



Lorna J. Granger
Senior Vice President and General Counsel

Corporate Headquarters
401 West Michigan Street
P.O. Box 2025
Milwaukee, WI 53201-2025
+1-226-6788 – Phone
+1-226-2696 – Fax

November 16, 2004

Commissioner Jorge Gomez
Office of the Commissioner of Insurance
125 South Webster Street
Madison, WI 53702

**VIA FACSIMILE
AND U.S. MAIL**

NOV 19 11:04
COMMUNICATIONS SECTION

Re: November 15 Correspondence from Attorney Seligman

Dear Commissioner Gomez:

I regret engaging in a battle of letters from lawyers. I must, however, respond to Attorney Seligman's correspondence of yesterday.

As I advised in my November 11 letter, the subject matter about which UHC seeks your guidance, that of what will happen to Unity should OCI Form A approval not be granted by December 31, 2004, is addressed by contracts among private parties. If UHC is not in a position to close on its purchase of Unity by the end of the year, the existing joint venture will continue for another term. UHC will again have the ability to exercise its purchase option at the end of that next term, which we are willing to shorten from its current five (5) year length if we can reach agreement with UHC.

Contrary to the impression created by Attorney Seligman, there will be no vacuum in ownership. There will be no disruption to Unity members, nor will there be disruption in Unity's operations. Blue Cross Blue Shield of Wisconsin will not allow that to happen

As I have repeatedly stated to UHC and advised you, we will close on the sale of Unity if the legal prerequisites are met. If they are not, we will continue to own and operate Unity as it has been functioning for the past decade.

Please contact me should you have questions.

Very truly yours,

Lorna J. Granger

LJG/jrn

cc: Richard Seligman, Esq.
James Roberts, Esq.
Claudia Sanders, Esq.