

Junior, Steve

From: Junior, Steve
Sent: Thursday, March 04, 2004 3:19 PM
To: 'TEKlancnik@mbf-law.com'
Subject: Anthem/WellPoint

Dear Mr. Klancnik:

Attached is a draft list of exhibits for the Anthem/WellPoint hearing. Naturally, the list won't crystalize until just before the hearing, if even then, but I offer it to assist in preparation for the hearing. If you have any questions or revisions, please call me.

Steven J. Junior
Senior Insurance Examiner
Office of the Commissioner of Insurance
125 S. Webster Street
Madison, Wisconsin 53702
Tel.: (608) 267-4388
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9
1 April 2004
04-C28767

In the Matter of the Acquisition of Control of Blue Cross Blue Shield of Wisconsin; CompCare Health Services Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; Unity Health Plans Insurance Corporation; and Valley Health Plan, Inc. by Anthem, Inc. and Anthem Holding Corp.

Case No. 04-C28767

Draft List of Exhibits

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of In the Matter of the Acquisition of Control of Blue Cross & Blue Shield United of Wisconsin; CompCare Health Services Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; Unity Health Plans Insurance Corporation; and Valley Health Plan, Inc. by Anthem, Inc. and Anthem Holding Corp. (Case No. 04-C28767)
- Ex. 2 Letter to Guenther Ruch, OCI, from David J. Hanson and Thomas E. Klancnik of Michael, Best & Friedrich LLP, dated December 17, 2003
- 2.1 Form A "Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer" by Anthem, Inc. and Anthem Holding Corp. dated December 17, 2003
 - 2.2 Exhibit A to the Form A, which is the Registration Statement on Form S-4, the Joint Proxy Statement and Prospectus filed with the Securities and Exchange Commission dated November 26, 2003
 - 2.3 Exhibit B to the Form A, which is the Amended and Restated Agreement and Plan of Merger among Anthem, Inc., Anthem Holding Corp., and WellPoint Health Networks Inc.
 - 2.4 Exhibit C to the Form A, which is the Pre-Merger Organizational Chart for Anthem, Inc. and its affiliates
 - 2.5 Exhibit D to the Form A, which is the Pre-Merger Organizational Chart for WellPoint Health Networks Inc. and its affiliates
 - 2.6 Exhibit E to the Form A, which is the Post-Merger Organizational Chart for Anthem, Inc. and its affiliates
 - 2.7 Exhibit F-1 to the Form A, which are the Biographical Affidavits for the directors and executive officers of Anthem, Inc., with date of birth, social security number, and home address redacted
 - 2.8 Exhibit F-2 to the Form A, which are the Biographical Affidavits for the directors and executive officers of Anthem, Inc., without redaction of information (filed under seal)

- 2.9 Exhibit G to the Form A, which are the Amended and Restated Special Executive Retirement Plan and Amended and Restated Employment Agreement for Leonard D. Schaeffer, Chairman and Chief Executive Officer of WellPoint Health Networks Inc.
- 2.10 Exhibit H-1 to the Form A, which is the Annual Report on Form 10-K of Anthem, Inc. for the year ended December 31, 2002, filed with the Securities and Exchange Commission
- 2.11 Exhibit H-2 to the Form A, which is the Annual Report on Form 10-K of Anthem, Inc. for the year ended December 31, 2001, filed with the Securities and Exchange Commission
- 2.12 Exhibit I to the Form A, which is the Quarterly Report on Form 10-Q of Anthem, Inc. for the period ending September 30, 2003, filed with the Securities and Exchange Commission
- 2.13 Exhibit J-1 to the Form A, which is Anthem, Inc.'s Annual Consolidated Financial Statement, prepared in accordance with generally accepted accounting principles, for the years ended December 31, 2002, 2001 and 2000
- 2.14 Exhibit J-2 to the Form A, which is Anthem, Inc.'s Annual Consolidated Financial Statement, prepared in accordance with generally accepted accounting principles, for the years ended December 31, 2000, 1999 and 1998
- 2.15 Exhibit K-1 to the Form A, which is the Annual Report to Shareholders of Anthem, Inc. for the year ended December 31, 2002
- 2.16 Exhibit K-2 to the Form A, which is the Annual Report to Shareholders of Anthem, Inc. for the year ended December 31, 2001
- 2.17 Exhibit L-1 to the Form A, which is the Annual Report to the Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 2002
- 2.18 Exhibit L-2 to the Form A, which is the Annual Report to the Stockholders of WellPoint Health Networks Inc. for the year ended December 31, 2001
- 2.19 Exhibit M-1 to the Form A, which is the Annual Report to Shareholders of Cobalt Corporation for the year ended December 31, 2002

2.20 Exhibit M-2 to the Form A, which is the Annual Report to Shareholders of Cobalt Corporation for the year ended December 31, 2001

2.21 Exhibit N to the Form A, which is the Commitment Letter for Bridge Loan Agreement to Anthem, Inc. by Banc of America Bridge LLC and Banc of America Securities LLC

2.22 Exhibit O to the Form A, which are the Consents to Jurisdiction of Anthem, Inc. and Anthem Holding Corp. on Form E

Ex. 3 Annual Statutory Financial Statements for each of Anthem, Inc.'s insurance company and HMO subsidiaries for the year ending December 31, 2002

3.1 Annual Statement of Anthem Health Plans of Virginia, Inc. (formerly, Trigon Insurance Company) for the year ended December 31, 2002

3.2 Annual Statement of Peninsula Health Care, Inc. for the year ended December 31, 2002

3.3 Annual Statement of Trigon Health and Life Insurance Company for the year ended December 31, 2002

3.4 Annual Statement of Maine Partners Health Plan, Inc. for the year ended December 31, 2002

3.5 Annual Statement of Anthem Health Plans, Inc. for the year ended December 31, 2002

3.6 Annual Statement of Anthem Health Plans of New Hampshire, Inc. for the year ended December 31, 2002

3.7 Annual Statement of Matthew Thornton Health Plan, Inc. for the year ended December 31, 2002

3.8 Annual Statement of Anthem Health & Life Insurance Company of New York for the year ended December 31, 2002

3.9 Annual Statement of Community Insurance Company for the year ended December 31, 2002

3.10 Annual Statement of Anthem Health Plans of Kentucky, Inc. for the year ended December 31, 2002

3.11 Annual Statement of HMO Colorado, Inc. for the year ended December 31, 2002

3.12 Annual Statement of Rocky Mountain Hospital and Medical Service, Inc. for the year ended December 31, 2002

- 3.13 Annual Statement of Anthem Alliance Health Insurance Company for the year ended December 31, 2002
- 3.14 Annual Statement of Anthem Life Insurance Company for the year ended December 31, 2002
- 3.15 Annual Statement of HealthKeepers, Inc. for the year ended December 31, 2002
- 3.16 Annual Statement of Anthem Health Plans of Maine, Inc. for the year ended December 31, 2002

- Ex. 4 Letter to David R. Frick, Executive Vice President and Chief Legal and Administrative Officer, from Steven J. Junior, OCI, dated February 5, 2004

- Ex. 5 Letter to Steven J. Junior, OCI, from David J. Hanson and Thomas E. Klanchnik of Michael, Best & Friedrich LLP, dated February 16, 2004, with "Anthem's Responses to OCI's Comments", Description of Anthem's Material Pending Litigation, and Description of WellPoint's Material Pending Litigation

- Ex. 6 Letter to Steven J. Junior, OCI, from David J. Hanson and Thomas E. Klanchnik of Michael, Best & Friedrich LLP, dated February 17, 2004, with the Redacted Final Copies of the Company Disclosure Schedule and Purchaser Disclosure Schedule to the Amended and Restated Agreement and Plan of Merger among Anthem, Inc., Anthem Holding Corp., and WellPoint Health Networks Inc.

- Ex. 7 Letter to David R. Frick, Executive Vice President and Chief Legal and Administrative Officer, from Steven J. Junior, OCI, dated February 26, 2004

- Ex. 8 Letter to Steven J. Junior, OCI, from David J. Hanson and Thomas E. Klanchnik of Michael, Best & Friedrich LLP, dated March 1, 2004, with "Anthem's Responses to OCI's Supplemental Comments"

- Ex. 9 Letter to Steven J. Junior, OCI, from David J. Hanson and Thomas E. Klanchnik of Michael, Best & Friedrich LLP, dated March X, 2004, giving notice that Anthem, Inc. had been informed of early termination of the required waiting period under the Hart-Scott-Rodino Anti-Trust Improvements Act of 1976, together with a copy of the Early Termination Granted letter from the Federal Trade Commission

- Ex. 10 Notice of Hearing for Case No. 04-C28767, addressed to David R. Frick, Executive Vice President and Chief Legal and Administrative Officer of Anthem, Inc., dated March X, 2004

- Ex. 11 E-mail to Thomas E. Klancnik, Michael, Best & Friedrich LLP, from Steven J. Junior, OCI, dated March 4, 2004, with a draft list of exhibits for the hearing
- Ex. 12 E-mail to Thomas E. Klancnik, Michael, Best & Friedrich LLP, from Steven J. Junior, OCI, with draft case recommendation memorandum dated March X, 2004
- Ex. 13 E-mail to Steven J. Junior, OCI, from Thomas E. Klancnik, Michael, Best & Friedrich LLP, dated March X, 2004, with suggested changes to draft case recommendation memorandum dated March X, 2004
- Ex. 14 E-mail to Thomas E. Klancnik, Michael, Best & Friedrich LLP, from Steven J. Junior, OCI, dated March X, 2004, confirming acceptance of certain suggested changes and indicating suggestions that were not accepted for the OCI Recommendation Memorandum for Case No. 04-C28767
- Ex. 15 OCI Recommendation Memorandum for Case No. 04-C28767
- Ex. 16 Pre-filed testimony of Anthem, Inc.
- Ex. 17 Pre-filed testimony of WellPoint Health Networks Inc.
- Ex. 18 Letter to Timothy J. Muris, Federal Trade Commission, and to the insurance commissioners and attorneys general of 13 states affected by the acquisition, including Wisconsin, from the following members of Congress: Pete Stark; Jim McDermott; Charles B. Rangel; and Max Sandlin, dated November 6, 2003