

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF
OR MERGER WITH A CARE MANAGEMENT ORGANIZATION/ DOMESTIC
INSURER**

COMMUNITY CARE, INC.

Name of Care Management Organization

and

COMMUNITY CARE HEALTH PLAN, INC.

Name of Domestic Insurer

by

CARESOURCE

Name of Applicant

Filed with the Office of the Commissioner of Insurance, State of Wisconsin

Date: September 18, 2025

Name, title, address telephone number and email address of individuals to whom notices and correspondence concerning this statement should be addressed:

Daniel M. Risku, VP, Deputy General Counsel
CareSource
230 North Main Street
Dayton, Ohio 45402
Telephone: (937) 224-3300
Email: daniel.risku@caresource.com

William J. Toman, Esq.
Quarles & Brady LLP
33 E. Main Street, Suite 900
Madison, Wisconsin 53703-3095
Telephone: (608) 283-2434
Email: william.toman@quarles.com

INTRODUCTION

CareSource, a nonprofit, nationally recognized managed care organization (“CareSource” or “Applicant”), proposes to affiliate with Community Care, Inc. (the “Proposed Affiliation”), a leading Wisconsin managed care organization and provider of comprehensive care services with more than 45 years of experience delivering high-quality, individualized care that enables older adults and adults with disabilities to live independently in the community (“CCI”).

Bringing Community Care (as defined below) into the CareSource family of companies will combine the expertise of two mission-driven, nonprofit managed care organizations, strengthening their capacity to innovate health care, improve outcomes and serve vulnerable populations. The Proposed Affiliation will leverage CareSource’s operational infrastructure, scale, and complex care capabilities, alongside Community Care’s extensive experience delivering high-quality, community-centered long-term care in Wisconsin to advance access to care and improve health outcomes for individuals with complex health needs.

Community Care serves adults across the state aged 55 and older, and adults aged 18 and older with physical, intellectual or developmental disabilities, enrolled in Wisconsin’s three major long-term care programs: Family Care Program (as defined below), FCP (as defined below), and the Program of All-Inclusive Care for the Elderly (“PACE”). In addition to caring for members in the community, the organization operates three certified adult day and health centers in Milwaukee, Racine and Waukesha. The organization provides access to home and community-based services, care coordination and personal care assistance.

Over the past several years, the long-term care landscape has changed in Wisconsin, making it challenging for smaller, regional nonprofits like Community Care to operate financially, which has contributed to the recent trend toward consolidation. When evaluating strategic affiliation options, Community Care decided it was critical to partner with an organization, ideally a nonprofit, whose mission and values align with those of Community Care, particularly including its focus on members and employees. Community Care found such a partner in CareSource, and this relationship will allow Community Care to remain competitive, continue providing high-quality care to members, and expand its mission to serve additional vulnerable populations in Wisconsin. Community Care and its employees will remain in Wisconsin.

Community Care, Inc., a Wisconsin non-profit corporation organized under Chapter 181 of the Wisconsin Statutes operating as a care management organization (“CCI”), and CareSource, an Ohio non-profit corporation, entered into an Affiliation Agreement dated September 17, 2024 (the “Agreement”) under which the two organizations will pursue the Proposed Affiliation to advance their respective missions, including the principal mission of arranging for, coordinating the provision of, and enhancing the quality and accessibility of health care services to the general public through a network of health care plans principally benefiting low-income individuals and individuals eligible for participation under governmental health care programs, including Medicaid, Medicare Advantage and federally facilitated individual health insurance marketplace, with a shared emphasis on sustainable benefit designs that improve value and member experience.

CCI is the sole corporate member of Community Care Health Plan, Inc., a Wisconsin non-profit corporation organized under Chapter 613 of the Wisconsin Statutes and licensed as a Wisconsin health maintenance organization (“CCHP” and, together with CCI, “Community Care”).

CCI offers the Family Care program, a Medicaid capitated long-term care program (the “Family Care Program”). The members in the Family Care Program are 18 years of age or older and include frail elderly, physically disabled and developmentally disabled members. The objective of the Family Care Program is to provide comprehensive, cost-effective, and flexible long-term care to foster members’ independence and quality of life while recognizing the need for interdependence and support. The service area for CCI’s Family Care Program is twenty-three (23) counties in southeastern and east central Wisconsin.

Additionally, CCHP offers two long-term care managed care programs: PACE and Family Care Partnership (“FCP”). The programs provide fully integrated care which includes all Medicare and Medicaid services. PACE members must be 55 years of age or older while FCP members must be 18 years of age or older. Both programs include frail elderly, and physically and developmentally disabled members, and members must require nursing home level of care and financial eligibility requirements. CCHP’s service area for PACE and FCP is nine (9) counties in southeastern and east central Wisconsin.

CareSource would acquire control of CCI by becoming its sole voting member. Prior to closing of the Proposed Affiliation (the “Closing”), CCHP will request certification to become a care management organization from the Wisconsin Department of Health Services (“DHS”). Following such certification, CCI intends to assign its Family Care Program to CCHP, subject to obtaining the consent to such assignments from DHS and the permission of the Office of the Commissioner of Insurance of the State of Wisconsin (“OCI”).

By becoming the sole voting member of CCI, CareSource will acquire direct control over CCI and will separately but simultaneously acquire indirect “control” over CCHP as defined in Wis. Stat. § 600.03(13). As a result, CareSource will therefore become the ultimate controlling person of both CCI and CCHP. Therefore, this Form A statement regarding the acquisition of control of or merger with a care management organization and a domestic insurer (including all exhibits, this “Form A”) seeks the approval of OCI pursuant to Wis. Stat. §§ 648.50 and 617.21(1) and related regulations, including Wis. Admin. Code §§ Ins 40.02 and 57.10, for the proposed acquisition of control of Community Care by CareSource.

ITEM 1. INSURER AND CARE MANAGEMENT ORGANIZATION AND METHOD OF ACQUISITION

State the name and address of the domestic insurer and care management organization to which this application relates and briefly describe how control is to be acquired.

This Form A relates to the Proposed Affiliation with Community Care, Inc. and Community Care Health Plan, Inc. The address for both is 205 Bishops Way, Brookfield, WI 53005.

Currently, CCI is the sole corporate member of CCHP. Under the Agreement and as part of the consummation of the Proposed Affiliation, the current board of directors of CCI will approve and cause the Articles of Incorporation and the Bylaws of CCI to be amended and restated as necessary to convert CCI to a membership based nonprofit corporation and to designate CareSource as its sole member. As the sole member, CareSource will have the right to appoint and remove all members of CCI's board of directors and, therefore, will acquire "control" over CCI as defined in Wis. Stat. § 600.03(13). The composition of the CCI board of directors following the consummation of the Proposed Affiliation is provided in Item 5 below.

A true and correct copy of the Agreement with confidential information redacted is included as Exhibit A. A true and correct copy of the Agreement without redactions is included as Confidential Exhibit 1.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) *State the name and address of the applicant seeking to acquire control over the insurer and care management organization.*

CareSource
230 North Main Street
Dayton, Ohio 45402

(b) *If the applicant is not an individual, state the nature of its business operations for the past 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.*

CareSource is an Ohio nonprofit corporation recognized as exempt from federal income taxation that, individually and through one or more of its affiliates, has for more than the past five (5) years been engaged in, among other matters, the business of arranging for, coordinating the provision of, and enhancing the quality and accessibility of health care services to the general public through a network of managed health care plans principally benefiting low-income individuals and individuals eligible for participation under governmental health care programs, including Medicaid, Medicare Advantage and federally facilitated individual health insurance marketplace.

Together, CareSource and Community Care will create sustainable health plans and benefits that provide value for all members with an emphasis on quality, access, and member experience.

Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (e.g., corporation, trust, partnership) and the state of

domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

A current organizational chart presenting the identities of and the interrelationships among CareSource and its affiliates is attached as Exhibit B. An organizational chart presenting the identities of and the interrelationships among CareSource and its affiliates after the Proposed Affiliation with Community Care is attached as Exhibit C. No court proceedings involving a reorganization or liquidation are pending with respect to CareSource or any of its affiliates.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

On the biographical affidavit, include a third party background check and state the following with respect to (1) the applicant if the applicant is an individual or (2) all persons who are directors, executive officers or owners of 10% or more of the voting securities of the applicant if the applicant is not an individual.

(a) *Name and business address;*

(b) *Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on;*

(c) *Material occupations, positions, offices or employment during the last 5 years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection with the license or registration whether pending or concluded.*

(d) *Whether or not such person has ever been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the last 10 years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.*

A list of the directors and executive officers of CareSource is set forth in Exhibit D. The information requested in (a) through (c) for each of these persons is set forth in the biographical affidavits for each of them in Confidential Exhibit 2. To the best of CareSource's information and belief, no person listed in Exhibit D has ever been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the last ten (10) years.

CareSource has no voting securities, so there are no owners of 10% or more of its voting securities; moreover, CareSource has no controlling person.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) *Describe the nature, source and amount of funds or other considerations used, or to be used, in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.*

As more fully set forth in Section 1.3 of the Agreement, a copy of which is included as Confidential Exhibit 1, the aggregate price to be paid by CareSource to effectuate the affiliation is \$155 million (the “Purchase Price”), subject to adjustment as of the Closing and subject to adjustment following the Closing in accordance with the terms and conditions of the Agreement. The Purchase Price will be paid in cash by CareSource at Closing to a newly organized, non-member, purpose-built non-profit corporation formed under the laws of the State of Wisconsin (“Newco”).¹ Newco will be a foundation with the purpose of advancing long term services and support in Wisconsin. No part of the consideration is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities.

(b) *Explain the criteria used in determining the nature and amount of such consideration.*

The Agreement, the nature and amount of the consideration, including the Purchase Price, and all related agreements, were determined by arm’s-length negotiations between CareSource and CCI, and their respective legal and other advisors, after substantial due diligence, and are consistent with their respective statuses as non-profit, tax-exempt organizations.

ITEM 5. APPLICANT’S FUTURE PLANS FOR THE INSURER AND THE CARE MANAGEMENT ORGANIZATION

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate the care management organization or the insurer, to sell the assets of the care management organization or the insurer or to or merge either with any person or persons or to make any other material change in their business operations or corporate structure or management.

(a) General

As further described in the Business Plan for CCHP included as Confidential Exhibit 3 and Confidential Exhibit 4 to this Form A, and the three-year pro forma financial projections for CCHP to be included as Confidential Exhibit 4 Community Care will carry on operations much as it has in the past, except that the Community Care articles, bylaws, directors, and officers will

¹ Further information on Newco will be provided as soon as it is available.

change to reflect the affiliation with CareSource, and CCI will transfer its Family Care Program to CCHP at Closing.² Otherwise:

- CCI will continue to employ the Community Care workforce, and make that workforce available to CCHP under the existing Administrative Services Agreement.
- CCHP will continue to operate the Family Care Program in much the same manner as CCI has been operating it.
- CCHP will continue to operate the Family Care Partnership and PACE programs in much the same manner as it has been operating them.³

The three-year pro forma financial projections for CCHP are being adjusted for the 2026 Family Care Program rates released by DHS on September 2, 2026, and will be submitted as Confidential Exhibit 4 to this Form A as soon as they are available.

Except as may arise in the ordinary course of business or as otherwise described in this Form A (including the Business Plan and three-year pro forma financial projections attached as confidential exhibits to this Form A), CareSource has no plans or proposals to cause Community Care to declare an extraordinary dividend, to liquidate Community Care, to sell Community Care's assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

As noted above, CCI will transfer its Family Care Program to CCHP at Closing. To accomplish this transfer, CCHP has requested certification from DHS to become a care management organization. CCI will also seek OCI permission to assign its contract with DHS for the Family Care Program to CCHP. To obtain such permission from OCI, CCI and CCHP, respectively, are filing a CMO Form B for the assignment pursuant to Wis. Admin. Code §§ Ins 57.12(2)(a) and 57.23 combined with a Form D for the assignment pursuant to § Ins 40.04(2)(a). Finally, CCI intends to seek DHS agreement to assign their contract for the Family Care Program to CCHP.

(b) Governance Documents

As part of consummation of the Proposed Affiliation, the current board of directors of CCI will approve and cause the Articles of Incorporation and the Bylaws of CCI to be amended and restated as set forth in Exhibits B and C to the Agreement, respectively. Following consummation of the Proposed Affiliation, the Articles of Incorporation and the Bylaws of CCHP will also be amended and restated as set forth in Exhibits B and C to the Agreement, respectively, to follow more closely the Articles of Incorporation and the Bylaws used for its Wisconsin affiliates.

² In that CCI will no longer be operating the Family Care program, it will return its CMO certificate to OCI.

³ While CCHP has been operating the PACE program, the contract with DHS and CMS for that contract has been with CCI. To correct this misalignment, CCI is seeking DHS and Centers for Medicare and Medicaid Services approval for a novation of the PACE contract so that CCHP would replace CCI as the counterparty effective at Closing. CareSource requests that any OCI review of the novation required under Wis. Stat. §§ 617.21 and 648.45 and Wis. Admin. Code §§ Ins 40.04 and 57.12 be undertaken as part of OCI's review and disposition of this Form A.

Given that the proposed Articles of Incorporation and Bylaws of CCHP are completely different documents from CCHP's existing Articles of Incorporation and existing Bylaws, versions of the proposed Articles of Incorporation and Bylaws of CCHP marked to show the amendments from the existing Articles of Incorporation and Bylaws would not be helpful in understanding the amendments. However, the proposed Articles of Incorporation and Bylaws of CCHP are based on the same template as the Articles of Incorporation and Bylaws of CareSource's existing affiliate, Common Ground Healthcare Cooperative ("CGHC"), which were reviewed by OCI last year.

(c) Directors and Officers

The directors and officers of CCI and CCHP, respectively, who have been designated to date to hold those positions following consummation of the Proposed Affiliation, are set forth on Exhibit E. Biographical affidavits for these known directors and officers are included in Confidential Exhibit 5 in the confidential supplement to this Form A.

Other directors and officers of Community Care will resign upon consummation of the Proposed Affiliation. At that time, the post-Closing directors and officers of CCI will be duly appointed in accordance with the proposed Articles of Incorporation and Bylaws of CCI, and the post-Closing directors and officers of CCHP will be duly appointed in accordance with the proposed Articles of Incorporation and Bylaws of CCHP.

(d) Affiliate Agreements

As noted, CCI will continue to make the Community Care workforce available to CCHP under the existing Administrative Services Agreement to handle all CCHP operations. At some point post-Closing, but probably not sooner than 2027, the existing Administrative Services Agreement will be replaced by an agreement between CCHP and CareSource Management Services LLC, an Ohio limited liability company ("CSMS") and an affiliate of CareSource. At the appropriate time, CareSource and CCHP will request OCI permission for the agreement pursuant to Wis. Stat. § 617.21 and related regulations, including Wis. Admin. Code § 40.02(2)(d).

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

State the number of shares of the voting securities of the care management organization and the insurer which the applicant, its affiliates and any person listed in Item 3 plan to acquire; and the terms of the offer, request, invitation, agreement or acquisition; and a statement as to the method by which the fairness of the proposal was arrived at.

As a non-profit entity, Community Care has no voting securities. Instead, as stated in the introduction to this Form A, CareSource will acquire control over CCI, and thus indirect control over CCHP, by becoming the sole member of CCI pursuant to the Agreement (which sets forth the terms of the Proposed Affiliation and all terms under which CareSource, its affiliates, or any person listed in Item 3 will acquire control over Community Care).

See Item 4(b) of this Form A for a statement as to the method by which the parties arrived at the fairness of the proposal.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

State the amount of each class of any voting security of the care management organization or the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

As a non-profit entity, Community Care has no voting securities. That said, neither CareSource, nor its affiliates, nor any person listed in Item 3 has any beneficial ownership or the right to acquire beneficial ownership of any membership interest in Community Care, other than as set forth in the Agreement.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE CARE MANAGEMENT ORGANIZATION OR THE INSURER

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the care management organization or the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

As a non-profit entity, Community Care has no voting securities. That said, neither CareSource, nor its affiliates, nor any person listed in Item 3 has any contracts, arrangements or understandings, directly or indirectly, with respect to any membership interest in Community Care, other than as set forth in the Agreement. As stated in the introduction to this Form A, CareSource will acquire control over CCI by becoming the sole member of CCI, and thus acquiring indirect control of CCHP, with the exclusive right to appoint the directors of CCI, pursuant to the Agreement (which, along with this Form A, sets forth all contracts, arrangements or understandings with respect to control of CCI in which CareSource, its affiliates or any person listed in Item 3 is involved).

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchases of any voting securities of the care management organization or the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement. Include in the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any shares so purchased are hypothecated.

As a non-profit entity, Community Care has no voting securities. That said, neither CareSource, nor its affiliates, nor any person listed in Item 3 has purchased, directly or indirectly, any membership interest in Community Care during the 12 calendar months preceding the filing of this Form A.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Describe any recommendations to purchase any voting security of the care management organization or the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

As a non-profit entity, Community Care has no voting securities. That said, there were no recommendations by CareSource, its affiliates, or any person listed in Item 3 for acquisition of any membership interest in Community Care during the 12 calendar months preceding the filing of this Form A other than in relation to the Agreement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the care management organization or the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

None.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) *Pursuant to s. 601.42, Stat., financial statements, exhibits, and three-year financial projections of the care management organization(s) or the insurer(s) shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.*

The following is a list of the exhibits which are attached to this Form A:

<u>Exhibit</u>	<u>Description</u>
A	Affiliation Agreement (Redacted)
B	Organizational Chart prior to the Proposed Affiliation
C	Organizational Chart after the Proposed Affiliation
D	Directors and Executive Officers of CareSource
E	Directors and Officers of Community Care
F	Audited financial statements of CareSource for the years ended 2020 to 2024

The following is a list of the exhibits which collectively comprise the confidential supplement to this Form A:

<u>Exhibit</u>	<u>Description</u>
1	Affiliation Agreement (Unredacted)
2	Biographical Affidavits of CareSource
3	Business Plan of Community Care
4	Financial Projections for CCHP (to be submitted as soon as they are available as described in Item 5(a))
5	Biographical Affidavits of Community Care

(b) *The financial statements shall include the annual financial statements of the persons identified in Item 2(c) for the preceding 5 fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such person's last fiscal year, if the information is available. The statements may be prepared either on an individual basis or, unless the commissioner otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.*

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the person's last fiscal year, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the annual statement of the person filed with the insurance department of the person's state of domicile and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of the state.

The audited financial statements of CareSource for the years ended 2020 to 2024 are attached as Exhibit F.

(c) *File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the care management organization or the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the care management organization, annual reports to the stockholders of the care management organization and the applicant for the last 2 fiscal years, and any additional documents or papers required by form A or ss. Ins 40.11 and 40.13, Wis. Adm. Code.*

(i) As a non-profit entity, Community Care has no voting securities. That said, there are no offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire any membership interest in Community Care, other than as set forth in the Agreement.

(ii) There are no proposed employment, consultation, advisory or management contracts concerning Community Care, other than as set forth in this Form A.

(iii) As non-profit entities, Community Care and CareSource have no annual reports to the stockholders. They also have no other annual reports.

(iv) There are no additional documents or papers required by the Form A or Wis. Admin. §§ Ins 40.11 or 40.13.

(v) Pre-Acquisition Notification and Competitive Standard. The Proposed Affiliation is exempt from the pre-acquisition notification and competitive standards of Wis. Admin. Code § Ins 40.025, pursuant to § Ins 40.025(2)(d)2., because there would be no increase in any market share as a result of the Proposed Affiliation. CareSource's only operations in Wisconsin are through its affiliate, Common Ground Healthcare Cooperative ("CGHC"), and CGHC's only "market," as defined in § Ins 40.025(2)(d)3., is "Comprehensive (Hospital & Medical)."⁴ See CGHC's Annual Statement for the year ended 2024, Analysis of Operations by Lines of Business. On the other hand, CCHP's only "markets," as defined in § Ins 40.025(2)(d)3., are "Title XVIII Medicare" and "Title XIX Medicaid."⁵ See CCHP's Annual Statement for the year ended 2024, Analysis of Operations by Lines of Business. Therefore, there is no overlap between CGHC's market and CCHP's markets, so combining CareSource and Community Care under the Proposed Affiliation will not increase any market share, and CareSource respectfully requests that OCI determine that the § Ins 40.025(2)(d)2. exemption is satisfied. The Proposed Affiliation may also satisfy one or both of the remaining exemptions in § Ins. 40.025(2)(d), and CareSource reserves the right to present such information, if necessary.

(vi) Grounds for Approval. Although not directly applicable, as grounds for approval of the Proposed Affiliation as described in this Form A, CareSource states that the plan for such acquisition would not violate the law or be contrary to the interests of the insureds of any participating domestic insurer or care management organization or of the Wisconsin insureds of any participating nondomestic insurer or care management organization and that:

- (1) Following the consummation of the Proposed Affiliation, CCHP would be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which each is presently licensed;
- (2) The effect of the consummation of the Proposed Affiliation would not be to create a monopoly or substantially to lessen competition in insurance in Wisconsin;
- (3) The financial condition of CareSource is not likely to jeopardize the financial stability of Community Care, or prejudice the interests of their Wisconsin policyholders;

⁴ CGHC has a relatively minor amount of revenue under the "Other Health" line of business, but this is only network access revenue from the State of Wisconsin Employee Trust Funds.

⁵ CCI has no "market," which is defined in § Ins 40.025(2)(d)3. in terms of "a line of business as contained in the annual statement required under s. Ins 50.20 (1)"; because a care maintenance organization regulated under Wis. Stat. ch. 648, CCI is not required to file such an annual statement.

- (4) CareSource has no plans or proposals to liquidate Community Care, sell its assets, or merge it with any person or make any other material change in its business or corporate structure or management, other than as stated in this Form A, and such plans or proposals are fair and reasonable to policyholders of Community Care and in the public interest; and
- (5) The competence and integrity of those persons who would control the operation of Community Care are such that it would be in the interest of the policyholders of Community Care and of the public to permit the Proposed Affiliation.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which acquisition of control occurs.

CareSource agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which acquisition of control occurs and annually thereafter for so long as control exists. CareSource acknowledges that CareSource and all subsidiaries within its control in the insurance holding company system will provide information to the commissioner upon request as necessary to evaluate enterprise risk to Community Care.

[The remainder of this page is intentionally left blank.]

ITEM 14. SIGNATURE AND CERTIFICATION

Signature and certification as follows:

SIGNATURE

Pursuant to the requirements of Wis. Admin. Code ch. Ins 40 the Applicant has caused this application to be duly signed on its behalf in the city of Dayton and state of Ohio on the 18th day of September, 2025.

CARESOURCE

By: Erhardt H. Preitauer  09/18/2025 11:05 AM EDT

Name: Erhardt H. Preitauer
Title: Chief Executive Officer and President

Attest: Lawrence Robert Smart  09/18/2025 11:06 AM EDT

Name: Lawrence Robert Smart
Title: Chief Financial Officer and Treasurer

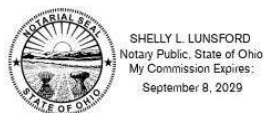
CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached application dated September 18th, 2025, for and on behalf of the Applicant, that deponent is the Chief Executive Officer and President of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge, information and belief.

Erhardt H. Preitauer  09/18/2025 11:05 AM EDT
Name: Erhardt H. Preitauer

Subscribed and sworn to this
18th day of September, 2025.

Shelly L. Lunsford  09/18/2025 11:08 AM EDT
Notary public
My commission expires on: September 8, 2029



Online Notary Public. This notarial act involved the use of
online audio/video communication technology. Notarization
facilitated by SIGNIX®