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October 16, 2023

**CONFIDENTIAL**: The enclosures to this letter are filed subject to the request for **CONFIDENTIAL** treatment and the exceptions under the public records law described herein.

**Via Online OCI Licensing Application Form**

Christopher J. Martin, CPA, PIR  
Insurance Financial Examiner - Principal  
Division of Financial Regulation  
Office of the Commissioner of Insurance  
125 S. Webster St.  
Madison, WI 53702

Re: In the Matter of the Acquisition of Control of Security Health Plan of Wisconsin, Inc. (NAIC #96881) by Upper Midwest Health System, Inc.

Dear Chris:

In connection with the Form A submitted on behalf of the Upper Midwest Health System, Inc., a Wisconsin non-profit corporation (“UMHS”) to your Office today, and as mentioned in the cover letter for that Form A, we are enclosing, for submission on behalf of UMHS, the additional materials listed in Attachment A as a confidential supplement to the Form A. We hereby request that these enclosures be kept confidential as and for the reasons stated in Attachment A, as more fully described below.

**Form A Filing**. The enclosures are required to be filed with your Office as part of UMHS’s Form A filing to obtain the Commissioner’s approval of UMHS’s proposed acquisition of control of Security Health Plan of Wisconsin, Inc. (“SHP”). As a result, your Office may withhold this information from public disclosure under Wis. Stat. § 601.465(1m)(a), and, moreover, because the 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.

**Trade Secrets**. As stated in Attachment A, certain enclosures to this letter include “trade

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secrets” as defined under Wis. Stat. § 134.90(1)(c) because the information in them “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.” A trade secret is exempt from the public records law under Wis. Stat. § 19.36(5) and Wis. Admin. Code § Ins 6.13(2).

**Biographical Affidavits.** Finally, the public value of the personal information in biographical affidavits is outweighed by the privacy interests of persons submitting these affidavits, and by the public interest in encouraging qualified people to serve in these capacities, *see* the Wisconsin Attorney General’s October 2019 *Wisconsin Public Records Law Compliance Guide*, pp. 36-39, and, 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. 23, *citing* Wis. Stat. § 19.36(10)(a).

In the event that your Office receives a request for or a subpoena for the production of the exhibits to this letter, we respectfully request that your Office immediately advise us of such request or subpoena so that we may take the appropriate action to protect such documents.

We appreciate your assistance with respect to the Form A. If you require any additional information relating to this request of the Form A, please do not hesitate to contact me at (608) 283-2434 or at [William.Toman@Quarles.com](mailto:William.Toman@Quarles.com).

Very truly yours,

QUARLES & BRADY LLP



William J. Toman

Enclosures

cc(w/enc.): Brian Hoerneman, Upper Midwest Health Plan, Inc.  
John Emanuel, Marshfield Clinic Health System, Inc.  
Lisa Boero, Security Health Plan of Wisconsin, Inc.  
Chelsey Jonason, Essentia Health  
Mike Watters, Essentia Health

**ATTACHMENT A**

**REQUEST FOR CONFIDENTIAL TREATMENT OF CERTAIN DOCUMENTS FILED  
IN CONNECTION WITH THE FORM A STATEMENT REGARDING THE  
PROPOSED ACQUISITION OF CONTROL OF SECURITY HEALTH PLAN OF  
WISCONSIN, INC.**

<b>DOCUMENT</b>	<b>REQUEST FOR CONFIDENTIAL TREATMENT</b>	<b>EXEMPTION FROM DISCLOSURE</b>
Integration Agreement (Schedules Omitted)	Entire document	See Item 12 of the Form A; the redacted portions of Exhibit 1 contain certain information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and should be afforded confidential treatment.
Biographical Affidavits	Entire document	See Item 12 of the Form A; Exhibit 2 contains certain information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and should be afforded confidential treatment.
Restated Business Plan of SHP	Entire document	See Item 12 of the Form A; Exhibit 3 includes trade secrets as defined under Wis. Stat. § 134.90(1)(c) because information in the exhibits “derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other

<b>DOCUMENT</b>	<b>REQUEST FOR CONFIDENTIAL TREATMENT</b>	<b>EXEMPTION FROM DISCLOSURE</b>
		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.”
Financial Projections of SHP	Entire document	See Item 12 of the Form A; Exhibit 4 includes trade secrets as defined under Wis. Stat. § 134.90(1)(c) because information in the exhibits “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.”