

From: MTilleman@foley.com
To: [Junior, Steve J - OCI; "lmgingerich@michaelbest.com"](mailto:Junior, Steve J - OCI; 'lmgingerich@michaelbest.com')
Cc: Divgi, Ruhee; MTilleman@foley.com
Subject: RE: Aurora Quartz
Date: Wednesday, October 07, 2020 12:32:59 PM

Steve,

The attached Word document reflects all of the changes that we had previously proposed (I accepted the changes). I have highlighted in yellow all of the information that Advocate Aurora and/or Quartz believe to be confidential, and which was redacted in the version of the Exchange Agreement posted to OCI's website. Additionally, I have inserted James Skogsbergh as a director of AAH, and Lisa has added some clarifying edits with respect to QHPC's officers, in tracked changes (such that you can easily accept them).

Thank you for your patience and consideration in this regard.

Best,

Morgan

[Morgan J. Tilleman](#)

Foley & Lardner LLP
777 East Wisconsin Avenue
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P 414.297.5871

[View My Bio](#)
Pronouns: he, him, his



From: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>
Sent: Wednesday, October 7, 2020 12:11 PM
To: Tilleman, Morgan J. <MTilleman@foley.com>; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>
Subject: RE: Aurora Quartz

**** EXTERNAL EMAIL MESSAGE ****

Morgan

Any of your proposed redactions that I agree to, and I will probably agree with them all, are confidential work product for the legal file.

I am personally obliged to produce a fully public case recommendation memorandum. If I have to recraft wording to deal with an accepted redaction, well, then that's what I'll be doing. There will be one, public case recommendation memo. It will be based on a fair consideration of your requests for confidentiality.

OCI will not be posting one public and one redacted version, at least not in this case.

Steve

Steven J. Junior | Insurance Program Manager

Division of Financial Regulation

Wisconsin Office of the Commissioner of Insurance

125 South Webster Street

Madison, Wisconsin 53703

steve.junior@wisconsin.gov | 608-267-4388 | www.oci.wi.gov



From: MTilleman@foley.com <MTilleman@foley.com>

Sent: Wednesday, October 07, 2020 12:02 PM

To: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>

Cc: MTilleman@foley.com

Subject: RE: Aurora Quartz

Steve,

I'm not sure we are connecting on redactions. In both the draft and final versions of the case recommendation memorandum, there is a recitation of information (the contribution made by AHC for its membership interest in QHPC, certain control rights available to AHC, etc.) that has otherwise not been made public, and which is redacted in the version of the Exchange Agreement posted to OCI's website. If the case recommendation memorandum is not redacted, then that information will become public, revealing competitively sensitive information of the parties and making the redaction of the Exchange Agreement ineffective. Our proposed redactions do not relate to the proposed edits as such.

Posting an unredacted version of the memorandum will reveal competitively sensitive information that the parties and OCI have thus far taken steps to protect. I would be happy to discuss further if our request is unclear.

Morgan

[Morgan J. Tilleman](#)

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Pronouns: he, him, his



From: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>
Sent: Wednesday, October 7, 2020 11:32 AM
To: Tilleman, Morgan J. <MTilleman@foley.com>; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>
Subject: RE: Aurora Quartz

**** EXTERNAL EMAIL MESSAGE ****

Morgan

I won't need the redacted PDF, only the clean and marked-up Word versions. The marked-up Word version would be confidential and not shown on the website; it is for internal records to show what I did or did not agree to.

Thank you for sending me the AAH appearances so quickly.

Steve

From: MTilleman@foley.com <MTilleman@foley.com>
Sent: Wednesday, October 07, 2020 11:26 AM
To: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>
Cc: MTilleman@foley.com
Subject: RE: Aurora Quartz

Steve,

Thank you. We are working on the redacted case memo and will get it to you ASAP. There will only be one change – somehow both AAH in-house counsel and I failed to catch that James Skogsbergh, CEO of AAH, was not identified as a director of AAH in the memo, and we'll add him to the final Word version I send over. We will send a final clean Word version, a Word version with highlighting showing what was redacted (for your internal reference), and a redacted PDF for posting to the website.

For Aurora Health Care/Advocate Aurora Health, the appearances are:

Ruhee Divgi
Associate General Counsel
Advocate Aurora Health
750 West Virginia Street
Milwaukee, WI 53204

Titus Muzi
Senior Vice President, Managed Care Strategy

Advocate Aurora Health
750 West Virginia Street
Milwaukee, WI 53204

Andrew Hanus
State Government Relations Director – Wisconsin
Aurora Health Care, Inc.
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Morgan Tilleman
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Thanks,

Morgan

[Morgan J. Tilleman](#)

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Pronouns: he, him, his



From: Junior, Steve J - OCI <Steve.Junior@wisconsin.gov>
Sent: Wednesday, October 7, 2020 11:15 AM
To: Tilleman, Morgan J. <MTilleman@foley.com>; 'lmgingerich@michaelbest.com' <lmgingerich@michaelbest.com>
Subject: Aurora Quartz

**** EXTERNAL EMAIL MESSAGE ****

Morgan and Lisa

I made a slight reordering the List of Exhibits to put the Stipulation and Order last among the exhibits and to reflect that Morgan provided two e-mails and one more anticipated e-mail commenting on the documents. I am NOT posting either the draft case recommendation memorandum nor the two AAH and Quartz edited versions. These will be marked as CONFIDENTIAL on the web page.

It is absolutely essential for me to have a public case recommendation memo, so please send me your requested redactions today.

Finally, can you both please send me the names of each person who will appear, their affiliation, and usual business address, so I can finish the Proposed Decision?

Thank you.

Steve

Steven J. Junior | Insurance Program Manager

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