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Attorneys for Applicants

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA**

IN THE MATTER OF THE CONVERSION OF)	Case No. INS-2012-238
BLUE CROSS AND BLUE SHIELD OF)	
MONTANA, INC. AND ALLIANCE WITH)	MOTION FOR ADMISSION OF
HEALTH CARE SERVICE CORPORATION,)	STACEY PAGONIS <i>PRO HAC VICE</i>
))
Applicants.))
))

Jacqueline T. Lenmark, a member of good standing of the State Bar of Montana and a resident of the State of Montana, respectfully requests the Hearing Examiner enter the Order appended hereto as Exhibit A for the pro hac admission of Stacey G. Pagonis to act as counsel for Health Care Service Corporation in the above-captioned case, in conjunction with Jacqueline T. Lenmark and the law firm of Keller Reynolds Drake Johnson & Gillespie, P.C. Counsel for the Attorney General for the State of Montana ("Attorney General") and the Commissioner of Securities and Insurance, Montana State Auditor ("Commissioner") do not oppose this motion.

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In support of this Motion, the Application of Stacey G. Pagonis in Support of Motion for Admission Pro Hac is concurrently filed.

Respectfully submitted this 6th day of February, 2013.

KELLER, REYNOLDS, DRAKE,
JOHNSON & GILLESPIE, P.C.

BY: Jacqueline T. Lenmark
Jacqueline T. Lenmark, Esq.
50 South Last Chance Gulch
P.O. Box 598
Helena, Montana 59624

CERTIFICATE OF SERVICE

I, Jacqueline T. Lenmark, KELLER, REYNOLDS, DRAKE, JOHNSON & GILLESPIE, P.C., certify that on February 6th 2013, I served a true and correct copy of the foregoing **MOTION FOR ADMISSION OF STACEY G. PAGONIS PRO HAC VICE**, by mailing it first class postage prepaid to:

Ms. Sybil Shults
Office of the Commissioner of
Securities & Insurance
State Auditor's Office
840 Helena Avenue
Helena, MT 59601

Honorable W. William Leaphart
1772 University Avenue
Helena, MT 59601

Jesse Laslovich, Esq.
Nick Mazanec, Esq.
Office of the Commissioner of
Securities & Insurance
State Auditor's Office
840 Helena Avenue
Helena, MT 59601

Kelley Hubbard, Esq.
Michael Black, Esq.
Montana Department of Justice
215 North Sanders, Third Floor
P.O. Box 201401
Helena, MT 59620-1401

DATED this 6th day of February, 2013.

Jacqueline T. Lenmark
Jacqueline T. Lenmark

BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA

IN THE MATTER OF
THE CONVERSION OF BLUE CROSS AND
BLUE SHIELD OF MONTANA, INC. AND CASE NO. INS-2012-238
THE ALLIANCE WITH HEALTH CARE
SERVICE CORPORATION

APPLICATION OF STACEY G. PAGONIS IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE*

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

STACEY G. PAGONIS, being first duly sworn, deposes and states:

1. I am one of the attorneys representing Health Care Service Corporation (“HCSC”) in the above-captioned matter. I submit this Application in support of the Motion for Admission *Pro Hac Vice*, filed herewith. I have personal knowledge of the facts contained in this application. If called to testify about them, I could do so competently.

2. I am a resident of the State of Illinois an a partner of the law firm of Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654. I have no other *pro hac vice* applications currently pending in Montana. I have not been previously granted permission to practice *pro hac vice* before the Courts or Agencies of the State of Montana.

3. I am a member in good standing of the bars of the State of Illinois and the United States District Court for the Northern District of Illinois.

4. I am not currently suspended or disbarred in any court.

5. I have never been in contempt or otherwise disciplined by any court for violation of its rules or orders or sanctioned under Federal Rule of Civil Procedure 11 or 37(b), (c), (d) or (g) or any state equivalent.

6. I hereby certify that I will comply with the applicable statutes, laws and procedural rules governing this case, as well as be familiar with and comply with the Montana Rules of Professional Conduct, and submit to the jurisdiction of the Montana courts, the Montana disciplinary process and the State Bar of Montana with respect to acts and omissions occurring during the *pro hac vice* appearance.

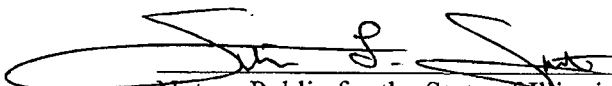
7. HCSC has designated Jacqueline T. Lenmark of Keller, Reynolds, Drake, Johnson & Gillespie, P.C., P.O. Box 598, Helena, MT 59624, (406) 442-0230 to appear as local counsel in this matter, and she has consented.

Further affiant sayeth naught.



Stacey G. Pagonis

SUBSCRIBED AND SWORN to this 4th day of February, 2013



Notary Public for the State of Illinois

Residing at Cook

My Commission expires 07/29/13

