

Exhibit 33

**Applicant's Response dated January 8, 2015 to OCI's Form A follow-up
letter dated January 5, 2015**

[Re: Exhibits 22-23]

Exh #	33
Date	1-12-15
Case	15-C90981
	Ins. Comm.



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January 8, 2015

VIA EMAIL (KRISTIN.FORSBERG@WISCONSIN.GOV;
PETER.MEDLEY@WISCONSIN.GOV)
READ RECEIPT REQUESTED

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. - Third Application
Follow-up Letter**

Dear Ms. Forsberg and Mr. Medley:

Thank you for your letter dated January 5, 2015 regarding this Form A filing. Your inquiries are set forth in bold below followed by the responses of Interstate Alliance.

- MAI Board Documents: Please provide copies of any documents presented to the MAI Board of Directors pertaining to the proposed affiliation with Rockford Health System, including any financial projections of MAI's capital commitments (initial, growth and subsequent) pursuant to Section 7.3 of the System Formation Agreement.**

MAI's board was actively engaged in the merger process, including discussion at a number of meetings and interaction with Rockford board members and executives. However, the board's formal consideration and approval of the final merger structure took place at a meeting held on October 23, 2014. In preparation for the meeting, management provided the directors with board-level materials, including materials provided to your Office. Given the highly confidential, privileged, and proprietary nature

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of some of the board-level materials, and the fact that some of these or similar materials have been provided in response to your previous requests, we are providing the board materials under separate cover, and subject to a request for an exemption from the public records law, as Exhibit 20 (continuing the exhibit numbering of the Form A and our responses to your letters dated December 30, 2014 and January 2, 2015).

2. **MAI Board Minutes/Resolution: Please provide a copy of the MAI Board meeting minutes pertaining to the proposed affiliation with Rockford Health System, as well as a certified copy of the Board Resolution approving the proposed affiliation.**

We have provided the draft minutes and resolution from the October 23, 2014 meeting of the MAI board under separate cover, and subject to a request for an exemption from the public records law, as Exhibit 21. These minutes will be up for approval at the next meeting of the MAI board on January 21, 2015 (the board met for its annual retreat in December, but only addressed special subjects at that annual meeting).

I have enclosed both the MAI board resolution approving the merger, signed by MAI's Secretary, as Exhibit 22, and a Certificate of MAI's Secretary confirming board approval of the merger and associated documents and corporate actions, as Exhibit 23.

* * * *

Please note that Exhibits 20 and 21 contain 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 Exhibits 20 and 21 to the public and, to facilitate that request, we are providing them under separate cover.

We hope this information is responsive to your inquiries. If you have any questions, please do not hesitate to contact me or Paul Van Den Heuvel, Vice President and General

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Counsel of Mercy Health System, at 608-756-6158 or pyandenheuvel@mhsjvl.org. Thank you
for your expeditious consideration.

Very truly yours,

QUARLES & BRADY LLP

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

William J. Toman

Enclosures

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