

BRUSSELS
CHICAGO
DENVER
DETROIT
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE

FIRSTAR CENTER
777 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN 53202-5367
TELEPHONE (414) 271-2400
FACSIMILE (414) 297-4900

ORLANDO
SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON, D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE
(414) 297-5837

EMAIL ADDRESS
jbranch@foleylaw.com

CLIENT/MATTER NUMBER
016125/0161

January 10, 2001

VIA OVERNIGHT DELIVERY

Mr. Guenther H. Ruch, Administrator
Division of Regulation and Enforcement
Office of the Commissioner of Insurance
121 East Wilson Street
Madison, Wisconsin 53707

Re: Wisconsin United for Health Foundation, Inc.

Dear Guenther:

In partial response to your letter dated December 28, 2000, Ben Brancel has sent a letter, a copy of which is attached, to the directors of the Wisconsin United for Health Foundation informing them that a meeting of the Foundation's Board of Directors has been called for Tuesday, February 13, 2001.

As you are aware, prior to that meeting several corporate administrative matters must be completed. We have revised the Foundation's Articles of Incorporation and Bylaws to reflect the directives in the Commissioner's Order. Copies of the revised documents are attached. I have also attached versions of the Articles and Bylaws indicating the changes from the original Foundation documents that were previously filed with your office. However, we still need to obtain your office's input regarding the term limits for each of the directors. Once we have those term limits and your office has approved the Revised Articles of Incorporation and the Revised Bylaws, Richard Gallagher, Lynette Zigman and I, as the current directors of the Foundation will adopt those revised documents. Once the revised documents have been adopted, Ben Brancel will be authorized to mail a formal Notice of the meeting to each of the directors. The Notice will also be posted in three places and sent to the Milwaukee Journal/Sentinel and the Wisconsin State Journal in compliance with the open meeting law requirements. A copy of the formal Notice and a copy of the proposed Agenda is attached.

Please feel free to contact me if you have any questions.

Foley & Lardner

Office of the Commissioner of Insurance

January 10, 2001

Page 2

Sincerely,

Joseph C. Branch

Enclosures

Cc: Stephen E. Bablitch
Thomas M. Rose
Lynette M. Zigman