

Statute File

JAMES MATTHEWS
EXECUTIVE SECRETARY

44-1844 (A) (14)

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ARIZONA CORPORATION COMMISSION

SECURITIES DIVISION
Office: (602) 542-4242
FAX: (602) 542-3583

June 4, 1991

Mr. Thomas W. O'Connell,
Counsel - Corporate Law Department
CIGNA Companies
1650 Market St.
P. O. Box 7716
Philadelphia PA 19192-1520

RE: No-Action Request
A.R.S. § 44-1844(A) (14)/Rule R14-4-118

Dear Mr. O'Connell:

On the basis of the facts set forth in your letter of May 22, 1991, and in reliance upon your opinion as counsel, the Securities Division will not recommend enforcement action for violation of the Securities Act of Arizona should the transaction take place as set forth in your letter.

As this position is premised upon the facts set forth in your letter, it should not be relied on for any other set of facts or by any other person. Please also note that this position applies only to the registration requirements of the Act; the anti-fraud provisions of the Act continue to be applicable.

We have attached a photocopy of your letter. By doing this we are able to avoid having to recite or summarize the facts set forth therein.

Very truly yours,
Dee R. Harris
DEE RIDDELL HARRIS
Director of Securities

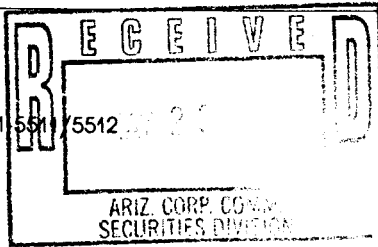
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Attachment

CIGNA Companies

One Liberty Place
1650 Market Street
P.O. Box 7716
Philadelphia, PA 19192-1520
(215) 761-6246 Fax: (215) 761-5511

Thomas W. O'Connell
Counsel
Corporate Law Department



May 22, 1991

Sandra J. Forbes
Asst. Director for Law and Policy
Arizona Securities Division
1200 West Washington Street
Suite 201
Phoenix, Arizona 85007

RE: No-Action Request

Dear Ms. Forbes:

Mr. Michael Burton of your office has informed me that a request for a "no action" position regarding the matters described below should be forwarded to you. I understand a \$200 fee must be paid in connection with no-action requests; a check for such amount, made payable to the Securities Division, is enclosed.

CIGNA Corporation is in the process of preparing an employee benefit plan prospectus which will constitute part of a Form S-8 SEC Registration Statement. The plan is a tax-qualified 401(k) plan which provides for voluntary employee contributions and a partial employer match thereon. Securities issued in connection with the plan are exempt from registration under the Securities Act of Arizona (the "Act") pursuant to the exemption provided by Section 44-1844(A)(14) of the Act.

Rule 14-4-118 of the Arizona Blue Sky regulations promulgated under the Act requires placement, on the outside front cover page of every prospectus delivered in Arizona, of one of three legends set forth in the Rule. The first of the three legends is not applicable to the prospectus described above, as the securities in question are not registered under the Act. The third legend is also not applicable, as the securities are not being offered pursuant to an SEC exemption.

Until last year the SEC required placement of the second of the three legends on the cover page of a prospectus used in connection with a Registration Statement filed on Form S-8. However, in 1990 the SEC promulgated a new Form S-8 and significantly revised the rules relating to form and content of an S-8 prospectus (see SEC Release Nos. 33-6867 and 34-28094,

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dated June 13, 1990). These revisions included dropping the requirement that the aforementioned legend appear in the prospectus. The SEC now requires only a statement in the forefront of an S-8 prospectus indicating that the document constitutes part of a prospectus covering securities registered under the Securities Act of 1933.

The prospectus currently being prepared for CIGNA's 401(k) plan will be drafted in compliance with the new SEC rules, and therefore it is presently contemplated that the prospectus will not contain the old SEC legend.

I respectfully request advice from your office that enforcement action will not be recommended in connection with the use in Arizona of a prospectus which lacks one of the legends set forth in Rule 14-4-118, but which meets the current requirements for an SEC Form S-8 prospectus and covers employee benefit plan securities exempt under Section 44-1844(A)(14) of the Act.

Very truly yours,


Thomas W. O'Connell

Enclosure

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