

Exhibit 32

**Applicant's Response dated January 7, 2015 to OCI's Form A follow-up
letter dated January 5, 2015**

[Re: Exhibit 21]

Tab #	32
Date	1-12-15
Case	15-C40481
Ins. Comm.	



33 East Main Street
Suite 900
Madison, Wisconsin 53703
608.251.5000
Fax 608.251.9166
www.quarles.com

Attorneys at Law in
Chicago
Indianapolis
Madison
Milwaukee
Naples
Phoenix
Scottsdale
Tampa
Tucson
Washington, D.C.

2015 JAN -7 PM 3:21
OFFICE OF THE COMMISSIONER OF INSURANCE

Direct dial: 608/283-2434
E-mail: william.toman@quarles.com

January 7, 2015

VIA HAND DELIVERY

Kristin L. Forsberg, Insurance Financial Examiner
Peter Medley, Deputy Director
Bureau of Financial Analysis and Examinations
Office of the Commissioner of Insurance
125 South Webster Street
Madison, WI 53707-7873

**Re: Form A - Acquisition of Control of MercyCare Insurance Company and
MercyCare HMO, Inc. by Interstate Alliance, Inc.**

Dear Ms. Forsberg and Mr. Medley:

Following up on my email of today transmitting Applicant's partial response to the inquiries in your January 5, 2014 letter regarding this Form A filing, I have enclosed two copies of the confidential exhibit referenced in that email, that is, Exhibit 21, the draft MAI board minutes of October 23, 2014, which is part of the response to no. 2 in your letter.

We are providing Exhibit 21 under separate cover because it contains confidential information that could put MAI at a competitive disadvantage if it is released to the public. MAI uses reasonable efforts to keep this information confidential. Therefore, the information is a "trade secret" under Wis. Stat. § 134.90(1)(c) because it "derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use [and] is the subject of efforts to maintain its secrecy that are reasonable under the circumstances." As you know, a trade secret is exempt from the public records law under § 19.36(5) and Wis. Admin. Code § Ins 6.13(2). Also, OCI may withhold this information from public disclosure under § 601.465 and § Ins 40.05. In line with these provisions, we request that you do not release Exhibit 21 to the public.

We hope this information is responsive to your inquiry. If you have any questions, please

Kristin L. Forsberg
Peter Medley
January 7, 2015
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do not hesitate to contact me or Paul Van Den Heuvel, Vice President and General Counsel of Mercy Health System, at 608-756-6158 or pvandenheuvel@mhsjvl.org. Thank you for your expeditious consideration.

Very truly yours,

QUARLES & BRADY LLP

A handwritten signature in black ink, appearing to read "William J. Toman", with a long horizontal flourish extending to the right.

William J. Toman

Enclosures

cc(w/enc.): Paul T. Van Den Heuvel