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DATE: March 3, 2000
TO: Interested Persons
FROM: Steven J. Junior
SUBJECT: Clarifications to the December 9, 1999, Minutes

Thomas W. Johnson and Giles E. Harrison, both of Deutsche Bank Securities, Inc., conveyed the following comments to my attention concerning the December 9, 1999, minutes of the Appraisal Committee for the Conversion of Blue Cross & Blue Shield United of Wisconsin. These comments are intended to permit interested persons who did not have an opportunity to personally attend the meeting to have a clearer understanding of their presentation at the meeting.

Page 3, first new paragraph, penultimate sentence. By way of clarification, the disadvantage can be mitigated by management's assistance, specifically with regard to the share offerings, as well as appropriate review of the conduct of the offerings.

Page 3, seventh new paragraph, penultimate sentence, by way of clarification, the convertible debt offering was conducted simultaneously with the sale of shares by the CA Healthcare Foundation into the public equity market; the funds from the convertible offering were used by WellPoint to acquire additional shares from the Foundation.

Page 3, ninth new paragraph, second and third sentences. Institutional investors want to know that they can sell shares they have acquired should they need or want to; the existence of a large overhang can raise questions as to how much liquidity there will be in the market when the time comes to sell. This concern can be mitigated somewhat if there is a good size public float, as was the case with WellPoint as the initial public offering was sizeable.

Page 5, first paragraph. To clarify, when discussing how a company can trade at a discount for whatever reason, that discount is always in relation to its peers. In the second sentence, "private placement registration rights should actually refer to the right of first refusal that United Heartland Group would have with regard to any proposed private placements of shares that the Foundation might consider from time to time. In the third sentence, the preferential purchase rights refer to rights of the Foundation, not UHG. In the last sentence, Deutsche Banc will be studying the possible effects of the ownership limitations, rather than the probable effects.

Page 6, fourth new paragraph, second sentence. "What is now is what there is" could be more accurately stated as: "the current assets of Blue Cross represent, most likely, the sum total of assets that could be made available to the public health foundation".

Page 7, fifth new paragraph, third sentence should clarify that "recent experience" refers to "recent stock price performance".

Page 8, fourth new paragraph, second sentence should read "what is actually achieved when it is sold".