

Junior, Steve

From: Junior, Steve
Sent: Wednesday, December 15, 2004 12:44 PM
To: 'rmseligman@mbf-law.com'; 'djhanson@mbf-law.com'
Subject: Draft List of Exhibits

Attached is a draft list of exhibits for tomorrow's hearing. Please inform me of any additions or changes you believe should be made.

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16 DEC. 2004

04-C29300

DRAFT FOR DISCUSSION PURPOSES ONLY – December 15, 2004

In the Matter of the Acquisition of Control of
Unity Health Plans Insurance Corporation
by University Health Care, Inc.

Case No. 04-C29300

List of Exhibits

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of Unity Health Plans Insurance Corporation by University Health Care, Inc. (Case No. 04-C29300)
- Ex. 2 Form A “Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer” by University Health Care, Inc., dated September 29, 2004
- 2.1 Exhibit 1(A) to the Form A, which is an organizational chart depicting the current holding company system of University Health Care, Inc.
 - 2.2 Exhibit 1(B) to the Form A, which is the Second Amended and Restated Joint Venture Agreement by and among Unity Health Plans Insurance Corporation, Blue Cross & Blue Shield United of Wisconsin, United Wisconsin Services, Inc., University Health Care, Inc., University Community Clinics, Inc. (f/k/a Health Professionals, Inc.) and Health Professionals of Wisconsin, Inc. entered into as of September 30, 1999
 - 2.3 Exhibit 1(C) to the Form A, which is the Amended and Restated Joint Venture Agreement by and among Blue Cross & Blue Shield United of Wisconsin, United Wisconsin Services, Inc., University Health Care, Inc., U-Care HMO, Inc., and Health Professionals, Inc. entered into as of October 31, 1994
 - 2.4 Exhibit 1(D) to the Form A, which is the Amended and Restated Joint Venture Agreement by and among Unity Health Plans Insurance Corporation, Blue Cross & Blue Shield United of Wisconsin, United Wisconsin Services, Inc., and Community Health Systems, LLC entered into as of October 25, 1999
 - 2.5 Exhibit 1(E) to the Form A, which is the Agreement of Merger and Joint Venture by and among United Wisconsin Services, Inc., UWS Acquisition Corporation, Blue Cross & Blue Shield United of Wisconsin, HMO-W, Incorporated and HMO of Wisconsin Insurance Corporation
 - 2.6 Exhibit 1(F) to the Form A, which is a copy of Section 6.1 of the 1999 University Health Care, Inc. Joint Venture Agreement
 - 2.7 Exhibit 1(G) to the Form A, which is a copy of Section 6.4 of the 1999 University Health Care, Inc. Joint Venture Agreement

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- 2.8 Exhibit 1(H) to the Form A, which is a copy of Section 6.1 of the 1999 Community Health Systems, LLC Joint Venture Agreement
- 2.9 Exhibit 1(I) to the Form A, which is a copy of Section 6.4 of the 1999 Community Health Systems, LLC Joint Venture Agreement
- 2.10 Exhibit 1(J) to the Form A, which is a copy of Section 6.5 of the 1999 United Health Care, Inc. Joint Venture Agreement
- 2.11 Exhibit 1(K) to the Form A, which is a copy of Section 1.8 of the 1994 Joint Venture Agreement
- 2.12 Exhibit 1(L) to the Form A, which is a copy of a chart showing the calculation of the exercise price for University Health Care, Inc.'s purchase of Unity Health Plans Insurance Corporation
- 2.13 Exhibit 2(A) to the Form A, which is a copy of University Health Care, Inc.'s audited consolidated financial statement prepared in accordance with GAAP for the year 1999
- 2.14 Exhibit 2(B) to the Form A, which is a copy of University Health Care, Inc.'s audited consolidated financial statement prepared in accordance with GAAP for the year 2000
- 2.15 Exhibit 2(C) to the Form A, which is a copy of University Health Care, Inc.'s audited consolidated financial statement prepared in accordance with GAAP for the year 2001
- 2.16 Exhibit 2(D) to the Form A, which is a copy of University Health Care, Inc.'s audited consolidated financial statement prepared in accordance with GAAP for the year 2002 and 2003
- 2.17 Exhibit 2(E) to the Form A, which is a copy of University Health Care, Inc.'s unaudited consolidated financial statement for January through June 2004, prepared in accordance with GAAP
- 2.18 Exhibit 2(F) to the Form A, which is a copy of Community Health Systems, LLC's unaudited financial statement prepared in accordance with GAAP for the years 1999 and 2000
- 2.19 Exhibit 2(G) to the Form A, which is a copy of Community Health Systems, LLC's unaudited financial statement prepared in accordance with GAAP for the year 2001
- 2.20 Exhibit 2(H) to the Form A, which is a copy of Community Health Systems, LLC's unaudited financial statement prepared in accordance with GAAP for the year 2002

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- 2.21 Exhibit 2(I) to the Form A, which is a copy of Community Health Systems, LLC's unaudited financial statement prepared in accordance with GAAP for the year 2003
- 2.22 Exhibit 2(J) to the Form A, which is a copy of Community Health Systems, LLC's unaudited financial statement for January through June 2004, prepared in accordance with GAAP
- 2.23 Exhibit 2(K) to the Form A, which is a copy of the University of Wisconsin Medical Foundation, Inc.'s audited financial statement prepared in accordance with GAAP for the year 1999
- 2.24 Exhibit 2(L) to the Form A, which is a copy of the University of Wisconsin Medical Foundation, Inc.'s audited financial statement prepared in accordance with GAAP for the year 2000 and 2001
- 2.25 Exhibit 2(M) to the Form A, which is a copy of the University of Wisconsin Medical Foundation, Inc.'s audited financial statement prepared in accordance with GAAP for the year 2002 and 2003
- 2.26 Exhibit 2(N) to the Form A, which is a copy of the University of Wisconsin Medical Foundation, Inc.'s audited financial statement for January through June 2004, prepared in accordance with GAAP
- 2.27 Exhibit 2(O) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's audited financial statement prepared in accordance with GAAP for the year 1999
- 2.28 Exhibit 2(P) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's audited financial statement prepared in accordance with GAAP for the year 2000
- 2.29 Exhibit 2(Q) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's audited financial statement prepared in accordance with GAAP for the year 2001
- 2.30 Exhibit 2(R) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's audited financial statement prepared in accordance with GAAP for the year 2002
- 2.31 Exhibit 2(S) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's audited financial statement prepared in accordance with GAAP for the year 2003
- 2.32 Exhibit 2(T) to the Form A, which is a copy of the University of Wisconsin Hospital and Clinic Authority's unaudited financial statement for January through June 2004, prepared in accordance with GAAP

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- 2.33 Exhibit 2(U) to the Form A, which is an organizational chart depicting each of the entities constituting the current holding company structure of University Health Care, Inc.
 - 2.34 Exhibit 2(U) to the Form A, which is an organizational chart depicting each of the entities constituting the holding company structure of University Health Care, Inc. following the consummation of the Proposed Transaction
 - 2.35 Exhibit 3(A) to the Form A, which is a list of the executive officers and directors of University Health Care, Inc.
 - 2.36 Exhibit 3(B) to the Form A, which is the required information for each officer and director of University Health Care, Inc.
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- Ex. 3 Letter to Steve Junior, OCI, from Richard M. Seligman of Michael Best & Friedrich LLP, dated October 1, 2004 confirming delivery of the Form A “Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer” filed by University Health Care, Inc. with respect to a pending transaction in which it will become the sole shareholder of Unity Health Plans Insurance Corporation
 - Ex. 4 Letter to Governor Jim Doyle from Donna K. Sollenberger, President & Chief Executive Officer of the University of Wisconsin Hospital and Clinics Authority, and Jeffery E. Grossman, M.D., President & Chief Executive Officer of the University of Wisconsin Medical Foundation, dated October 18, 2004
 - Ex. 5 Letter to Commissioner Jorge Gomez from Richard M. Seligman of Michael Best & Friedrich LLP, dated November 10, 2004
 - Ex. 6 Letter to Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., from Steven J. Junior, OCI, dated November 11, 2004
 - Ex. 7 Letter to Steven J. Junior, OCI, from Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., dated November 18, 2004
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- 7.1 Exhibit 2 – Consolidated Financial Statements of the University of Wisconsin Medical Foundation, Inc. encompassing the periods from December 31, 1998 through June 30, 2004
 - 7.2 Exhibit 4 – Personnel list for Unity Health Plans Insurance Corporation through November 15, 2004, as provided to University Health Care, Inc. by WellPoint Health Networks, Inc.
 - 7.3 Exhibit 10A – Financial statements for Health Professionals of Wisconsin, Inc. as of December 31, 2003; December 31, 2002; and January 1 through June 30, 2003

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- 7.4 Exhibit 11 – Amended and Restated Articles of Incorporation and Second Amended and Restated Bylaws of University Health care, Inc.
- 7.5 Exhibit 12 – Affiliation Agreement between the Board of Regents of the University of Wisconsin System and the University of Wisconsin Hospitals and Clinics Authority dated June 29, 1996
- 7.6 Exhibit 18 – Anticipated form for the Articles of Incorporation and Bylaws of Unity Health Plans Insurance Corporation following the consummation of the Proposed Transaction
- 7.7 Exhibit 22 – Draft Marketing Forecast as of September 28, 2004
- 7.8 Exhibit 29 – Summary of Estimated Purchase Cost of Unity Health Plans Insurance Corporation as allocated among the University of Wisconsin Hospital and Clinics Authority and the University of Wisconsin Medical Foundation, Inc.
- 7.9 Exhibit 31 – Forecasted income statements and balance sheets
- 7.10 Exhibit 36 – Relevant Minutes and Resolutions of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority
- 7.11 Exhibit 37 – Article II of the Bylaws of the University of Wisconsin Medical Foundation, Inc. (as revised December 2003)
- 7.12 Exhibit 38 – Relevant Minutes and Resolutions of the Board of Directors of the University of Wisconsin Medical Foundation, Inc.

- Ex. 8 Letter to Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., from Steven J. Junior, OCI, dated December 3, 2004

- Ex. 9 Letter to Steven J. Junior, OCI, from Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., dated December 7, 2004

- Ex. 10 Letter to Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., from Steven J. Junior, OCI, dated December 10, 2004

- Ex. 11 Letter to Steven J. Junior, OCI, from Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., dated December 13, 2004

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- 11.1 Exhibit 4 – Term Loan Agreement by and between Health Professionals of Wisconsin, Inc. and Blue Cross and Blue Shield of Wisconsin
- 11.2 Exhibit 5 – Consent to Resolutions of the Shareholders of Health Professionals of Wisconsin, Inc. dated October 20, 1999
- Ex. 12 Letter to Commissioner Jorge Gomez from Lorna J. Granger, Senior Vice President and General Counsel, dated November 11, 2004
- Ex. 13 Letter to Commissioner Jorge Gomez from Lorna J. Granger, Senior Vice President and General Counsel, dated November 16, 2004
- Ex. 14 Letter to Commissioner Jorge Gomez from Lorna J. Granger, Senior Vice President and General Counsel, dated November 30, 2004
- Ex. 15 Letter to Steve Junior, OCI, from Allen D. Kemp, M.D., Chairman and Chief Executive Officer of Dean Health System, dated December 9, 2004
- Ex. 16 Letter to the OCI's Hearing Examiner care of Steve Junior from Larry Zanoni, Executive Director of Group Health Cooperative, dated December 9, 2004
- Ex. 17 Letter to the OCI's Hearing Examiner care of Steve Junior from Terri L. Potter, President of Meriter Health Services, Inc. dated December 10, 2004
- Ex. 18 Notice of Hearing for Case No. 04-C29300, addressed to Jane M. Barnett, President and Chief Executive Officer of University Health Care, Inc., dated December 14, 2004
- Ex. 19 E-mail to Richard M. Seligman and David J. Hanson of Michael Best & Friedrich LLP, from Steven J. Junior, OCI, dated December 15, 2004, with a draft list of exhibits for the hearing and form for waiver of notice of hearing
- Ex. 20 E-mail to Richard M. Seligman and David J. Hanson of Michael Best & Friedrich LLP, from Steven J. Junior, OCI, dated December 15, 2004, with draft case recommendation memorandum dated December 15, 2004
- Ex. 21 E-mail to Steven J. Junior, OCI, from Richard M. Seligman of Michael Best & Friedrich LLP, dated December XX, 2004, with suggested changes to draft case recommendation memorandum dated December 15, 2004
- Ex. 22 OCI Recommendation Memorandum for Case No. 04-C29300 dated December 16, 2004
- Ex. 23 Waiver of the minimum ten-day notice of hearing by University Health Care, Inc.