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October 29, 2019

Ms. Mary Bleier, Esq.
Compliance & Enforcement Counsel
State of NH Insurance Department
21 S. Fruit Street Suite 14
Concord, NH 03301

via e-mail Mary.Bleier@ins.nh.gov

Re: The Aliera Companies, Inc.

Dear Ms. Bleier:

On behalf of Aliera Healthcare, Inc n/k/a the Aliera Companies, Inc. (“Aliera”), I submit the following letter describing my client’s contractual relationship with Trinity Healthshare LLC (Trinity”) and stating Aliera’s legal inability to execute a binding agreement with the New Hampshire Department of Insurance. Aliera is willing to agree to cease signing up new Trinity members, but it is not empowered to bind Trinity to any regulatory agreements.

Simply put, Aliera is a business administrator for Trinity and is limited in its power to bind Trinity to any agreements. Aliera’s express authority to act on Trinity’s behalf is restricted to the terms of the contract between the two parties, *Fleet Bank-N.H. v. Chain Constr. Corp.*, 138 N.H. 136, 139, 635 A.2d 1348, 1350 (1993). Trinity must request Aliera to sign the subject stipulations, and Aliera must consent to take such action. See 93 *Clearing House, Inc. v. Khoury*, 120 N.H. 346, 348-49, 415 A.2d 671, 673 (1980). Neither of these prerequisites exists with regard to Aliera’s authority to issue a letter committing Trinity to ceasing its New Hampshire operations. And, neither Aliera or Trinity has engaged in a course of conduct to indicate otherwise. Both entities have consistently addressed regulatory inquiries and actions separately and individually, and no agency has been implied by their conduct. *Id.* at 349, 415 A.2d at 673.

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Aliera is aware of your Department's concerns regarding the functional distinction between Aliera and Trinity. Please note, as an initial matter, that neither New Hampshire or federal law or regulation forecloses Trinity from contracting with a for-profit entity (or any third-party entity) to provide such business administrative and management services. Services as a third party administrator, as that term is defined in the RSA 402-H:1.I, are provided by HealthSCOPE Benefits, a New Hampshire licensed third party administrator. New HCSM members are signed up by agents licensed by New Hampshire.

Aliera does not dispute that Trinity delegated a large portion of operational, marketing, and administrative responsibilities associated with Trinity's healthcare sharing ministry ("HCSM") under the Parties' Management and Administration Agreement ("the MAA") dated August 13, 2018. As Aliera representatives have explained to you, the MAA was drafted during the onset of the litigation between Unity Healthshare LLC and Aliera. The MAA contains language that reflects Aliera's concerns about that litigation. The initial version was an effort to avoid some of the pitfalls caused by Aliera's agreement with Unity. However, fail-safe provisions, such as Aliera's ostensible ability to access Trinity accounts, have never been exercised. Aliera and Trinity are renegotiating the MAA accordingly.

With that said, Trinity continues to maintain the power and duty to direct the activities of the ministry, including the operational and marketing responsibilities that have been assigned to Aliera under the Parties' executed agreement. Included in this duty is the final decision-making power regarding disputes and/or appeals concerning member-sharing claim eligibility. Trinity also participates in the weekly reconciliation process with Aliera's Director of Member Sharing/Claims and provides ultimate payment approval of weekly share request amounts. Moreover, Trinity facilitates donations to different medical programs focused around children's care throughout the United States, which is advertised through Trinity's newsletter. Trinity further supports a prayer line through phone and email correspondence, which is available to HCSM members and non-members alike in a time of need.

In addition, each entity has its own board, and no Aliera officer, employee, or director is a Trinity employee or member of Trinity's board. Each entity has its own employees. Aliera has over 400 employees who manage and care for Trinity and Unity Legacy members.

Trinity hired A. Joseph Guarino III as President in July 2019.¹ And each entity is represented by its own counsel, both during the course of the various actions brought by the State and during the arms-length negotiations that have occurred since July 2019 concerning the draft services agreements between Trinity and Aliera's subsidiaries.

Accordingly, Aliera has ceased signing up new Trinity members and is certainly willing to confirm such in writing. However, Aliera is not empowered to stipulate in such fashion or to issue notices on Trinity's behalf.

¹ Aliera understands that Mr. Guarino serves in various capacities, including without limitation, being responsible for compliance with State and Federal regulations regarding health care sharing ministries, meets with state insurance commissioners, and provides expertise regarding the history of HCSMs.

Thank you for the opportunity to provide you with this information. Please let me know if I may answer any additional questions or address other concerns.

Very truly yours,

DUANE MORRIS LLP

Alexander J. Gonzales
Alexander J. Gonzales PC
Partner

EXHIBIT A

MANAGEMENT

Executive Officers and Managers of the Company

The following table discloses the names, ages and positions of its executive officers and managers after the company's reorganization.

Executive	Age	Position
Ms. Shelley Steele	60	Chief Executive Officer
Mr. Chase Moses	30	President
Mr. Shantanu Paul	46	Chief Operating Officer
Mr. James Butler	53	VP Corporate Finance & Accounting
Ms. Sue Howard	65	Director, Compliance & Regulatory Affairs
Mr. Paul Schaefer	55	VP Human Resources
Ms. Adriane Massey	51	VP Corporate Training

Shelley Steele, Chief Executive Officer - Shelley Steele is the Chief Executive Officer of The Aliera Companies. Relying on her 25 years of experience in executive management, she is responsible for providing strategic leadership and oversight of the financial stability of the company and its subsidiaries. Shelley leads the development of Aliera's innovative solutions that simplify the complexities of the healthcare experience, and she works closely with executive management, the Advisory Board, and the company's directors to establish long-range goals, policies, and plans for sustainable growth. She is a member of the Healthcare Administrators Association and The National Association for Healthcare Quality and has served on multiple boards, both private and public.

Chase Moses, President - As President of The Aliera Companies, Chase Moses uses his expertise in enterprise creation and development to enhance operational infrastructure and drive growth. He joined Aliera only a few years after its creation and assisted in building the Company from the ground up, playing a vital role in generating more than \$200 million in revenue within the company's last three years. Chase has also been instrumental in building Aliera's team of 400 *agents of change* who are redefining the healthcare experience for individuals, families and employers with innovative solutions that simplify the complexities of the healthcare experience and unlock the power of choice. In his role, Chase has designed and implemented the corporate restructure to provide transparency to regulatory bodies, while creating additional revenue lines through additional business to business relationships.

Shantanu Paul, Chief Operating Officer - Shantanu Paul drives profitability through innovation and process optimization in his role as Chief Operations Officer at The Aliera Companies. He is using his deep technical skills in IT and application development to launch state-of-the-art technology that will transform the healthcare industry and turn The Aliera Companies into the easiest companies to work with, all in an effort to create better healthcare experiences.

Shantanu brings over 20 years of experience to Aliera in the areas of system integration, technology creation, product development and multi-disciplinary team building.

James Butler, VP Corporate Finance CPA, CGMA - James Butler is the Vice President of Finance and Accounting at The Aliera Companies. He is an experienced financial executive with a demonstrated history of developing strong financial healthcare teams. He is skilled in management accounting, business process improvement, internal auditing, and financial planning and analysis. He has a passion for helping businesses make data-driven decision. Since joining Aliera, James has played a hands-on role in managing all aspects of the company's financial functions. Major initiatives under way or that have been completed are the implementation of Sage Intacct ERP system, improved revenue recognition, renegotiated merchant service agreements, Audit and Tax filings and the establishment of a treasury function. James has over 30 years of experience in finance and accounting with companies such as UnitedHealthcare of Georgia, Anthem, Merrill Lynch, Ebix and more.

Sue Howard, Director, Compliance & Regulatory Affairs - As Director of Compliance & Regulatory Affairs for The Aliera Companies, Sue Howard uses her specialized skills to ensure that the Aliera Companies comply with all applicable local, state, and federal laws while also helping to protect corporate assets and deliver sustainable growth. Sue currently is involved with building out Aliera's robust compliance tracking program to identify risk and mitigate threats. She assists with all company-wide compliance initiatives and acts as the primary liaison with state and federal regulators. In addition to her relationships with state departments of insurance, attorney general offices and federal agencies, Sue brings more than 35 years of insurance compliance and regulatory experience to her role at Aliera.

Paul Schaefer, Vice President Human Resources - PHR - Paul Schaefer provides strategic and tactical direction in his role as The Aliera Companies Vice President of Human Resources. He determines and directs the company's staffing goals and strategies to support productive and profitable business operations. In his short tenure at Aliera, Paul has already designed and instituted a multimillion-dollar employee benefits package to help position The Aliera Companies and its subsidiaries as the employer of choice for top talent around the country. Paul is actively involved in the Society for Human Resources Management and the Human Resources Leadership Forum and carries a Professional Human Resources Accreditation. Paul joins Aliera with more than 20 years of experience in the fast-paced industries of insurance, retail, hospitality and logistics.

Adriane Massey, VP Corporate Training - Adriane Massey, Vice President of Training for The Aliera Companies, oversees, influences and leads strategic learning and development initiatives across the companies. She is focused on creating a consistent and superior learning experience to close skill gaps; she has recently launched AlieraU, an online resource that delivers high-quality learning solutions to enhance employee performance. Adriane has more than 15 years of experience in training, healthcare and administration.

BOARD OF DIRECTORS

The following table sets forth the names, ages and positions of its board of directors:

Director	Age	Position
Ms. Shelley Steele	60	Board Member/ CEO
Mr. Chase Moses	30	Board Member/ President
Mr. John Blenke	57	Board Member
Mr. Roger Sevigny	76	Board Member

Shelley Steele, Chief Executive Officer – (see Bio above)

Chase Moses, President – (see Bio above)

John Blenke, Board and Advisory Board Member and Senior Consultant of Compliance & Regulatory Affairs – Mr. Blenke recently joined The Aliera Companies as a board and advisory board member. He is an established legal professional with over 35 years' experience with corporate governance, corporate finance, public company, securities, litigation, M&A, information security and general risk management issues, with focus on the use of consumer data within regulated industries in the United States and globally. As the former EVP and Corporate counsel of Transunion for over 15 years, his executive experiences in internal and external legal support, and global regulatory, compliance, government affairs, public policy and corporate investigations functions, enables Aliera to reliably, professionally and ethically collect non- public personal information and to establish appropriate security and use controls to meet changing regulatory and privacy concerns. Prior to serving with Transunion Mr. Blenke served as VP Law, Household International/HSBC for 14 years.

Roger Sevigny, Board and Advisory Board Member – Commissioner Sevigny is an Aliera Companies' board member and retired NH Insurance Commissioner as of 11 June 2018, a position he had held for fifteen (15) years. He was appointed and reappointed to consecutive five (1) year terms by both Republican and Democrat Governors. Prior to his appointment as Commissioner, he had served as NH Assistant Commissioner for 1 ½ years. Before entering State service, Commissioner Sevigny was employed by Travelers Insurance/Citigroup for well over thirty (30) years in a variety of technical and leadership positions. While serving as the NH Insurance Commissioner he was elected to several officer positions at the National Association of Insurance Commissioners (NAIC) ultimately serving as the NAIC President in 2009. During his service as Commissioner he also served as the National Insurance Producer Registry (NIPR) Board President from 2012 to 2018. He was also Chair of the Interstate Insurance Product Registry Compact (IIPRC) during this time. He currently serves on the Consumer Advisory Committee of the IIPRC. In addition to this he was honored with the NAIC President's award for Distinguished NAIC Leadership in 2017. Commissioner Sevigny has a Bachelor's degree from St Anselm College and retired as a Colonel from the US Army serving thirty (30) years (active and reserve). He is still active with Veteran's matters having been appointed in 2018 by NH Governor Sununu to the NH Veteran's Council.