



December 9, 2004

Mr. Steve Junior, Senior Insurance Examiner
Office of the Commissioner of Insurance
Bureau of Financial Analysis & Examinations
125 S. Webster Street
P.O. Box 7873
Madison, WI 53707-7873

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DEC 10 11 53 AM '04

Re: OCI Case #04-C29300

Dear Mr. Junior:

I am writing to express the support of Dean Health System for the proposed reacquisition of Unity Health Plans by UW Health. Please consider our comments below as you address this proposal. While it may seem unusual for a competing interest to support this proposal, we are driven not simply by competitive factors, but also by our strong commitment to community involvement.

The proposed reacquisition of Unity Health Plans by UW Health would provide many benefits, one of the most significant being local ownership. Health care is a local service, not a manufactured item shipped from far away and plucked from a store shelf. Local ownership is a key component of quality care and insurer accountability. Across many parts of Wisconsin, this model is already in place and demonstrates distinct advantages: enduring relationships with providers in urban and rural areas alike; case management and disease management programs linked to clinical programs, and minimal referral or prior authorization requirements for patient access to specialist physicians and procedures. These advantages all facilitate improved care and timely access to such care. UW Health ownership of Unity Health Plan would enhance the environment for such improvement.

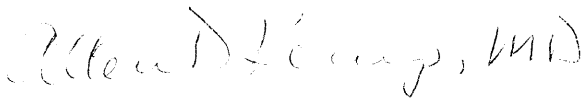
Additionally, the proposed reacquisition would allow UW Health to continue building upon the strong relationships currently enjoyed with Dean Health System and other local providers, as well as the business community. The collaborative manner in which we (and other provider partners) are able to work with UW Health has resulted in many successful initiatives for improving the health of our community. Examples of such projects include: the Dane County Coalition for Neighborhood Child Health; the Dane County Health Council, the Madison Community Health Center and the Madison Patient Safety Collaborative. These projects demonstrate a commitment to the health of the community that is rarely matched by businesses with no roots in, history with, or obligation to, the community which it serves.

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From a competitive perspective, the South-central Wisconsin already features a diverse HMO marketplace, including CompCare, Group Health Cooperative, Physicians Plus Insurance Corporation and Dean Health System. The reacquisition of Unity Health Plans by UW Health will maintain this diversity and competitiveness, thus continuing our area's well-earned and envied reputation for high quality health care at reasonable cost.

In summary, our organization believes there are many advantages to UW Health ownership of Unity Health Plans for patients specifically and our community generally. Please contact me if you would like additional information or questions. I may be contacted directly at (608) 250-1053. You may also contact Mr. Robert Palmer, the President of Dean Health Plan, at (608) 827-4124. Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Allen D. Kemp, MD".

Allen D. Kemp, MD
CEO and Chairman of the Board