

HUSCH BLACKWELL

Peggy L. Barlett
Senior Counsel

33 East Main Street, Suite 300
Madison, WI 53703
Direct: 608.234.6018
Fax: 608.258.7138
Peggy.Barlett@huschblackwell.com

January 13, 2023

VIA E-MAIL

The Honorable Nathan Houdek
Commissioner of Insurance
Office of the Commissioner of Insurance,
State of Wisconsin
125 South Webster St.
Madison, WI 53703-3474

Attn: Christopher J. Martin
E-Mail: ChristopherJ.Martin@Wisconsin.gov

Re: Bellin Gundersen Health System, Inc. Acquisition of Control of Quartz Health Plan Corporation, Quartz Health Insurance Corporation, and Quartz Health Benefit Plans Corporation

Dear Commissioner Houdek:

Bellin Gundersen Health System, Inc. ("BGHS") is a Wisconsin nonstock corporation governed by Chapter 181 of the Wisconsin Statutes, recently formed for the purpose of acting as the sole member of Gundersen Lutheran Health System, Inc. ("Gundersen") and Bellin Health Systems, Inc. ("Bellin") (the "Transaction"). Gundersen owns certain interests in each of Quartz Health Plan Corporation ("QHPC") and Quartz Holding Company ("QHC"), and QHC owns all of the membership interests in Quartz Health Insurance Corporation ("QHIC") and Quartz Health Benefit Plans Corporation ("QHBP") and together with QHPC, QHC, and QHIC, the "Quartz Entities"). BGHS will indirectly acquire ownership interests in the Quartz Entities via its sole membership in Gundersen. Therefore, BGHS requests the approval of the Office of the Commissioner of Insurance for the State of Wisconsin (the "OCl") to acquire control of QHPC, QHIC, and QHBP. A copy of the Form A filing required to be submitted in connection with the acquisition of control of QHPC is attached hereto as Attachment A, a copy of the Form A filing required to be submitted in connection with the acquisition of control of QHIC is attached hereto as Attachment B, and a copy of the Form A filing required to be submitted in connection with the acquisition of control of QHBP is attached hereto as Attachment C (collectively, the "Forms"). Attachment A, Attachment B, and Attachment C are intended to be submitted as the public filing

for each applicable acquisition of control. We request that certain other documents and attachments identified herein and attached hereto remain confidential and not be made publicly available pursuant to Wis. Stat. § 601.465.


Pursuant to that certain Stipulation and Order dated December 1, 2022 by and between the OCI and BGHS, the parties thereto agreed (i) to allow the Transaction to close as of December 1, 2022 and (ii) for BGHS to submit the Forms within forty-five (45) days of the closing. As a result, Gundersen and Bellin closed the Transaction as of December 1, 2022. If the Transaction and BGHS's indirect control of the Quartz Entities are approved by the OCI, BGHS, Gundersen, and Bellin will continue operating as intended by and identified in (i) that certain Combination Agreement dated July 29, 2022 by and between Gundersen Lutheran Health System, Inc. and Bellin Health Systems, Inc., as amended by the First Amendment to Combination Agreement dated November 30, 2022, attached hereto as Attachment D (the "Agreement"), and (ii) the bylaws of BGHS, attached hereto as Attachment E (the "Bylaws of BGHS"). Attachment D and Attachment E are provided to the OCI confidentially for informational purposes only; we therefore request that these documents not be made publicly available pursuant to Wis. Stat. § 601.465.

BGHS is also separately submitting to the OCI the required biographical affidavits in connection with the Forms. The biographical affidavits are provided to the OCI confidentially; we therefore request that these documents not be made publicly available pursuant to Wis. Stat. § 601.465.

We appreciate the OCI's review of BGHS's acquisition of control of each of QHPC, QHIC, and QHBP. Should you have any questions or require additional information, please email or call.

Respectfully,

HUSCH BLACKWELL LLP

DocuSigned by:

D900D8F2D0BA493...
Peggy L. Barlett

Enclosures

cc: Daniel J. Lilly, CPA, JD, Gundersen Lutheran Health System, Inc.
Savannah Schroeder, Husch Blackwell LLP

Attachment A
QHPC Form A Filing

See attached.

Attachment B
QHIC Form A Filing

See attached.

Attachment C
QHBP Form A Filing

See attached.

Attachment D (Confidential)
Agreement

See attached.

Attachment E (Confidential)
Bylaws of BGHS

See attached.