

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522

TEL: (212) 735-3000
FAX: (212) 735-2000
www.skadden.com

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
PALO ALTO
WASHINGTON, D.C.
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
MUNICH
PARIS
SÃO PAULO
SEOUL
SHANGHAI
SINGAPORE
TOKYO
TORONTO

DIRECT DIAL
212-735-3709
DIRECT FAX
917-777-3709
EMAIL ADDRESS
CHERYL.BUNEVICH@SKADDEN.COM

June 24, 2019

VIA EMAIL

Michael Mancusi-Ungaro
Company Licensing Specialist
Wisconsin Office of the Commissioner of
Insurance
125 S. Webster Street
Madison, Wisconsin 53703

RE: Centene Corporation's Form A Statement Regarding
the Proposed Acquisition of Control of WellCare
Health Insurance Company of Wisconsin, Inc. and
WellCare Health Plans of Wisconsin, Inc.

Dear Mr. Mancusi-Ungaro:

Thank you for your requests for additional information concerning the Form A Statement, dated May 3, 2019 (the "Form A"), relating to the proposed acquisition of control of WellCare Health Insurance Company of Wisconsin, Inc. ("WHICW") and WellCare Health Plans of Wisconsin, Inc. ("WHPW" and, together with WHICW, the "Domestic Insurers") by Centene Corporation, a publicly traded Delaware corporation (the "Applicant" or "Centene"). The Domestic Insurers are currently indirect, wholly owned subsidiaries of WellCare Health Plans, Inc., a publicly traded Delaware corporation ("WellCare"). Set forth below are responses to each of your requests (for ease of reference, your requests in respect of the Form A are copied below in bold, followed by our responses). Capitalized terms used herein not otherwise defined shall have the meanings given to such terms in the Form A.

Michael Mancusi-Ungaro, Company Licensing Specialist
Wisconsin Office of the Commissioner of Insurance
June 24, 2019
Page 2

1. **Please explain why WellCare filed an application under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”).**

Under the HSR Act, both the acquiring and acquired persons are required to submit a filing for transactions meeting the relevant thresholds. Because the proposed Merger Transaction meets those thresholds (principally, the \$90 million size of transaction threshold) and no exemptions applied, WellCare was required to make an HSR filing.

2. **Please provide a plan of operations for the Domestic Insurers.**

Attached hereto as Exhibit A is a plan of operations for the Domestic Insurers.

* * *

Thank you for your assistance on this matter. Should you have any additional questions, please do not hesitate to contact me at (212) 735-3709 (or by e-mail at Cheryl.Bunevich@Skadden.com) or William Toman at (608) 283-2434 (or by e-mail at william.toman@quarles.com).

Very truly yours,



Cheryl A. Bunevich

cc: Keith H. Williamson, Centene Corporation
Anat Hakim, WellCare Health Plans, Inc.
Todd E. Freed, Skadden, Arps, Slate, Meagher & Flom LLP
William Toman, Quarles & Brady LLP
Ashlee M. Knuckey, Locke Lord LLP
Timothy S. Farber, Locke Lord LLP