



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

|                    |   |                       |
|--------------------|---|-----------------------|
| ANTHEM, INC.,      | ) |                       |
|                    | ) |                       |
| Plaintiff,         | ) |                       |
|                    | ) |                       |
| v.                 | ) | C.A. No. 2017 - _____ |
|                    | ) |                       |
| CIGNA CORPORATION, | ) |                       |
|                    | ) |                       |
| Defendant.         | ) |                       |
|                    | ) |                       |

**MOTION FOR TEMPORARY RESTRAINING ORDER**

Plaintiff Anthem, Inc. (“Anthem”) hereby moves pursuant to Court of Chancery Rule 65 for the entry of a temporary restraining order (“TRO”) to preserve the status quo by enjoining Defendant Cigna Corporation (“Cigna”) from terminating the Merger Agreement or otherwise taking any action to prevent or impede regulatory approval and consummation of the Merger. The grounds for this motion are set forth in the Verified Complaint and Plaintiff’s Memorandum of Law in Support of Its Motion for Temporary Restraining Order and to Expedite the Proceedings filed herewith (the “Memorandum of Law”).

For the reasons briefly set forth below, and more fully described in the Memorandum of Law, Anthem seeks a hearing on its Motion for a TRO tomorrow, February 15, 2017 or as soon thereafter as practicable. On February 13, 2017, Anthem filed an emergency motion for expedited consideration of its appeal of the federal court decision enjoining the Merger, as well as its appeal brief, with the

D.C. Circuit of Appeals, seeking to obtain a decision on the merits by April 30, 2017. Later that day, the D.C. Circuit of Appeals issued an order directing the opposition to the emergency motion by the U.S. Department of Justice's ("DOJ") to be filed by noon on Wednesday, February 15, 2017, and directing Anthem to file a reply by noon on Thursday, February 16, 2017.

A day before the DOJ's opposition to Anthem's motion to expedite the appeal was due, Cigna purported to terminate the Merger Agreement in order to weaken Anthem's motion. Absent a TRO, the DOJ no doubt will argue that expedition is not necessary because the Merger supposedly is no longer available.

Thus, Anthem requests a hearing that will allow it to include any TRO in its reply in support of the motion to expedite the appeal, which is due at noon on February 16, 2017.

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