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Via Electronic Delivery and U.S. Postal Service

October 16, 2012

Mr. Ronald J. Pastuch, CPA  
Holding Company Manager  
Company Supervision Division  
Washington State Office of the Insurance Commissioner  
PO Box 40249,  
Olympia, WA 98504-0259

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

**WellPoint Amerigroup Form A Questions and Responses**

Dear Ron:

On behalf of WellPoint, Inc. ("WellPoint"), I am providing the following information and materials in response to your October 11, 2012 email to me in which you requested additional information in connection with the above Form A Statement filed with the Washington State Office of the Insurance Commissioner ("OIC") on August 6, 2012, as supplemented (the "Form A Statement"). For convenience of reference, I have repeated your information requests or questions in boldface italics below, and under each I have indicated the WellPoint response. Also, for consistency, relevant capitalized terms used in this response letter have the same meanings as set forth in the Form A Statement, except as may otherwise be defined herein or as the context may require.

- 1. Please provide a listing of the significant regulatory actions taken on WellPoint and its affiliates for the past seven years. We noted that Anthem Ins Co surrendered its certificate in FL, Empire Healthchoice paid a \$296,200 fine in NY, and Anthem Health Plans of KY paid \$500,000 fine due to the findings in a Kentucky market conduct examination. In the new listing, please provide any actions where a fine was levied on WellPoint of \$100,000 or more, any revocations, suspensions, or surrenders. During the review of the corporate biographical affidavits, the persons determined that settlements or small fines of less than \$250,000 were for technical deficiencies. We*

*disagree that limit level is set higher than most would expect. Please provide us with a list as described above.*

For a list of WellPoint's and its affiliates' significant regulatory actions for the past seven years (calendar year 2005 to date), please see **Confidential** Exhibits 1-A and 1-B. In accordance with your request, above, and solely for the purpose of **Confidential** Exhibits 1-A and 1-B, "significant regulatory action" means (A) impositions of insurance company/HMO license revocations, suspensions, and surrenders, and (B) actions where a fine of \$100,000 or more was levied on WellPoint or one of its affiliates.

Please note that Confidential Exhibits 1-A and 1-B have been prepared by WellPoint specifically in response to your questions referred to above. As such, they are proprietary company documents and not otherwise available to the general public. WellPoint considers your request to be a legitimate OIC investigation and analysis of relevant market conduct and financial issues pertaining to the Company as part of your review of the Form A Statement. Therefore, we respectfully request that Confidential Exhibit 1-A and Confidential Exhibit 1-B be maintained as confidential and not subject to public dissemination in any form. We further respectfully request that the OIC notify me and WellPoint in the event the OIC receives a public records request for these documents, and before any disclosure of these documents, to afford the Company and its attorneys ample opportunity to defend against such disclosure.

- 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.

- 3. Please confirm that we have the biographical affidavits on all directors and executive officers of WellPoint given the flurry of corporate changes at WellPoint since the receipt of the Form A filing.*

WellPoint confirms that it has provided the OIC with biographical affidavits for all of its current directors and executive officers. Since the August 6, 2012 filing of the Form A Statement, there have been some departures and changes in titles (information about

which has previously been provided to the OIC); however, no new individuals have been elected to WellPoint's Board of Directors or appointed as executive officers of WellPoint.

4. ***Please provide the latest SEC filing regarding the financial condition of WellPoint as of September 30, 2012 when that filing becomes available. We know that WellPoint is scheduled to release its earnings and financial condition report on October 31, 2012. We would accept that filing even if we send the Form A package to the Hearings Unit before its release.***

WellPoint is scheduled to release its third quarter 2012 earnings results on November 7, 2012. WellPoint will promptly provide the OIC with a copy of its Quarterly Report on Form 10-Q for the third quarter 2012 as soon as it is filed with the Securities and Exchange Commission (also expected to be November 7, 2012).

5. ***We noted some discrepancies on three of the biographical affidavits for Deveydt, Baker, Jr. and Schaefer, Jr. There were some civil suits which these persons were named in US District Court and South District of Indiana. There were some other civil suits detected on two persons where they answered "No" on their affidavit. Please provide some clarification on their reason for providing this answer in light of these detected civil suits.***

The above-referenced civil actions were not disclosed in the biographical affidavits because they are not responsive to the request for, and do not involve, civil actions involving dishonesty, breach of trust or a financial dispute. As a director and/or an executive officer of a public company, it is commonplace to be included as a named defendant in class action lawsuits against the company for a variety of matters including the typical shareholder derivative and ERISA actions.

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 response.

Sincerely,



Brian F. Kreger

cc: Kate Reynolds, Washington State Office of the Insurance Commissioner (w/encls)  
Kris Graap, Washington State Office of the Insurance Commissioner (w/encls)  
Tibor Klopfer, Faegre Baker Daniels LLP (w/encls)  
Kreger Beeghly, PLLC file