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May 20, 2024

**Via Online OCI Licensing Application Form**

Amy J. Malm, CPA, CFE, PIR  
Administrator, Division of Financial Regulation  
Office of the Commissioner of Insurance  
125 South Webster Street, 2nd Floor  
Madison, WI 53702

Re: In the Matter of the Acquisition of Control of Common Ground Healthcare Cooperative (NAIC #15061) by CareSource

Dear Amy:

Following up on our discussions, Common Ground Healthcare Cooperative, a Wisconsin nonprofit cooperative (“CGHC”), and CareSource, an Ohio nonprofit corporation (“CareSource” or the “Applicant”), have entered into an Affiliation Agreement dated March 28, 2024 (the “Agreement”) under which the two organizations will pursue an affiliation to advance their respective missions, resulting in CareSource becoming the sole voting member of CGHC. By becoming the sole voting member of CGHC, CareSource will have the exclusive authority to appoint all members of the board of directors of CGHC. Therefore, CareSource will acquire “control” over CGHC as defined in Wis. Stat. § 600.03(13) (the “Proposed Affiliation”).

On behalf of CareSource, we are pleased to submit the attached Form A Statement Regarding the Acquisition of Control of a Domestic Insurer (the “Form A”) seeking approval of the Wisconsin Office of the Commissioner of Insurance (“OCI”), pursuant to Wis. Stat. § 617.21(1) and Wis. Admin. Code § Ins 40.02, of the proposed acquisition by CareSource of control of CGHC. As I understand it, these provisions do not require that OCI hold a hearing on the Form A.

CareSource has delivered a copy of the Form A to CGHC, as required by Wis. Admin. Code § Ins 40.02(1)(b)1., by sending a copy of this letter and the enclosed Form A to Todd Martin of Pierson Ferdinand, counsel to CGHC. Also, we are submitting a confidential supplement to the

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Form A under separate cover. Finally, a Consent to Jurisdiction Statement for CareSource is being submitted with this Form A in accordance with Wis. Stat. § 617.11(5).

In addition to requesting approval of the Proposed Affiliation, we request that submission of the First Amended Administrative Services Agreement described in Item 5(e) of the Form A substitute for any Form D that might otherwise be required by CGHC under § 617.21(2) and § Ins 40.04, and that OCI permit such agreement with the requested approval of the Form A.

CareSource respectfully requests that OCI determine that the information provided in Item 12(c)(v) of the Form A shows that a pre-acquisition notification is not applicable pursuant to Wis. Admin. Code § Ins 40.025(2)(d)2.

If you have any questions, please do not hesitate to contact me or Dan Risku, CareSource's Vice President and Deputy General Counsel at (774) 384-3560 or [daniel.risku@caresource.com](mailto:daniel.risku@caresource.com). Otherwise, we look forward to working with the OCI to obtain approval of this transaction. The parties hope to close this acquisition by January 1, 2025. Thank you for your consideration.

Very truly yours,

QUARLES & BRADY LLP



William J. Toman

Enclosures

cc(w/enc.): Dan Risku, CareSource  
Todd Martin, Pierson Ferdinand