

December 17, 2003

Mr. Guenther Ruch
Administrator
Division of Regulation and Enforcement
Office of the Commissioner of Insurance
125 S. Webster St.
Madison, WI 53703



Re: Statement Regarding Acquisition of Control of the Wisconsin Domestic Insurance Subsidiaries of Cobalt Corp. by Anthem, Inc.

Dear Guenther:

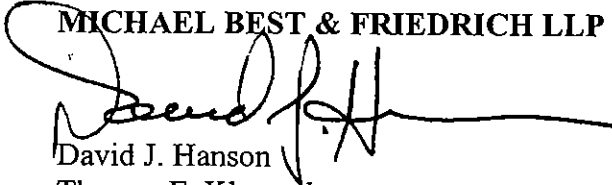
Anthem, Inc. and Anthem Holding Corp. (collectively, "Anthem") seek the prior approval of the Commissioner of Insurance for the State of Wisconsin for the acquisition of control of Crossroads Acquisition Corp., a Delaware insurance holding corporation, and its Wisconsin domestic insurance subsidiaries. Anthem seeks to gain control of Crossroads' domestic insurance subsidiaries through the merger of WellPoint Health Networks, Inc. with and into Anthem Holding Corp. In connection with our request, enclosed please find a Form A, Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer, prepared by Anthem. We are enclosing (i) one complete original set, (ii) three complete copies and (iii) two copies without exhibits of the Form A.

Please note that we request confidential treatment of certain information contained in the biographical affidavits of Anthem's directors and officers, and are providing those original affidavits under separate sealed envelope. However, we have provided redacted copies of those affidavits with the Form A, with blacked-out dates of birth, social security numbers and home addresses of officers and directors.

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Please contact us with questions or requests for additional information.

Sincerely,

MICHAEL BEST & FRIEDRICH LLP

David J. Hanson
Thomas E. Klancnik

Enclosures

cc: Steven Junior, Office of the Wisconsin Commissioner of Insurance
David R. Frick, Executive Vice President and Chief Legal and
Administrative Officer, Anthem, Inc.
Thomas Geiser, Esq., Executive Vice President, General Counsel and Secretary,
WellPoint Health Networks, Inc.
Tibor D. Klopfer, Baker & Daniels