


**DEPARTMENT OF HEALTH AND HUMAN SERVICES
OFFICE OF DIRECTOR**

ACTION REFERRAL

TO <i>Singletta</i>	DATE <i>9-18-08</i>
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DIRECTOR'S USE ONLY	ACTION REQUESTED
1. LOG NUMBER <i>000151</i>	<input type="checkbox"/> I Prepare reply for the Director's signature DATE DUE _____ <input type="checkbox"/> I Prepare reply for appropriate signature DATE DUE _____ <input type="checkbox"/> I FOIA DATE DUE _____ <input checked="" type="checkbox"/> Necessary Action
2. DATE SIGNED BY DIRECTOR <i>cc: Ms. Forner, Dept</i> 	

APPROVALS (Only when prepared for director's signature)	APPROVE	* DISAPPROVE (Note reason for disapproval and return to preparer.)	COMMENT
1.			
2.			
3.			
4.			



9900 Bren Road East
Minnetonka, MN 55343



1001 Brinton Road
Pittsburgh, PA 15221

September 17, 2008

Via Federal Express No. 8651 7386 0792

RECEIVED

SEP 18 2008

Emma Forkner, Director
South Carolina Department of Health and Human Services
1801 Main Street
Columbia, SC 29202

Department of Health & Human Services
OFFICE OF THE DIRECTOR

Re: Change of Ownership of Three Rivers Holdings, Inc.

Dear Ms. Forkner:

I am pleased to confirm information previously provided, i.e. that AmeriChoice Corporation ("AmeriChoice"), a wholly owned subsidiary of UnitedHealth Group Incorporated, has completed the acquisition of 100% of the outstanding stock of Three Rivers Holdings, Inc. ("Three Rivers"), the parent corporation of Unison Health Plan of South Carolina, Inc. ("UHPSC"). The acquisition was consummated on May 30, 2008, pursuant to a stock purchase agreement dated January 7, 2008 (the "Acquisition").

As previously reported to the Department of Health and Human Services (Department) in the letters dated March 13 and April 24, 2008, the Acquisition was structured such that the Three Rivers' entities, including UHPSC, that hold managed care contracts for government-funded programs in various states will continue to survive. Additionally:

- 1) Three Rivers will continue to exist as a separate corporation;
- 2) UHPSC will continue as the contractor with the Department and does not intend to assign the agreement to another entity;
- 3) UHPSC will continue to exist as a wholly owned subsidiary of Three Rivers, will remain intact as a separate legal entity, and will continue to operate as a managed care plan in South Carolina; and
- 4) There will be no change in UHPSC's name, address, operations, corporate existence, provider number, or Federal Employer Identification Number ("FEIN").

Following closing, UHPSC's corporate officers shall be as follows:

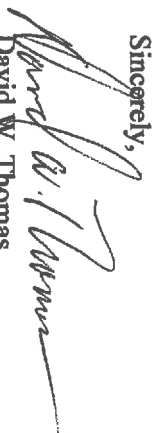
Current Corporate Officers	New Corporate Officers (post-closing)
John Blank, Chief Executive Officer	John Blank, Chief Executive Officer
Daniel Gallagher, President	Daniel Gallagher, President
David W. Thomas, Secretary	David W. Thomas, Secretary
Leslie Gelpi, Treasurer	Leslie Gelpi, Treasurer
William Lawson, Jr., Assistant Secretary	

Emma Forkner
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Michael Orians, Assistant Treasurer	
John Dobbs, Jr., Vice President	

Should you have any concerns or questions relating to this matter, please feel free to contact me at (412) 858-4000. In closing, on behalf of AmeriChoice and Unison, I appreciate the Department's cooperation in this matter and look forward to serving the needs of the Medicaid/SCHIP population in South Carolina for years to come.

Sincerely,



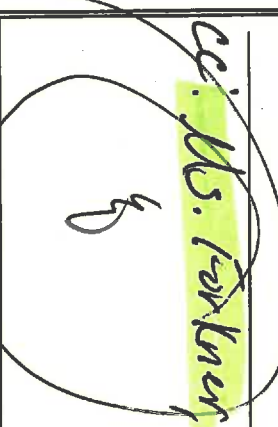
David W. Thomas
Secretary
Unison Health Plan

cc: Rick Jelinek, CEO, AmeriChoice, A UnitedHealth Group Company
John Blank, MD, CEO, Unison Health Plan

DEPARTMENT OF HEALTH AND HUMAN SERVICES
OFFICE OF DIRECTOR

ACTION REFERRAL

TO <i>Singleton</i>	DATE <i>9-18-08</i>
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DIRECTOR'S USE ONLY	ACTION REQUESTED
1. LOG NUMBER <i>300151</i>	<input type="checkbox"/> Prepare reply for the Director's signature DATE DUE _____
2. DATE SIGNED BY DIRECTOR <i>cc: Ms. Fortney Dupa</i> 	<input type="checkbox"/> Prepare reply for appropriate signature DATE DUE _____ <input type="checkbox"/> FOIA DATE DUE _____ <input checked="" type="checkbox"/> Necessary Action

APPROVALS (Only when prepared for director's signature)	APPROVE	* DISAPPROVE (Note reason for disapproval and return to preparer.)	COMMENT
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