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U.S. Department of Justice

Antitrust Division 2012 NOV 26 A 10 41

Liberty Square Building

450 Fifth Street, NW, Suite 4100
Washington, DC 20530
Patricia D. Petersen
Chief Hearing Officer

November 26, 2012

BY ELECTRONIC AND REGULAR MAIL

Honorable Patricia D. Petersen
Chief Hearing Officer
Office of the State of Washington Insurance Commissioner
P.O. Box 40255
Olympia, WA 98504-0255

Re: Proposed Acquisition Of Amerigroup Washington, Inc. by
WellPoint, Inc.; Docket No. 12-0280

Dear Judge Petersen:

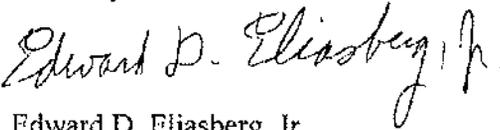
I write in response to your letter of November 20, 2012, which we received from counsel for WellPoint, Inc. ("WellPoint"). Your letter requests information from the Antitrust Division of the United States Department of Justice ("Antitrust Division") about the Division's investigation of WellPoint's proposed acquisition of Amerigroup Washington, Inc. ("Amerigroup-WA").

The mission of the Antitrust Division is to challenge under the antitrust laws conduct that is likely to reduce competition and to deter anticompetitive conduct. The Antitrust Division fulfills this mission in part by reviewing proposed acquisitions. The Federal Trade Commission and the Antitrust Division have partially overlapping antitrust jurisdiction. To prevent duplicative investigations, the agencies use a clearance process that ensures that only one of the agencies will investigate a transaction or a firm's conduct. The WellPoint/Amerigroup transaction was cleared to the Antitrust Division, which is the only federal authority investigating the antitrust issues involved in the transaction.

The Antitrust Division is evaluating WellPoint's proposed acquisition of Amerigroup under its publicly available Horizontal Merger Guidelines. See <http://www.justice.gov/atr/public/guidelines/hmg-2010.html>. The Antitrust Division has concluded that under those Guidelines, this transaction is unlikely to lessen competition

substantially anywhere in the State of Washington. The State of Washington Insurance Commissioner's approval of WellPoint's proposed acquisition of Amerigroup-WA would not prevent the Antitrust Division from completing its investigation or initiating any appropriate enforcement action in any state in which Amerigroup or any of its subsidiaries do business.

Sincerely,

A handwritten signature in cursive script that reads "Edward D. Eliasberg, Jr." The signature is written in dark ink and is positioned above the printed name.

Edward D. Eliasberg, Jr.