BCBSA licensees are no longer affiliated with BluePAC.

First, in FEC Advisory Opinion 1999-39, the Commission examined the factors contained in the regulations and concluded that the WellPoint Health Networks Political Action Committee was no longer affiliated with BluePAC. The Commission noted the "materially altered company structure that is significantly engaged in other activities not related to BCBSA" including competition with BCBSA entities.

Second, just this year, the Commission found that the separate, segregated fund of Health Care Service Corporation ("HCSC") was no longer affiliated with BluePAC. FEC Advisory Opinion 2014-11. The Commission determined that the balance of factors and the changed circumstances in the operations of HCSC weighed in favor of disaffiliation.

III. Analysis

Given the Commission's very recent review of the analogous situation of HCSC, we have below addressed each of the factors in the regulations in the same manner as the Commission considered and outlined them in Advisory Opinion 2014-11. In each subsection below, the language in italics reflects the Commission's summary of each factor from the recent opinion.

A. Controlling Interest

This factor asks whether a sponsoring organization owns a controlling interest in the voting stock or securities of the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(A), 110.3(a)(3)(ii)(A).

Neither Cambia nor BCBSA issues voting stock or securities, and there is therefore no controlling interest by one organization of the other.

B. Governance

This factor concerns whether a sponsoring organization has the authority or ability to direct or participate in the governance of the other sponsoring organization through provisions of constitutions, bylaws, contracts, or other rules, or through formal or informal practices or procedures. 11 C.F.R. §§ 100.5(g)(4)(ii)(B), 110.3(a)(3)(ii)(B)



BCBSA has no voting rights in Cambia and does not hold and is not entitled to a seat on Cambia's board. Cambia's bylaws provide that all but one of the members of Cambia's Board of Directors are independent of the company, and none are associated with BCBSA. This compares favorably both to the situation presented by WellPoint (the board of which included designees of Blue Cross of California) and by HCSC (the bylaws of which require at least 50% of its directors to be independent).

Under the License Agreements, each BCBSA licensee is granted one position on the Board of Directors of BCBSA. Because Cambia holds two License Agreements, Cambia has two positions on the BCBSA Board out of a total of 38 members.¹

C. Hiring Authority

This factor concerns whether a sponsoring organization has the authority or ability to hire, appoint, demote, or otherwise control the officers or other decisionmaking employees of the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(C), 110.3(a)(3)(ii)(C).

BCBSA has no authority or ability to hire or otherwise control the officers or employees of Cambia, nor does Cambia possess any such authority with respect to BCBSA.

D. Common Membership

This factor considers whether a sponsoring organization has common or overlapping membership with the other sponsoring organization that indicates a formal or ongoing relationship between the sponsoring organizations. 11 C.F.R. §§ 100.5(g)(4)(ii)(D), 110.3(a)(3)(ii)(D).

Cambia is a nonprofit corporation without members, and there are thus no overlapping members with BCBSA. As noted in a footnote to Advisory Opinion 2014-11, the License Agreements require licensees to maintain status as a member in good standing of BCBSA, but such membership would not constitute common membership, and, as noted by the Commission, membership provides only limited representation on

¹ Cambia has entered into two License Agreements because Cambia's affiliation with Regence BlueShield of Idaho, Inc. ("RBSI") is unique among BCBSA licensees. Cambia and RBSI are affiliated and Cambia is deemed to control RBSI for purposes of state insurance holding company laws through a long-term management contract entered into in 1995. However, because RBSI is a mutual insurer whose owners are policy holders, Cambia cannot be a shareholder or member of RBSI. For that reason, BCBSA requires RBSI to maintain a separate, primary BCBSA license. The chief executive officers of all primary licensees serve on the BCBSA board. Note that the chief executive of RBSI reports directly to, and is managed by, a Cambia officer.



the BCBSA Board of Directors (two positions, in Cambia's case, for the reasons described previously).

E. Common Officers or Employees

This factor asks whether sponsoring organizations have common or overlapping officers or employees, indicating a formal or ongoing relationship between the organizations. 11 C.F.R. §§ 100.5(g)(4)(ii)(E), 110.3(a)(3)(ii)(E).

Cambia and BCBSA have no overlapping officers or employees.

F. Former Officers or Employees

This factor concerns whether a sponsoring organization has any members, officers, or employees who previously were members, officers, or employees of the other sponsoring organization, indicating a formal or ongoing relationship or the creation of a successor entity. 11 C.F.R. §§ 100.5(g)(4)(ii)(F), 110.3(a)(3)(ii)(F).

To the best of our knowledge, it appears that Cambia employs just two individuals who were previously employed by BCBSA, out of a total of more than 5,000 employees. In both cases, the individuals have currently been employed by Cambia for more than 10 years. We are not aware of any former Cambia employees now employed by BCBSA. These facts are comparable to those presented by both WellPoint and HCSC in seeking disaffiliation from BluePAC.

G. Providing Funds or Goods

This factor considers whether a sponsoring organization provides funds or goods in a significant amount or on an ongoing basis to the other sponsoring organization or committee. 11 C.F.R. §§ 100.5(g)(4)(ii)(G), 110.3(a)(3)(ii)(G).

Under the License Agreements, BCBSA provides Cambia and the other licensees the exclusive right to use BCBSA's marks within specific service areas and provides limited administrative support related to maintaining and protecting the marks. Cambia pays BCBSA for the rights to the marks and for the administrative services through arms-length transactions.

As with other BCBSA licensees, Cambia is required to derive a substantial majority of its health insurance revenue from Blue Cross and Blue Shield products, and like HCSC, an overwhelming majority of Cambia's operations are conducted using the marks. Nonetheless, Cambia saw revenue from its BCBSA-branded businesses decline



by 6% from 2009 to 2013. During those same years, Cambia's capital investments in non-insurance businesses grew from a negligible amount in 2009 to a total of \$94 million from 2010-2013. In 2014 alone, that figure is expected to exceed \$84 million.

H. Arranging for the Provision of Funds or Goods

This factor concerns whether a sponsoring organization causes or arranges for funds or goods to be provided to the other sponsoring organization in a significant amount or on an ongoing basis. 11 C.F.R. §§ 100.5(g)(4)(ii)(H), 110.3(a)(3)(ii)(H).

BCBSA offers all of its licensees certain voluntary contractual services (such as marketing) as well as arrangements with outside vendors (such as service providers). Just as described by WellPoint or HCSC in their requests, these services and arrangements are insubstantial. Cambia is free to purchase or not purchase such offerings, and all are arms-length transactions.

I. Formation

This factor involves whether a sponsoring organization had an active or significant role in the formation of the other sponsoring organization. 11 C.F.R. §§ 100.5(g)(4)(ii)(I), 110.3(a)(3)(ii)(I).

BCBSA played no role in the formation of Cambia. As noted above, Cambia's origins date back more than 100 years, decades before BCBSA came into being. Likewise, Cambia played no role in forming BCBSA.

J. Contribution Patterns

This factor pertains to whether the sponsoring organizations or their committees have similar patterns of contributions or contributors that would indicate a formal or ongoing relationship between the sponsoring organizations or committees. 11 C.F.R. §§ 100.5(g)(4)(ii)(J), 110.3(a)(3)(ii)(J).

The relationship between Cambia PAC and BluePAC is very limited. The two committees coordinate, as required by their status as affiliated committees, to ensure that the shared limits prescribed by the Act are followed. In addition, Cambia PAC has contributed once annually to BluePAC in recent years.

All decisions as to contributions from Cambia PAC are made solely by Cambia executives, including Cambia's in-house government affairs personnel, who lobby on



behalf of Cambia and its unique mix of businesses, operate entirely independently from BCBSA, and often pursue government affairs objectives that would not be consistent with the objectives of BCBSA.

In the 2013–2014 election cycle, Cambia PAC and BluePAC have made a combined total of more than 450 contributions to a total of 278 different federal candidates and committees. Among those recipients, only nine candidates or committees received contributions from both, a notably small number given the fact that the two companies operate in the same industry and might naturally be inclined to support officeholders interested in and with jurisdiction over the industry and its issues. The fact that there is so little overlap underscores the fact that BCBSA operates BluePAC with its own priorities and agenda which are quite different from those pursued by Cambia as the company evolves and pursues new lines of business, detailed above.

With respect to receipts, it appears that there are approximately 350 individuals who made itemized contributions to one or the other committee this cycle. Of that total, none made contributions to both committees. Neither BCBSA nor Cambia solicits contributions from the executive and administrative personnel of the other entity although they would be able to do so as affiliated committees.

IV. Conclusion

We believe that the factors cited weigh in favor of a finding that Cambia PAC and BluePAC are not affiliated. As noted above, affiliation was assumed, in this case, when Blue Cross & Blue Shield of Utah launched its separate segregated fund in 1992. At the time, Blue Cross & Blue Shield of Utah was exclusively a BCBSA licensee; it had no other activities or businesses. Regence acquired the separate segregated fund when it acquired the Utah business.

More than 20 years after affiliation was found, the connected organization is today a very different business. What was once a single-state Blue Cross and Blue Shield licensee is now a diversified company active nationwide with a growing and diverse portfolio of health-care related businesses and investments.

The Blue Cross and Blue Shield branded products offered through the License Agreements are certainly a very significant part of Cambia's business, just as they were for WellPoint and HCSC. But under the Commission's regulations and guidance, that alone is insufficient to find affiliation. As the Commission explained in Advisory Opinion 2014-11: "Although HCSC's overall operations remain heavily tied to its use of the BCBSA marks for the sale of health insurance products – a fact that alone would weigh in favor of finding the SSFs to be affiliated – the Commission has repeatedly determined that negotiated business arrangements between two entities do not themselves necessarily rise to the level of affiliation."



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In sum, the relationship between Cambia and BCBSA is fundamentally different from the 1992 relationship between Blue Cross & Blue Shield of Utah and BCBSA when affiliation was assumed. The current relationship is not one that results in a level of control that would indicate affiliation, as outlined above. Accordingly, we ask that the Commission conclude that Cambia PAC and BluePAC are no longer affiliated.

We thank the Commission for its attention to this request. Please let us know if we can provide any additional information.

Respectfully submitted,

DLA Piper LLP (US)

A handwritten signature in black ink, appearing to read 'W. Minor', written over the printed name.

William H. Minor
Partner

Enclosures:

- Cambia Health Solutions, Inc. Restated Articles of Incorporation (November 4, 2011)
- Cambia Health Solutions, Inc. Restated Bylaws (October 23, 2012)
- Cambia Health Solutions, Inc. Direct Health Solutions Businesses
- Amendment to Annual Holding Company Statement (August 14, 2014) (including updated organizational chart)

WEST253351923.1



FILED

NOV 04 2011

**OREGON
SECRETARY OF STATE**

For office use only

REGISTRY NUMBER: 448979-81

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: The Regence Group

2) STATE THE ARTICLE NUMBER(s): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

ARTICLE ONE - NAME

The name of this corporation shall be "CAMBIA HEALTH SOLUTIONS, INC."

3) THE AMENDMENT WAS ADOPTED ON: June 28, 2011

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required.

The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: [Handwritten Signature]

Printed Name: Kerry E. Barnett

Title: Corporate Secretary

CAMBIA HEALTH SOLUTIONS, INC.



44897981-13068716

AMDART

FEES	
Required Processing Fee	\$50
Confirmation Copy (Optional)	\$5
No Fee for Nonprofit Type Change.	No Fee for President/Secretary Change.
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."	

**RESTATED ARTICLES OF INCORPORATION
OF
CAMBIA HEALTH SOLUTIONS, INC.**

NOVEMBER 4, 2011

Pursuant to the provisions of ORS 65.451, the undersigned corporation adopts the following Restated Articles of Incorporation:

ARTICLE ONE – NAME

The name of this corporation shall be "CAMBIA HEALTH SOLUTIONS, INC."

ARTICLE TWO – PURPOSE

The purpose of this corporation shall be, by itself or through the activities of subsidiary and contractually managed companies, to engage in health promotion and improvement activities; to manage the activities of owned or managed health care service plans, health insurance plans, and health maintenance organizations; and to engage in any activity permitted by the Oregon Nonprofit Corporations law.

ARTICLE THREE – PUBLIC BENEFIT

This corporation shall be a public benefit corporation.

ARTICLE FOUR – NON INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual. In the event of the dissolution of this corporation, all of its assets, after payment of its liabilities shall be distributed by its Board of Directors to a civic league or organization not organized for profit but operated exclusively for the promotion of social welfare, or to one or more corporations, fund or foundations organized and operated exclusively for religious, charitable, scientific, literary, health care or educational purposes, no part of the net earnings of which civic league, organizations, corporations, funds or foundations inures to the benefit of any private shareholder or individual.

Any distribution of funds made in accordance with this ARTICLE FOUR shall be apportioned among such civic leagues, organizations, corporations, funds or foundations located in the states of Idaho, Oregon, Utah and Washington in the ratio of 11.1% in Idaho, 33.3% in Oregon, 18.5% in Utah and 37.1% in Washington.

ARTICLE FIVE – NO MEMBERS

This corporation will not have members, and all voting rights are vested in the Board of Directors.

ARTICLE SIX – EXONERATION

To the maximum extent permitted by the Oregon Nonprofit Corporation Act (Section 21 (2) (c), Chapter 1010, Oregon laws of 1989, and as subsequently amended), this corporation exonerates each director from personal liability to the corporation for monetary damages arising out of his or her service as a director.

This article does not relieve a director from any liability arising out of any of the following:

- a. A breach of the duty of loyalty to the corporation;**
- b. An act or omission not in good faith involving intentional misconduct or a knowing violation of law;**
- c. An unlawful distribution;**
- d. A transaction from which the director derived improper personal benefit; or**
- e. An act or omission in violation of laws relating to conflict of interest, loans or guarantees to directors, or unlawful distributions**

Protection provided to directors by this Article is in addition to and not in lieu of any other protection provided to directors by the Articles of Incorporation or Bylaws of this corporation or otherwise.

CAMBIA HEALTH SOLUTIONS, INC.

RESTATED BYLAWS

June 10, 2002

(as amended June 7, 2004, June 6, 2005, October 8, 2006,
June 5, 2007, February 1, 2010, June 29, 2010,
June 28, 2011, December 6, 2011, June 26, 2012, and October 23, 2012)

ARTICLE I

NONPROFIT CORPORATION WITHOUT MEMBERS

Cambia Health Solutions, Inc., formerly The Regence Group, (referred to in these Bylaws as the "Corporation") is a nonprofit corporation without members. All rights to vote in connection with the Corporation shall be reserved to the Board of Directors. No person who is not a Director shall have any right to vote in connection with the governance of the Corporation, irrespective of any other relationship which may exist between that person and the Corporation.

The Corporation may operate in whole or in part through "affiliate companies" or "subsidiaries". For purposes of these Bylaws, an "affiliate company" shall be a not-for-profit corporation over which the Corporation exercises substantial or complete ownership or control as its sole voting member or through a comprehensive management agreement. For purposes of these Bylaws, a "subsidiary" shall be a for-profit company of which the Corporation or one of its affiliate companies owns over 50% of the equity and governance shares. A "subsidiary" shall also include any not-for-profit corporations which an affiliate company owns and controls as sole member or otherwise.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Management. The business affairs of the Corporation shall be managed by its Board of Directors. An action receiving the affirmative votes of a majority of the Directors present at a duly called and held meeting of the Board shall be an act of the Corporation unless otherwise provided in these Bylaws. Any of the following actions shall require the affirmative votes of two-thirds (2/3) of all the Directors then elected and serving:

- Dissolution, sale, or merger of the Corporation or of any direct subsidiary or any insurance company affiliate;
- Sale or other disposition of the assets not in the ordinary course of business of the Corporation or any direct subsidiary or any insurance company affiliate;
- Discharge of an Outside Director of the Corporation or of an affiliated company;

- Relocation of the principal office of the Corporation or of any direct subsidiary or any insurance company affiliate;
- Substantially ceasing to do business in the historical operating area of any direct subsidiary or any insurance company affiliate;
- Removing a substantial portion of the enrollment from an affiliated insurance company;
- Permitting either the Corporation or any direct subsidiary or any insurance company affiliate to become insolvent, make an accommodation for benefit of creditors, or commit an act of bankruptcy;
- Amendment of the Articles of Incorporation or Bylaws of the Corporation or of any direct subsidiary or any insurance company affiliate;
- Amendment of the Management and Administrative Agreement between the Corporation and Regence BlueShield of Idaho, as well as creation or amendment of any similar management contracts between the Corporation and any direct subsidiary or any insurance company affiliate;
- A significant transfer of assets between the Corporation and an affiliated company or between affiliated companies which requires the express approval of a state or federal regulatory agency; or
- Waiver of a term or age limit with respect to a Director.

Section 2. Classes of Directors. There shall be two classes of Directors:

Outside Director -- An "Outside Director" shall be a person who is not an employee of an affiliated company or of the Corporation, and who is nominated or elected to the Board as provided in this ARTICLE II. A person may serve at the same time as an Outside Director and as a Director or Trustee of an affiliated company.

Inside Directors -- An "Inside Director" is any person who is an employee of the Corporation, affiliated company or subsidiary. The Chief Executive Officer shall be the sole Inside Director. The Chief Executive Officer's term as a director shall be concurrent with his/her term as CEO of the Corporation. Other Inside Directors may be authorized solely by amendment of these Bylaws.

Section 3. Number of Directors. The number of directors constituting the Board of Directors shall not be less than eleven (11) nor more than sixteen (16).

Section 4. Qualifications. The Board of Directors shall adopt written criteria for determining the qualifications of and selecting directors to the Corporation. Such criteria shall include provisions ensuring director representation from the various geographic regions and states in which the Corporation operates through affiliated companies or subsidiaries. Such criteria shall be reviewed and approved by the Board of Directors annually. A majority of the Outside Directors shall be persons who are not employees of or who do not have a direct and substantial financial interest in a health care provider, or who are not members of a profession which provides health care services.

Section 5. Term of Office

Number of Terms – The term of office for a director other than an Inside Director shall be three (3) years. Each elected director may serve no more than four (4) consecutive full terms provided that this shall not prevent a Director who fills a vacancy mid-term from serving four (4) full terms thereafter. The term of a Director elected to replace a Director whose term has not expired shall be for the unexpired term of his/her predecessor in office.

The Board, in its sole discretion, may waive a term limit with respect to an individual Director for good cause by a two-third majority vote of all Directors then elected and serving. Such cause shall be recorded in the minutes of the meeting at which such vote takes place. The Board of Directors may, in its discretion, authorize only an abbreviated term (less than 3 years).

Staggered Terms – The terms of Directors shall be "staggered", that is, approximately one-third of the elected Board of Directors positions shall expire at each annual meeting of the Board of Directors. To achieve this, certain Directors may be nominated to serve one or two-year terms initially. Such Directors, however, shall be allowed to serve three full terms after their initial abbreviated term, provided that he/she meets all other qualifications for service as set forth in these Bylaws or written criteria in effect at such time.

Mandatory Retirement -- A Director reaching the age of seventy-two (72) shall retire from the Board of Directors as of the annual meeting immediately following the date he/she reaches the age of seventy-two (72). The Board of Directors may waive the mandatory retirement of a Director for good cause by a two-thirds majority vote of the Directors then elected and serving. Such cause shall be documented in the minutes of the meeting at which the vote takes place. The Board may, in its discretion, authorize only an abbreviated term.

Re-Nomination -- A Director who has resigned from the Board of Directors as a result of having completed four (4) full terms of service may be eligible for re-nomination for additional service as a Director pursuant to the conditions of these Bylaws, at an annual meeting no less than two (2) years after completion of his/her previous service on the Board of Directors, provided that he/she meets all other qualifications for service as set forth in these Bylaws or written criteria in effect at such time.

Section 6. Nomination and Election. Director nominees shall be nominated by a majority vote of the Organizational and Governance Committee of the Board of Directors. The Organizational and Governance Committee may, but shall not be required to, nominate more than one person to stand for election to any vacant position. Election of such nominee(s) shall be by a majority vote of a quorum of the Board of Directors and such election shall be held at the annual meeting of the Board of Directors. Mid-term vacancies of Director positions shall be filled by means of the same procedure except that such election may be at any regular or special meeting of the

Board of Directors. An Outside Director having completed any one term of office shall have no vested right to nomination or election to an additional term as a Director.

Section 7. Removal of Directors. A Director may be removed from the Board of Directors at any time by affirmative vote of two-thirds of all Directors then elected and serving.

Section 8. Quorum and Voting at Board of Director Meetings. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A vote by at least a majority of the Directors present at a meeting at which a quorum is present will be necessary for the adoption of any matter voted upon by the Directors, except for any super majority votes specified in these Bylaws. Any meeting at which less than a quorum is present may be adjourned from time to time to a future date by those who are present. No further notice of a reconvened meeting is required other than announcement at the adjourned meeting. When a quorum is present at any adjourned and reconvened meeting, the Board may transact any business which could have been transacted at the meeting originally called. No Director may be represented or vote at a Board of Directors meeting by proxy.

Section 9. Registering Dissent. A Director who is present at a meeting of the Board of Directors in which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director's assent or abstention shall be entered in the minutes of the meeting or unless the Director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before adjournment of such meeting, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

ARTICLE III

MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the Board of Directors. Such meeting shall take place within the second quarter of the calendar year at the principal office of the Corporation or at such other time or place which the Chair may designate.

Section 2. Regular Meetings. There shall be not less than four (4) regular meetings of the Board of Directors each year, including the annual meeting, one in each calendar quarter. The time and place of each regular meeting shall be selected by the Chair or, in his/her absence, by the Vice Chair. An item shall be placed on the agenda of a regular meeting if at least one-third of the Outside Directors then elected and serving request the same in writing at least five (5) business days before the meeting. The Board may act on an item added to the agenda by the Directors, even though not included in the meeting notice.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or the Vice Chair. Special meetings of the Board of Directors

may also be called at the request in writing of one-third of the Outside Directors then elected and serving. If the Chair and the Vice Chair shall concurrently resign, die or become incapacitated, the Secretary shall call a special meeting of the Board and shall preside for the purpose of selecting a Chair pro tem. The time and place of the special meeting shall be selected by the person calling the meeting.

Section 4. Electronic Meetings. Meetings of the Board of Directors may be conducted by telephone, video-conference or other electronic media to the extent allowed by law provided that each Director can be heard by all other Directors participating in said meeting.

Section 5. Notice of Meeting. Notice of all regular meetings of the Board of Directors shall be given to each Director at least ten (10) business days in advance, directed to the last address or facsimile number for the Director appearing on the records of the Corporation. Notice may be given by means of telegram, U.S. Mail, private carrier, facsimile, or electronic mail. Notice of a regular meeting may, but need not, specify the business to be transacted nor the purpose of, such meeting. Notice of a special meeting shall state briefly the object or objects of the meeting, and no business shall be conducted at a special meeting which is not included in the notice of the meeting. A Director may waive any notice required to be given by law or these Bylaws, and attendance at any meeting shall be deemed a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by a Director whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 6. Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or these Bylaws or by the laws of the State of Oregon to be taken at a meeting of the Board of Directors may be taken without a meeting if the consent, in writing, setting forth the action so taken shall be signed by the Directors entitled to vote with respect to the subject matter thereof. Such consent must be unanimous and shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees.

Investment Committee. The Investment Committee shall consist of at least one (1) Director from each of the states in which the Corporation does business directly, or through an affiliate company or subsidiary, as a licensed carrier subject to the insurance laws of such state. The Chief Executive Officer shall not be a member of such Committee but may attend meetings at the sole discretion of the Committee. Such Committee shall have charge for management of the investment portfolios of the Corporation, its affiliate companies and subsidiaries, subject to the review and approval

of such action from time to time by such affiliate companies' or subsidiaries' Boards as may be required by law. The Committee shall also be charged with assisting the Board with the oversight of the qualified retirement plans maintained by Cambia Health Solutions, Inc.

Organizational and Governance Committee. The Organizational and Governance Committee shall consist of four (4) or more Directors including the Chair, the Vice Chair and the Chief Executive Officer. The Organizational and Governance Committee shall have the charge of management and business affairs of the Corporation between meetings of the Board of Directors with general power to discharge the duties of the Board, except as that power may be limited from time to time by the Board, as well as such other duties as the Board may designate by written policy. The Organizational and Governance Committee shall also submit to the Board of Directors prior to each annual meeting a list of nominations for election to the Board of Directors, standing committees and corporate officers set forth in article V herein. In regard to nominations for elections to the Board of Directors, the Chief Executive Officer may attend but shall not participate in the voting. The Organizational and Governance Committee may not elect members of the Board of Directors or take any action which requires the affirmative votes of two-thirds (2/3) of the Directors set forth in Article II.

Personnel and Compensation Committee. The Personnel and Compensation Committee shall consist of not less than four (4) Outside Directors including the Vice Chair of the Board. The Chief Executive Officer shall not be a member of such Committee but may attend meetings at the sole discretion of the Committee. The Committee shall make recommendations to the Board of Directors regarding the compensation of the Chief Executive Officer, President (if separate from the Chief Executive Officer) and Executive Vice Presidents of the Corporation, and may review the Chief Executive Officer's determinations as to the compensation of other officers of the Corporation. The Committee shall also be charged with making recommendations to the Board regarding the compensation structure for the Boards of Directors of the Corporation, its affiliate companies and subsidiaries, and shall determine the actual compensation levels for the Directors of the Corporation.

Health Strategies Committee. The Health Strategies Committee shall consist of not less than three (3) Outside Directors, at least one of whom shall have had experience as a provider of medical care. The Chief Executive Officer shall not be a member of such Committee, but may attend meetings at the sole discretion of the Committee. The Committee shall assist the Board in reviewing investments and strategies relating to members and providers with respect to clinical and non-clinical programs and services offered by the Corporation. The Committee shall also be charged with annually reviewing and approving the Quality Programs for the State Plan affiliates.

Audit and Compliance Committee. The Audit and Compliance Committee shall consist of at least four (4) Directors, preferably one from each of the Corporation's affiliated companies or subsidiaries. The Audit and Compliance Committee shall be charged with oversight of the Corporation's Internal Audit and

Corporate Ethics and Compliance programs, as well as reviewing the annual external audit of the Corporation by its independent auditors. The Chief Executive Officer shall not be a member of the Committee, but may attend meetings at the sole discretion of the Committee.

Direct Health Solutions Committee. The Direct Health Solutions Committee shall consist of not less than four (4) Outside Directors. The Committee shall review new business ventures proposed by the Corporation and/or its controlled affiliates and make recommendations to the full Board of Directors with respect to those new ventures. It also shall periodically review all previously-approved and established new ventures and make recommendations to the full Board of Directors regarding the Corporation's continued participation in and/or funding of such ventures.

Section 2. Non-Director Committee Members. Only Directors of the Corporation may serve as voting members of the Standing Committees of the Corporation. However, duly elected Directors of the Corporation's affiliated companies or subsidiaries may be nominated to serve as ex officio committee members without vote, at the discretion of the Organizational and Governance Committee.

Section 3. Compensation. All committee members, other than Inside Directors, shall be compensated for attendance at Committee meetings and shall be reimbursed for reasonable costs incurred in attending such meetings, as determined by the Personnel and Compensation Committee.

Section 4. Other Committees. The Board of Directors may appoint additional committees of the Board from time to time for specific purposes. The membership, authority, mission, and term of an additional committee shall be as set forth in the resolution which created it.

ARTICLE V

OFFICERS

The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a Chief Executive Officer, a President, Executive Vice Presidents, a Treasurer, a Secretary, and such additional Assistant Treasurers and Assistant Secretaries as the Board may from time to time authorize. Vice Presidents and other employees will not be considered "officers of the Corporation" unless specifically authorized by resolution of the Board.

The Chair, Vice Chair, Secretary, and Treasurer, as well as any Assistant Secretaries or Treasurers shall be nominated by the Organizational and Governance Committee and elected by the Board of Directors at its annual meeting or when vacancies occur, and shall hold office until the next annual meeting at which time they may be nominated and elected for an additional term or terms. Such officers, as well as the Chief Executive Officer shall serve at the pleasure of the Board of Directors; all other officers shall serve at the pleasure of the Chief Executive Officer. The offices of Secretary and Treasurer may be held by employees of the Corporation. If so, they shall

serve the Corporation as corporate employees at the pleasure of the Chief Executive Officer and termination from employment shall result in automatic termination from office as Secretary or Treasurer as the case may be.

Any officer elected or appointed by the Board of Directors may be removed as an officer by a vote of the majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. Chair of the Board. The Chair of the Board shall be the presiding officer at all meetings of the Board of Directors. In addition, he/she shall perform such other duties as the Board of Directors may prescribe. The Chair of the Board shall be an Outside Director.

Section 2. Vice Chair of the Board. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board (including executive sessions). In addition, the Vice Chair shall be a permanent member of the Personnel and Compensation and Organizational and Governance Committees. He/she shall also have such other duties as may be assigned by the Board of Directors either by resolution or written policy. The Vice Chair shall be an Outside Director.

Section 3. Chief Executive Officer. The Chief Executive Officer shall be an employee of the Corporation, elected by the Board of Directors. He/she will serve on the Board of Directors as long as he/she remains in office as the Chief Executive Officer. He/she shall implement policies established by the Board of Directors and shall have the general and active management of the business and affairs of the Corporation. He/she shall have authority to execute all documents and contracts of the Corporation except where execution is otherwise expressly delegated by the Board of Directors. If not elected as Chair or Vice Chair of the Board, the Chief Executive Officer shall preside at meetings of the Board of Directors in the absence of the Chair and the Vice Chair.

Section 4. President. The President shall be responsible to the Chief Executive Officer and shall fulfill such responsibilities as may be assigned by the Chief Executive Officer. The Chief Executive Officer may serve as the President of the Corporation, in the discretion of the Board.

Section 5. Executive Vice Presidents. The Executive Vice Presidents shall perform such duties as are assigned by the Chief Executive Officer.

Section 6. Secretary. The Secretary, who may be a Director or an employee of the Corporation, shall attend all meetings of the Board of Directors and record or cause to be recorded the minutes of all proceedings of the Board of Directors. He/she shall give or cause to be given, notice of all meetings of the Board of Directors and shall

perform such other duties as shall be prescribed by the Board of Directors or the Chief Executive Officer.

Section 7. Treasurer. The Treasurer, who may be a Director or an employee of the Corporation, shall oversee and generally supervise the financial affairs of the Corporation. He/she shall be responsible for all funds, securities, and financial records of the Corporation, and shall perform such other duties as may be assigned by the Board of Directors or the Chief Executive Officer.

Section 8. Other Officers. Vice Presidents, Assistant Secretaries and Assistant Treasurers, if any, shall be employees of the Corporation and shall be responsible to the Chief Executive Officer and shall perform such duties as may be assigned by him/her.

Section 9. Execution of Instruments. Notwithstanding any other provision of these Bylaws, the Board of Directors shall have the power at any time to designate by which officers all bills, notes, checks, vouchers, orders, contracts, deeds, mortgages, or any other instruments of the Corporation shall be executed.

ARTICLE VII

COMPENSATION

Section 1. Expenses. The Directors shall be reimbursed for reasonable expenses incurred in attending Board and committee meetings.

Section 2. Directors' Fee. Outside Directors shall be paid a fee for attending each Board or Committee meeting, and an annual stipend. Neither the Chief Executive Officer nor any other Inside Director shall receive attendance fees or stipends for service as Directors in addition to their compensation as employees and officers. In setting the compensation of the Vice Chair, the Board may take into account the additional responsibilities of the position.

Section 3. Employee Officers. The compensation of the Chief Executive Officer, the President and Executive Vice Presidents shall be determined by the Personnel and Compensation Committee of the Board of Directors, subject to the approval of the Board of Directors. The compensation of all other officers of the Corporation shall be determined by the Chief Executive Officer subject to the review of the Personnel and Compensation Committee.

Section 4. Non-inurement. Other than as reasonable compensation for services rendered, no part of the net earnings of the Corporation shall inure to the benefit of any individual.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended, restated or repealed either in whole or in part, by a two-thirds (2/3) majority vote of all the Directors then elected and serving, provided that the substance of the proposed change was included in the notice of the meeting.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify its officers, directors, employees and certain specifically designated agents it deems entitled to such indemnification, to the greatest extent permitted by law. Without limiting the foregoing, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil or criminal, administrative, or investigative by reason of the fact that he or she is or was a member, trustee, officer, committee member, employee, or agent of or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless by the Corporation from and against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, which may have been or may be imposed upon or reasonably incurred by him or her in connection with or resulting from such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. It is intended that the Corporation shall indemnify the persons above described to the fullest extent permitted by law but that this Article shall not be construed to indemnify any such persons to an extent that shall be unlawful.

The foregoing right of indemnification shall not be exclusive of any other rights to which persons above described may be entitled to under any law, agreement, vote of Board of Directors or members, or otherwise. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer or person involved to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

ARTICLE X

CONFLICT OF INTEREST

A director or officer of the Corporation may not be an officer, director or trustee, employee of, or consultant to a health care or insurance entity or organization, either a private company, or a nonprofit or mutual company, where the purpose of such organization is, at least in part, to compete for the same business which is served by the Corporation unless after fully reviewing all the relevant facts and circumstances the Board, for good cause and placing necessary limitations or conditions to such service, waives such conflict. Each director, or officer, is in a fiduciary capacity to the Corporation and owes the Corporation a duty to act in good faith and to loyally serve its interests.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Books and Records. The Corporation shall keep current and complete books and records as necessary and desirable, and such books and records may be inspected by any Director for any proper purpose at any reasonable time.

Section 2. Governance Procedure. The Board of Directors may establish by resolution, written policies and procedures, in addition to those set forth in these Bylaws, governing the Corporation's conduct of business. Such procedures may include criteria for selection of new Directors; Board and individual Director evaluation; Chief Executive Officer selection, evaluation and succession; and Charters for Standing Committees of the Board. Adoption of such procedures shall be at the sole discretion of the Board of Directors and such policies and procedures, if adopted, shall be reviewed, revised if necessary, and reapproved at each annual meeting of the Board of Directors.

Bylaws final
Adopted: June 1, 1998
Revised: June 10, 2002
Revised: June 8, 2005
Revised: October 8, 2006
Revised: June 5, 2007
Revised: February 1, 2010
Revised: June 28, 2010
Revised: June 28, 2011
Revised: December 6, 2011
Revised: June 28, 2012

**CAMBIA HEALTH SOLUTIONS, INC.
DIRECT HEALTH SOLUTIONS BUSINESSES**

LEADING THE WAY THROUGH INNOVATION

Health care in America is in a time of transition. At Cambia Health Solutions, we invest in and build companies that change the way people experience the health care system. Our vision is to transform health care so that it is both economically sustainable and person-focused.

Best Doctors brings together the best medical minds in the world to help people get the right diagnosis and treatment. Its differentiated clinical solutions reduce the cost of care while dramatically improving quality via the identification of members who need help the most.
Boston, MA | BestDoctors.com

CareMerge offers technology services to senior living facilities to provide higher quality, more personalized care for their residents. Caremerge's social platform also enables the families of seniors to interact directly from afar with the senior's care team.
Chicago, IL | Caremerge.com

ClearCare is a San Francisco-based SaaS company delivering its web and mobile platform for scheduling, integrated telephony, two-way caregiver messaging, and marketing to make the business of private duty home care administration intuitive, efficient and paper-free.
San Francisco, CA | ClearCareOnline.com

CoPatient is developing a software and services platform that enables patients to audit and appeal their medical bills. They also offer an employer solution to assist with aggregate claims review and advocacy.
Portland, OR | CoPatient.com

GNS Healthcare uses big data analytics and readily available real-world data to create products, like Meaningful Adherence™, that more precisely match health interventions to individuals, maximizing ROI and improving outcomes.
Cambridge, MA | GNShealthcare.com

HealthSparq, a wholly-owned Cambia company, develops health care transparency solutions for health plans and employers. Its platform leverages and links data from a variety of sources, including health insurance claims and community reviews, to help people shop, compare and save on health care.
Portland, OR | HealthSparq.com

hubbub, a wholly-owned Cambia business, is a technology-driven online playground and mobile wellness solution that uses social circles and gamification to motivate and engage people in healthy behaviors.
Portland, OR | hubbubhealth.com

LifeMap Assurance Company, a wholly-owned Cambia company, is an ancillary benefits company offering products and services that provide financial protection and peace of mind to allow customers and their families to live life to its fullest.

Portland, OR | LifeMapCo.com

LifeNexus is the creator of iChip®, a mobile platform that uniquely delivers personalized health information and analytics to consumers and providers at the point of care to help improve health care experiences and health outcomes, while reducing costs.

San Francisco, CA | iChip.com

Lively provides activity sensors that help older adults stay independent longer with a respectful way to measure healthy living patterns and alert family members when expected behaviors change.

San Francisco, CA | MyLively.com

Maxwell Health simplifies the experience of navigating health benefit plans for employers and employees. Maxwell users can pull up their benefit information through the company's mobile app and employees also will have the ability to send their questions to their benefits administrator by submitting a photo from their mobile device using the Maxwell technology. Maxwell also provides companies with tools that promote and incentivize employee wellness.

Boston, MA | Maxwellhealth.com

OmedaRx, a wholly-owned Cambia company, has one of the most rigorous, evidence-based medication assessment processes in the country. It partners with health plans, employers, physicians and the pharmaceutical community to get safe, effective and valuable treatments into patients' hands.

Portland, OR | OmedaRx.com

PokitDok is a health care marketplace and software platform supporting transparent health care shopping with cash, HSA and insurance payments on web and mobile devices.

San Mateo, CA | PokitDok.com

Qliance is a leading provider of direct primary care services, offering individuals, employers, unions and payers an affordable option for high-quality, comprehensive and convenient primary care demonstrated to reduce utilization of downstream services.

Seattle, WA | Qliance.com

Retrofit delivers an expert-led, data-driven program to help busy professionals lose weight. More than 90% of Retrofit clients are losing weight with the support of high-tech wireless devices and highly skilled teams of weight loss experts.

Chicago, IL | Retrofitme.com

SpendWell Health, a wholly-owned Cambia company, eliminates health care surprises by bringing providers and patients together in an open online marketplace. At SpendWell, providers set their own prices and shoppers buy routine care and maximize their health care dollars with confidence.

Portland, OR | SpendWellHealth.com

True Link extends the financial independence of senior by reducing their risk of being financially scammed. Existing fraud controls do not protect seniors and their families if the initial charges were authorized by the cardholder, even in cases where it's clear that scammers or aggressive marketers were targeting the vulnerable. True Link addresses this problem by offering a customizable account control solution that puts the power back in the hands of seniors and their families with special blacklists of suspected predatory marketers.

San Francisco, CA | Truelinkfinancial.com

Wellero, a wholly-owned Cambia company, brings a mobile retail experience to health care through its consumer app that connects providers, patients and insurance companies in real time for easy, point-of-service verification of benefits, out-of-pocket calculation and patient payment collection.

Portland, OR | Wellero.com

Wildflower Health supports safer, healthier and lower-cost pregnancies through mobile health services that are tailored to the health benefits and clinical programs offered by payer clients.

San Francisco, CA | WildflowerHealth.com



Legal Division
Lisa T. Murphy
Deputy General Counsel
& Director, Corporate Legal Services
(503) 225-4879 Voice
(503) 225-5431 Facsimile
lisa.murphy@cambiahealth.com

Reply to:
P.O. Box 1271 (MS E12B)
Portland, OR 97207-1271

Via Email and Overnight Courier

August 14, 2014

Mr. Sukalyan Ghosh, CFE
Insurance Financial Analyst
Financial Regulation Section - 4
Department of Consumer and
Business Services
350 Winter Street, N.E., Room 440
Salem, OR 97309-0405

Mr. Clifford Brumett
Financial Analyst
Idaho Department of Insurance
700 W. State Street, 3rd Floor
Boise, ID 83720

Mr. Daniel Applegarth
Assistant Chief Examiner
Utah State Insurance Department
State Office Building, Room 3110
Salt Lake City, UT 84114

Mr. Ronald J. Pastuch
Holding Company Manager
Company Supervision Division
Office of Insurance Commissioner
5000 Capitol Boulevard
Tumwater, WA 98501

Re: Amendment Three to 2013 Annual Holding Company Statement

Dear Mr. Ghosh, Mr. Brumett, Mr. Applegarth, and Mr. Pastuch:

On behalf of Cambia Health Solutions, Inc. and the affiliated insurers within its holding company system, enclosed is an amendment to Cambia's 2013 Annual Holding Company Statement. This amendment reflects a revision to the organizational chart where an entity was added as Life Nexus, Inc.

Please let me know if you have any questions.

Sincerely,


LISA T. MURPHY
Deputy General Counsel
& Director, Corporate Legal Services

LTM:ecb

cc: Kerry E. Barnett

Enclosures

AMENDMENT THREE

TO THE

**HEALTH CARRIER HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT**

FORM B

**Filed with the Insurance Commissioners of the States of:
Idaho, Oregon, Utah, and Washington**

By

CAMBIA HEALTH SOLUTIONS, INC.

On Behalf of the Following Health Carriers:

<u>Name:</u>	<u>Address:</u>
1. Regence BlueShield (Regence Washington)	1800 Ninth Avenue Seattle, Washington 98101
a. Asuris Northwest Health (Asuris)	North 1121 Argonne Street, Suite 220 Spokane, Washington 99212
b. Commencement Bay Life Insurance Company (CBL)	1800 Ninth Avenue Seattle, Washington 98101
2. Regence BlueCross BlueShield of Oregon (Regence Oregon)	100 SW Market Street Portland, Oregon 97201
a. Regence HMO Oregon (RHO)	201 High Street SE Salem, Oregon 97308
b. Regence Health Maintenance of Oregon, Inc. (RHMO)	100 SW Market Street Portland, Oregon 97201
c. LifeMap Assurance Company (LifeMap)	100 SW Market Street Portland, Oregon 97201
3. Regence BlueCross BlueShield of Utah (Regence Utah)	2890 East Cottonwood Parkway Salt Lake City, Utah 84121
4. Regence BlueShield of Idaho, Inc. (Regence Idaho)	1602 21st Avenue Lewiston, Idaho 83501
5. BridgeSpan Health Company (BridgeSpan)	2890 East Cottonwood Parkway Salt Lake City, Utah 84121

Reporting Period for This Statement: 2013

Date of This Filing: August 14, 2014

Individual to whom Notices and Correspondence concerning this Statement should be addressed:

Lisa T. Murphy
Deputy General Counsel
& Director, Corporate Legal Services
Cambia Health Solutions, Inc.
100 SW Market Street, MS E12B
Portland, Oregon 97201
(503) 225-4879

The following items from the Annual Registration Statement filing by Cambia Health Solutions, Inc. dated April 29, 2014 are amended as follows:

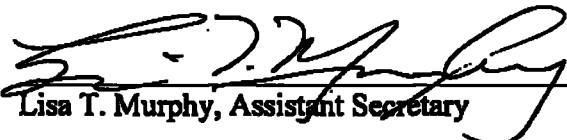
ITEM 2. ORGANIZATIONAL CHART

The organizational chart, attached as Exhibit B, has been updated to reflect addition of LifeNexus, Inc., due to Regence BlueShield's equity investment in LifeNexus, Inc.'s Series A financing. Regence BlueShield owns approximately 15.9% of the equity of LifeNexus, Inc. on a fully diluted basis, which would typically lead it to request a disclaimer of control. However, because the three holders of the company's Series A preferred stock, including Regence BlueShield, negotiated certain heightened voting rights on key corporate decisions, Regence Blue Shield has decided not to disclaim control at this time.


ITEM 10. SIGNATURE AND CERTIFICATION

Pursuant to the respective holding company registration requirements, the registrant has caused this annual registration statement amendment to be duly signed on its behalf in the City of Portland and State of Oregon on the 14th day of August, 2014.

CAMBIA HEALTH SOLUTIONS, INC.

By: 
Lisa T. Murphy, Assistant Secretary

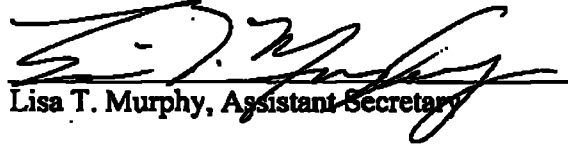
Attest:

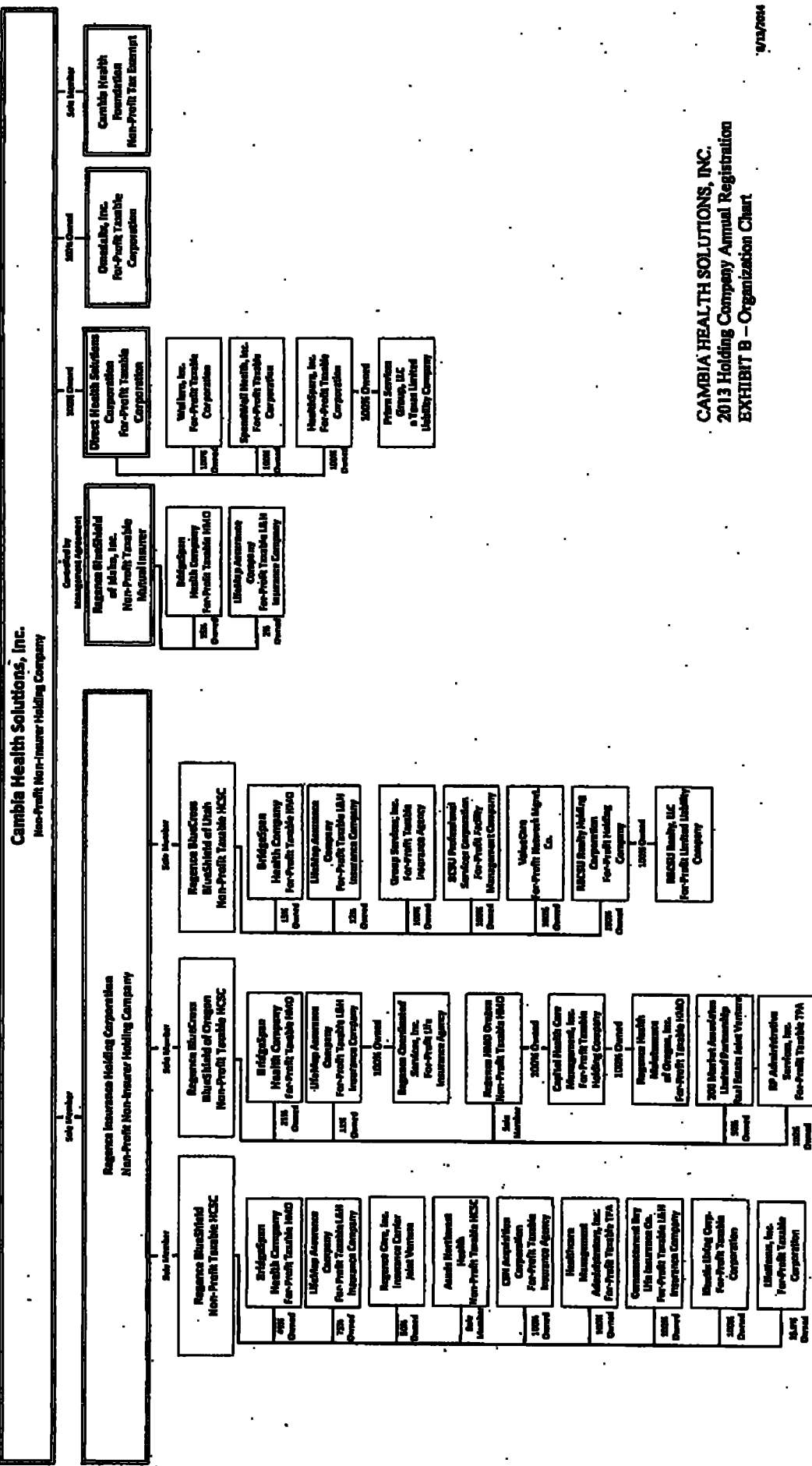

Ethan I. Samson, Associate General Counsel

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached notice dated August 14, 2014, for and on behalf of Cambia Health Solutions, Inc., that she is the Assistant Secretary of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By:


Lisa T. Murphy, Assistant Secretary



CAMBIA HEALTH SOLUTIONS, INC.
2013 Holding Company Annual Registration
EXHIBIT B - Organization Chart