

ANTHEM'S RESPONSES TO OCI'S SUPPLEMENTAL COMMENTS

1. In Section 1.13(i) of the Merger Agreement and items #28 and #30 of "Anthem's Responses to OCI's Comments" of February 16, 2004, it is asserted that "the national headquarters for the Medicare Part A claims processing business . . . will continue to be located in Milwaukee, Wisconsin". What does Anthem, Inc. anticipate in terms of the role of the Milwaukee, Wisconsin national headquarters for United Government Services' Medicare Part A claims processing business?

Anthem has no current plans to change the role of the Milwaukee national headquarters in the Medicare Part A claims processing business of United Government Services, LLP ("UGS").

Section 1.13(i) of the Merger Agreement renews the provision at Section 5.15 of the 2003 merger agreement among WellPoint Health Networks Inc., Crossroads Acquisition Corp. and Cobalt Corporation, which called for the national headquarters for the Medicare Part A claims processing business of UGS to continue to be located in Milwaukee. The role of that headquarters as the location of UGS management and as the location of current UGS operations is thus anticipated to continue.

2. Please describe specifically any plans that may affect the overall level of employment in the Milwaukee metropolitan area related to Medicare Part A claim processing.

Anthem has no current plans to make any material change in the number of persons employed in UGS' Milwaukee operations.

3. In Section 1.13(g) of the Merger Agreement and item #30 of "Anthem's Responses to OCI's Comments" of February 16, 2004, it is asserted that "the headquarters of Blue Cross Blue Shield of Wisconsin will continue to be located in Wisconsin". What does Anthem, Inc. anticipate in terms of the role of the Wisconsin headquarters for Blue Cross Blue Shield of Wisconsin?

Anthem has no current plans to change the role of the Wisconsin headquarters in the BCBSW business.

Currently, essential matters related to BCBSW plan activities and relationships with Wisconsin customers are directed by leadership and staff in Wisconsin. The role of the Wisconsin headquarters of BCBSW as the location of BCBSW management and as the location of current operations is thus anticipated to continue. In that regard, in order to assure continuity of leadership, the president of BCBSW will be asked to continue in her role.

4. With regard to AdminiStar Federal, Inc.'s receipt of several subpoenas prior to May 2000 from the Office of Inspector General and the U.S. Department of Justice, has either Anthem, Inc. or AdminiStar Federal, Inc. retained independent counsel that is actively representing them concerning these matters? We are not requesting release of attorney-client privileged

information or communications, if any, only whether there is active representation by independent counsel on these matters with the Office of Inspector General or the U.S. Department of Justice.

AdminaStar Federal, Inc. has retained outside counsel to represent it with respect to these subpoenas, and outside counsel is actively engaged in such representation. Anthem, Inc. is not the subject of these subpoenas.

5. Does the contract whereby AdminiStar Federal, Inc. provides Medicare fiscal intermediary Part A and carrier Part B services for the Centers for Medicare and Medicaid Service limit Anthem, Inc.'s own direct exposure to the risk of regulatory sanctions or financial penalties with regard to Medicare services?

AdminaStar Federal, Inc. ("ASF") serves as a subcontractor to Anthem Insurance Companies, Inc. with respect to providing fiscal intermediary services for the Centers for Medicare and Medicaid Service's ("CMS") Part A contracts in Indiana, Illinois, Kentucky and Ohio. In addition, CMS has entered into agreements directly with ASF for other Medicare services, and ASF's President oversees the administration of contracts between CMS and Anthem, Inc.'s subsidiaries in Maine and New Hampshire.

Anthem, Inc. is not a party to any CMS Medicare fiscal intermediary or carrier contract and, therefore, does not have direct exposure under such contracts. The exposure of Anthem, Inc.'s subsidiaries under such contracts is not limited.