

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER
WITH A DOMESTIC INSURER**

Filed with the Office of the Commissioner of Insurance
State of Wisconsin

MY CHOICE WISCONSIN HEALTH PLAN INC.

Domestic Insurer

and

MY CHOICE WISCONSIN INC.

Care Management Organization

By

MY CHOICE FOUNDATION HOLDINGS INC.

Name of Applicant

Dated October 25, 2021

Name, title, address and telephone number of individuals to whom notices and correspondence concerning this statement should be addressed:

With a copy to:

Kevin Collins
General Counsel &
Chief Compliance Officer
My Choice Family Care, Inc.
10201 West Innovation Drive, Suite 100
Wauwatosa, WI 53226
(414) 287-7600

Katelyn Pellitteri
Michael Best & Friedrich LLP
790 North Water Street, Suite 2500
Milwaukee, Wisconsin 53202
(414) 270-2708

ITEM 1. INSURER AND METHOD OF ACQUISITION

This application relates to My Choice Wisconsin Health Plan Inc., located at 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226 (“MCWHP”). MCWHP is a Wisconsin nonstock insurance corporation organized under Chapter 613 of the Wisconsin Statutes, and licensed as a Wisconsin health maintenance organization. This application also relates to My Choice Wisconsin Inc., located at 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226 (“MCW”). MCW is a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes, is a charitable organization under Section 501(c)(3) of the Internal Revenue Code (“IRC”) and is operating as a care management organization. MCW is the sole member of MCWHP.

My Choice Foundation Holdings Inc. is a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes (“MCFH” or the “Applicant”). MCFH has applied for recognition as an IRC Section 501(c)(3) supporting organization. MCFH’s Articles of Incorporation and Bylaws are attached as **Exhibits A-1 and A-2**.

Subject to MCFH’s recognition by the Internal Revenue Service as an IRC Section 501(c)(3) supporting organization, MCW approved on October 15, 2021 Amended and Restated Articles of Incorporation and Amended and Restated Bylaws that would make MCFH the sole member of MCW. A copy of MCW’s proposed Amended and Restated Articles of Incorporation and Amended and Restated Bylaws are attached as **Exhibit B-1** and **Exhibit B-2**. MCW will remain the sole member of MCWHP. MCW’s adoption of the proposed Amended and Restated Articles of Incorporation and Amended and Restated Bylaws is a change of control and the subject of this Form A (the “Reorganization”). In addition to MCFH obtaining IRC Section 501(c)(3) status as a supporting organization, the Reorganization is conditioned on approval of this Form A application by the Wisconsin Office of the Commissioner of Insurance (the “Commissioner”), the Wisconsin Department of Health Services, the Centers for Medicare and Medicaid Services and any other applicable approvals.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) The Applicant

My Choice Foundation Holdings Inc., 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226

(b) The Applicant’s Business Operations

Applicant MCFH organized on February 25, 2021 as a nonstock, not-for-profit corporation under Chapter 181 of the Wisconsin Statutes and is in good standing with the State of Wisconsin Department of Financial Institutions. MCFH operates as an independent business enterprise with no parent organization or controlling organization. MCFH will own key software, intellectual property and information technology assets used by MCW and MCWHP for their operations, will employ executive and information technology staff and through such employees will provide essential services to MCW and MCWHP. In addition, MCFH will manage MCW and MCWHP’s

investments. MCFH believes in good faith that it qualifies as an IRC Section 501(c)(3) supporting organization and filed IRS Form 1023 seeking such recognition on July 7, 2021.

(c) The Applicant’s Organizational Control Chart

The chart submitted as **Exhibit C-1** lists the present identities of MCFH, MCW and MCWHP. Additionally, the chart submitted as **Exhibit C-2** identifies the MCFH, MCW and MCWHP following the proposed Reorganization. The charts in **Exhibit C** indicate the percentage of ownership interests, type of organization, and the state of domicile of each entity. There are no court proceedings involving a reorganization or liquidation pending with respect to any organization.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

(a) Identity of Officers, Directors, and Owners of 10% or more of the Voting Securities

The following are the names and titles of the respective directors, executive officers, and owners of 10% or more of the voting securities of MCFH.

Executive Officers	
Name	Title
Maria Ledger	Chief Executive Officer
Jim Hodson	Chief Financial Officer
Betsy Van Heesch	Chief Operations Officer
Kevin Collins	General Counsel & Chief Compliance Officer

Board of Directors	
Name	Title
Tom Orendorff	President and Chairman of the Board
Michael Mayo, Sr.	Vice Chairman and Director
Dr. Ken Byom, D.O.	Secretary and Director
Lee Seese	Treasurer and Director
Maria Ledger	Chief Executive Officer & Director

(b) Biographical Affidavits and Authority for Release of Information

The Biographical Affidavits and completed releases for the individuals identified above, as required by the Commissioner, are enclosed with this Form A under separate cover and are incorporated by reference into this Form A pursuant to Wis. Admin. Code § 40.12(1). These Biographical Affidavits are submitted as **Exhibit F**.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, source and amount of funds or other considerations use, or to be used, in effecting the merger or other acquisition of control.

The proposed Reorganization will involve MCW's adoption of Amended and Restated Articles of Incorporation and Amended and Restated Bylaws. No consideration will be exchanged.

(b) Criteria used in determining the nature and amount of such consideration.

Not applicable.

ITEM 5. APPLICANT'S FUTURE PLANS FOR THE INSURER

MCW will transfer certain assets to MCFH to capitalize MCFH with the assets and resources it needs to provide essential services to MCW and MCWHP. Other than capitalizing MCFH, Applicant has no plans to declare any dividend, liquidate MCW or MCWHP, sell their assets, merge them with any person or to make any material changes in their business operations. Upon MCFH's Section 501(c)(3) recognition, the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of MCW are approved (see Exhibits B-1 and B-2, respectively).

The Board of Directors and Executive Officers for MCW are not changing as part of the Reorganization, but the Executive Officers will be employed by MCFH. Subject to OCI approval (or lack of disapproval), MCFH will render services to MCW and MCWHP through a Management Services Agreement wherein MCW and MCWHP will reimburse MCFH cost plus 10% for providing administrative information technology services and executive services. The Management Services Agreement is submitted as Exhibit E.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

There will be no voting securities to be acquired. MCFH, MCW, and MCWHP are all non-stock corporations. MCFH will acquire all membership rights of MCW and MCW will continue to hold all membership rights of MCWHP.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

MCW and MCWHP are non-stock corporations. MCFH will hold all membership rights of MCW and MCW will hold all membership rights of MCWHP.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

There are no contracts, arrangements or understandings with respect to any voting security (if any) of MCW or MCWHP.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no purchases of any voting securities of MCW or MCWHP by MCFH, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Form A.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

There have been no recommendations to purchase any voting securities of MCW or MCWHP.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

There are no agreements, contracts, or understandings between Applicant or its affiliates with any broker-dealer related to the Reorganization.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial projections for MCW and MCWHP are submitted as Exhibit D:

Title	Exhibit
Three Year Financial Projections of MCW	D
Three Year Financial Projections of MCWHP	D
MCFH Financial Statements	N/A

(b) All tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer.

None.

(c) Annual reports to the stockholders for the last 2 fiscal years.

Not applicable.

(d) Summary of all Exhibits submitted with this Form A:

Summary of Exhibits	
Exhibit A-1	Articles of Incorporation of MCFH
Exhibit A-2	Bylaws of MCFH
Exhibit B -1	Amended and Restated Articles of Incorporation of MCW (approved)
Exhibit B-2	Amended and Restated Bylaws of MCW (approved)
Exhibit C-1&2	MCFH's Organizational Chart Pre/Post-Reorganization
Exhibit D	Financial Information of MCW and MCWHP
Exhibit E	Management Services Agreement
Exhibit F	Biographical Affidavits

CONFIDENTIAL: Certain Exhibits or sections of such Exhibits included in this Form A are filed subject to a request for CONFIDENTIAL treatment and an exception under the public records law.

Summary of Exhibits

Exhibit A-1	Articles of Incorporation of MCFH
Exhibit A-2	Bylaws of MCFH
Exhibit B -1	Amended and Restated Articles of Incorporation of MCW (approved)
Exhibit B-2	Amended and Restated Bylaws of MCW (approved)
Exhibit C-1&2	MCFH's Organizational Chart Pre/Post-Reorganization
Exhibit D	Financial Information of MCW and MCWHP
Exhibit E	Management Services Agreement
Exhibit F	Biographical Affidavits (fully redacted)

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

[Signature and Certification on next page]

ITEM 14. SIGNATURE AND CERTIFICATION

Pursuant to the requirements of Ch. Ins 40, Wis. Adm. Code and Ch. Ins. 57, Wis. Adm. Code, My Choice Foundation Holdings Inc. has caused this application to be duly signed on their behalf in the City of Wauwatosa and State of Wisconsin on the 22 day of October 2021.

My Choice Foundation Holdings Inc.

Maria Ledger
(Signature of Officer)

Chief Executive Officer
(Title)

Attest:

J. G. DO
(Signature of Officer)

Secretary
(Title)

Certification

The undersigned deposes and says that (s)he has duly executed the attached application dated October 22, 2021 for and on behalf of My Choice Foundation Holdings Inc.; that (s)he is the Chief Executive Officer of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

Maria Ledger
(Signature)

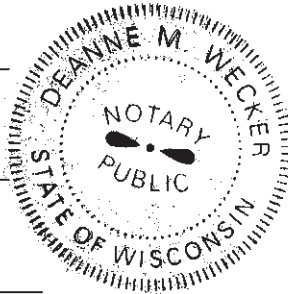
Maria Ledger
(Type or Print Name)

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

The foregoing instrument was subscribed and sworn before me this 22nd day of October, 2021.

[Signature]
(Signature)

Deanne M. Wecker
(Type or Print Name)



My Commission Expires: permanent