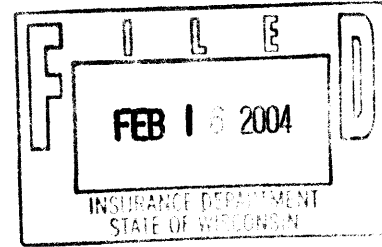


February 16, 2004

**Via Hand Delivery**

Mr. Steven J. Junior  
Senior Insurance Examiner  
Bureau of Financial Analysis & Examinations  
Office of the Commissioner of Insurance  
125 South Webster St.  
Madison, WI 53703



Re: In the Matter of the Acquisition of Control of Blue Cross Blue Shield of Wisconsin; Compcare Health Services Insurance Corporation; Unity Health Plans Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; and Valley Health Plan, Inc., by Anthem, Inc. and Anthem Holding Corp. (Case No. 04-C28767)

Dear Mr. Junior:

Pursuant to your February 6, 2004 letter requesting that certain information be submitted in connection with the Anthem, Inc. ("Anthem") Form A Statement filed with the Office of the Commissioner of Insurance ("OCI") on December 17, 2003 (the "Form A Statement"), we are providing two (2) copies of Anthem's Responses to OCI's Comments (with Exhibits A and B) on behalf of Anthem. Capitalized terms used in the response have the same meanings as set forth in the Form A Statement, except as otherwise defined therein.

If you need additional information or have questions regarding this correspondence, please feel free to give us a call.

Very truly yours,

**MICHAEL BEST & FRIEDRICH LLP**

David J. Hanson  
Thomas E. Klancnik

Enclosure

cc (w/enc.):

David R. Frick, Esq.  
Tibor D. Klopfer, Esq.  
Thomas C. Geiser, Esq.