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June 25, 2018

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**Hand Delivered**

Michael Mancusi-Ungaro  
Insurance Financial Examiner - Licensing Specialist  
Bureau of Financial Analysis and Examinations  
Office of the Commissioner of Insurance  
125 S. Webster St.  
Madison, WI 53702

**Re: In the Matter of the Acquisition of Control of Health Tradition Health Plan  
by WEA Insurance Corporation**

Dear Mike:

As we discussed, WEA Insurance Corporation, proposes to acquire control of Health Tradition Health Plan ("HTHP") through the purchase of all of the issued and outstanding capital stock of HTHP from Mayo Holding Company ("Mayo"). Through this acquisition, WEA Insurance Corporation will expand its market to serve both the public sector through the WEA Trust health plan, and the private sector through HTHP, while continuing to maintain a strong relationship with the Mayo Clinic Health System.

WEA Insurance Corporation hereby requests approval by the Commissioner of Insurance (the "Office"), pursuant to Wis. Stat. § 611.72 and Wis. Admin. Code § Ins 40.02, of its acquisition of control of HTHP. On behalf of WEA Insurance Corporation, I have enclosed a conformed copy of the Form A in support of this request (we will file the manually signed original Form A in short order). We have delivered a copy of the Form A to HTHP, 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 Kevin Fitzgerald, counsel for Mayo.

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In addition to requesting approval of the Acquisition, we request that the submission of the affiliate agreement and business plan changes described in Item 5 of the Form A substitute for any Form D or business plan change filings that might otherwise be required by HTHP under §§ 611.28(2), 617.21(2), Ins 9.06, and Ins 40.04, and that the Office permit them with approval of the Form A.

Please note that the disclosure schedules of the Stock Purchase Agreement in Appendix 1 to the Form A and the proposed HTHP business plan in Appendix 2 to the Form A (the "Confidential Information") contain proprietary and confidential information. Pursuant to Wis. Admin. Code § Ins 40.05, the Confidential Information is required under Wis. Stat. § 601.42; therefore, the Office may withhold this information from public disclosure under Wis. Stat. § 601.465(1m)(a), and, moreover, because the Confidential Information is not public, it is presumed under Wis. Stat. § 601.465(1n)(a), notwithstanding the public records law, that it is proprietary and confidential and that the potential for harm and competitive disadvantage if it is made public by your Office outweighs the public interest in the disclosure of the information. The Confidential Information also includes "trade secrets" as defined 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." As you know, a trade secret is exempt from the public records law under Wis. Stat. § 19.36(5) and Wis. Admin. Code § Ins 6.13(2). We are submitting the Confidential Information in a separate confidential supplement, and, in line with the provisions cited above, we request that you do not release the Confidential Information to the public.

If you have any questions, please do not hesitate to contact me or Vaughn Vance, Vice President and General Counsel of WEA Insurance Corporation, at (608) 276-4000 or [vvance@weatrust.com](mailto:vvance@weatrust.com). Otherwise, we look forward to obtaining your Office's approval of this transaction. Thank you for your consideration.

Very truly yours,

QUARLES & BRADY LLP



William J. Toman

Enclosures

cc(w/enc.): Vaughn Vance  
Kevin G. Fitzgerald  
Richard A. Hinkel