

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER

UNITY HEALTH PLANS INSURANCE CORPORATION

Name of Domestic Insurer – To Be Acquired

By

UNIVERSITY HEALTH CARE, INC.

Name of Acquiring Person (Applicant)

Filed with the Office of the Commissioner of Insurance,
State of Wisconsin

Date: September 29, 2004

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This Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this "Form A") seeks the prior approval of the Commissioner of Insurance of the State of Wisconsin for the acquisition of control, as described herein (the "Proposed Transaction"), of Unity Health Plans Insurance Corporation, a Wisconsin stock insurance corporation, by University Health Care, Inc., a Wisconsin nonstock not-for-profit corporation.

ITEM 1. INSURER AND METHOD OF ACQUISITION.

The name of the insurer that is the subject of this Form A is Unity Health Plans Insurance Corporation ("Unity"), a Wisconsin health maintenance organization. The principal offices of Unity are located at 840 Carolina Street, Sauk City, Wisconsin 53583. Unity's federal employer identification number ("FEIN") is 39-1450766, and its National Association of Insurance Commissioners ("NAIC") company number is 95796. As discussed in greater detail below, control of Unity is being acquired by University Health Care, Inc. ("UHC"), a Wisconsin nonstock, not-for-profit corporation. The principal offices of UHC are located at 635 Science Drive, Suite 100, Madison, Wisconsin 53711.

The transaction that is the subject of this Form A is the proposed acquisition of Unity by UHC. Currently, Unity is operated as a joint venture among BlueCross & BlueShield United of Wisconsin ("BCBSWI"), Community Health Systems, LLC ("CHS"), and UHC. BCBSWI is a subsidiary of WellPoint, Inc. ("WellPoint"), a Delaware corporation, which wholly owns Cross Roads Acquisition Corporation, a successor corporation to Cobalt Corporation ("Cobalt"), also a Delaware corporation. Cobalt wholly owns Unity through HMO-W, Inc., a holding company. CHS was previously comprised of rural hospitals and physicians from the area served by Unity. UHC has a controlling voting interest in CHS. BCBSWI has a non-voting economic interest in CHS of approximately 19%. BCBSWI's ownership interest in CHS will be purchased by UHC as part of the Proposed Transaction. The relationship between UHC and CHS is shown in the UHC organizational chart attached as Exhibit 1(A). When the Proposed Transaction is completed, it is intended that UHC will hold all of the voting and economic interests in CHS.

The joint venture relationship between UHC, CHS, and BCBSWI is governed by four agreements:

- (i) the Second Amended and Restated Joint Venture Agreement between BCBSWI and UHC, dated September 30, 1999 (the "1999 UHC Joint Venture Agreement," attached hereto as Exhibit 1(B));
- (ii) the Amended and Restated Joint Venture Agreement between BCBSWI and UHC, dated October 11, 1994 (the "1994 UHC Joint Venture Agreement," attached hereto as Exhibit 1(C));
- (iii) the Amended and Restated Joint Venture Agreement between BCBSWI and CHS, dated October 25, 1999 (the "1999 CHS Joint Venture Agreement," attached hereto as Exhibit 1(D)); and

(iv) the Agreement of Merger and Joint Venture, dated October 11, 1994 (the "1994 Joint Venture Agreement," attached hereto as Exhibit 1(E)).

While most aspects of Unity's day-to-day affairs and operations are by contract directly under WellPoint's control, UHC and CHS have been intimately involved as well, pursuant to the 1999 UHC and CHS Joint Venture Agreements. Of Unity's 12 board members, four are chosen by UHC, and four are chosen by CHS. In addition, Jane Barnett, UHC's President and CEO, serves as the current chair of Unity's board of directors.

The 1999 UHC and CHS Joint Venture Agreements include options exercisable by UHC and CHS to collectively acquire all assets and interests in and to Unity. Generally, the options, which are discussed in more detail below, provide for dismantling the joint venture and returning the parties to their positions prior to entering the joint venture. However, the parties' circumstances and relationships have changed since the joint venture agreements were entered, and, consequently, the effect of the options has also changed. In particular, UHC controls both options due to its control of CHS, and thus the Proposed Transaction results in UHC's complete acquisition of Unity, intact as a going concern.

Pursuant to Section 6.1 of the 1999 UHC Joint Venture Agreement (attached hereto as Exhibit 1(F)), UHC has an option to acquire the membership of the joint venture for which UHC is then at risk (the "UHC Business") at a price defined in Section 6.4 of the 1999 UHC Joint Venture Agreement (attached hereto as Exhibit 1(G)). Pursuant to Section 6.1 of the 1999 CHS Joint Venture Agreement (attached hereto as Exhibit 1(H)), CHS has an option to acquire all of the shares of Unity at a price defined in Section 6.4 of the 1999 CHS Joint Venture Agreement (attached hereto as Exhibit 1(I)).

On June 3, 2004, UHC informed BCBSWI that it intends to exercise its option set forth in the 1999 UHC Joint Venture Agreement; likewise, UHC, as CHS's controlling member, informed BCBSWI that CHS intends to exercise its option set forth in the 1999 CHS Joint Venture Agreement. UHC, on its own behalf and on CHS's behalf as its controlling member, intends that the acquisition be undertaken in a single closing, such that Unity stays intact as a going concern and such that there is no division of the Unity stock from the Unity membership as contemplated in the option provisions of the 1999 UHC and CHS Joint Venture Agreements. To accomplish this single closing, it is expected that BCBSWI will consent to a waiver of the non-assignment provision in Section 11.2 of the 1999 CHS Joint Venture Agreement to permit UHC to purchase and CHS to sell to UHC its option to acquire the Unity stock. However, if BCBSWI fails to consent as anticipated, CHS will transfer the Unity stock, as soon as it is acquired, to UHC in a subsequent transaction or consider other forms of transactions to accomplish its intent to acquire Unity intact as a subsidiary of UHC. In addition, pursuant to Section 6.5 of the 1999 UHC Joint Venture Agreement (attached hereto as Exhibit 1(J)), which provides that the reacquisition of the UHC Business shall take the form of assumption reinsurance with a UHC designee, UHC will designate Unity to assume reinsurance from itself.

Pursuant to Section 6.4 of the 1999 UHC Joint Venture Agreement, the purchase price of UHC's option is determined by adding:

- (1) \$500,000 and
- (2) the proportionate share of the net worth of Unity attributable to UHC Business (Please note that because both options will be exercised by UHC, it is not necessary to determine this value because it is included in the calculation of CHS's exercise price, described below.)

Pursuant to Section 6.4 of the 1999 CHS Joint Venture Agreement, the purchase price of CHS's option is equal to the net worth of Unity as of the purchase date (which includes the proportionate share of the net worth of Unity attributable to UHC Business, discussed above), determined by applying the same accounting principles as were applied in determining the price at which BCBSWI acquired the stock of Unity pursuant to Section 1.8 of the 1994 Joint Venture Agreement (attached hereto as Exhibit 1(K)). When applied, these accounting principles indicate as of the December 31, 2004 purchase date a likely Unity net worth estimated at \$36,500,000. Accordingly, the aggregate price of both options is approximately \$37,000,000. In addition, UHC will pay BCBSWI \$3,000,000 as complete and total satisfaction of a term note, which will then be extinguished, and \$1,500,000 to acquire BCBSWI's preferred stock in Health Professionals of Wisconsin, Inc., a subsidiary of UHC. Also, simultaneously with UHC's purchase of Unity, \$3,600,000 will be paid to BCBSWI to redeem all minority economic interests in CHS. A chart showing the calculation of the exercise price is attached as Exhibit 1(L). Therefore, it is expected that the aggregate purchase price paid to BCBSWI to acquire Unity and to satisfy the other outstanding obligations, as were set forth above, will be approximately \$45,100,000.

Prior to the closing, CHS will assign and transfer its option purchase interest to UHC, allowing UHC to unilaterally exercise both options. Following the closing related to UHC's exercise of the options, Unity will become a wholly owned subsidiary of UHC. The consummation of the Proposed Transaction is expressly conditioned, among other things, upon the approval of the Wisconsin Office of the Commissioner of Insurance. The consummation of the Proposed Transaction (the "Closing") is expected to occur effective December 31, 2004.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT.

(a) The name of the Applicant seeking to acquire control of Unity is University Health Care, Inc. Applicant's offices are located at 635 Science Drive, Suite 100, Madison, Wisconsin 53711.

(b) UHC is a Wisconsin nonstock membership corporation further qualifying and organized as a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. For the past five years, UHC has been and currently remains engaged primarily in furthering the teaching, research, and service functions of the University of Wisconsin Medical School, the University of Wisconsin Hospital and Clinics Authority, and the University of Wisconsin Medical Foundation, each of which are members of UHC. UHC represents its members in external relationships, such as the formation of outreach clinics and the development of clinical programs. In addition, UHC enters into managed care contracts on behalf of UW Medical Foundation and UW Hospital and Clinics Authority.

development of clinical programs. In addition, UHC enters into managed care contracts on behalf of UW Medical Foundation and UW Hospital and Clinics Authority.

As UHC's members, the UW Medical School, the UW Hospital and Clinics Authority, and the UW Medical Foundation have limited control over UHC. UHC's board of directors makes all decisions, except on the following issues, when the members are entitled to vote pursuant to Wis. Stat. Ch. 181 and UHC's articles of incorporation and corporate bylaws:

- (i) amendment to the articles of incorporation;
- (ii) plan of merger;
- (iii) sale of assets other than in the regular course of activities;
- (iv) dissolution; and
- (v) matters on which the board of directors requests the members' input.

In addition, the members hire individuals who by nature of their positions in the members' organizations serve on UHC's board of directors pursuant to UHC's bylaws.

CHS, in which UHC currently has a majority financial interest and of which UHC is the sole member, previously represented rural hospitals and physicians in the area served by Unity. CHS currently has no business activities.

Attached hereto as Exhibits 2(A) through 2(D) are copies of UHC's audited consolidated financial statements prepared in accordance with generally accepted accounting principles ("GAAP") for the years 1999-2003. These consolidated statements include financial information for Health Professionals of Wisconsin, Inc. and University Community Clinics, LLC, which dissolved in 2003. A copy of UHC's unaudited consolidated financial statement for January through June 2004, prepared in accordance with generally accepted accounting principles ("GAAP") is attached hereto as Exhibit 2(E). Attached hereto as Exhibits 2(F) through 2(J) are copies of CHS's unaudited financial statements for the years 1999-2003 and for January through June 2004, prepared in accordance with GAAP.

Attached hereto as Exhibits 2(K) through 2(M) are copies of the University of Wisconsin Medical Foundation's audited financial statements prepared in accordance with GAAP for the years 1999-2003. A copy of the University of Wisconsin Medical Foundation's unaudited financial statement for January through June 2004, prepared in accordance with GAAP is attached hereto as Exhibit 2(N). Finally, attached hereto as Exhibits 2(O) through 2(S) are copies of the University of Wisconsin Hospital and Clinics Authority's audited financial statements prepared in accordance with GAAP for the years 1999-2003. A copy of the University of Wisconsin Hospital and Clinics Authority's unaudited financial statement for January through June 2004, prepared in accordance with GAAP, is attached hereto as Exhibit 2(T).

(c) Attached hereto as Exhibit 2(U) is an organization chart listing each of the entities constituting the current structure of UHC. Attached hereto as Exhibit 2(V) is an organization chart depicting the structure of UHC following the consummation of the acquisition. Each of Exhibits 2(U) and 2(V) indicates the type of organization and the state of domicile of each entity listed or depicted therein and the percentage of voting securities or other interests of each entity owned or held by such entity's immediate parent. There are no court proceedings involving a reorganization or liquidation pending with respect to any entities depicted in Exhibits 2(U) and 2(V).

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT.

Exhibit 3(A), attached hereto, provide lists of the executive officers and directors of UHC. Attached hereto as Exhibit 3(B) is the following information for each officer and director of UHC: (a) name and business address; (b) present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on; (c) material occupations, positions, offices or employment during the last 5 years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; (d) the current status of any required licensing or registration with any federal, state or municipal governmental agency and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection with the license or registration whether pending or concluded; and (e) whether or not such person has ever been convicted in a criminal proceeding (excluding traffic violations not involving death or injury) during the last 10 years, including the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION.

(a) In exchange for its acquisition of Unity as a going concern and to effect other related transactions, UHC will pay BCBSWI as specific consideration therefore, cash in the aggregate amount of approximately \$45,100,000, subject to any adjustments in the purchase price provided in the documents memorializing the transaction, which have not yet been finalized. UHC will use contributions received from its members the UW Hospital and Clinics Authority and the UW Medical Foundation to fund the purchase price.

It should be noted that no State of Wisconsin funds will be used in the Proposed Transaction. In addition, no funds derived from the BCBSWI's conversion will be used in the Proposed Transaction. The University of Wisconsin's conversion funds are administered by the UW Foundation, which is overseen by an independent board of directors. Pursuant to an order by the Wisconsin Commissioner of Insurance, the funds may be used for only two purposes: for public health improvements in Wisconsin and for medical education and research. The UW Oversight and Advisory Committee directs the use of the funds and ensures they are used as directed by the Wisconsin Commissioner of Insurance.

Section 6.4 of the 1999 CHS Joint Venture Agreement, which sets forth the exercise price for CHS's option. These agreements, and the other transactions which are now part of the proposed transaction, were all negotiated at arms length by unrelated parties, and the consideration received by each party thereunder was contractually acknowledged as sufficient by each such party.

ITEM 5. APPLICANT'S FUTURE PLANS FOR THE INSURER.

Applicant intends to continue the business and operations of Unity as presently conducted. There are no plans by Applicant to make any material changes in the operations of the business of Unity. Existing relationships with providers will be unaffected by UHC's acquisition of Unity. In addition, Applicant intends to maintain Unity's home office in Sauk City, Wisconsin.

Following the close of the transaction, Applicant anticipates replacing the current directors and certain officers of Unity. At the time of filing of this Form A, the identity of such future officers and directors has not yet been determined. It is anticipated that Unity will have six or seven directors. Upon determination of Unity's officers and directors, UHC will submit such information to the Office of the Commissioner of Insurance.

Following the acquisition, it is the intention of UHC that certain existing employees of Unity will remain responsible for the various areas of operations of Unity. Specifically, the following individuals will be responsible for the following areas of operations of Unity:

| | |
|----------------------|------------------|
| Accounting: | Edward Breunig |
| Claims Processing: | Gail Midlikowski |
| Human Resources: | To Be Determined |
| Legal: | Nancy Sielaff |
| Sales and Marketing: | David Roughen |

Each individual listed above is an existing Unity employee and possesses the experience and skills necessary to manage the operations of Unity successfully.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED.

As a result of the acquisition, UHC will acquire 100% of the issued and outstanding shares of Unity stock. Pursuant to the terms and conditions of the option contained in Section 6.4 of the 1999 CHS Joint Venture Agreement, the acquisition of the Unity stock will be effected by the exchange of cash in the amount of the exercise price as consideration for all of Unity's stock. As a result of the foregoing purchase, following the acquisition, UHC will own 1,000 shares of Unity stock, which will constitute 100% of the issued and outstanding share of Unity stock.

shares of Unity stock, which will constitute 100% of the issued and outstanding share of Unity stock.

The terms and conditions of the 1999 CHS Joint Venture Agreement, and the exercise price set forth therein, were negotiated on an arms-length basis by unaffiliated parties, and the consideration to be received by each party thereunder was acknowledged as sufficient by each such party.

ITEM 7. OWNERSHIP OF VOTING SECURITIES.

Except as otherwise disclosed herein, neither Applicant nor any of its affiliates or any person listed in Exhibit 3(A) of this Form A currently owns a beneficial interest in or has the right to acquire beneficial ownership of any of the voting securities of Unity.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER.

Except as otherwise disclosed herein, there are no contracts, arrangements or understandings with respect to any voting security of Unity in which Applicant, any of its affiliates or any person listed on Exhibit 3(A) of this Form A is involved.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES.

There have been no purchases of any voting securities of Unity by Applicant, any of its affiliates or any of the persons listed in Exhibit 3(A) of this Form A during the 12 calendar months preceding the filing of this Form A.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.

There have been no recommendations to purchase any voting securities of Unity by Applicant, any of its affiliates or any person listed in Exhibit 3(A) of this Form A, or, to the best of Applicant's knowledge, by any person based upon interviews or at the suggestion of Applicant, any of its affiliates or any person listed in Exhibit 3(A) hereof, during the 12 calendar months preceding the filing of this Form A.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS.

There have been no agreements, contracts or understandings made with any broker-dealer as to solicitation of voting securities of Unity for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.

The following is a list of exhibits and financial statements attached to this Form A:

Attached hereto as Exhibit 1(A) is an organization chart depicting each of the entities, including CHS, constituting the current structure of UHC;

Attached hereto as Exhibit 1(C) is a copy of the 1994 UHC Joint Venture Agreement;

Attached hereto as Exhibit 1(D) is a copy of the 1999 CHS Joint Venture Agreement;

Attached hereto as Exhibit 1(E) is a copy of the 1994 Joint Venture Agreement;

Attached hereto as Exhibit 1(F) is a copy of Section 6.1 of the 1999 UHC Joint Venture Agreement;

Attached hereto as Exhibit 1(G) is a copy of Section 6.4 of the 1999 UHC Joint Venture Agreement;

Attached hereto as Exhibit 1(H) is a copy of Section 6.1 of the 1999 CHS Joint Venture Agreement;

Attached hereto as Exhibit 1(I) is a copy of Section 6.4 of the 1999 CHS Joint Venture Agreement;

Attached hereto as Exhibit 1(J) is a copy of Section 6.5 of the 1999 UHC Joint Venture Agreement;

Attached hereto as Exhibit 1(K) is a copy of Section 1.8 of the 1994 Joint Venture Agreement;

Attached hereto as Exhibit 1(L) is a copy of a chart showing the calculation of the exercise price for UHC's purchase of Unity;

Attached hereto as Exhibit 2(A) is a copy of UHC's audited consolidated financial statement prepared in accordance with GAAP for the year 1999;

Attached hereto as Exhibit 2(B) is a copy of UHC's audited consolidated financial statement prepared in accordance with GAAP for the year 2000;

Attached hereto as Exhibit 2(C) is a copy of UHC's audited consolidated financial statement prepared in accordance with GAAP for the year 2001;

Attached hereto as Exhibit 2(D) is a copy of UHC's audited consolidated financial statement prepared in accordance with GAAP for the years 2002 and 2003;

Attached hereto as Exhibit 2(E) is a copy of UHC's unaudited consolidated financial statement for January through June 2004, prepared in accordance with GAAP;

Attached hereto as Exhibit 2(F) is a copy of CHS's unaudited financial statement prepared in accordance with GAAP for the years 1999 and 2000;

Attached hereto as Exhibit 2(F) is a copy of CHS's unaudited financial statement prepared in accordance with GAAP for the years 1999 and 2000;

Attached hereto as Exhibit 2(G) is a copy of CHS's unaudited financial statement prepared in accordance with GAAP for the year 2001;

Attached hereto as Exhibit 2(H) is a copy of CHS's unaudited financial statement prepared in accordance with GAAP for the year 2002;

Attached hereto as Exhibit 2(I) is a copy of CHS's unaudited financial statement prepared in accordance with GAAP for the year 2003;

Attached hereto as Exhibit 2(J) is a copy of CHS's unaudited financial statement for January through June 2004, prepared in accordance with GAAP;

Attached hereto as Exhibit 2(K) is a copy of UW Medical Foundation's audited financial statement prepared in accordance with GAAP for the year 1999;

Attached hereto as Exhibit 2(L) is a copy of UW Medical Foundation's audited financial statement prepared in accordance with GAAP for the year 2000 and 2001;

Attached hereto as Exhibit 2(M) is a copy of UW Medical Foundation's audited financial statement prepared in accordance with GAAP for the year 2002 and 2003;

Attached hereto as Exhibit 2(N) is a copy of UW Medical Foundation's unaudited financial statement for January through June 2004, prepared in accordance with GAAP;

Attached hereto as Exhibit 2(O) is a copy of UW Hospital and Clinics Authority's audited financial statement prepared in accordance with GAAP for the year 1999;

Attached hereto as Exhibit 2(P) is a copy of UW Hospital and Clinics Authority's audited financial statement prepared in accordance with GAAP for the year 2000;

Attached hereto as Exhibit 2(Q) is a copy of UW Hospital and Clinics Authority's audited financial statement prepared in accordance with GAAP for the year 2001;

Attached hereto as Exhibit 2(R) is a copy of UW Hospital and Clinics Authority's audited financial statement prepared in accordance with GAAP for the year 2002;

Attached hereto as Exhibit 2(S) is a copy of UW Hospital and Clinics Authority's audited financial statement prepared in accordance with GAAP for the year 2003;

Attached hereto as Exhibit 2(T) is a copy of UW Hospital and Clinics Authority's unaudited financial statement for January through June 2004, prepared in accordance with GAAP;

Attached hereto as Exhibit 2(U) is an organization chart depicting each of the entities constituting the current structure of UHC;

Attached hereto as Exhibit 2(V) is an organization chart depicting each of the entities constituting the structure of UHC following the consummation of the Proposed Transaction;

Attached hereto as Exhibit 3(A) is a list of the executive officers and directors of UHC;
and

Attached hereto as Exhibit 3(B) is the required information for each officer and director of UHC.

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ITEM 13. SIGNATURE AND CERTIFICATION.

SIGNATURE

Pursuant to the requirements of ch. Ins 40, Wis. Adm. Code, University Health Care, Inc. has caused this application to be duly signed on its behalf in the city of Madison and state of Wisconsin on the ~~29th~~ day of September, 2004.

28th

University Health Care, Inc.

By: Jane M. Barnett
Jane M. Barnett

(SEAL)

Attest:

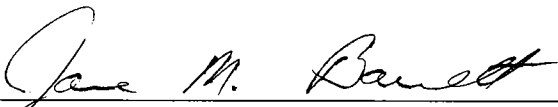
Darla Panley
~~(Signature of Officer)~~

Executive Assistant
(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated September ~~29~~^{28th}, 2004, for and on behalf of University Health Care, Inc.; that she is the President and CEO of such company and that she is authorized to execute and file such instrument.

Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.



Jane M. Barnett

Subscribed and sworn to before me this
28 day of Sept., 2004.



Notary Public

My commission expires on Nov. 5, 2004