

March 1, 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 26, 2004 letter to David Frick requesting certain additional 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 Supplemental Comments 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.