

From: [Gingerich, Lisa M \(12710\)](#)
To: MTilleman@foley.com; [Junior, Steve J - OCI](#)
Subject: RE: Acquisition of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.
Date: Friday, September 25, 2020 2:36:34 PM
Attachments: [image002.png](#)

Steve, please let me know if the attached Waiver is acceptable to OCI. If so, I will begin circulating to Quartz and owners for signature. Thank you.

Lisa M. Gingerich

Partner

Leader, Healthcare

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From: MTilleman@foley.com <MTilleman@foley.com>
Sent: Friday, September 25, 2020 2:29 PM
To: [Gingerich, Lisa M \(12710\)](#) <lmgingerich@michaelbest.com>; [Junior, Steve J - OCI](#) <Steve.Junior@wisconsin.gov>
Cc: MTilleman@foley.com
Subject: RE: Acquisition of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

Steve,

Further to Lisa's e-mail, a version reflecting both Quartz's and my comments is currently with Advocate Aurora for review. Ruhee Divgi, the responsible attorney, is out of the office today but I hope to have a final version on Monday (and in any case early next week).

We note that certain portions of the memo address facts, legal agreements, etc. that are redacted in the forms of agreements posted to OCI's website. We would like to similarly redact the memo to the extent it is posted to OCI's website in this form to ensure continued protection of those facts. If a shorter version of this memo will be posted, we would be happy to propose redactions only to that shorter version—basically, we'll do whatever is easiest for you and OCI.

Just one other thing to note – Quartz would like each of its current equityholders to also execute the waiver; Lisa will provide a revised draft of their waiver. Advocate Aurora will be executing its waiver on its own behalf – as soon as we are clear which executives will be signing, I'll share a draft as well.

Thanks, and have a great weekend.

Morgan

[Morgan J. Tilleman](#)

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Pronouns: he, him, his



From: Gingerich, Lisa M (12710) <lngingerich@michaelbest.com>

Sent: Friday, September 25, 2020 8:26 AM

To: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>; Tilleman, Morgan J.
<MTilleman@foley.com>

Subject: RE: Acquisition of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

**** EXTERNAL EMAIL MESSAGE ****

Good morning, Steve and thanks for checking in. We will have some comments to the case recommendation memorandum. Michael Best and Quartz's changes are with Morgan and he will send one document with all of our collective comments to you.

Lisa M. Gingerich

Partner

Leader, Healthcare

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Michael Best & Friedrich LLP

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From: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>

Sent: Friday, September 25, 2020 5:47 AM

To: MTilleman@foley.com; Gingerich, Lisa M (12710) <lngingerich@michaelbest.com>

Subject: RE: Acquisition of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

Morgan and Lisa

Just checking to see if everything looked fine on the hearing documents as is or if there were any questions on anything.

Thank you.

Steve

Steven J. Junior | Insurance Program Manager
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From: Junior, Steve J - OCI
Sent: Monday, September 21, 2020 9:11 AM
To: MTilleman@foley.com; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>
Subject: Acquisition of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

Morgan and Lisa

Attached is the draft case recommendation memorandum, the draft list of exhibits, and waivers from the buyer and seller to allow a Final Decision to be issued in accordance with the Proposed Decision without a 30-day tolling period.

Steve

Steven J. Junior | Insurance Program Manager
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