

September 8, 2023

VIA OCI Online Application

The Hon. Nathan Houdek, Commissioner
Office of the Commissioner of Insurance
State of Wisconsin
125 South Webster Street
Madison, WI 53703-3473

Re: Online Application for Change in Domestic Status - Wisconsin
Physicians Service Insurance Corporation; The EPIC Life
Insurance Company; and WPS Health Plan, Inc.
("Application")

Dear Commissioner Houdek:

Pursuant to section 611.72 of the Wisconsin Statutes, and related regulations and instructions, and as legal counsel for Wisconsin Physicians Service Insurance Corporation ("WPSIC"), we have uploaded or otherwise addressed the following documents, materials and information which are identified on the online Application for Change in Domestic Company Status:

1. Transmittal Letter
2. Designation of Registered Agent - Uploaded
3. Proposed Directors and Officer Biographicals – Uploaded (Confidential)
4. Corporate Incorporation Articles and Bylaws, and Director and Officer Biographicals - Uploaded
5. Proposed Articles and Bylaws - Uploaded
6. Agreements with Incorporator or Proposed Director or Officer – None (not required)
7. Amount and Source of Funding - Uploaded
8. Proposed Compensation of Directors and Officers - Uploaded
9. Plan for Solicitation - Uploaded (Confidential)



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10. Non-Policy Forms – None (not required)
11. Proposed Capital and Initial Surplus - Uploaded
12. Business Plan (Non-HMO and Non-LSHO) – Uploaded (Confidential)
13. Business Plan (HMO) – Not applicable
14. Business Plan (LSHO) – Not applicable
15. Affiliated Organizations - Uploaded
16. Financial Forecast – Uploaded (Confidential)
17. Statement of Fraternal Activities – Not applicable
18. Supporting Document – Uploaded Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer - Wisconsin Physicians Service Insurance Corporation, The EPIC Life Insurance Company, and WPS Health Plan, Inc.
19. Supporting Document – Uploaded Audited Financial Statements (2018 – 2022)

Certain uploaded items to this Application contain confidential information that could put WPSIC at a competitive disadvantage if it were to become known by the public. WPSIC takes reasonable efforts to keep this information confidential. Accordingly, the items identified as “Confidential” above and uploaded as confidential on the website include information that constitutes a “trade secret” under Section 134.90(1)(c), because it “derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use” and because the information “is the subject of efforts to maintain its secrecy that are reasonable under the circumstances.” As you are aware, trade secrets are exempt from the public records law under Section 19.36(5), Wis. Stat. and Wis. Admin. Code § Ins 6.13(2). Additionally, OCI may withhold this information from disclosure under Section 601.465(1m)(a), Wis. Stat. and Wis. Admin. Code § Ins 40.05. We request that you do not make these confidential items public, and that you inform WPSIC of any request for such exhibits such that it may assert its rights to protect this confidential information. Additionally, the biographical affidavits listed as Item 3 are submitted subject to a request for confidential treatment under Section 601.465, Wis. Stat.

WPSIC would prefer to consummate the reorganization that is the subject of this Application as soon as is reasonably possible on or after January 1, 2024. We look forward to working with your staff to meet that objective.



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Should you require additional information, or have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, reading 'Morgan J. Tilleman'.

Morgan J. Tilleman

cc: Amy Malm
Frank Gumina
Megan Jackson
Jennifer Haro