

**AGREEMENT TO ACCEPT GIFTS FROM
WISCONSIN UNITED FOR HEALTH FOUNDATION, INC., BY THE UNIVERSITY OF
WISCONSIN FOUNDATION AND THE UNIVERSITY OF WISCONSIN SYSTEM BOARD
OF REGENTS (Regents)**

The UNIVERSITY OF WISCONSIN FOUNDATION (UWF), a private nonprofit Wisconsin foundation organized to raise, hold and invest funds for the benefit of the University of Wisconsin-Madison and its units, one of which is University of Wisconsin Medical School, hereby agrees with Wisconsin United for Health Foundation, Inc. (WUHI) to accept and administer the funds from WUHI, upon the terms and conditions stated below.

WHEREAS, Blue Cross and Blue Shield United of Wisconsin, a Wisconsin insurance corporation, has received approval from the Commissioner of Insurance for the State of Wisconsin (Commissioner) by Order and Decision of March 28, 2000 to convert to a for-profit Wisconsin corporation, and by that decision WUHI has been ordered to distribute, as sales are made, the proceeds of the sales of stock of the new for-profit corporation, (to be formed by a merger of Blue Cross and United Wisconsin Services), one-half to the Medical College of Wisconsin and one-half to the University of Wisconsin Medical School;

WHEREAS, the Commissioner has ruled that the two Wisconsin medical schools must each establish an oversight and advisory committee to advise the school's governing body and make decisions regarding the funds in certain situations;

WHEREAS, the Commissioner made other rulings in the Order of March 28, 2000, concerning requirements and procedures for the planning, expenditure of the funds, reporting and auditing; and

WHEREAS, the terms below have been agreed to by the President of UWF, the President of WUHI and by the University of Wisconsin System Board of Regents (Regents):

NOW THEREFORE, the parties agree as follows:

A. Obligations of WUHI.

1. WUHI will provide the proceeds of the sales of stock to UWF in accordance with the Commissioner's Order and any subsequent rulings.

B. Obligations of UWF

1. UWF will receive, invest and administer all funds received from WUHI in accordance with its charter and bylaws as a Wisconsin charitable foundation and for purposes consistent with the

terms of the Commissioner's Order of March 28, 2000.

2. UWF will establish and administer two separate accounts on behalf of the UW Medical School for the funds received - one called "Public Health Purposes" with thirty-five percent (35%) of the proceeds from the Independent Foundation, and a second called "Medical Education and Research" with sixty-five percent (65%) of the proceeds; will implement changes in allocations, if any, between accounts provided they comply with the Commissioner's Order of March 28, 2000.
3. UWF will disburse funds from either of the accounts mentioned above in accordance with the terms of Commissioner's Order of March 28, 2000.
4. UWF will receive written documentation from the UW Medical School regarding the appropriateness of expenditures from each of these accounts under the terms of the Commissioner's Order of March 28, 2000, whenever an expenditure is requested.
5. UWF will, in addition, implement paragraphs 2.(7)(e), 2.(15), and 2.(18) of the Commissioner's Order.

C. Obligations of the Regents.

1. The Regents will create, appoint, and charge the oversight and advisory committee on the planning and use of the funds granted, according to the terms and conditions set forth in the Commissioner's Order of March 28, 2000.
2. The Regents will request the depositing of funds from the WUHI to the UWF with thirty-five percent (35%) of the proceeds in one account at the UWF for public health purposes and sixty-five percent (65%) of the proceeds in a second account at the UWF for medical research and health provider education; should the allocation percentage between purposes change pursuant to processes set forth in the Order, the Regents will request UWF to make different allocations.
3. The Regents will approve bylaws for the oversight and advisory committee, which implement terms of the Commissioner's Order of March 28, 2000 applicable to such oversight and advisory committee.
4. The Regents will approve an official name for the oversight and advisory committee.
5. The Regents will assure that the bylaws are consistent with state and University rules, policies, and procedures.

This Agreement shall be deemed effective on the _____ day of _____, 2001.

By: _____
For WUHI (name and title)

Date: _____

By: _____
For UWF (name and title)

Date: _____

By: _____
For the Regents (name and title)

Date: _____