

Brian F. Kreger
Direct Dial: 206-429-2757
E-Mail: bk@kregerbeeghly.com

Heidi A. Johnson
Patricia D. Petersen
Chief Hearing Officer

Via Email and Hand Delivery

November 26, 2012

The Honorable Patricia D. Petersen
Chief Presiding Officer, Hearings Unit
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd.
Tumwater, Washington 98501

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

Dear Judge Petersen:

On behalf of WellPoint, Inc., this letter responds to your November 20, 2012 letter regarding the above matter. WellPoint appreciates your continued attention to its application and filings and has carefully reviewed your letter and conferred with Amerigroup. We apologize if our prior submissions did not fully address your concerns or requests. With this letter, WellPoint seeks to respond fully to all the matters raised in your letter. For convenience of reference, the headings and numbers below correspond to those of your letter.

Supplemental Information Requested:

We are pleased to provide you with the supplemental information requested by your letter, as follows:

1. Attached as Exhibit A is a complete list, as of November 20, 2012, of all active pending and ongoing litigation by any party and WellPoint. Please note (a) that none of the matters listed is pending in any state or federal court sitting in Washington State, and (b) that there is no pending litigation involving WellPoint's proposed acquisition of Amerigroup other than the settled putative class action matter previously disclosed in SEC filings submitted to the OIC in connection with this proceeding.
2. Attached as Exhibit B is a list, as of November 20, 2012, of all litigation by any party and WellPoint, which has been settled or otherwise concluded or closed in some other manner in the past two years.

3. WellPoint confirms (a) that your letter accurately describes Exhibits 1-A and 1-B to my October 16, 2012 letter to the OIC, which provided information on WellPoint's and its affiliates' significant regulatory actions, and (b) that such exhibits list and include all such significant regulatory actions for the past seven years (i.e., from calendar year 2005 to the current date).
4. You requested information concerning the current status of insurance regulatory approvals with other states:
 - 1) The chart attached as Exhibit C includes a list of all Form A / "change in control" approvals that have been received from state insurance regulators for WellPoint's proposed acquisition of Amerigroup or any part of Amerigroup. The chart details any conditions/restrictions/limitations that those regulators have placed on their approvals. (Also, for your convenience, we have included copies of each approval order or letter received.)
 - 2) No states have decided not to approve any part of the acquisition.
 - 3) No such additional approvals are pending or required for the acquisition or any part of the acquisition (other than Washington State).

Confidentiality of Materials Submitted on Behalf of WellPoint Subsequent to or with the Form A:

WellPoint appreciates the explanation in your letter regarding Washington laws supporting public disclosure with only narrow exceptions including those for personal information. WellPoint accordingly retracts its request for confidential treatment of the materials filed as Exhibits 5, 6, 7 and 11 other than redactions of personal information as deemed appropriate by the Insurance Commissioner and consistent with Washington laws.

Status of Federal Antitrust Review:

WellPoint understands the need for your continued inquiries regarding the pending Hart Scott Rodino Act status and U.S. Department of Justice antitrust investigation relating to WellPoint's acquisition of Amerigroup. As you suggested, WellPoint and Amerigroup have requested the DOJ to provide you with written confirmation that there are no antitrust concerns about WellPoint's proposed acquisition of Amerigroup Washington, Inc. or any other of WellPoint's activities in Washington State. WellPoint thanks you for your suggestion, and is pleased to report that it understands that the DOJ has submitted or will be submitting a letter to you by the end of the day today.

In addition, the DOJ has indicated its continued availability and willingness for a teleconference with you to confirm the status of the DOJ's review and its process for concluding the review (Ms. Cairns has the personal contact information for the appropriate DOJ individual). In any event, WellPoint assures you that, based on discussions among Amerigroup, WellPoint and the DOJ, it and Amerigroup expect that the DOJ's antitrust investigation relating to WellPoint's acquisition of Amerigroup will be fully concluded by the first week of December.

Legal Counsel for Amerigroup Washington, Inc.:

Thank you for pointing out the need for formal legal representation of Amerigroup Washington, Inc. in this proceeding. WellPoint has discussed the matter with Amerigroup and understands that Tim Parker, with the Carney Badley Spellman law firm, has submitted or will be submitting a formal appearance for Amerigroup Washington, Inc., in this matter by the end of the day.

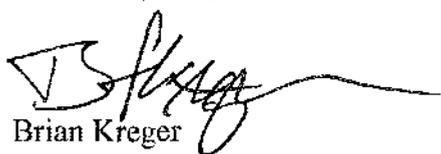
Hearing Dates:

WellPoint and Amerigroup appreciate your observations and comments regarding the scheduling of the hearing, and they accept that the hearing cannot be held on the originally proposed November 28 or alternative December 5 dates. Notwithstanding being unable to achieve a hearing in that timeframe, WellPoint and Amerigroup appreciate and wish to thank you for your efforts in seeking to accommodate their requests for an early hearing date.

We appreciate your continued attention and diligence in the review of this matter. WellPoint and Amerigroup understand that scheduling of the hearing depends on providing you and the OIC with complete and detailed information and have sought to meet that standard through the responses in this letter. It remains extremely important to the companies and their constituencies to conclude the proposed transaction as early in December as possible, and WellPoint and Amerigroup respectfully request that the hearing on this matter be scheduled for the earliest possible date that you find to be appropriate.

Please do not hesitate to contact me at 206-829-2757 or Tibor Klopfer at Faegre Baker Daniels LLP (317-237-1133) with any questions about this letter or if we can be helpful in any way with your continuing review.

Yours very truly,


Brian Kreger

- cc: Kate Reynolds, Washington State Office of the Insurance Commissioner (w/encls)
- Ron Pastuch, Washington State Office of the Insurance Commissioner (w/encls)
- Kelly Cairns, Washington State Office of the Insurance Commissioner (w/encls)
- Michael G. Watson, Chief Deputy Insurance Commissioner (w/encls)
- Tibor Klopfer, Faegre Baker Daniels LLP (w/encls)
- Mary Clogston (w/encls)
- Nicholas J. Pace, Amerigroup (w/encls)
- Timothy J. Parker, Carney Badley Spellman (w/encls)