

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON



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November 9, 2012

OFFICE OF
INSURANCE COMMISSIONER

Patricia D. Petersen, JD, Chief Hearing Officer
Office of the Insurance Commissioner, Hearings Unit
PO Box 40255
Olympia, WA 98504-0255
5000 Capitol Boulevard
Tumwater, WA 98501

Patricia D. Petersen, JD
Chief Hearing Officer

Re: Form A Filing dated August 3, 2012 – Proposed Acquisition of Control of
Amerigroup Washington, Inc.

Dear Ms. Petersen:

Please see the attached responses to your questions during the recent pre-hearing conference call on November 7, 2012, and follow-up to counsel for the Applicant's letter dated October 16, 2012.

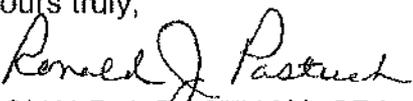
During our review of the WellPoint SEC 10Q report dated November 7, 2012, we reviewed the litigation section of that report and have no further questions. We also noted a recent settlement of a class action lawsuit on Amerigroup which resulted in the Amendment No. 1 to the Merger Agreement. The amendment of certain provisions within the original Agreement and Plan of Merger among WellPoint, Inc., WellPoint Merger Sub, Inc. and Amerigroup, Inc were noted.

We are also including the Amerigroup SEC 10Q report dated November 8, 2012 with this letter. Amerigroup's announcement regarding the amendment to the merger agreement is included its 8K report dated and filed on October 2, 2012 is also attached.

We have reviewed the attached WellPoint 2012 3rd quarter 10Q report, the amendment to the merger agreement, and the Amerigroup 2012 3rd quarter 10Q report, and have no further questions.

If you have any questions, please call me at 360-725-7211 or Ms. Reynolds at 360-725-7179.

Yours truly,


RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
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Cc: James T. Odiorne, CPA, JD, Deputy Insurance Commissioner
Kate Reynolds, Staff Attorney
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Cairns, Kelly (OIC)

From: Brian Kreger [bk@kregerbeeghly.com]
Sent: Wednesday, November 07, 2012 3:57 PM
To: Pastuch, Ron (OIC); Reynolds, Kate (OIC)
Cc: Klopfer, Tibor D.; Danilson, Jared R.; Kimpel, Jason D.; sb@kregerbeeghly.com; bk@kregerbeeghly.com
Subject: WellPoint/Amerigroup Form A Questions and Responses: Supplement to October 16, 2012 Correspondence
Attachments: WellPoint10-Q Third Quarter 2012.pdf.pdf

URGENT

RE: Form A Statement Regarding the Acquisition of Control of Amerigroup Washington, Inc., a Washington-domiciled Health Care Service Contractor ("HSCS") – Filed with the Office of the Insurance Commissioner August 6, 2012

Supplement to WellPoint Form A Questions and Responses – Submitted to the Office of the Insurance Commissioner October 16, 2012

Dear Mr. Pastuch and Ms. Reynolds:

In the interest of time, I herewith submit to the Office of the Insurance Commissioner the **WELLPOINT, INC (WLP) Form 10-Q** (Quarterly report pursuant to sections 13 or 15(d) of the Securities Exchange Act of 1934, Filed on 11/07/2012, for the Filed Period 09/30/2012), as an attachment to this electronic correspondence.

This Form Q and electronic correspondence supplements the information provided in my correspondence of October 16, 2012 in which I responded to your inquiry as follows:

2. Please provide a listing of pending or ongoing litigation by various parties and WellPoint. We noted in the WellPoint 10-K filing that several market conduct issues were discussed and we need to know the status of those issues regardless if WellPoint believes the charges are without merit and is vigorously defending itself.

As you and I discussed subsequent to your October 11 email, and as I communicated to Kate Reynolds, an update of the litigation described in WellPoint's 2011 Annual Report on Form 10-K and 2012 Quarterly Reports on Form 10-Q will be promptly provided to the OIC by WellPoint as soon as its third quarter 2012 Quarterly Report on Form 10-Q is filed with the Securities and Exchange Commission. The Form 10-Q for the third quarter 2012 is expected to be released on or before November 7, 2012. I will deliver this report to you as soon as I receive it and can review any specific questions you may have regarding pending litigation as reported at that time. I can report to you now that WellPoint does not consider any of the reported litigation to have a negative effect on the proposed WellPoint/Amerigroup Agreement and Plan of Merger.

To assist you in your review of this supplemental response to provide current information relating to pending or ongoing litigation, I direct your attention to pages 23 to 25 of the attached Form 10-Q.

I trust this information provides satisfactory supplemental and current material in response to your inquiry. And, I trust that delivery of this information and the Form 10-Q document via electronic delivery is acceptable to the Office of Insurance Commissioner. If you prefer that I submit this supplemental response by "hard copy" letter, please let me know as soon as possible and I will prepare and deliver my letter to you at once.

Thank you for your prompt attention in this matter. If you have any comments or questions, please call me any time and I will make every effort to address any issue that may arise.

Sincerely,

Brian

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