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TORONTO

April 22, 2019

BY HAND

Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Constitution Center Building
400 7th Street, S.W.
5th Floor, Room 5301
Washington, D.C. 20024

Department of Justice
Antitrust Division
Office of Operations
Premerger Notification Unit
Liberty Square Building
450 Fifth Street, NW
Washington, DC 20530-0001

Antitrust Division
Office of Operations
Premerger Unit

APR 22 2019

Received

Re: Premerger Notification Under the Hart-Scott-Rodino
Antitrust Improvements Act of 1976, as amended ("HSR Act")

Dear Sir or Madam:

On behalf of our client, Centene Corporation ("Centene"), enclosed please find the required number of certified copies of a Notification and Report Form for Certain Mergers and Acquisitions (the "Notification"). The Notification relates to a proposed transaction in which Centene, via an indirectly wholly owned subsidiary, will acquire 100% of the voting securities of WellCare Health Plans, Inc. by means of a two-step merger.

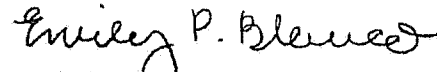
Please note that Centene Management Company, LLC, whose tax-identification number is 39-1864073, paid the requisite \$280,000 filing fee on behalf of Centene on Thursday, April 18. The confirmation for the fee, which was wired from Citibank N.A., is 20190418B1Q8021C029943.

Federal Trade Commission
Department of Justice
April 22, 2019
Page 2

Please also note that Centene requests early termination of the applicable waiting period.

Please acknowledge receipt of this letter and the enclosed materials by stamping the enclosed extra copy of this letter and the Notification and returning them to the person delivering this letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Emily P. Blanco".

Emily P. Blanco
Regulatory Filing Coordinator

Enclosures

APR 22 2019

Received


DECLARATION PURSUANT TO
16 C.F.R. § 803.5(b)

JESSE HUNTER hereby declares:

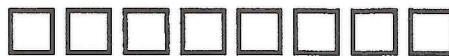
1. I am Executive Vice President, Mergers and Acquisitions and Chief Strategy Officer of Centene Corporation ("Centene") and I am authorized to make this Declaration.
2. An Agreement and Plan of Merger, dated March 26, 2018, relating to the acquisition of WellCare Health Plans, Inc. voting securities, has been executed.
3. Centene has a good faith intention to consummate the notified transaction.

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 22, 2019.



Jesse Hunter
Executive Vice President, Mergers and Acquisitions
and Chief Strategy Officer
Centene Corporation



NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

TRANSACTION NUMBER ASSIGNED

FEE INFORMATION

(For Payer Only)

TAXPAYER IDENTIFICATION NUMBER 39-1864073

OR SOCIAL SECURITY NUMBER FOR NATURAL PERSONS

AMOUNT PAID \$ 280,000NAME OF PAYER (if different from PERSON FILING) Centene Management Company, LLCWIRE TRANSFER ☒ or CERTIFIED CHECK / MONEY ORDER ATTACHED ☐WIRE TRANSFER CONFIRMATION NO. 20190418B1Q8021C029943FROM (NAME OF INSTITUTION) Citibank N.A.IS THIS A CORRECTIVE FILING? ☐ YES ☒ NOCASH TENDER OFFER? ☐ YES ☒ NOBANKRUPTCY? ☐ YES ☒ NODO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? ☒ YES ☐ NO
(Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS? ☐ YES ☐ NO

If YES, list jurisdictions:

 Antitrust Division
 Office of Operations
 Premerger Unit

APR 22 2019

ITEM 1

1(a) PERSON FILING

 NAME Centene Corporation
 HEADQUARTERS ADDRESS 7700 Forsyth Boulevard
 ADDRESS LINE 2
 CITY, STATE, COUNTRY St. Louis, MO, United States
 ZIP CODE 63105
 WEB SITE www.centene.com
1(b) PERSON FILING NOTIFICATION IS ☒ an acquiring person ☐ an acquired person1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE THE PERSON FILING NOTIFICATION
☒ Corporation ☐ Unincorporated Entity ☐ Natural Person ☐ Other (Specify):

1(d) DATA FURNISHED BY

☒ calendar year ☐ fiscal year (specify period): (month/year) to (month/year)

1(e) PUT AN X IN THE APPROPRIATE BOX AND GIVE THE NAME AND ADDRESS OF THE ENTITY FILING NOTIFICATION, IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY

☒ Not Applicable ☐ This report is being filed on behalf of a foreign person pursuant to § 803.4. ☐ This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

 NAME
 ADDRESS
 CITY, STATE, COUNTRY
 ZIP CODE

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS, VOTING SECURITIES OR NON-CORPORATE INTERESTS ARE BEING ACQUIRED, IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

 NAME Wellington Merger Sub II
 ADDRESS c/o Centene Corporation, 7700 Forsyth Boulevard
 CITY, STATE, COUNTRY St. Louis, Missouri, United States
 ZIP CODE 63105
☐ Not Applicable

PERCENT OF VOTING SECURITIES OR NON-CORPORATE INTERESTS THAT THE UPE HOLDS DIRECTLY OR INDIRECTLY IN THE ACQUIRING OR ACQUIRED ENTITY IDENTIFIED IN ITEM 1(f)

100%

1(g) IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS REPORT

 CONTACT PERSON 1
 FIRM NAME Steven Albertson
 BUSINESS ADDRESS Skadden, Arps, Slate, Meagher & Flom LLP
 CITY, STATE, COUNTRY 1440 New York Avenue, NW
 ZIP CODE Washington, DC, United States
 TELEPHONE NUMBER 20005
 FAX NUMBER 202-371-7112
 E-MAIL ADDRESS 202-661-9112
 steven.albertson@skadden.com

 CONTACT PERSON 2
 FIRM NAME Emily Blanco, Regulatory Filings Coordinator
 BUSINESS ADDRESS Skadden, Arps, Slate, Meagher & Flom LLP
 CITY, STATE, COUNTRY 1440 New York Avenue NW
 ZIP CODE Washington, DC, United States
 TELEPHONE NUMBER 20005
 FAX NUMBER (202) 371-7486
 E-MAIL ADDRESS (202) 393-5760
 emily.blanco@skadden.com

1(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS. (See § 803.20(b)(2)(iii).)

 NAME N/A
 FIRM NAME
 BUSINESS ADDRESS
 CITY, STATE, COUNTRY
 ZIP CODE
 TELEPHONE NUMBER
 FAX NUMBER
 E-MAIL ADDRESS

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 2

2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL <u>ACQUIRING PERSONS</u>			LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL <u>ACQUIRED PERSONS</u>		
NAME	NON-REPORTABLE		NAME	NON-REPORTABLE	
Centene Corporation	<input type="checkbox"/>		WellCare Health Plans, Inc.	<input type="checkbox"/>	

2(b) THIS ACQUISITION IS (put an X in all the boxes that apply)

- | | |
|--|---|
| <input type="checkbox"/> an acquisition of assets | <input type="checkbox"/> a consolidation (see § 801.2) |
| <input checked="" type="checkbox"/> a merger (see § 801.2) | <input checked="" type="checkbox"/> an acquisition of voting securities |
| <input type="checkbox"/> an acquisition subject to § 801.2(e) | <input type="checkbox"/> a secondary acquisition |
| <input type="checkbox"/> a formation of a joint venture of other corporation (see § 801.40) or
unincorporated entity (see § 801.40 or § 801.50) | <input type="checkbox"/> an acquisition subject to § 801.31 |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type) | <input type="checkbox"/> an acquisition of non-corporate interests |
| | <input type="checkbox"/> other (specify) |

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED
(acquiring person only in an acquisition of voting securities)

- ☐ \$50 million (as adjusted)
 ☐ \$100 million (as adjusted)
 ☐ \$500 million (as adjusted)
 ☐ 25% (see Instructions) (as adjusted)
 ☒ 50%
 ☐ N/A

2(d)(i) VALUE OF VOTING SECURITIES ALREADY HELD (\$MM)	(v) VALUE OF NON-CORPORATE INTERESTS ALREADY HELD (\$MM)	
\$0	N/A	
(ii) PERCENTAGE OF VOTING SECURITIES ALREADY HELD	(vi) PERCENTAGE OF NON-CORPORATE INTERESTS ALREADY HELD	
0%	N/A	
(iii) TOTAL VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)	(vii) TOTAL VALUE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)	(ix) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)
\$17,300	N/A	N/A
(iv) TOTAL PERCENTAGE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION	(viii) TOTAL PERCENTAGE OF NON- CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION	(x) AGGREGATE TOTAL VALUE (\$MM)
100%	N/A	\$17,300

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 3

3(a) DESCRIPTION OF ACQUISITION

ACQUIRING UPE(S)		ACQUIRED UPE(S)	
NAME	Centene Corporation	NAME	WellCare Health Plans, Inc.
ADDRESS	7700 Forsyth Boulevard	ADDRESS	8725 Henderson Road
ADDRESS LINE 2		ADDRESS LINE 2	
CITY, STATE	St. Louis, MO	CITY, STATE	Tampa, FL
ZIP CODE, COUNTRY	63105, United States	ZIP CODE, COUNTRY	33634, United States
ACQUIRING ENTITY(IES)		ACQUIRED ENTITY(IES)	
NAME	Wellington Merger Sub II	NAME	WellCare Health Plans, Inc.
ADDRESS	c/o Centene Corporation	ADDRESS	8725 Henderson Road
ADDRESS LINE 2	7700 Forsyth Boulevard	ADDRESS LINE 2	
CITY, STATE	St. Louis, MO	CITY, STATE	Tampa, FL
ZIP CODE, COUNTRY	63105, United States	ZIP CODE, COUNTRY	33634, United States

TRANSACTION DESCRIPTION

Pursuant to an Agreement and Plan of Merger, dated March 26, 2019 (the "Agreement," attached hereto as Attachment 3(b)-1), Centene Corporation will, via an indirectly wholly owned subsidiary, acquire 100% of the voting securities of WellCare Health Plans, Inc. ("WellCare"). This acquisition will be facilitated via a two-step merger. Centene has valued the proposed transaction at \$17.3 billion.

WellCare is a managed care company providing government-sponsored managed care services to individuals with complex medical needs primarily through Medicaid, Medicare Advantage, and Medicare Prescription Drug Plans, as well as individuals in the health insurance marketplace.

The parties intend to close the transaction as soon as practicable following the satisfaction or waiver of the conditions in Article VI of the Agreement, including the expiration or termination of the applicable HSR waiting period.

The parties used the following code names:

Gateway = the Proposed Transaction
Wellington = WellCare

3(b) SUBMIT A COPY OF THE MOST RECENT VERSION OF THE CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

(IF SUBMITTING PAPER, DO NOT ATTACH THE DOCUMENT TO THIS PAGE) ATTACHMENT NUMBER OF CONTRACT OR AGREEMENT 3(b)-1

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 4

PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (See *Item by Item instructions*). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) ENTITIES WITHIN THE PERSON FILING NOTIFICATION THAT FILE ANNUAL REPORTS WITH THE SECURITIES AND EXCHANGE COMMISSION <input type="checkbox"/> None	CENTRAL INDEX KEY NUMBER: 0001071739
Centene Corporation	

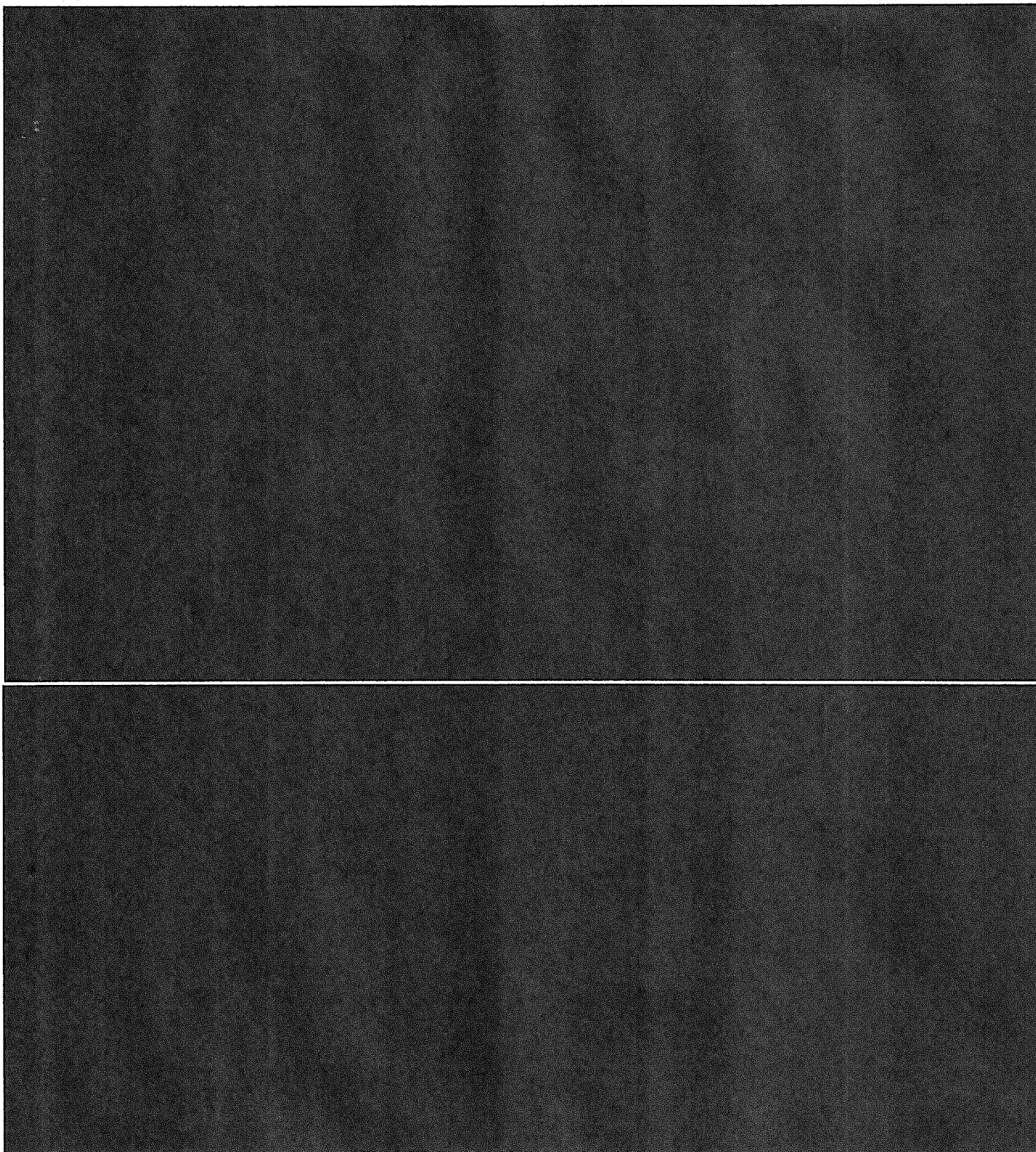
4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS Centene Corporation Form 10-K for the fiscal year ended December 31, 2018	<input type="checkbox"/> None ATTACHMENT OR REFERENCE NUMBER https://www.sec.gov/Archives/edgar/data/1071739/000107173919000032/form10-k.htm
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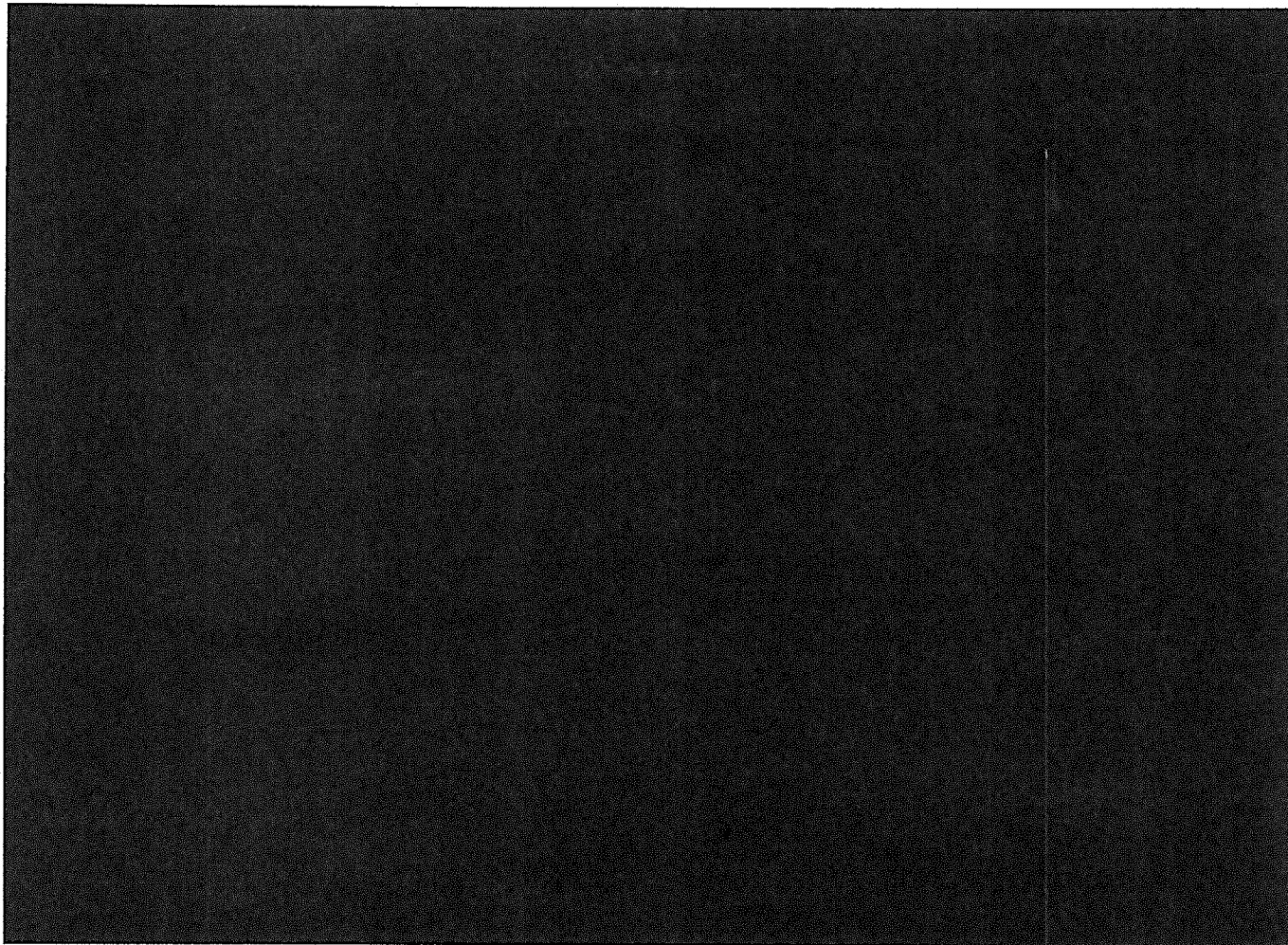
4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS <u>See Attachment 1: Index of Item 4(c) and Item 4(d) Documents</u>	<input type="checkbox"/> None ATTACHMENT OR REFERENCE NUMBER 1
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4(d) ADDITIONAL DOCUMENTS <u>See Attachment 1: Index of Item 4(c) and Item 4(d) Documents</u>	<input type="checkbox"/> None ATTACHMENT OR REFERENCE NUMBER 1
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Attachment 1: Index of Item 4(c) and Item 4(d) Documents

ITEM 4





NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 5

5(a) DOLLAR REVENUES BY NON-MANUFACTURING INDUSTRY CODE AND BY MANUFACTURED PRODUCT CODE

Check None at the bottom of the page and provide explanation if you are not reporting revenue

6-DIGIT INDUSTRY CODE AND/OR 10-DIGIT PRODUCT CODE	DESCRIPTION	YEAR <u>2018</u> TOTAL DOLLAR REVENUES (\$MM)		
Attachment:				
424210	Drugs and Druggists' Sundries Merchant Wholesalers		<input checked="" type="checkbox"/>	Overlap
524114	Direct Health and Medical Insurance Carriers		<input checked="" type="checkbox"/>	Overlap
541511	Custom Computer Programming Services		<input type="checkbox"/>	Overlap
621111	Offices of Physicians (except Mental Health Specialists)		<input type="checkbox"/>	Overlap
621610	Home Health Care Services		<input type="checkbox"/>	Overlap
721110	Hotels (except Casino Hotels) and Motels		<input type="checkbox"/>	Overlap

NONE ☐ (PROVIDE EXPLANATION)

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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5(b) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY

☒ Not Applicable

5(b)(i) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY HAS AGREED TO MAKE

Attachment:

5(b)(ii) DESCRIPTION OF CONSIDERATION THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL RECEIVE

Attachment:

5(b)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL ENGAGE

Attachment:

5(b)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 10-DIGIT PRODUCT CODE (manufactured)

Attachment:

CODE	DESCRIPTION	

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

Attachment: 2

NAME	CITY	STATE	COUNTRY	
See Attachment 2: Item 6(a) Subsidiary Index				

6(b) HOLDERS OF PERSON FILING NOTIFICATION

Attachment:

ISSUER/ UNINCORPORATED ENTITY	SHAREHOLDER/ INTEREST HOLDER	HQ ADDRESS	% HELD	
Centene Corporation	The Vanguard Group, Inc.	100 Vanguard Boulevard Malvern, PA 19355	10.1%	
Centene Corporation	BlackRock, Inc.	55 East 52 nd Street New York, NY 10055	8.8%	
Centene Corporation	T. Rowe Price Associates, Inc.	100 East Pratt Street Baltimore, MD 21202	8.1%	
Centene Corporation	Capital World Investors	333 South Hope Street Los Angeles, CA 90071	5.8%	

6(c)(i) HOLDINGS OF PERSON FILING NOTIFICATION

Attachment:

UPE OF FILING PERSON	ISSUER/ UNINCORPORATED ENTITY	% HELD	
None			

6(c)(ii) HOLDINGS OF ASSOCIATES (ACQUIRING PERSON ONLY)

Attachment:

TOP LEVEL ASSOCIATE	ISSUER/ UNINCORPORATED ENTITY	% HELD	
N/A			

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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Attachment 2: Item 6(a) Subsidiary Index

ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

NAME	CITY	STATE	COUNTRY	
Absolute Total Care, Inc	Columbia	SC	United States	
AcariaHealth Pharmacy #11, Inc	Orlando	FL	United States	
AcariaHealth Pharmacy #12, Inc	Orlando	FL	United States	
AcariaHealth Pharmacy #13, Inc	Orlando	FL	United States	
AcariaHealth Pharmacy #14, Inc	Orlando	FL	United States	
AcariaHealth Pharmacy, Inc	Orlando	FL	United States	
AcariaHealth Solutions, Inc.	Orlando	FL	United States	
AcariaHealth, Inc.	Orlando	FL	United States	
Access Medical Acquisition, Inc.	Miami	FL	United States	
Access Medical Group of Florida City, Inc.	Miami	FL	United States	
Access Medical Group of Hialeah, Inc.	Miami	FL	United States	
Access Medical Group of Miami, Inc.	Miami	FL	United States	
Access Medical Group of North Miami Beach, Inc.	Miami	FL	United States	
Access Medical Group of Opa-Locka, Inc.	Opa Locka	FL	United States	
Access Medical Group of Perrine, Inc.	Miami	FL	United States	
Access Medical Group of Tampa II, Inc.	Miami	FL	United States	
Access Medical Group of Tampa III, Inc.	Miami	FL	United States	
Access Medical Group of Tampa, Inc.	Miami	FL	United States	
Access Medical Group of Westchester, Inc.	Miami	FL	United States	
Advantechs X-Ray Imaging Services, L.L.C.	Troy	MI	United States	
Agate Resources, Inc.	Eugene	OR	United States	
AHA Administrative Services, LLC	St. Louis	MO	United States	
Ambetter of Magnolia Inc	Chicago	IL	United States	
Ambetter of North Carolina, Inc.	St. Louis	MO	United States	
Ambetter of Peach State Inc.	Chicago	IL	United States	
Arkansas Health & Wellness Health Plan, Inc.	Little Rock	AR	United States	
Arkansas Total Care Holding Company, LLC	Little Rock	AR	United States	
Arkansas Total Care, Inc.	Little Rock	AR	United States	
Bankers Reserve Life Insurance Company of Wisconsin	Austin	TX	United States	
BLR Properties, LLC	St. Louis	MO	United States	
Blue Sky Health Plan, Inc.	St. Louis	MO	United States	
Bridgeway Health Solutions of Arizona Inc.	Tempe	AZ	United States	
Bridgeway Health Solutions, LLC	Tempe	AZ	United States	
Buckeye Community Health Plan, Inc	Columbus	OH	United States	
Buckeye Health Plan Community Solutions, Inc.	Columbus	OH	United States	
Calibrate Acquisition Co	St. Louis	MO	United States	

NAME OF PERSON FILING NOTIFICATION			Centene Corporation	DATE April 22, 2019
NAME	CITY	STATE	COUNTRY	
California Health and Wellness Plan	Sacramento	CA	United States	
Cantina Laredo Clayton, LP	St. Louis	MO	United States	
Carolina Complete Health Holding Company Partnership	St. Louis	MO	United States	
Carolina Complete Health, Inc.	St. Louis	MO	United States	
Casenet LLC	Bedford	MA	United States	
Casenet S.R.O.	Prague		Czech Republic	
CBHSP Arizona, Inc	St. Louis	MO	United States	
CCTX Holdings, LLC	St. Louis	MO	United States	
Celtic Group, Inc	Chicago	IL	United States	
Celtic Insurance Company	Chicago	IL	United States	
CeltiCare Health Plan Holdings LLC	St. Louis	MO	United States	
CeltiCare Health Plan of Massachusetts, Inc.	Waltham	MA	United States	
Cenpatico Behavioral Health of Arizona, LLC	Tempe	AZ	United States	
Cenpatico Behavioral Health, LLC	Austin	TX	United States	
Cenpatico of Arizona Inc.	Tempe	AZ	United States	
Cenpatico of California, Inc	St. Louis	MO	United States	
Centene Center I, LLC	St. Louis	MO	United States	
Centene Center II, LLC	St. Louis	MO	United States	
Centene Center III, LLC	St. Louis	MO	United States	
Centene Center LLC	St. Louis	MO	United States	
Centene Company of Texas, LP	Austin	TX	United States	
Centene Corporation	St. Louis	MO	United States	
Centene Europe Finance Company Limited	Qormi		Malta	
Centene Health Plan Holdings, Inc.	St. Louis	MO	United States	
Centene Holdings, LLC	St. Louis	MO	United States	
Centene International Ventures, LLC	St. Louis	MO	United States	
Centene Management Company LLC	St. Louis	MO	United States	
Centene UK Ltd.	London		United Kingdom	
Centene Venture Company Florida	St. Louis	MO	United States	
Centene Venture Company Illinois	St. Louis	MO	United States	
Centene Venture Company Kansas	St. Louis	MO	United States	
Centene Venture Company Michigan	St. Louis	MO	United States	
Centurion Correctional Healthcare of New Mexico, LLC	Vienna	VA	United States	
Centurion Detention Health Services, LLC	Vienna	VA	United States	
Centurion LLC	Vienna	VA	United States	
Centurion of Alabama, LLC	Vienna	VA	United States	
Centurion of Arizona, LLC	Vienna	VA	United States	
Centurion of Florida, LLC	Vienna	VA	United States	
Centurion of Georgia, LLC	Vienna	VA	United States	
Centurion of Maryland, LLC	Vienna	VA	United States	

NAME OF PERSON FILING NOTIFICATION		Centene Corporation		DATE
				April 22, 2019
NAME	CITY	STATE	COUNTRY	
Centurion of Minnesota, LLC	Vienna	VA	United States	
Centurion of Mississippi, LLC	Vienna	VA	United States	
Centurion of New Hampshire, LLC	Vienna	VA	United States	
Centurion of Philadelphia, LLC	Vienna	VA	United States	
Centurion of Tennessee, LLC	Vienna	VA	United States	
Centurion of Vermont, LLC	Vienna	VA	United States	
CMC Hanley, LLC	St. Louis	MO	United States	
CMC Real Estate Co. LLC	St. Louis	MO	United States	
Comfort Hospice of Missouri, LLC	Troy	MI	United States	
Comfort Hospice of Texas, LLC	Troy	MI	United States	
ComfortBrook Hospice, LLC	Troy	MI	United States	
Community Care of Central Colorado, LLC	St. Louis	MO	United States	
Community Medical Holdings Corp	Miami	FL	United States	
Coordinated Care Corporation	Indianapolis	IN	United States	
Coordinated Care of Washington, Inc	Tacoma	WA	United States	
Country Style Health Care, LLC	Troy	MI	United States	
Delaware First Health Plan, Inc.	St. Louis	MO	United States	
Envolve - New York, Inc.	New York	NY	United States	
Envolve Benefits Options, Inc.	St. Louis	MO	United States	
Envolve Captive Insurance Company, Inc.	Rocky Mount	NC	United States	
Envolve Dental IPA of New York, Inc.	Tampa	FL	United States	
Envolve Dental of Florida, Inc.	Tampa	FL	United States	
Envolve Dental of Texas, Inc.	Tampa	FL	United States	
Envolve Dental, Inc.	Tampa	FL	United States	
Envolve Holdings, Inc.	St. Louis	MO	United States	
Envolve Optical, Inc.	Rocky Mount	NC	United States	
Envolve PeopleCare, Inc.	Farmington	CT	United States	
Envolve Pharmacy IPA, LLC	Fresno	CA	United States	
Envolve Pharmacy Solutions, Inc.	Fresno	CA	United States	
Envolve Total Vision, Inc.	Rocky Mount	NC	United States	
Envolve Vision Benefits, Inc.	Rocky Mount	NC	United States	
Envolve Vision IPA of New York, Inc.	Rocky Mount	NC	United States	
Envolve Vision of Florida, Inc	Rocky Mount	NC	United States	
Envolve Vision of Texas, Inc.	Rocky Mount	NC	United States	
Envolve Vision, Inc	Rocky Mount	NC	United States	
Envolve, Inc.	St. Louis	MO	United States	
Family Nurse Care II, LLC	Troy	MI	United States	
Family Nurse Care of Ohio, LLC	Troy	MI	United States	
Family Nurse Care, LLC	Troy	MI	United States	
FH Assurance Company	Grand Cayman		Cayman Islands	

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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NAME	CITY	STATE	COUNTRY	
Forensic Health Services, LLC	Vienna	VA	United States	
Foundation Care, LLC	Earth City	MO	United States	
GPT Acquisition LLC	St. Louis	MO	United States	
Grace Hospice of Austin, LLC	Troy	MI	United States	
Grace Hospice of Grand Rapids, LLC	Troy	MI	United States	
Grace Hospice of Illinois, LLC	Troy	MI	United States	
Grace Hospice of Indiana, LLC	Troy	MI	United States	
Grace Hospice of San Antonio, LLC	Troy	MI	United States	
Grace Hospice of Virginia, LLC	Troy	MI	United States	
Grace Hospice of Wisconsin, LLC	Troy	MI	United States	
Granite State Health Plan, Inc	Bedford	NH	United States	
Hallmark Life Insurance Co	St. Louis	MO	United States	
Health Care Enterprises, LLC	St. Louis	MO	United States	
Health Net Access, Inc.	Tempe	AZ	United States	
Health Net Community Solutions of Arizona, Inc.	Tempe	AZ	United States	
Health Net Community Solutions, Inc.	Rancho Cordova	CA	United States	
Health Net Federal Services, LLC	Rancho Cordova	CA	United States	
Health Net Health Plan of Oregon, Inc.	Eugene	OR	United States	
Health Net Life Insurance Company	San Rafael	CA	United States	
Health Net Life Reinsurance Company	San Rafael	CA	United States	
Health Net of Arizona Administrative Services, Inc.	Tempe	AZ	United States	
Health Net of Arizona, Inc.	Tempe	AZ	United States	
Health Net of California Real Estate Holdings, Inc.	San Rafael	CA	United States	
Health Net of California, Inc.	San Rafael	CA	United States	
Health Net of Pennsylvania, LLC	Woodland Hills	CA	United States	
Health Net Pharmaceutical Services	San Rafael	CA	United States	
Health Net Preferred Providers, LLC	Woodland Hills	CA	United States	
Health Net Services Inc.	Woodland Hills	CA	United States	
Health Net Veterans, LLC	Woodland Hills	CA	United States	
Health Net, LLC	Woodland Hills	CA	United States	
Health Plan Real Estate Holding, Inc	St. Louis	MO	United States	
Healthy Louisiana Holdings LLC	St. Louis	MO	United States	
Healthy Missouri Holding, Inc	St. Louis	MO	United States	
Healthy Oklahoma Holdings, Inc.	St. Louis	MO	United States	
Healthy Washington Holdings, Inc	St. Louis	MO	United States	
Heritage Home Hospice, LLC	Troy	MI	United States	
Home State Health Plan, Inc	Chesterfield	MO	United States	
HomeScripts.com, LLC	Troy	MI	United States	
Hospice DME Company, LLC	Troy	MI	United States	
Hudson Acquisition, LLC	St. Louis	MO	United States	

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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NAME	CITY	STATE	COUNTRY	
IAH of Florida, LLC	Troy	MI	United States	
IAH of Michigan, PLLC	Troy	MI	United States	
IAH of Texas, PLLC	Troy	MI	United States	
IAH of Wisconsin, PLLC	Troy	MI	United States	
IlliniCare Health Plan, Inc	Westmont	IL	United States	
Illinois Health Practice Alliance, LLC	Springfield	IL	United States	
Integrated Mental Health Management, L.L.C.	Austin	TX	United States	
Integrated Mental Health Services	Austin	TX	United States	
Integrated Pharmacy Systems, Inc.	Woodland Hills	CA	United States	
Interpreta Holdings, Inc.	San Diego	CA	United States	
Interpreta, Inc.	San Diego	CA	United States	
Iowa Total Care, Inc	Des Moines	IA	United States	
Isla Holding Co, Inc.	St. Louis	MO	United States	
Kentucky Spirit Health Plan, Inc	St. Louis	MO	United States	
LBB Industries, Inc	Fresno	CA	United States	
Lifeshare Management Group, LLC	St. Louis	MO	United States	
LiveHealthier, Inc.	Bethesda	MA	United States	
Louisiana Healthcare Connections, Inc	Baton Rouge	LA	United States	
LSM Holdco, Inc.	St. Louis	MO	United States	
Magnolia Health Plan Inc	Jackson	MS	United States	
Managed Health Network	Rancho Cordova	CA	United States	
Managed Health Network, LLC	Rancho Cordova	CA	United States	
Managed Health Services Illinois, Inc.	St. Louis	MO	United States	
Managed Health Services Insurance Corp	Wauwatosa	WI	United States	
Mauli Ola Health and Wellness, Inc.	St. Louis	MO	United States	
MEB Ventures II, LLC	St. Louis	MO	United States	
MH Services International (UK) Limited	London		United Kingdom	
MH Services International Holdings (UK) Limited	London		United Kingdom	
MHM Correctional Services, LLC	Vienna	VA	United States	
MHM Health Professionals, LLC	Vienna	VA	United States	
MHM Maryland, Inc.	Vienna	VA	United States	
MHM Services of California, LLC	Vienna	VA	United States	
MHM Services, Inc.	Vienna	VA	United States	
MHM Solutions, LLC	Vienna	VA	United States	
MHN Global Services, Inc.	Rancho Cordova	CA	United States	
MHN Government Services LLC	Rancho Cordova	CA	United States	
MHN Government Services-Guam, Inc.	Rancho Cordova	CA	United States	
MHN Government Services-International, Inc.	Rancho Cordova	CA	United States	
MHN Government Services-Puerto Rico, Inc.	Rancho Cordova	CA	United States	
MHN Services, LLC	Rancho Cordova	CA	United States	

NAME OF PERSON FILING NOTIFICATION			Centene Corporation	DATE April 22, 2019
NAME	CITY	STATE	COUNTRY	
MHS Consulting, International, Inc	St. Louis	MO	United States	
MHS European Holdings s.a.r.l.	Luxembourg		Luxembourg	
MHS Travel & Charter, Inc	St. Louis	MO	United States	
Michigan Complete Health, Inc.	Troy	MI	United States	
National Pharmacy Services Inc.	Woodland Hills	CA	United States	
Nebraska Total Care, Inc.	Omaha	NE	United States	
Network Providers, LLC	Woodland Hills	CA	United States	
New York Quality Healthcare Corporation	New York	NY	United States	
New York Rx, Inc.	Orlando	FL	United States	
Next Door Neighbors, Inc.	St. Louis	MO	United States	
Next Door Neighbors, LLC	St. Louis	MO	United States	
nirvanaHealth, LLC	Southborough	MA	United States	
North Florida Health Services, Inc	Troy	MI	United States	
Novasys Health, Inc	Little Rock	AR	United States	
Oklahoma Complete Health Inc.	St. Louis	MO	United States	
Patriots Holding Co	St. Louis	MO	United States	
Peach State Health Plan, Inc	Smyrna	GA	United States	
Pennsylvania Health & Wellness, Inc.	Camp Hill	PA	United States	
Pennsylvania Health Care Plan, Inc.	Woodland Hills	CA	United States	
Phoenix Home Health Care, LLC	Troy	MI	United States	
Phoenix Primary (South) Limited	Amersham		United Kingdom	
Phoenix Primary Care Limited	Amersham		United Kingdom	
Pinnacle Home Care, LLC	Troy	MI	United States	
Pinnacle Senior Care of Illinois, LLC	Troy	MI	United States	
Pinnacle Senior Care of Indiana, LLC	Troy	MI	United States	
Pinnacle Senior Care of Missouri, LLC	Troy	MI	United States	
Pinnacle Senior Care of Wisconsin, LLC	Troy	MI	United States	
Pinnacle Sr. Care of Kalamazoo, LLC	Troy	MI	United States	
PRIMEROSALUD, S.L.	Madrid		Spain	
QualMed Plans for Health of Pennsylvania, Inc.	Woodland Hills	CA	United States	
QualMed Plans for Health of Western Pennsylvania, Inc.	Woodland Hills	CA	United States	
QualMed, Inc.	Woodland Hills	CA	United States	
R&C Healthcare, LLC	Troy	MI	United States	
Rapid Respiratory Services, LLC	Troy	MI	United States	
Ribera Salud Arabia for Health Consultation	St. Louis	MO	United States	
RMED, LLC	Tampa	FL	United States	
RX Direct, Inc	Houston	TX	United States	
Salus Administrative Services, Inc.	New York	NY	United States	
Salus IPA, LLC	New York	NY	United States	
Seniorcorps Peninsula, LLC	Troy	MI	United States	

NAME OF PERSON FILING NOTIFICATION		Centene Corporation	DATE April 22, 2019	
NAME	CITY	STATE	COUNTRY	
SilverSummit Healthplan, Inc.	Las Vegas	NV	United States	
Social Health Bridge Trust	St. Louis	MO	United States	
Social Health Bridge, LLC	St. Louis	MO	United States	
Specialty Therapeutic Care Holdings, LLC	Orlando	FL	United States	
Specialty Therapeutic Care, GP, LLC	Orlando	FL	United States	
Specialty Therapeutic Care, LP	Orlando	FL	United States	
Sunflower State Health Plan, Inc	Lenexa	KS	United States	
Sunshine Health Community Solutions, Inc.	Sunrise	FL	United States	
Sunshine Health Holding LLC	St. Louis	MO	United States	
Sunshine State Health Plan, Inc	Sunrise	FL	United States	
Superior HealthPlan Community Solutions, Inc.	Austin	TX	United States	
Superior HealthPlan, Inc	Austin	TX	United States	
Tennessee Total Care, Inc.	St. Louis	MO	United States	
The Practice (Group) Limited	Amersham		United Kingdom	
The Practice Properties Limited	Amersham		United Kingdom	
The Practice Services Limited	Amersham		United Kingdom	
The Practice Surgeries Limited	Amersham		United Kingdom	
Traditional Home Health Services, LLC	Troy	MI	United States	
Trillium Community Health Plan, Inc.	Eugene	OR	United States	
U.S. Medical Management Holdings, Inc	Troy	MI	United States	
U.S. Medical Management, LLC	Troy	MI	United States	
University Health Plans, Inc.	St. Louis	MO	United States	
USMM Accountable Care Network, LLC	Troy	MI	United States	
USMM Accountable Care Partners, LLC	Troy	MI	United States	
USMM Accountable Care Solutions, LLC	Troy	MI	United States	
USMM ACO Florida, LLC	Troy	MI	United States	
USMM ACO North Texas, LLC	Troy	MI	United States	
USMM ACO, LLC	Troy	MI	United States	
Virginia Total Care, Inc.	St. Louis	MO	United States	
Visiting Podiatry, PLLC	Troy	MI	United States	
VPA of Texas	Troy	MI	United States	
VPA, P.C.	Troy	MI	United States	
Western Sky Community Care, Inc.	Santa Fe	NM	United States	

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 7

OVERLAP DOLLAR REVENUES

7(a) 6-DIGIT NAICS INDUSTRY CODE AND DESCRIPTION

☐ None

CODE	DESCRIPTION	PERSON / ASSOCIATE/ BOTH	
424210	Drugs and Druggists' Sundries Merchant Wholesalers	Person	
524114	Direct Health and Medical Insurance Carriers	Person	

7(b)(i) LIST THE NAME OF EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

UPE OF OTHER FILING PERSON	ENTITY THAT OVERLAPS (IF DIFFERENT)	
WellCare Health Plans, Inc.		

7(b)(ii) LIST THE NAME OF EACH ASSOCIATE OF THE ACQUIRING PERSON THAT ALSO DERIVED DOLLAR REVENUES (ACQUIRING PERSON ONLY)

TOP LEVEL ASSOCIATE	ENTITY THAT OVERLAPS (IF DIFFERENT)	
N/A		

7(c) GEOGRAPHIC MARKET INFORMATION FOR EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

CODE	GEOGRAPHIC MARKET INFORMATION	
424210	National Total Number of States and Territories: 53 (DC, PR, USVI and all U.S. states)	
524114	National Total Number of States and Territories: 51 (DC and all U.S. states)	

7(d) GEOGRAPHIC MARKET INFORMATION FOR ASSOCIATES OF THE ACQUIRING PERSON (ACQUIRING PERSON ONLY)

CODE	GEOGRAPHIC MARKET INFORMATION	
N/A		

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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ITEM 8

PRIOR ACQUISITIONS (ACQUIRING PERSON ONLY)

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	QCA Health Plan, Inc. and QualChoice Life and Health Insurance Company, Inc.
Former HQ Address	12615 Chenal Parkway Little Rock AR 72211
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: April 1, 2019
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	New York State Catholic Health Plan, Inc. d/b/a Fidelis Care New York
Former HQ Address	95-25 Queens Boulevard Rego Park, NY 11374
Acquisition Type	<input type="checkbox"/> Securities <input checked="" type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: July 2, 2018
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	MHM Services, Inc.
Former HQ Address	1593 Spring Hill Road Vienna VA 22182
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: April 2, 2018
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	Family Health Network Inc.
Former HQ Address	322 S. Green Street Chicago IL 60607
Acquisition Type	<input type="checkbox"/> Securities <input checked="" type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: December 29, 2017
Notes	

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NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	Health Net, Inc.
Former HQ Address	21650 Oxnard Street Woodland Hills, CA 91367
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: March 24, 2016
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	Agate Resources, Inc.
Former HQ Address	1800 Millrace Drive Eugene OR 97403
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: August 31, 2015
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	Fidelis SecureCare of Michigan, Inc.
Former HQ Address	800 Tower Drive, Suite 200 Troy, MI 48098
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: March 5, 2015
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	LifeShare Management Group LLC
Former HQ Address	60 Rogers Street, Suite 2 Manchester, NH 03103
Acquisition Type	<input type="checkbox"/> Securities <input type="checkbox"/> Assets <input checked="" type="checkbox"/> Non-Corporate Interests Date of Acquisition: March 5, 2015
Notes	

NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	LiveHealthier Inc.
Former HQ Address	7735 Old Georgetown Road Bethesda, MD 20814
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: January 2, 2015
Notes	

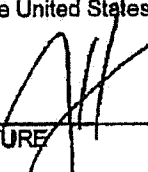
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NAICS Code	524114 (Direct Health and Medical Insurance Carriers)
Acquired Entity	Community Health Solutions of America, Inc.
Former HQ Address	1000 118th Avenue, North St. Petersburg, FL 33716
Acquisition Type	<input type="checkbox"/> Securities <input checked="" type="checkbox"/> Assets <input type="checkbox"/> Non-Corporate Interests Date of Acquisition: June 30, 2014
Notes	

NAME OF PERSON FILING NOTIFICATION	Centene Corporation	DATE April 22, 2019
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CERTIFICATION

This **NOTIFICATION AND REPORT FORM**, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type) Jesse Hunter	TITLE Executive Vice President, Mergers and Acquisitions and Chief Strategy Officer Centene Corporation
SIGNATURE Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. X  SIGNATURE	DATE April 22, 2019