



February 18, 2019

**VIA FEDERAL EXPRESS**

The Honorable Mark Afable  
Commissioner of Insurance  
Wisconsin Office of the Commissioner of Insurance  
125 S. Webster Street  
Madison, WI 53703-3474  
ATTN: Michael Mancusi-Ungaro, Insurance Financial Examiner – Licensing Specialist

Re: Form A Statement Regarding the Proposed Acquisition of Control of Trilogy Health Insurance, Inc. (“Trilogy”) by My Choice Family Care, Inc. (“My Choice”)

Dear Commissioner Afable:

On February 18, 2019, we filed on behalf of My Choice a Form A Statement (“Form A”) with the Wisconsin Office of the Commissioner of Insurance (the “Office”) in connection with My Choice’s proposed acquisition of control of Trilogy pursuant to Wis. Stat. §611.72(2). The purpose of this letter is to request the confidentiality of certain information in the public version of the exhibits attached to the Form A.

Under Wis. Admin. Code § Ins 40.05, documents in these exhibits listed on page 2 of this letter are required under Wis. Stat. § 601.42; therefore, under Wis. Stat. § 601.465(1 m) (a), the Commissioner may withhold these documents from public disclosure. In particular, under Wis. Stat. § 601.465(lm)(a), the information redacted in such exhibits are presumed notwithstanding the public records law: since it is not public, that it is proprietary and confidential and that the potential for harm and competitive disadvantage, if it is made public by the Commissioner, outweighs the public interest in the disclosure of the information. Additionally, certain documents contain trade secrets, proprietary, commercial and financial information that could cause harm to My Choice or Trilogy if released. Wis. Stat. § 19.36(5); Wis. Admin. Code § Ins 6.13(2); Wis. Stat. § 601.465(lm)(a) and Wis. Admin. Code § Ins 40.05.

Certain information below is a “trade secret” under Wis. Stat. § 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] is the subject of efforts to maintain its secrecy that are reasonable under the circumstances”. Under Wis. Stat. § 19.36(5) and Wis. Admin. Code § Ins 6.13(2), a trade secret is exempt from the public records law.

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#### **Exhibit A – Stock Purchase Agreement (partial)**

Exhibit A is a copy of the executed Stock Purchase Agreement (“SPA”) by and between My Choice and Trilogy Health Holdings, LLC (“THH”). Information subject to confidentiality in the SPA relates to negotiated price terms, private financial information, and competitive-business strategies. Any additional disclosure risks harm to My Choice, Trilogy, or THH.

#### **Exhibit D – Financial Information of My Choice and Trilogy (partial)**

My Choice has attached its financial statements in **Exhibit D** to the public version of the Form A. Any information subject to confidential treatment in My Choice’s financial statements are sensitive to My Choice’s business operations and fiscal management. Thus, certain information in My Choice’s financial statements are subject to confidential treatment.

Trilogy’s financial statements and projections are not attached in the public version of the Form A. Trilogy’s financial information has information about its operations and commercial strategies for growth. Thus, Trilogy’s financial information is subject to confidential treatment.

#### **Exhibit E – Administrative Agreements and Network Agreement (partial)**

All administrative agreements and the network agreement listed in the Form A have been provided in full except pricing methodology, capital surplus, and financial terms involving Trilogy. This information is subject to confidential treatment by its proprietary and commercial importance to Trilogy.

#### **Exhibit F – Biographical Affidavits**

The biographical affidavits in **Exhibit F** are redacted in full because the entire exhibit contains signatures, social security numbers, and personal information of persons listed on Item 3 of this Form A. The public value of the personal information in biographical affidavits are outweighed by the privacy interests of persons submitting these affidavits. See the *Wisconsin Attorney General’s November 2015 Wisconsin Public Records Law Compliance Guide*, pp. 35-36. In particular, home information and the social security number of an employee provided by an employer are exempt from the public records law. *Id* at p. 22, *citing* Wis. Stat. § 19.36(10)(a). We request such be subject to confidential treatment.

#### **Exhibit G – My Choice’s Business Plan**

My Choice’s Business Plan has proprietary strategies for growing in different markets, economic data, and financial management of My Choice’s operations. My Choice’s utilizes this information to offer-competitive services and distinguish itself from other insurers. Thus, My Choice’s Business Plan is subject to confidential treatment.



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We appreciate the Office's assistance concerning the Form A. Please contact me at [lmgingerich@michaelbest.com](mailto:lmgingerich@michaelbest.com) or at (414) 270-2710, should you have any questions or need any additional information regarding the Form A or any of the materials attached to it. Thank you for your consideration.

**MICHAEL BEST & FRIEDRICH LLP**

A handwritten signature in blue ink that reads 'Lisa M. Gingerich'.

Lisa M. Gingerich

cc: Kevin Collins, My Choice Family Care, Inc.