

**Resolution regarding Dissolution of Wisconsin United for Health Foundation, Inc.**

Whereas, the Wisconsin United for Health Foundation, Inc. (the “Foundation”) was formed in connection with the conversion of the non-profit Blue Cross Blue Shield United of Wisconsin, Inc. to the for-profit Cobalt Corporation (“Conversion”) authorized pursuant to the Order of the Commissioner of Insurance of the State of Wisconsin dated March 20, 2000 (“Order”); and

Whereas, in accordance with (a) the requirements of the Order, (b) the Foundation Agreement with The Medical College of Wisconsin, Inc. (“MCW”) dated March 10, 2004, and (c) the Foundation Agreement with University of Wisconsin Foundation (“UWF”) and University of Wisconsin Board of Regents for the benefit of the University of Wisconsin Medical School (now known as the University of Wisconsin School of Medicine and Public Health) (“SMPH”) dated March 25, 2004, the Foundation has previously distributed to each of MCW and UWF cash and shares of Wellpoint Health Networks, Inc. having an approximate value of \$315,000,000; and

Whereas, the Foundation has continued to meet with MCW, SMPH, and their respective oversight and advisory committees to review and provide public comment on the annual reports and five-year audit reports of each that are required by the Order; and

Whereas, during the more than eighteen years that have expired since the issuance of the Order, the Foundation has fully performed its obligations as contemplated and required by the Order, and it is now appropriate for the Foundation to terminate its operation and dissolve; and

Whereas, the Foundation retains certain additional funds which upon dissolution will be distributed in equal shares to MCW and UWF in accordance with the Foundation’s Articles of Incorporation and the respective agreements identified above.

Now therefore, be it resolved that the Foundation be dissolved in accordance with the Articles of Incorporation and Bylaws of the Foundation and in the manner described in the further resolutions set forth below (the “Plan of Dissolution”).

Further resolved, that such dissolution shall be effective no later than October 30, 2018, upon such date as may be deemed appropriate by the President of the Foundation.

Further resolved, that upon the effective date of dissolution, the Foundation shall cease to conduct its affairs, except as may be necessary for the proper winding down of the Foundation; and shall proceed to collect its assets and apply and distribute them as provided in its Articles of Incorporation, Bylaws, the Wisconsin Nonstock Corporation Law, the Order, the respective Agreements with MCW and UWF, and these resolutions;

Further resolved, that the net assets of the Foundation remaining after the satisfaction or provision for all liabilities and obligations of the Foundation shall be distributed to UWF and MCW in equal shares, in accordance with the Foundation agreements with each identified above;

Further resolved, that the officers of the Foundation are hereby authorized to take such actions on behalf of the Foundation as they may deem necessary or appropriate to implement these resolutions and wind down the affairs of the Foundation, including but not limited to the closing of all financial accounts held in the name of the Foundation, the filing of Articles of Dissolution with the Wisconsin Department of Financial Institutions and the filing of a final Form 990 and such other informational returns as may be required by law.