

**STOCK TRANSFER POWER**

WHEREAS, this **STOCK TRANSFER POWER** is being executed in connection with the closing of the transactions contemplated by that certain Exchange Agreement, dated as of December 18, 2015 (the "Exchange Agreement"), by and between Gundersen Lutheran Health System, Inc., a Wisconsin non-profit corporation ("GHS") and University Health Care, Inc., a Wisconsin non-profit member corporation f/k/a University Health Resources, Inc. ("UHC").

WHEREAS, immediately prior to the date hereof Unity Health Plans Insurance Corporation, a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes ("Unity"), pursuant to the resolution and directive of its board of directors, distributed to UHC One Hundred (100) Shares of Common Stock of SPWI TPA, Inc. (d/b/a Quartz), a Wisconsin for-profit corporation ("Quartz"), representing one-hundred percent (100%) of the issued and outstanding capital stock of Quartz and represented by Certificate No. 002 ("Certificate No. 002").

WHEREAS, on the date hereof Certificate No. 002 has been cancelled and in its place the following certificates have been issued in UHC's name (i) Certificate No. 003 representing Seventy-Five (75) Shares of Common Stock of Quartz and (ii) Certificate No. 004 representing Twenty-Five (25) Shares of Common Stock of Quartz.

NOW THEREFORE FOR VALUE RECEIVED, UHC, hereby sells, assigns and transfers unto GHS free and clear of all Liens (as defined in the Exchange Agreement and excluding Liens imposed pursuant to the articles of incorporation, bylaws and shareholder agreement of Quartz), Twenty-Five (25) Shares of Common Stock of Quartz, standing in the name of UHC on the books of Quartz and represented by Certificate No. 004, and irrevocably appoints each duly appointed officer of Quartz as its duly authorized agent and attorney-in-fact to transfer such stock on the books of Quartz with full power of substitution in the premises.

Date: \_\_\_\_\_, 2016

**UNIVERSITY HEALTH CARE, INC.,**  
*a Wisconsin non-profit member corporation*

By: \_\_\_\_\_  
Michael E. Dallman; President and Chief  
Executive Officer