



FOLEY & LARDNER LLP

ATTORNEYS AT LAW

777 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
414.271.2400 TEL
414.297.4900 FAX
WWW.FOLEY.COM

WRITER'S DIRECT LINE
414.297.5871
mtilleman@foley.com

CLIENT/MATTER NUMBER
010124-0463

September 8, 2021

Via E-Mail

The Hon. Mark Afable, Commissioner
Office of the Commissioner of Insurance
State of Wisconsin
125 South Webster Street
Madison, WI 53703

Re: Form A Statement Regarding the Acquisition of Control of or
Merger With Domestic Insurers – Quartz Health Insurance
Corporation and Quartz Health Benefit Plans Corporation

Dear Commissioner Afable:

Pursuant to Section 611.72 of the Wisconsin Insurance Code, Chapter Ins 40, Wis. Admin. Code and related regulations and instructions, and on behalf of Advocate Aurora Health, Inc. and Aurora Health Care, Inc. (the “Applicants”), we submit for filing the Applicants’ Form A Statement Regarding the Acquisition of Control of or Merger With Domestic Insurers – Quartz Health Insurance Corporation and Quartz Health Benefit Plans Corporation (the “Form A”). A copy of the Form A is being delivered to Quartz Health Insurance Corporation and Quartz Health Benefit Plans Corporation (the “Domestic Insurers”) under separate cover today as well.

As described more fully in the Form A, the transaction to which the Form A relates represents “Phase 2” of the transactions contemplated by that certain Exchange Agreement by and among Gundersen Lutheran Health System, Inc., University Health Care, Inc., Iowa Health System d/b/a Unity Point Health, Aurora Health Care, Inc., Quartz Holding Company, and Quartz Health Plan Corporation dated May 1, 2020, as amended (the “Agreement”). Phase 1 of the transactions contemplated by the Agreement, whereby the Applicants acquired control of Quartz Health Plan Corporation, was the subject of a Form A Statement filed with the Office of the Commissioner of Insurance on May 1, 2020 and approved on October 13, 2020.

As noted in the Form A, the Applicants request confidential treatment of certain exhibits and information provided with the Form A, as those exhibits and information contain confidential information that could put the Applicants or the Domestic Insurers at a competitive disadvantage if it were to become known to the public. The Applicants and the Domestic Insurers, as applicable, take reasonable efforts to keep this information confidential. Accordingly, the information constitutes a “trade secret” under Section 134.90(1)(c), because it “derives independent economic value, actual or potential, from not being generally known to, and not being readily

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ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use” and because the information “is the subject of efforts to maintain its secrecy that are reasonable under the circumstances.” Trade secrets are exempt from the public records law under Section 19.36(5), Wis. Stat. and Wis. Admin. Code § Ins 6.13(2). Additionally, OCI may withhold this information from disclosure under Section 601.465(1m)(a), Wis. Stat. and Wis. Admin. Code § Ins 40.05. We have provided both confidential, unredacted versions of these documents for your review and redacted versions of these documents for public posting; the confidential versions are labeled “(CONFIDENTIAL)” and the redacted versions are labeled “(REDACTED)”. We will submit biographical affidavits for all of the persons identified in Item 3 of the Form A under separate cover as well.

Should you have any questions or require any additional information regarding this Form A, please do not hesitate to contact me.

Best regards,

A handwritten signature in blue ink, appearing to read 'Morgan J. Tilleman', with a long, sweeping underline.

Morgan J. Tilleman

MJT:mjt
Enclosures

cc: Ruhee Divgi, Esq.