

Group Health Incorporated
55 Water Street
New York, New York 10041-8190

CERTIFICATE OF ASSUMPTION

You are hereby notified that Group Health Incorporated (also known as "GHI") has, effective on December 31, 2009 (hereinafter referred to as the "Effective Date"), assumed all rights, liabilities, and obligations of The PerfectHealth Insurance Company (also known as "PerfectHealth") under your contract and/or certificate with PerfectHealth.

On and after the Effective Date, all references in your contract and/or certificate to The PerfectHealth Insurance Company or PerfectHealth are hereby changed to GHI. GHI has assumed all rights and duties of PerfectHealth under your contract and/or certificate.

1. GHI, a health services corporation organized under New York Insurance Law Article 43, replaces PerfectHealth as the insurer on and after the Effective Date.
2. GHI has assumed responsibility for all benefits for services you receive on and after the Effective Date under your contract and/or certificate. Any claim or claims you have against PerfectHealth will instead be against GHI.
3. No other change has been made to your contract and/or certificate at this time.
4. Send all premiums payments, claim forms, correspondence and other requests and/or documentation regarding your coverage to GHI at the following address:

GHI PHIC Operation Center
55 Water Street
5th Floor
New York, New York 10041-8190

Your rights as a contract and/or certificate holder will not be affected at this time by the change in insurance companies, and the terms and conditions of your contract and/or certificate will not be changed by reason of the assumption. This Certificate of Assumption, as of the Effective Date, forms a part of and should be attached to your insurance contract and/or certificate issued to you by PerfectHealth.

IN WITNESS WHEREOF, GHI has caused this Certificate of Assumption to be duly signed and issued.

By: Frank J. Branchini
Frank Branchini
President & CEO
Group Health Incorporated,
an EmblemHealth company.

By: DeWitt Smith
DeWitt Smith
President
The PerfectHealth Insurance
Company, an EmblemHealth
company.