


August 13, 2003

HAND DELIVERED

Mr. Guenther H. Ruch 
Office of the Commissioner of Insurance
125 S. Webster St.
Madison, WI 53703



Re: WellPoint Health Networks Inc. (Case No. 03-C28447)

Dear Mr. Ruch:

Enclosed is a copy of the fully executed Amendment No. 1 to Agreement and Plan of Merger regarding the above matter.

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

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

David J. Hanson
Jonathan L. Schuster

Enclosure

cc (w/o enc.):

Lorna Granger, Esq.
Joseph C. Branch, Esq.
Thomas Geiser, Esq.