

Company Disclosure Schedule

THIS COMPANY DISCLOSURE SCHEDULE (the "Company Disclosure Schedule"), dated as of October 26, 2003, relates to that certain AGREEMENT AND PLAN OF MERGER (the "Agreement"), among Anthem, Inc., an Indiana corporation ("Purchaser"), Anthem Holding Corp., an Indiana corporation and a direct wholly owned subsidiary of Purchaser ("Merger Sub"), and WellPoint Health Networks Inc., a Delaware corporation ("Company").

Capitalized terms used in this Company Disclosure Schedule, if not otherwise defined, shall have the meanings ascribed to them in the Agreement.

This Company Disclosure Schedule is qualified in its entirety by reference to specific provisions of the Agreement and is not intended to constitute, and shall not be construed as constituting, representations or warranties of Company, except and to the extent provided in the Agreement. Inclusion of information herein shall not be construed as an admission that such information is material to the business, assets, properties, financial condition, results of operations or prospects of either Company or any of its subsidiaries, individually or taken as a whole, nor an admission of any obligation or liability to any third party.

Matters disclosed in this Company Disclosure Schedule are not necessarily limited to matters that are required by the Agreement to be disclosed herein. Such additional matters are set forth for informational purposes only and do not necessarily include other matters of a similar nature or impose any duty or obligation to disclose any information beyond what is required by the Agreement. Matters disclosed in or pursuant to any one section of this Company Disclosure Schedule or with respect to a section of the Agreement are deemed to be disclosed in all other sections of this Company Disclosure Schedule to which such matters could reasonably be expected to be pertinent.

Headings and summary descriptions have been inserted for convenience of reference only, and shall to no extent have the effect of amending or changing the express description of the sections as set forth in the Agreement.

The information contained in this Company Disclosure Schedule is in all respects subject to the Confidentiality Agreement.

**Company Disclosure Schedule
Section 3.2(a)**

Organization, Standing and Power; Subsidiaries

1. Company has an indirect partial equity interest in the following entities: Atlanta Healthcare Partners, Inc. (51%), The EPOCH Group, L.C. (50%), Highway to Health, Inc. (20%), MCS Health Management Options, Inc. (50%) and National Capital Preferred Provider Organization, Inc. (82%).
2. The sale by Company or a Subsidiary of Company of a controlling interest in insurance and HMO subsidiaries is subject to prior approval of applicable regulatory authorities.
3. Company has an indirect 50% equity interest in MCS Health Management Options, Inc.
4. Ownership interests in Unity Health Plans Insurance Corporation and Valley Health Plan Inc. are subject to repurchase in certain circumstances.
5. See Schedule I to Section 3.2(a) of Company Disclosure Schedule for a list of Subsidiaries of Company as of September 24, 2003.

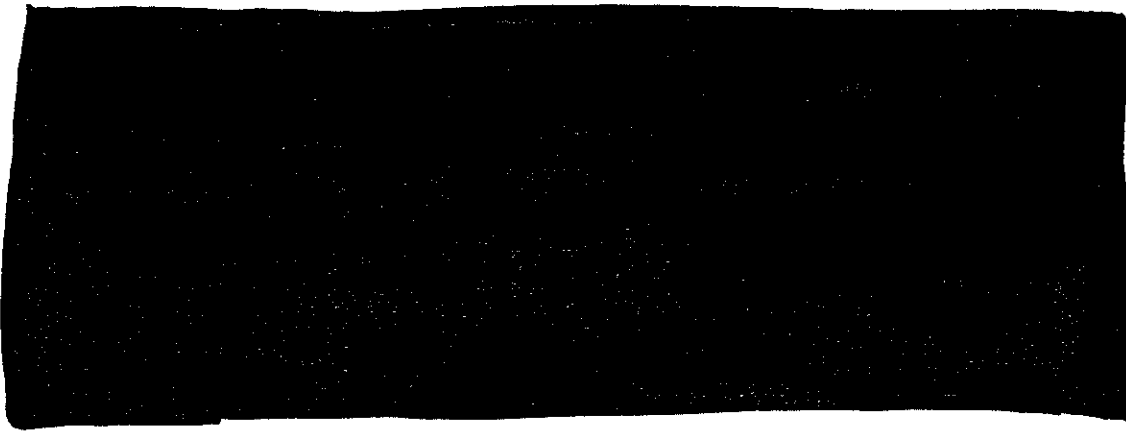
Company Disclosure Schedule
Section 3.2(b)

Capital Structure

- (i) (x) See Schedule I to Section 3.2(b) of Company Disclosure Schedule. As of October 21, 2003, the number of shares of Company Common Stock subject to Company Stock Options is [REDACTED], subject to option exercises and subject to monthly reconciliation for options granted to new hires, promotional options granted and options cancelled due to terminations.
 - (y) See Schedule II to Section 3.2(b) of Company Disclosure Schedule. As of October 21, 2003, the number of shares of restricted Company Common Stock and deferred share rights outstanding is [REDACTED].
 - (z) As of October 24, 2003, the total amount of deductions withheld for the semi-annual offering period ending December 31, 2003 with respect to purchases to be made pursuant to the Company ESPP is [REDACTED].
- (iii) Substantially all of the award agreements covering Company's outstanding stock options contain a "reload" provision that allows the optionholder to exercise the stock option by delivering to Company shares of Company Common Stock having a value equal to the exercise price of the stock option and the statutory tax withholding obligation attributable to such stock option exercise.

Company Disclosure Schedule
Section 3.2(c)

Authority; No Conflicts

- (ii) Consent to or notice of the transactions contemplated under this Agreement must be given pursuant to the following agreements:
1. 6-3/8% Notes due 2006 issued under the Amended and Restated Indenture dated as of June 8, 2001 by and between Company and The Bank of New York, as trustee.
 2. 6-3/8% Notes due 2012 issued under the Amended and Restated Indenture dated as of June 8, 2001 by and between Company and The Bank of New York, as trustee.
 3. Credit Agreement (\$750,000,000 Five-Year Revolving Credit and Competitive Advance Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 28, 2003.
 4. Credit Agreement (\$250,000,000 364-Day Revolving Credit Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 29, 2003 and Second Amendment dated as of March 28, 2003.
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7. Blue Cross License Agreement effective as of January 31, 2002 by and among Company and the Blue Cross and Blue Shield Association (the "BCBSA").

Company Disclosure Schedule
Section 3.2(c)

Authority; No Conflicts (continued)

8. Blue Cross Affiliate License Agreement effective as of August 4, 1997 by and between the BCBSA and Blue Cross of California.
9. Blue Cross Affiliate License Agreement effective as of August 4, 1997 by and between the BCBSA and BC Life & Health Insurance Company.
10. Blue Cross Controlled Affiliate License Agreement Applicable to Life Insurance Companies effective as of August 4, 1997 by and between the BCBSA and BC Life & Health Insurance Company.
11. Blue Cross Controlled Affiliate License Agreement dated as of March 15, 2001 by and among the BCBSA, Blue Cross and Blue Shield of Georgia, Inc. ("Georgia Blue") and Company.
12. Blue Shield Controlled Affiliate License Agreement dated as of March 15, 2001 by and among the BCBSA, Georgia Blue and Company.
13. Blue Cross Controlled Affiliate License Agreement dated as of March 15, 2001 by and among the BCBSA, Blue Cross Blue Shield Healthcare Plan of Georgia, Inc. ("Georgia Blue HMO") and Company.
14. Blue Shield Controlled Affiliate License Agreement dated as of March 15, 2001 by and among the BCBSA, Georgia Blue HMO and Company.
15. Blue Cross Controlled Affiliate License Agreement Applicable to Life Insurance Companies dated as of March 15, 2001 by and among the BCBSA, Greater Georgia Life Insurance Company ("GGL") and Company.
16. Blue Shield Controlled Affiliate License Agreement Applicable to Life Insurance Companies dated as of March 15, 2001 by and among the BCBSA, GGL and Company.
17. California Blue Cross License Addendum amended and restated as of January 31, 2002 by and among the BCBSA and Company.
18. California Blue Shield License Addendum amended and restated as of January 31, 2002 by and among the BCBSA and Company.

Company Disclosure Schedule
Section 3.2(c)

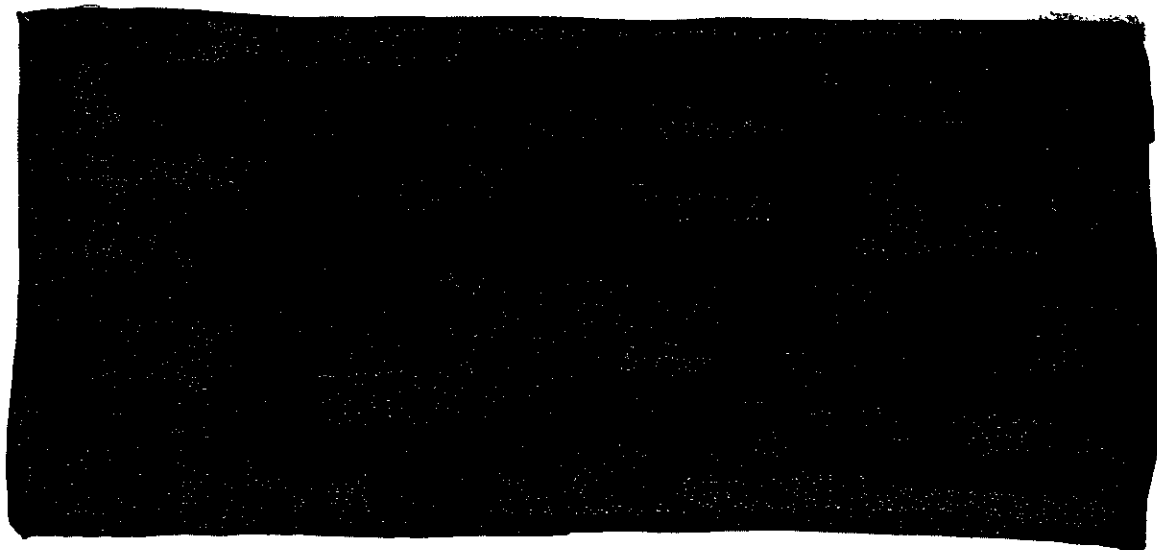
Authority: No Conflicts (continued)

19. Blue Cross Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, RightCHOICE Managed Care, Inc. ("RightCHOICE") and Company.
20. Blue Shield Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, RightCHOICE and Company.
21. Blue Cross Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, Healthy Alliance Life Insurance Company ("HALIC") and Company.
22. Blue Shield Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, HALIC and Company.
23. Blue Cross Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, HMO Missouri, Inc. ("HMO Missouri") and Company.
24. Blue Shield Controlled Affiliate License Agreement dated as of January 31, 2002 by and among the BCBSA, HMO Missouri and Company.
25. Blue Shield License Agreement effective as of January 31, 2002 by and between the BCBSA and Company.
26. Blue Cross Controlled Affiliate License Agreement Applicable to Life Insurance Companies dated October 4, 2002 between the BCBSA and Healthy Alliance Life Insurance Company.
27. Blue Shield Controlled Affiliate License Agreement Applicable to Life Insurance Companies dated October 4, 2002 between the BCBSA and Healthy Alliance Life Insurance Company.
28. Blue Cross Controlled Affiliate License Agreement by and among BCBSA, Blue Cross & Blue Shield United of Wisconsin and Company.
29. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the Compcare Health Services Insurance Corporation, Blue Cross & Blue Shield United of Wisconsin and Company.

Company Disclosure Schedule
Section 3.2(c)

Authority; No Conflicts (continued)

30. Blue Cross Controlled Affiliate License Agreement dated September 24, 2003 by and among the Compcare Health Services Insurance Corporation, United Government Services, LLC and Company.
31. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the Compcare Health Services Insurance Corporation, United Government Services, LLC and Company.
32. Blue Cross Controlled Affiliate License Agreement dated September 24, 2003 by and among the Compcare Health Services Insurance Corporation, Compcare Health Services Insurance Corporation and Company.
33. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, Compcare Health Services Insurance Corporation and Company.
34. Lease Agreement dated as of January 1, 1996 by and between TA/Warner Center Associates II, L.P., and Company regarding the property at 21555 Oxnard Street, Woodland Hills, California 91367.



40. The EPOCH Group, L.C. Amended and Restated Operating Agreement dated December 29, 1995 between RightCHOICE Managed Care, Inc. and TriLink Healthcare, Inc.

Company Disclosure Schedule
Section 3.2(c)

Authority: No Conflicts

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(c)

Authority; No Conflicts

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(c)

Authority: No Conflicts (continued)



- (iii) In connection with a change in the "controlling capital stock" of Greater Georgia Life, Inc., the change must be reported to the North Carolina Insurance Commissioner.

**Company Disclosure Schedule
Section 3.2(d)**

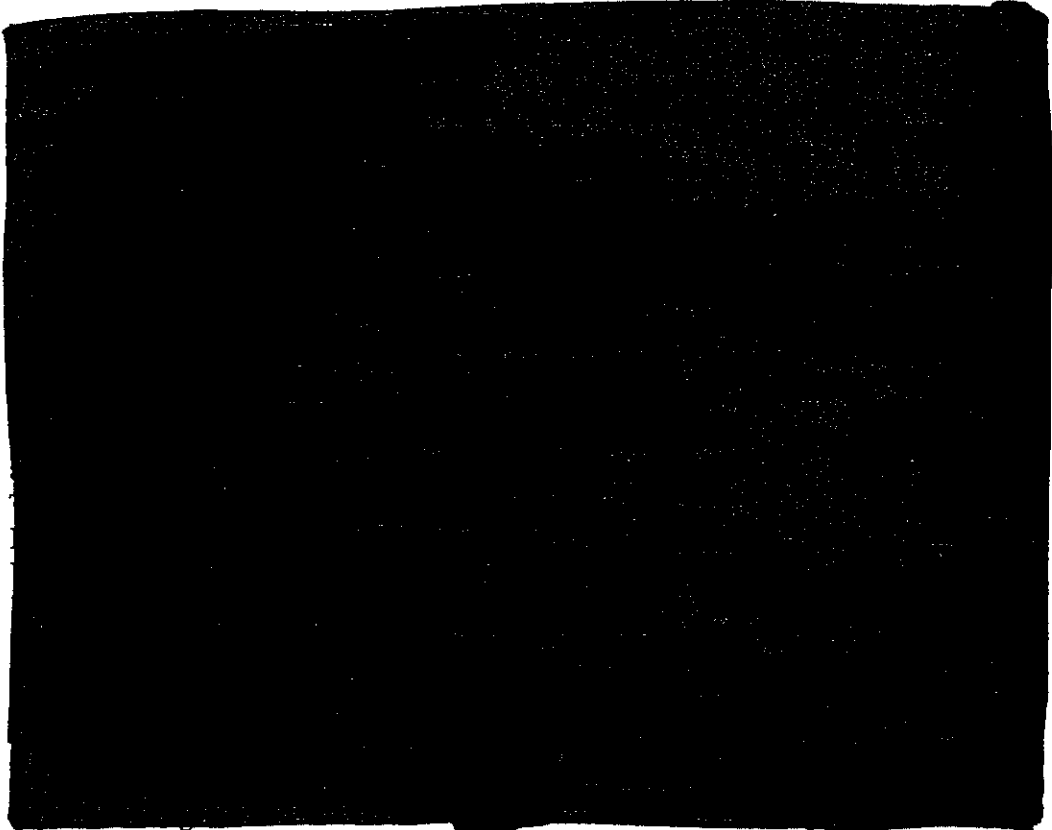
Reports and Financial Statements

- (i) See Section 3.2(m) of Company Disclosure Schedule.

Company Disclosure Schedule
Section 3.2(i)

Litigation; Compliance with Laws

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19. Solomon, et al v. Cigna, et al. (class action)
- 20.



- 21.
22. An arbitration between Company and John Hancock Mutual Life Insurance Company regarding the terms of Company's coinsurance and administration agreement with John Hancock Mutual Life Insurance Company is pending as of the date of this Agreement.




**Company Disclosure Schedule
Section 3.2(j)**

Absence of Certain Changes or Events

1. On June 30, 2003, Company acquired Golden West Health Plan, Inc. [REDACTED]
2. On September 24, 2003, Company acquired Cobalt Corporation (now named Crossroads Acquisition Corp.) for approximately \$820 million in cash and stock valued as of September 24, 2003.
3. In September 2003, Company's Compensation Committee approved a cash bonus plan for D. Mark Weinberg, an Executive Vice President of Company, and one of Company's General Managers that entitles them to cash payments, in certain circumstances, based on the increase in value of Company's equity investment in Highway to Health, Inc.
4. Since January 1, 2003, Company has repurchased approximately 3,911,800 shares of its common stock.
5. [REDACTED]
6. Effective October 1, 2003, Rebecca Kapustay, Company's former Executive Vice President, Central Services, was named Chief Executive Officer of Cobalt Corporation and President and Chief Executive Officer of Blue Cross & Blue Shield United of Wisconsin. [REDACTED]
7. Gene Householter was promoted to be Company's Executive Vice President, Central Services effective October 6, 2003. [REDACTED]
8. Company adopted correcting amendments to its Officer Change-in-Control Plan and its Supplemental Executive Retirement Plan effective October 24, 2003.
9. See Sections 3.2(w) and 4.1 of Company Disclosure Schedule for actual and proposed changes to various benefits plans of Company and its Subsidiaries.

Company Disclosure Schedule
Section 3.2(l)

Taxes

1. *BCBSUW v. U.S.* Tax refund litigation filed by Blue Cross & Blue Shield United of Wisconsin in the U.S. Court of Federal Claims in 1998 relating to overpayments of income tax for tax year 1987. Refund of overpayment of tax and interest claimed in excess of \$900,000.
2. 
3. See Schedule I and Schedule II to Section 3.2(l) of Company Disclosure Schedule.
4. Prior to August 1, 1997, Blue Cross of California, currently a Subsidiary of Company, was the parent of the consolidated tax group. Since August 1, 1997, Company has been parent of the consolidated tax group.

The following Subsidiaries of Company were members of a consolidated group for United States federal income tax purposes other than the consolidated group of which Company is parent:

**Acquisition from Blue Cross and Blue Shield of Western New York, Inc.
(August 1994)**
Professional Claim Services, Inc.

Acquisition of AHI Healthcare Corporation (February 1995)
AHI Healthcare Corporation
Affiliated Healthcare, Inc.
American Managing Company
UNICARE of Texas Health Plans, Inc.

Acquisition from Massachusetts Mutual Life Insurance Company (April 1996)
UNICARE Life & Health Insurance Company
National Capital Health Plan, Inc.
National Capital Preferred Provider Organization, Inc.

**Company Disclosure Schedule
Section 3.2(l)**

Taxes (continued)

Acquisition from John Hancock Mutual Life Insurance Company (March 1997)

Cost Care, Inc.
TriState, Inc.
WellPoint Association Services Group, Inc.

Acquisition from Rx America (December 2000)

Precision Rx, Inc.

Acquisition of Cerulean Companies, Inc. (March 2001)

Cerulean Companies, Inc.
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.
Group Benefits of Georgia, Inc.
Atlanta Healthcare Partners, Inc.
CSRA Healthcare Partners, Inc.
Blue Cross and Blue Shield of Georgia, Inc.
Greater Georgia Life Insurance Company

Acquisition of RightCHOICE Managed Care, Inc. (January 2002)

RightCHOICE Managed Care, Inc.
Healthy Alliance Life Insurance Company
Diversified Life Insurance Agency of Missouri, Inc.
Preferred Health Plans of Missouri, Inc.
C&S Properties, Inc.
HMO Missouri, Inc.
RightCHOICE Insurance Company
R&P Realty, Inc.
Forty-Four Forty-Four Forest Park Redevelopment Corp.
HealthLink, Inc.
HealthLink HMO, Inc.
The EPOCH Group, L.C.

Acquisition from Methodist Health Care System (April 2002)

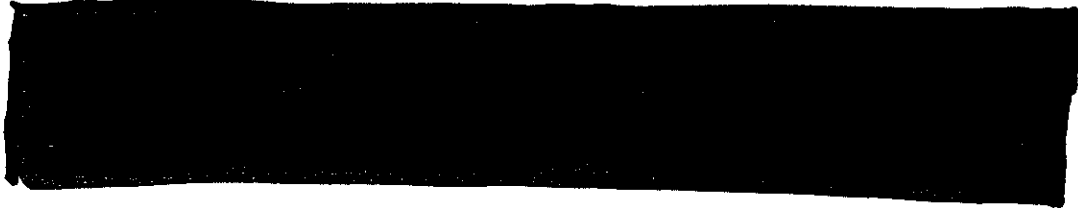
UNICARE Health Benefit Services of Texas, Inc.
UNICARE Health Plans of Texas, Inc.
UNICARE Health Insurance Company of Texas
Texas Managed Care Administrative Services, Inc.

Company Disclosure Schedule
Section 3.2(l)

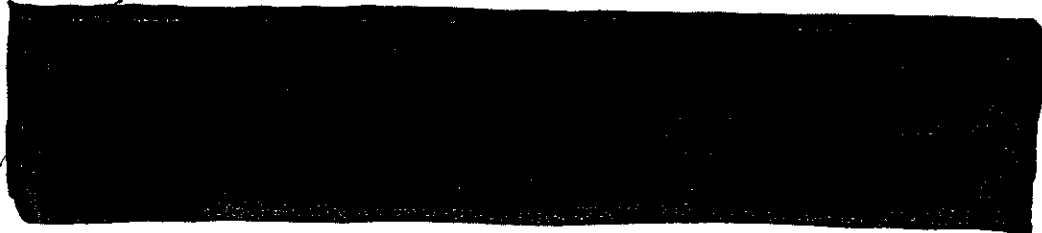
Taxes (continued)

Acquisition of Cobalt Corporation (September 2003)
Crossroads Acquisition Corp.
Blue Cross & Blue Shield United of Wisconsin
Claim Management Services, Inc.
Government Health Services, LLC
TrustSolutions, LLC
United Government Services, LLC
Compcare Health Services Insurance Corporation
CC Holdings, LLC
Meridian Resource Company, LLC
United Wisconsin Proservices, Inc.
Family Health Systems, Inc.
United Wisconsin Insurance Company
United Heartland Life Insurance Company
Meridian Marketing Services, Inc.
Valley Health Plan, Inc.
HMO-W, Inc.
Unity Health Plans Insurance Corporation
Hometown Insurance Services, Inc.

5.



6.



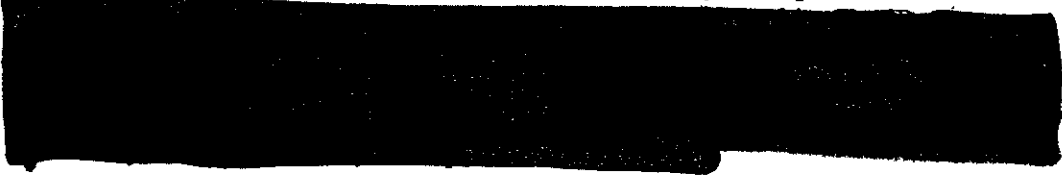
7.

Golden West Health Plan, Inc. ("Golden West") a subsidiary of Company, was acquired by Company on June 30, 2003. Golden West was originally incorporated in 1973 and filed Form 2553 with the IRS on or about June 15, 1989 (as amended on or about August 3, 1989), purporting to elect to be treated as an S Corporation effective April 1, 1999. However, there is no indication that the appropriate spousal consents of the then-current shareholders were included with such filings. Several of the shareholders were married at the time and there is no

Company Disclosure Schedule
Section 3.2(l)

Taxes (continued)

contemporaneous documentation indicating that the shares were separate property of the named shareholders rather than community property. If some spouses required to sign consents to the S election did not do so, there could be potential liability of corporate level taxes. In 2003, prior to Golden West's acquisition by Company, Golden West applied for and received relief from the Internal Revenue Service, granting an extension of time to file the appropriate spousal consents.



8. See Company's Form 10-K for the year ended December 31, 2002 for a discussion of issues surrounding Company's recapitalization in 1996, including the private letter ruling Company received from the Internal Revenue Service in 1998 and the subsequent revocation thereof and including the Indemnification Agreement dated May 17, 1996 made by the California HealthCare Foundation in favor of Company.

Company Disclosure Schedule
Section 3.2(m)

Accounting and Financial Matters

1. In July 2002, Company received a letter from the Division of Corporation Finance of the Securities and Exchange Commission (the "SEC") requesting Company to amend its Annual Report on Form 10-K for the year ended December 31, 2001 in order to revise various disclosures made by Company in such Annual Report. Company subsequently provided written responses to such letter and received additional written correspondence from the SEC with respect to the matter. Company believes that the comments raised by the SEC were resolved by, among other things, Company's agreement to provide revised or additional disclosures in subsequent filings.

In June 2003, Company received another letter from the SEC requesting Company to amend its Annual Report on Form 10-K for the year ended December 31, 2002 in order to revise disclosures made in such Annual Report. These comments were subsequently resolved in a manner similar to the comments originally received in July 2002.

As of the date hereof, Company believes that all comments raised by the SEC have been resolved in a manner satisfactory to the SEC.

2. See Company's Form 10-K for the year ended December 31, 2002 and to Company's Form 10-Q for the quarters ended March 31, 2003 and June 30, 2003 for a discussion of Company's hedging activities, including various interest rate swap agreements.

Company Disclosure Schedule
Section 3.2(q)

Affiliate Transactions

- (i) Contracts, commitments, agreements, arrangements, understandings or other transactions between Company or any of its Subsidiaries, on the one hand, and any (i) officer or director of Company or any of its Subsidiaries; (ii) record or beneficial owner of five percent or more of the voting securities of Company; or (iii) affiliate (as such term is defined in Rule 12b-2 promulgated under the Exchange Act) of any such officer, director or beneficial owner, on the other hand:
- a. Amended and Restated Employment Agreement dated as of December 31, 2002 between Company and Leonard D. Schaeffer.
 - b. Officer Severance Agreement dated as of July 1, 1993 between Company and Thomas C. Geiser and the Letter dated November 13, 1995 from Company to Thomas C. Geiser regarding severance benefits.
 - c. Officer Severance Agreement dated as of July 1, 1993 between Company and D. Mark Weinberg and the Letter dated November 13, 1995 from Company to D. Mark Weinberg regarding severance benefits.
 - d. Letter agreement dated February 4, 2002 between Company and John A. O'Rourke.
 - e. Executive Severance Agreements with the following officers of Cobalt or its Subsidiaries: Stephen E. Bablitch (as amended), Terry R. Bolz, Mark Caron, Sandra L. Coston, Timothy Cullen, Dennis Fallon, Lorna Granger, Gail Hanson, Norman Keller, Emil E. Pfenninger, Kathryn K. Potos and Penny Siewart.
 - f. Employment Agreements with the following officers of Claim Management Services, Inc.: Thomas P. Casper, William R. Merholtz, Sherri L. Hauser and Carolyn M. O'Hearn.
 - g. Letters dated October 21, 2003, including attachments thereto, between Company and Stephen E. Bablitch.
 - h. Letter agreement dated October 1, 2003 between Company and Rebecca Kapustay.
 - i. Letter agreement dated October 8, 2003 between Company and John A. O'Rourke.

Company Disclosure Schedule
Section 3.2(q)

Affiliate Transactions

- j. See Section 3.2(w) of Company Disclosure Schedule for a list of various benefit plans in which officers and directors of Company and its Subsidiaries participate.

- (ii) All loans to any executive officer of Company or any of its Subsidiaries outstanding as of the date of this Agreement:
 - a. \$200,000 Promissory Note Secured by Deed of Trust dated September 22, 2000 made by Woodrow A. Myers, Jr., M.D. in favor of Company.

**Company Disclosure Schedule
Section 3.2(r)**

HIPAA

SECTION REDACTED

**Company Disclosure Schedule
Section 3.2(s)**

Off-Balance Sheet Arrangements

See Company's Form 10-K for the year ended December 31, 2002 and to Company's Form 10-Q for the quarters ended March 31, 2003 and June 30, 2003 for a discussion of Company's hedging activities, including various interest rate swap agreements.

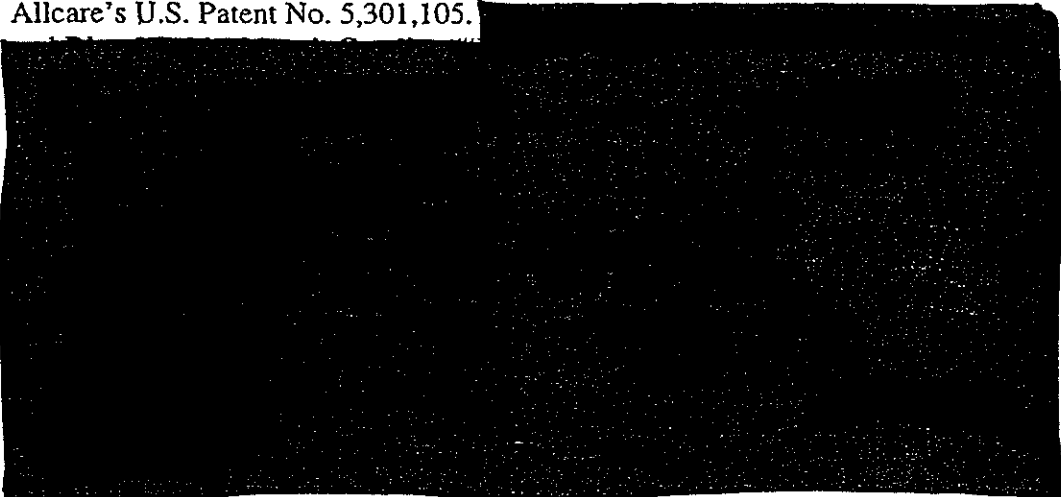
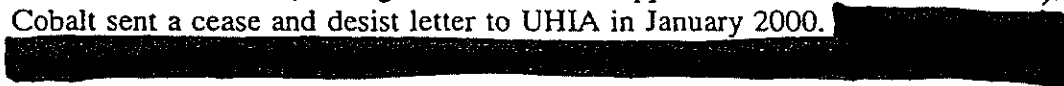
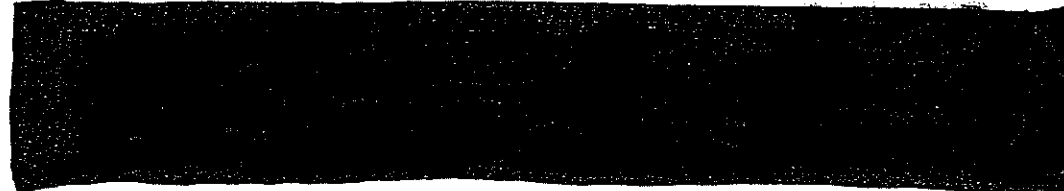
**Company Disclosure Schedule
Section 3.2(t)**

Environmental Matters

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(u)

Intellectual Property

1. In 1999, Allcare Health Management System, Inc. notified Crossroads Acquisition Corp. (as successor-in-interest to Cobalt Corporation) ("Cobalt") of potential infringement claims against some of Cobalt's subsidiaries relating to Allcare's U.S. Patent No. 5,301,105. 
2. Compcare Health Services Insurance Corporation has entered into an agreement with an entity located in Illinois not to use the "Compcare" name or mark in Illinois.
3. Cobalt owns the federal registrations to UNITED HEARTLAND LIFE INSURANCE COMPANY and UH UNITED HEARTLAND (with a design element), and both were registered in 1998, covering underwriting of life, disability and health insurance, and administration of worker's compensation insurance. Use of these marks dates back to 1990. An insurance agency, United Heartland Insurance Agencies of Butler County, Inc. ("UHIA") is using the name "United Heartland" in connection with agency services in Southern Ohio and claims that its use began in January 1997. It also owns the domain name unitedheartland.com (although this does not appear to be an active website). Cobalt sent a cease and desist letter to UHIA in January 2000. 
4. 

Company Disclosure Schedule
Section 3.2(u)

Intellectual Property

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(u)

Intellectual Property

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(u)

Intellectual Property

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements

- (i) "Material contracts" as defined in Item 601(b)(10) of Regulation S-K under the Exchange Act:
1. See Exhibits 10.01 to 10.69 of Company's Form 10-K for the year ended December 31, 2002.
 2. See Exhibits 10.01 to 10.02 of Company's Form 10-Q for the quarter ended March 31, 2003.
 3. Cobalt Corporation Equity Incentive Plan
 4. Blue Cross Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, Blue Cross & Blue Shield United of Wisconsin and Company
 5. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, Blue Cross & Blue Shield United of Wisconsin and Company
 6. Blue Cross Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, United Government Services, LLC and Company
 7. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, United Government Services, LLC and Company
 8. Blue Cross Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, Compcare Health Services Insurance Corporation and Company
 9. Blue Shield Controlled Affiliate License Agreement dated September 24, 2003 by and among the BCBSA, Compcare Health Services Insurance Corporation and Company
 10. Distribution Option Amendment to the WellPoint 401(k) Retirement Savings Plan (As Amended Through March 1, 2002) dated July 24, 2003.
 11. Amendment to the WellPoint 401(k) Retirement Savings Plan (As Amended Through March 1, 2002) dated October 10, 2003.

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)

- (ii) The 10 largest provider contracts measured in terms of payments received from Company and its Subsidiaries and the 10 largest insured customer contracts measured in terms of members covered: See Schedule I to Section 3.2(v)(ii) of Company Disclosure Schedule. Regarding the contract with the State of Georgia (State Health Benefit Plan), see Company's Form 10-K for the year ended December 31, 2002 for a discussion of the anticipated transfer of this account to an unaffiliated entity.

- (iii) Insurance or administrative services contracts that involve total annual paid medical claims of greater than \$25,000,000: See Schedule I to Section 3.2(v)(iii) of Company Disclosure Schedule.

- (iv) Promissory notes, loans, agreements, indentures, evidences of indebtedness or other instruments providing for the lending of money, whether as borrower, lender or guarantor, in amounts greater than \$25,000,000:
 - 1. 6-3/8% Notes due 2006 issued under the Amended and Restated Indenture dated as of June 8, 2001 by and between Company and The Bank of New York, as trustee.

 - 2. 6-3/8% Notes due 2012 issued under the Amended and Restated Indenture dated as of June 8, 2001 by and between Company and The Bank of New York, as trustee.

 - 3. Credit Agreement (\$750,000,000 Five-Year Revolving Credit and Competitive Advance Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 28, 2003.

 - 4. Credit Agreement (\$250,000,000 364-Day Revolving Credit Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 29, 2003 and Second Amendment dated as of March 28, 2003.

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)

5. Commercial Paper Dealer Agreement – 4(2) Program dated as of April 15, 2002 between Company, as issuer, and J.P. Morgan Securities Inc., as dealer, concerning Notes to be issued pursuant to an Issuing and Paying Agency Agreement dated as of September 27, 2001 between Company and JPMorgan Chase Bank, as issuing and paying agent.
 6. Commercial Paper Dealer Agreement – 4(2) Program dated as of May 8, 2002 between Company, as issuer, and SunTrust Capital Markets, Inc., as dealer, concerning Notes to be issued pursuant to an Issuing and Paying Agency Agreement dated as of September 27, 2001 between Company and JPMorgan Chase Bank, as issuing and paying agent.
 7. See Schedule I to Section 3.2(v)(iv) of Company Disclosure Schedule for additional evidence of indebtedness or providing for the lending of money.
 8. Amended and Restated Indenture dated as of June 8, 2001 by and between Company and The Bank of New York, as trustee.
- (v) Any contract or other agreement expressly restricting the payment of dividends or the repurchase of stock or other equity:
1. Credit Agreement (\$750,000,000 Five-Year Revolving Credit and Competitive Advance Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 28, 2003.
 2. Credit Agreement (\$250,000,000 364-Day Revolving Credit Facility) dated as of March 30, 2001 by and among the Registrant, the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, and Banc of America Securities LLC and JPMorgan, as joint arrangers and joint book managers, as amended by First Amendment dated as of March 29, 2003 and Second Amendment dated as of March 28, 2003.

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)

3. Undertakings dated as of July 31, 1997 by Company, Blue Cross of California and WellPoint California Services, Inc. to the California Department of Corporations (now named the California Department of Managed Health Care).

SECTION REDACTED

5. Order from Office of the Commissioner of Insurance of the State of Georgia, dated December 27, 1995, regarding the Acquisition of Control of or Merger with a Domestic Insurer, Blue Cross and Blue Shield of Georgia, Inc. by Cerulean Companies, Inc. and Plan of Conversion of Blue Cross and Blue Shield of Georgia, Inc.
6. Stipulation dated September 19, 2003 among Company, Crossroads Acquisition Corp. and the Office of the Commissioner of Insurance of the State of Wisconsin.

- (vi) Collective bargaining contracts: See Items 1, 2 and 3 of Section 3.2(x)(i) of Company Disclosure Schedule.

SECTION REDACTED

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)

- (ix) any contract, agreement or policy for reinsurance involving ceded insurance premiums of greater than \$25,000,000:



3. Coinsurance Agreement dated March 1, 1997 between Company and John Hancock Mutual Life Insurance Company.

- (x) leases for real or personal property involving annual expense in excess of \$2,500,000 and not cancelable by Company (without premium or penalty) within 12 months:

1. Lease Agreement dated as of January 1, 1996 by and between TA/Warner Center Associates II, L.P., and Company.
2. Plaza Lease dated as of December 23, 1986 between Capital City Plaza Associates and Blue Cross and Blue Shield of Georgia, Inc., as amended to date.

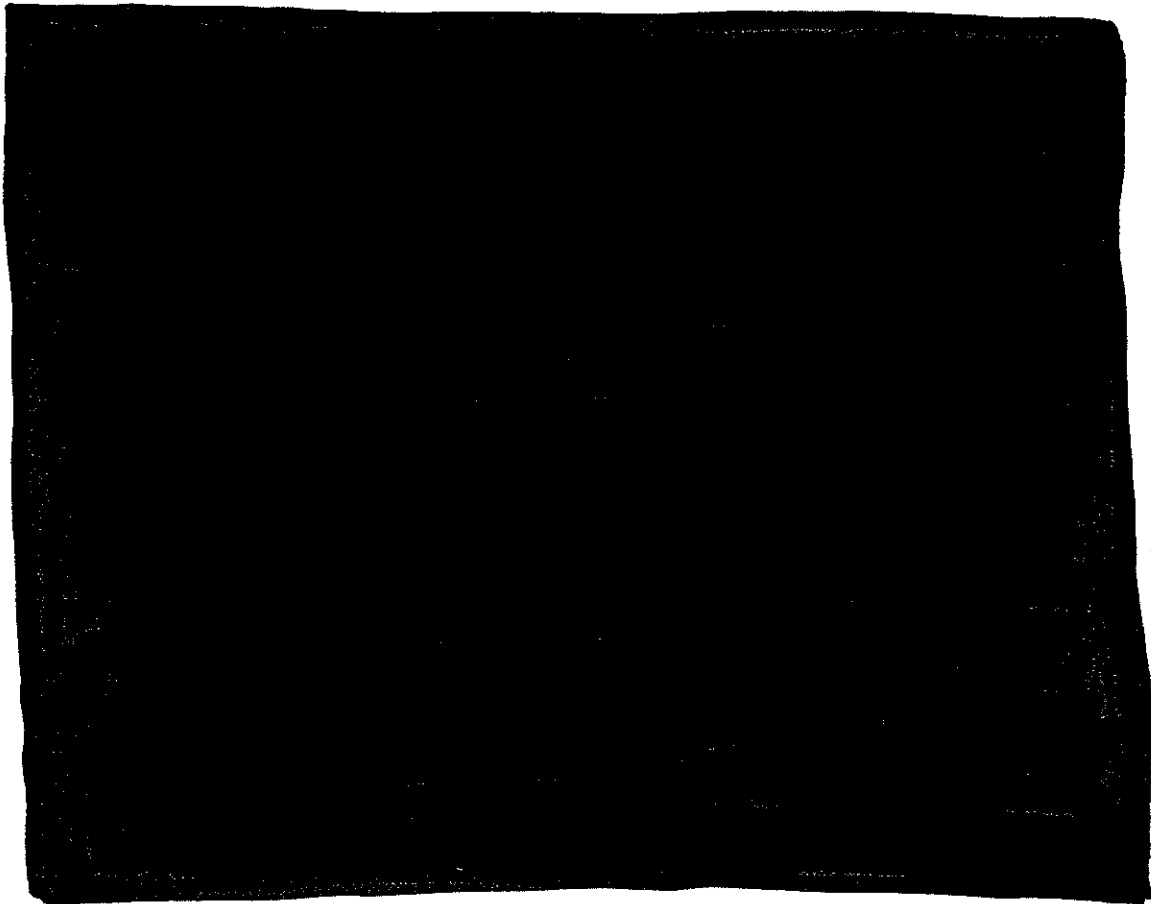
- (xi) any non-competition agreement or any other agreement or arrangement that by its express terms (A) materially limits or otherwise materially restricts Company or any of its Subsidiaries or any successor thereto or (B) would, after the Effective Time, materially limit or otherwise materially restrict Company or any of its Subsidiaries (including the Surviving Corporation), from engaging or competing in any line of business material to Company and its affiliates (taken as a whole) or Purchaser and its affiliates (taken as a whole) in any geographic area material to Company and its Subsidiaries (taken as a whole) (other than exclusivity provisions or arrangements with providers of health care services):

Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)

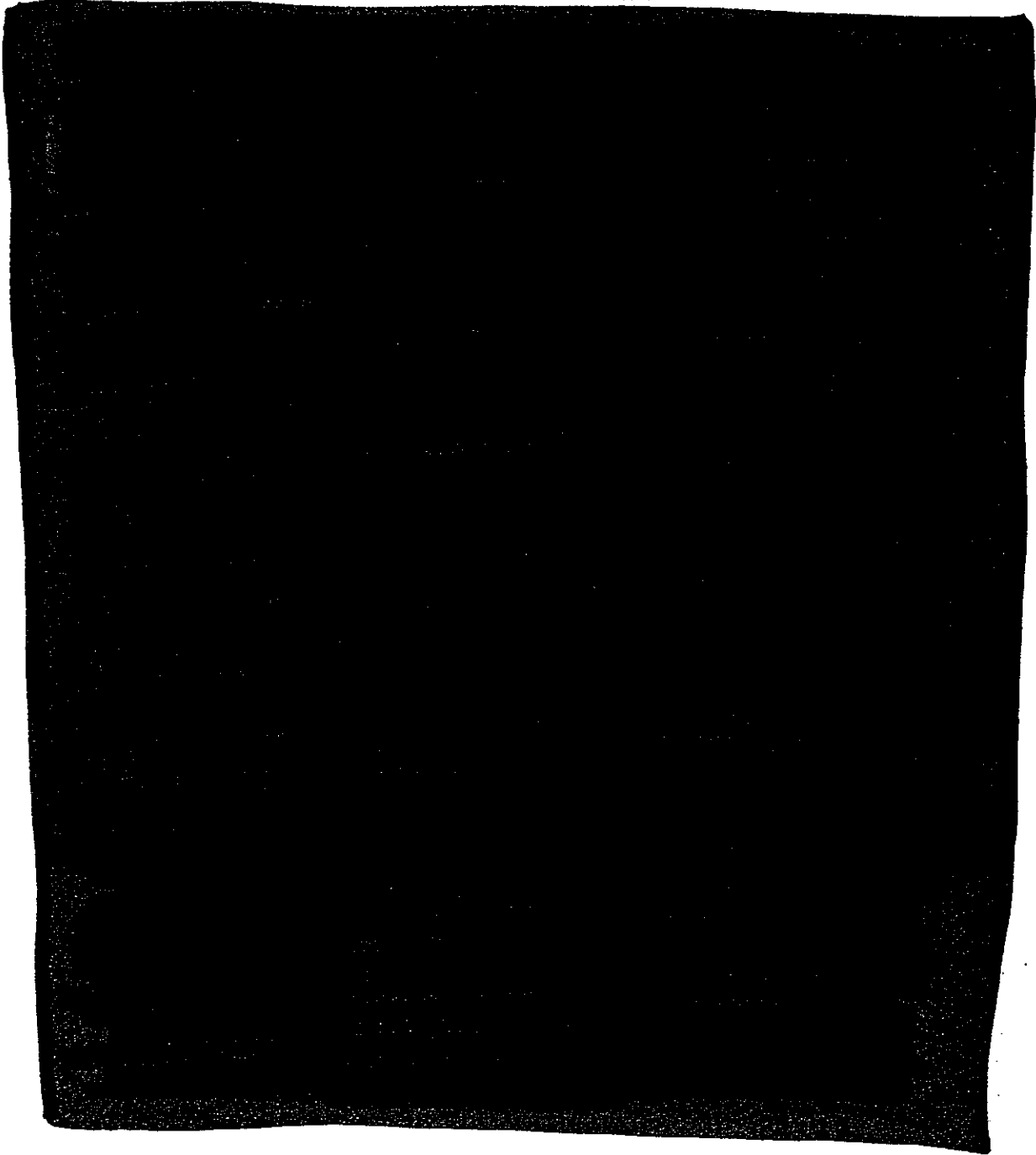
1. The various license agreements with the BCBSA only permit Company and its Subsidiaries to do business using the Blue Cross and/or Blue Shield names and marks in specified geographic areas.
2. Section H.4 of the Subcontract Agreement between AMA Systems, Inc. and Meridian Resource Corporation (the predecessor-in-interest to Meridian Resource Company, LLC, and whose assets were transferred to Meridian Resource Company, LLC in 2000) contains non-competition provisions.

3.



Company Disclosure Schedule
Section 3.2(v)

Certain Agreements (continued)



Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans

- (i) Company maintains a Section '125 Cafeteria Plan' for the benefit of its various employees, including medical insurance, dental insurance, vision insurance, group term life insurance, short-term and long-term disability insurance, accidental death and dismemberment insurance, flexible spending accounts and dependent care spending accounts.

Company also maintains the following benefit plans:

1. Voluntary life and dependent life insurance
2. Adoption assistance program
3. Flex time
4. Employee assistance and Work/Life program
5. MedCall
6. Work on Wellness Program (health club fee, smoking cessation and weight loss reimbursement program)
7. Pension Accumulation Plan (defined benefit cash-balance retirement plan) (effective January 1, 2004, no additional credits will be made to participants (other than those meeting specified age and length-of-service requirements) for compensation paid in 2004 or later)
8. Employees' Retirement Plan (defined benefit pension plan for certain employees covered by collective bargaining agreement)
9. Employee severance policy
10. Tuition Assistance Program
11. 401(k) Retirement Savings Plan (the "401(k) Plan")
12. Employee Stock Purchase Plan
13. Jury Duty Pay
14. Leave of Absence Plans
15. Officer Physical Exams
16. Group universal life insurance for officers
17. Comprehensive Executive Non-qualified Retirement Plan (deferred compensation plan)
18. Paid Time Off
19. Company holidays
20. Limited retiree medical insurance and other benefits (depending on date of hire)
21. Board of Directors Deferred Compensation Plan
22. 1999 Stock Incentive Plan
23. 2000 Employee Stock Option Plan
24. Executive Officer Annual Incentive Plan (Section 162(m) bonus plan)
25. Officer Change-in-Control Plan

Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans (continued)

26. Officer Severance Plan
27. Management Bonus Plan
28. Supplemental Executive Retirement Plan for certain executive officers
29. Amended and Restated Employment Agreement dated as of December 31, 2002 between Company and Leonard D. Schaeffer
30. Amended and Restated Special Executive Retirement Plan dated as of December 31, 2002 for the benefit of Leonard D. Schaeffer
31. RightCHOICE Managed Care, Inc. Supplemental Executive Retirement Plan as restated effective October 15, 2001
32. Cobalt Corporation Pension Plan (and related trust agreement)
33. United Government Services, LLC Pension Plan (and related trust agreement)
34. Cobalt Corporation 401(k) (and related trust agreement)
35. Blue Cross & Blue Shield United of Wisconsin Union Employees 401(k) Plan (and related trust agreement)
36. Cobalt Corporation Supplemental Executive Retirement Plan (and related Rabbi Trust agreement)
37. Cobalt Corporation Voluntary Deferred Compensation Plan (currently separate plans named the United Wisconsin Services, Inc. Voluntary Deferred Compensation Plan and the Blue Cross & Blue Shield United of Wisconsin Voluntary Deferred Compensation Plan) and (and related Rabbi Trust agreement)
38. Cobalt Corporation Deferred Compensation Plan for Directors (currently separate plans named the United Wisconsin Services, Inc. Voluntary Deferred Compensation Plan for Directors and the Blue Cross & Blue Shield United of Wisconsin Deferred Compensation Plan for Directors) (and related Rabbi Trust agreement)
39. Blue Cross & Blue Shield United of Wisconsin Executive "Split-Dollar" Plan and schedule of policies (frozen)
40. Cobalt Corporation Supplemental Executive Benefits for the CEO and COO (perquisite plans including executive medical reimbursement, financial planning assistance, etc.)
41. Cobalt Corporation Supplemental Executive Benefits (perquisite plans including executive medical reimbursement, financial planning assistance, etc.)
42. Cobalt Corporation Flexible Benefit Plan (Plan Number 501)
43. United Government Services, LLC Flexible Benefit Plan (504)
44. Cobalt Corporation Employee Health and LTD Plan (502) (including post-retirement health plans for retirees and the related Blue Cross & Blue

**Company Disclosure Schedule
Section 3.2(w)**

Employee Benefit Plans (continued)

- Shield United of Wisconsin Post Retirement Welfare Benefit Trust for Bargaining Unit Employees, or "VEBA" trust)
45. Cobalt Corporation Life and AD&D Plan (503)
 46. Cobalt Corporation STD Plan (504)
 47. Cobalt Corporation Travel Accident Plan (506)
 48. Cobalt Corporation Transportation Expense Spending Account Program
 49. Cobalt Corporation Salary Reduction Transportation Benefit Program
 50. Unity Health Plans Health Insurance Plan (502)
 51. Unity Health Plans Life, AD&D, LTD, STD and Optional Life Plan (503)
 52. United Government Services, LLC Medical Plan (501)
 53. United Government Services, LLC Group Disability Plan (502)
 54. United Government Services, LLC Group Life Plan (503)
 55. Claim Management Services, Inc. Medical, Prescription Drug, Dental and Vision Plan (503)
 56. Claim Management Services, Inc. Income Replacement Plan (503)
 57. Claim Management Services, Inc. Section 125 Cafeteria Plan (503)
 58. Claim Management Services, Inc. LTD, Life and AD&D Plan (504)
 59. Cobalt Corporation Tuition Assistance Plan
 60. United Government Services, LLC Tuition Assistance Plan
 61. Claim Management Services, Inc. Educational Benefits Plan
 62. Cobalt Corporation Equity Incentive Plan dated September 11, 1998 including amendments through May 29, 2003
 63. United Government Services, LLC Long-Term Cash Incentive Plan
 64. Cobalt Corporation 2003 Profit Sharing Plan
 65. United Government Services, LLC 2002 Sharing Plan
 66. Unity Health Plans 2003 Profit Sharing Plan
 67. Cobalt Corporation 2003 Management Incentive Plan
 68. United Government Services, LLC 2003 Medicare Management Incentive Plan
 69. United Government Services, LLC 2003 Medicaid Management Incentive Plan
 70. Sales and Other Incentive Plans for employees of Cobalt and its affiliates
 71. Agreement between Blue Cross & Blue Shield United of Wisconsin and United Government Services, LLC and Office Professional Employees International Union, Local No. 9. AFL-CIO-CLC dated May 3, 2002
 72. Cobalt Corporation Special Military Leave Policy (effective May 22, 2003)
 73. See Item 9 of Section 3.2(w)(vi) of Company Disclosure Schedule.

Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans (continued)

- (ii) In February 2002, Company submitted written requests for determination letters to the Internal Revenue Service for its 401(k) Plan, Pension Accumulation Plan and Employees' Retirement Plan. As of the date hereof, Company has received favorable determination letters for its 401(k) Plan and Employees' Retirement Plan. Good faith EGTRRA compliant amendments have been adopted for each plan.

As of the date of this Agreement, Cobalt and United Government Services, LLC sponsor four qualified retirement plans. Determination letter requests for each plan were originally submitted to the IRS on October 26, 2001.

- a. The Cobalt Corporation 401(k) Plan received a favorable determination letter from the IRS dated July 29, 2002. Good faith EGTRRA compliant amendments were adopted on December 30, 2002.
- b. The Blue Cross & Blue Shield United of Wisconsin Union Employees 401(k) Plan received a favorable determination letter from the IRS dated July 29, 2002. Good faith EGTRRA compliant amendments were adopted on December 31, 2002.
- c. The Cobalt Corporation Pension Plan determination letter is pending at the IRS. Cobalt believes that the processing of the determination is on hold at IRS along with virtually all other pension plans that include a cash balance feature. Cobalt's most recent correspondence on the request was dated July 18, 2002. Good faith EGTRRA compliant amendments were adopted on December 31, 2002.
- d. The United Government Services, LLC Pension Plan determination letter is pending at the IRS. Cobalt that the processing of the determination is on hold at IRS along with virtually all other pension plans that include a cash balance feature. Our most recent correspondence on the request was dated October 16, 2003. In that letter, the Cincinnati, Ohio IRS field office stated that they would be seeking technical advice on our request from the Washington, D.C. office. Good faith EGTRRA compliant amendments were adopted on December 31, 2002.

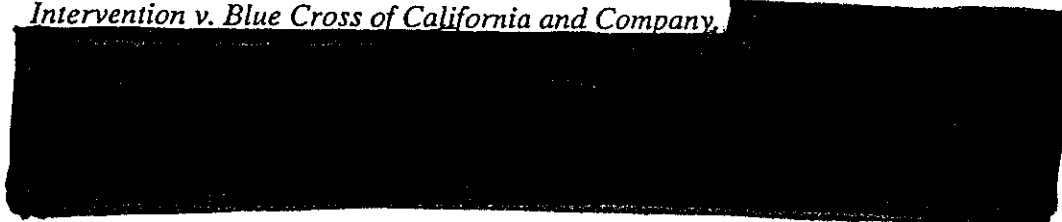
(iv)




Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans (continued)

(v) *Intervention v. Blue Cross of California and Company,*



- (vi) 1. As of January 1, 2004, Company will increase its matching contributions in Company's 401(k) Plan 
In addition, Company has announced to its employees that, beginning in 2004, it will implement two profit-sharing plans that may result in additional Company contributions to the 401(k) Plan. The first plan will provide for up to 20 shares of Company Common Stock to be deposited into each employee's account in the 401(k) Plan if Company meets its earnings per share target for the year. The second plan will provide for cash contributions to each employee's 401(k) Plan account if Company meets or exceeds its earnings per shares target for the year. In each instance, any Company contributions to the 401(k) Plan will occur in the immediately following year based upon the prior year's results. Company may also make such contributions in 2004 based upon performance during 2003.
2. As of the date of this Agreement, Company anticipates that the Cobalt Corporation 401(k) Plan will be merged with the 401(k) Plan in January 2004 and formulas will be changed to conform with the 401(k) Plan.
3. As of the date of this Agreement, Company anticipates that the Cobalt Corporation Pension Plan will be merged with the Pension Accumulation Plan in January 2004 and formulas will be changed to conform with the Pension Accumulation Plan. The grandfathering provision in the Cobalt Corporation Pension Plan will be retained.
4. Deferrals under the Cobalt Corporation Voluntary Deferred Compensation Plan will be allowed until December 31, 2003, after which eligible deferrals must be made under the Comprehensive Executive Non-qualified Retirement Plan.

Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans (continued)

5. As of the date of this Agreement, employees of Cobalt and its Subsidiaries are not participating in Company's health and welfare plans. Cobalt employees will be transitioned to Company's health and welfare plans and Human Resources policies beginning January 1, 2004, subject to any contractual or regulatory restrictions.
6. As of the date of this Agreement, certain officers of Cobalt and its Subsidiaries are being transitioned into Company's Officer Change-in-Control Plan.
7. All non-officer Cobalt employees will receive [REDACTED] in base salary effective January 1, 2004.
8. As of the date of this Agreement, the Agreement between Blue Cross of California and Office and Professional Employees International Union Local No. 29, AFL-CIO effective November 16, 2000 is being renegotiated.
9. In September 2003, Company's Compensation Committee approved a cash bonus plan for D. Mark Weinberg, an Executive Vice President of Company, and one of Company's General Managers that entitles them to cash payments, in certain circumstances, based on the increase in value of Company's equity investment in Highway to Health, Inc.
10. Leonard D. Schaeffer is entitled to severance benefits in the event of a change in control (as defined) under the Amended and Restated Employment Agreement dated as of December 31, 2002 between Company and Leonard D. Schaeffer and the Amended and Restated Special Executive Retirement Plan dated as of December 31, 2002 for the benefit of Leonard D. Schaeffer.
11. Thomas C. Geiser is entitled to severance benefits under the Officer Severance Agreement dated as of July 1, 1993 between Company and Thomas C. Geiser and the Letter dated November 13, 1995 from Company to Thomas C. Geiser regarding severance benefits.
12. Mark D. Weinberg is entitled to severance benefits under the Officer Severance Agreement dated as of July 1, 1993 between Company and Mark D. Weinberg and the Letter dated November 13, 1995 from Company to Mark D. Weinberg regarding severance benefits.

Company Disclosure Schedule
Section 3.2(w)

Employee Benefit Plans (continued)

12. John A. O'Rourke is entitled to severance benefits under the Letter agreement dated February 4, 2002 between Company and John A. O'Rourke.
13. Company has adopted an Officer Change-in-Control Plan that provides severance benefits to officers of Company and its affiliates in the event of a change in control (as defined in the respective plans).
14. Options outstanding under the Company Stock Plan and restricted stock granted by Company will immediately vest upon constructive or involuntary termination (as defined in the award agreement) of a holder's employment with Company or a Subsidiary of Company following a change of control.
15. Company maintains a Supplemental Executive Retirement Plan (as amended and restated effective as of December 4, 2001) (the "EVP SERP"). As of the date of this Agreement, the following persons are participants in the EVP SERP: David C. Colby, Thomas C. Geiser, David S. Helwig, Joan E. Herman, Gene Householter, Rebecca Kapustay, Woodrow A. Myers, Ronald J. Ponder, Alice F. Rosenblatt, D. Mark Weinberg and John S. Watts. The EVP SERP contains provisions providing for certain benefits to the participants following a change in control. In addition, Company's ability to amend the EVP SERP is restricted following a change-in-control.
16. In certain circumstances, Company's existing agreements with Leonard D. Schaeffer and Company's Officer Change-in-Control Plan may cause Company to make payments that are not deductible under Section 162(m) or Section 280G of the Code.
17. Effective January 1, 2004, Company will cease making contributions to the Pension Accumulation Plan based upon participants' earnings for 2004 and future years, except with respect to employees, as of January 1, 2004, who are at least 50 years old and whose age and years of credited service equal 65. Company currently expects to continue making interest contributions to participants' account on accumulated account balances.

Company Disclosure Schedule
Section 3.2(x)

Labor Matters

1. Agreement between Blue Cross of California and Office and Professional Employees International Union Local No. 29, AFL-CIO effective November 16, 2000.
2. Agreement between UNICARE Life and Health Insurance Company and Local Union 614 affiliated with the International Brotherhood of Teamsters of North America effective October 1, 2002.
3. Agreement between Blue Cross & Blue Shield United of Wisconsin and United Government Services, LLC and Office and Professional Employees International Union Local No. 9, AFL-CIO effective May 3, 2002.

4.

[REDACTED]

5.

[REDACTED]

Company Disclosure Schedule
Section 3.2(aa)

Capital or Surplus Maintenance

1. Undertakings dated as of July 31, 1997 by Company, Blue Cross of California and WellPoint California Services, Inc. to the California Department of Corporations (now named the California Department of Managed Health Care).

SECTION REDACTED

3. Order from Office of the Commissioner of Insurance of the State of Georgia, dated December 27, 1995, regarding the Acquisition of Control of or Merger with a Domestic Insurer, Blue Cross and Blue Shield of Georgia, Inc. by Cerulean Companies, Inc. and Plan of Conversion of Blue Cross and Blue Shield of Georgia, Inc.
4. Stipulation dated September 19, 2003 among Company, Crossroads Acquisition Corp. and the Office of the Commissioner of Insurance of the State of Wisconsin.

Company Disclosure Schedule
Section 4.1

Conduct of Business of Company Pending the Merger

- (a) Company plans (i) to amend its Restated Certificate of Incorporation to reflect current ownership restrictions required by the BCBSA, (ii) to amend its Bylaws to allow electronic voting, proxies and shareholder meetings and to authorize issuance of Company's securities in book form, and (iii) amend its various committee charters pursuant to the NYSE and SEC rules and regulations.
- (b) Company intends to grant equity-based awards under its existing incentive compensation plans in accordance with Section 4.1(q) of the Agreement and Section 4.I(q) of the Company Disclosure Schedule.

(k)




(p)



- (q) See Section 3.2(w) of Company Disclosure Schedule.

As of January 1, 2004, Company will increase its matching contributions in Company's 401(k) Plan

 In addition, Company has announced to its employees that, beginning in 2004, it will implement two profit-sharing plans that may result in additional Company contributions to the 401(k) Plan. The first plan will provide for up to 20 shares of Company Common Stock to be deposited into each employee's account in the 401(k) Plan if Company meets its earnings per share target for the year. The second plan will provide for cash contributions to each employee's 401(k) Plan account if Company meets or exceeds its earnings per shares target for the year.

Company Disclosure Schedule
Section 4.1

Conduct of Business of Company Pending the Merger (continued)

In each instance, any Company contributions to the 401(k) Plan will occur in the immediately following year based upon the prior year's results. Company may also make such contributions in 2004 based upon performance during 2003.

As of the date of this Agreement, Company anticipates that the Cobalt Corporation 401(k) Plan will be merged with the 401(k) Plan in January 2004 and formulas will be changed to conform with the 401(k) Plan.

As of the date of this Agreement, Company anticipates that the Cobalt Corporation Pension Plan will be merged with the Pension Accumulation Plan in January 2004 and formulas will be changed to conform with the Pension Accumulation Plan. The grandfathering provision in the Cobalt Corporation Pension Plan will be retained.

Deferrals under the Cobalt Corporation Voluntary Deferred Compensation Plan will be allowed until December 31, 2003, after which eligible deferrals must be made under the Comprehensive Executive Non-qualified Retirement Plan.

As of the date of this Agreement, employees of Cobalt and its Subsidiaries are not participating in Company's health and welfare plans. Cobalt employees will be transitioned to Company's health and welfare plans and Human Resources policies beginning January 1, 2004, subject to any contractual or regulatory restrictions.

All non-officer Cobalt employees will [REDACTED] in base salary effective January 1, 2004.

As of the date of this Agreement, the Agreement between Blue Cross of California and Office and Professional Employees International Union Local No. 29, AFL-CIO effective November 16, 2000 is being renegotiated.

As of the date of this Agreement, certain officers of Cobalt and its Subsidiaries are being transitioned into Company's Officer Change-in-Control Plan.

Effective January 1, 2004, Company will cease making contributions to the Pension Accumulation Plan based upon participants' earnings for 2004 and future years, except with respect to employees, as of January 1, 2004, who are at least 50 years old and whose age and years of credited service equal 65. Company currently expects to continue making interest contributions to participants' account on accumulated account balances.

Company Disclosure Schedule
Section 4.1

Conduct of Business of Company Pending the Merger

As of the date of the Agreement, Company has extended an employment offer a new Senior Vice President of Marketing.

- (q) (3)(c) The amount of the retention bonus pool provided pursuant to Section 4.1(q)(3)(c) shall not exceed [REDACTED]

**Company Disclosure Schedule
Section 5.6**

Annual Bonuses for Fiscal Year in which Effective Time Occurs

SECTION REDACTED

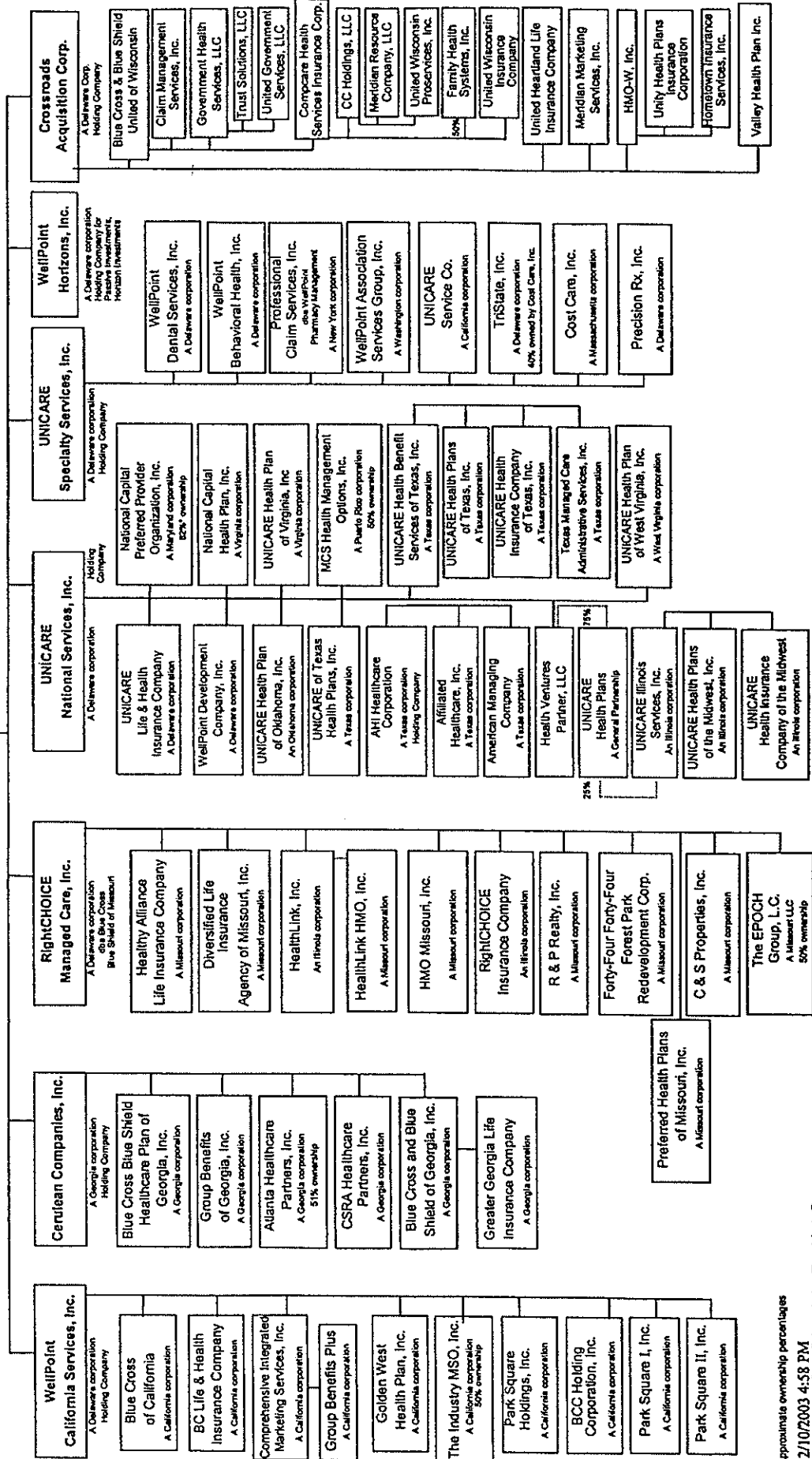
Company Disclosure Schedule
Section 5.7

Directors' and Officers' Indemnification and Insurance

SECTION REDACTED

Schedule I to Section 3.2(a) of Company Disclosure Schedule

WELLPOINT HEALTH NETWORKS INC
A Delaware corporation



*Approximate ownership percentages
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Company Confidential - Do Not Copy

Schedule I to Section 3.2(b) of Company Disclosure Schedule

SECTION REDACTED

Schedule II to Section 3.2(b) of Company Disclosure Schedule

SECTION REDACTED

Schedule I to Section 3.2(i) of Company Disclosure Schedule

SECTION REDACTED

SECTION REDACTED

Schedule I to Section 3.2(I) of Company Disclosure Schedule (continued)

Cobalt Corporation
Statute of Limitations Summary

Extensions Signed By Cobalt Officer

Blue Cross & Blue Shield Income Tax Returns

<u>Year</u>	<u>Form #</u>	<u>Status</u>
1993	872	Extended to 12-31-04
1994	872	Extended to 12-31-04
1995	872	Extended to 12-31-04
1996	872	Extended to 12-31-04
1997	872	Extended to 12-31-04
1998	872	Extended to 12-31-04
1999	872	Extended to 12-31-04
2000	872	Extended to 12-31-04

Cobalt Corporation (f.k.a. United Wisconsin Services, Inc) Income Tax Returns

<u>Year</u>	<u>Form #</u>	<u>Status</u>
1998	872	Extended to 12-31-04 (10/1/98 to 12-31-98)
1999	872	Extended to 12-31-04
2000	872	Extended to 12-31-04

United Heartland Life Insurance Company Income Tax Returns

<u>Year</u>	<u>Form #</u>	<u>Status</u>
1997	872	Extended to 12-31-04
1998	872	Extended to 12-31-04
1999	872	Extended to 12-31-04 (PC Company in 2000)

Extensions Signed By AMS Officer

United Wisconsin Services, Inc Income Tax Returns

<u>Year</u>	<u>Form #</u>	<u>Status</u>
1994	872	Extended to 12-31-04
1995	872	Extended to 12-31-04
1996	872	Extended to 12-31-04
1997	872	Extended to 12-31-04
1998	872	Extended to 12-31-04

(note - first 9 months of UWSI income included in AMS return for 1998)

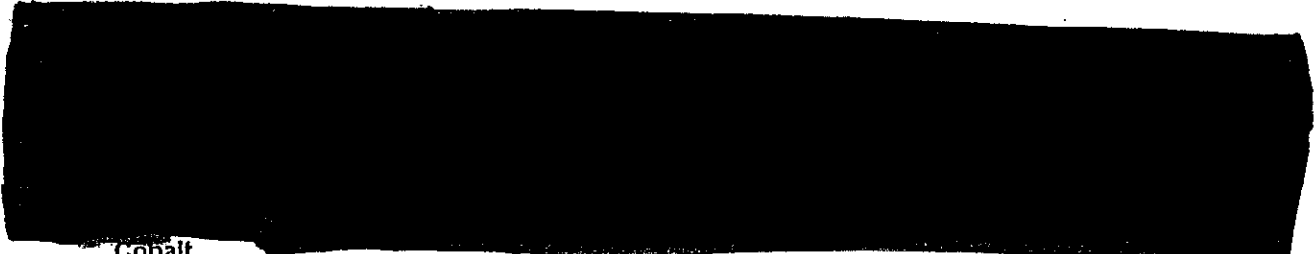
Schedule II to Section 3.2(l) of Company Disclosure Schedule

SECTION REDACTED

Schedule II to Section 3.2(l) of Company Disclosure Schedule (continued)

Audit Periods

2



Cobalt

- o Federal Audit Period: 1998-1999
- o State Audit Period: To be determined
- o Appeals Period:
 - o Cobalt Period: 1994-1997
 - o BCBSWI Period: 1992-1997

Schedule I to Section 3.2(v)(ii) of Company Disclosure Schedule

SECTION REDACTED

SECTION REDACTED

Schedule I to Section 3.2(v)(iv) of Company Disclosure Schedule

SECTION REDACTED