

**In the Matter of the
Acquisition of Control of
Trilogy Health Insurance, Inc. ("THI")
(Wisconsin Domestic Insurer)**

by

**Independent Physicians Network, Inc. ("IPN"),
Scas Management Group, LLC ("SMG"), and
Bonita Louise Warner
(Collectively, the "Applicants")**

Case No. 13-C35744

List of Exhibits

- Exhibit 1 October 22, 2013 Cover Letter from Lisa Lange (external legal counsel) regarding the Form A/Form D filing
- Exhibit 2 Form A – Statement Regarding the Acquisition of Control of Trilogy Health Insurance, Inc., dated October 22, 2013

Form A Exhibits:

- Exhibit A: Investment Agreement between Trilogy Health Holdings, LLC and the Applicants, dated October 22, 2013
 - Exhibit B-1: Organizational Chart for Independent Physicians Network, Inc.
 - Exhibit B-2: Organizational Chart for Scas Management Group, LLC
 - Exhibit C-1: Biographical Affidavits for IPN (Redacted)
 - Exhibit C-2: Biographical Affidavits for SMG (Redacted)
 - Exhibit C-3: Biographical Affidavit for Bonita Warner (Redacted)
 - Exhibit D-1: 2008 – 2012 Financial Statements for IPN (Redacted)
 - Exhibit D-2: 2011 – 2012 Financial Statements for SMG (Redacted)
- Exhibit 3 Form D – Prior Notice of a Transaction, dated October 22, 2013:
- Exhibit A: Assignment and Assumption Agreement between THI and Trilogy Health Solutions, Inc. ("Solutions")
 - Exhibit B: Solutions Administrative Services Agreement
 - Exhibit C: IPN Administrative Services Agreement

- Exhibit D: SMG Administrative Services Agreement
- Exhibit 4 Cover Letter from Lisa Lange (external legal counsel), dated October 22, 2013 requesting confidential treatment of the change in business plan
- Exhibit 5 OCI Follow-up letter to Applicants, dated November 6, 2013
- Exhibit 6 Applicant Response Letters:
- A. First response letter from Lisa Lange (external legal counsel), dated November 18, 2013, including response to OCI's November 6, 2013 follow-up letter.
 - B. Second response letter from Lisa Lange (external legal counsel), dated November 18, 2013, requesting confidential treatment of the Business Plan/Projections/Capital and Surplus.
 - C. Third response letter from Lisa Lange (external legal counsel), dated December 4, 2013, including supplemental response to OCI's November 6, 2013 follow-up letter.
 - D. Fourth response letter from Lisa Lange (external legal counsel), dated December 4, 2013, requesting confidential treatment of updated financial projections, and Exhibit B to the SMG Administrative Services Agreement.
- Exhibit 7 Letters from Peter Farrow, Glenn Reinhardt and William Felsing (the surplus note holders) dated December 13, 2013, consenting to release THI from the surplus notes issued to each of the surplus note holders.
- Exhibit 8 Letter from the Wisconsin Dept. of Health Services, dated December 20, 2013, certifying THI's request to provide Medicaid services to BadgerCare Plus and SSI Managed Care members in selected counties.
- Exhibit 9 Letter from Stephen Caughill, Insurance Examiner Supervisor, dated January 2, 2014, regarding OCI approval of the surplus note transaction, and nondisapproval of the affiliated agreements.
- Exhibit 10 OCI Recommendation Memo, dated January 9, 2014