

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

**(Print or Type)**

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

**WellPoint, Inc.  
120 Monument Circle  
Indianapolis, IN 46204**

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable) **Julie Anne Hill**
2. a. Are you a citizen of the United States? **Yes**  
b. Are you a citizen of any other country, if so, what country? **N/A**
3. Affiant's Occupation or Profession. **Owner, The Hill Companies**
4. Affiant's business address. **21 Offshore, Newport Beach, CA 92657**  
Business telephone. **949-640-7999, ext. 2**
5. Education and Training:

	Name	City / State	Dates Attended (MM/YY)	Degree Obtained
College / University	<b>University of California</b>	<b>Los Angeles, California</b>	<b>1964-1968</b>	<b>B.A.</b>
Graduate Studies	<b>University of Georgia</b>	<b>Athens, Georgia</b>	<b>1973-1975</b>	<b>M.A.</b>
Other Training				

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.)

6. List of memberships in professional societies and associations.

Name of Society/Association	Contact Name	Address of Society/Association	Telephone Number of Society/Association
<b>n/a</b>			

7. Present or proposed position with the applicant entity. **Director**
8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

**Beginning/Ending**

Dates (MM/YY): **See Attached**

Employer's Name:

- 9. a. Have you ever been in a position which required a fidelity bond? **No**  
If any claims were made on the bond, give details. **N/A**
- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? **No**  
If yes, give details. **N/A**
- 10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient

Organization/Issuer of License: **None**

- 11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:
  - a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency? **No**
  - b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action? **No**
  - c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? **No**
  - d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? **No**
  - e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? **No**
  - f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? **No**
  - g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? **No**
  - h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? **No**
  - i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? **No**
  - j. had a lien or foreclosure action filed against you or any entity while you were associated with that entity? **No**

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate. **N/A**

- 12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the

possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. **None**

If any of the stock is pledged or hypothecated in any way, give details. **N/A**

- 13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities. ~~Yes~~ **No**

If any of the shares of stock are pledged or hypothecated in any way, give details. **N/A**

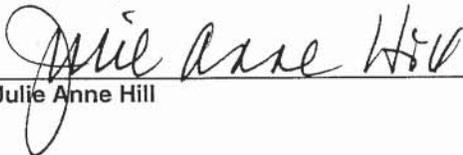
- 14. Have you ever been adjudged a bankrupt? **No**  
If yes, provide details \*

- 15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? **No**
- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? **No**
- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? **No**

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 30 day of July, 2012, at Indianapolis, Indiana. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

  
Julie Anne Hill

State of Indiana County of Marion

The foregoing instrument was acknowledged before me this 30th day of July, 2012 by Julie Anne Hill, and:

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

  
Judy A. Statom  
My Commission Expires: 2-13-2017

**BIOGRAPHICAL AFFIDAVIT**  
**Supplemental Personal Information**

(Print or Type)

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full Name, Address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

**WellPoint, Inc.**  
**120 Monument Circle**  
**Indianapolis, IN 46204**

1. Affiant's Full Name (Initials Not Acceptable). **Julie Anne Hill**
2. Have you ever used any other name including nickname, maiden name or aliases? **Yes**
3. If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

Beginning/Ending Date(s) Used (MM/YY)	Name(s)	Reason (If None, indicated such)
	<b>Julie Kincaid</b>	<b>Maiden</b>
<b>1969-1974</b>	<b>Julie Rand</b>	<b>Marriage</b>
<b>1974-1984</b>	<b>Julie Barnett</b>	<b>Marriage</b>
<b>1985-1992</b>	<b>Julie Newcomb</b>	<b>Marriage</b>

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number: [REDACTED]
4. Government Identification Number if not a U.S. Citizen: **N/A**
5. Foreign Student ID# (if applicable): **N/A**
6. Date of Birth: (MM/DD/YY) [REDACTED] Place of Birth: City: **Loma Linda**  
State/Province: **California** Country: **USA**
7. Name of Affiant's Spouse (if applicable): **Peter Hill**
8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending</u> <u>Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/</u> <u>Province</u>	<u>Country</u>	<u>Postal Code</u>
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Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Applicant Name: **WellPoint, Inc.**

NAIC No. \*  
FEIN: [REDACTED]

Dated and signed this 30 day of July, 2012, at Indianapolis, Indiana. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

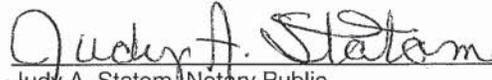
  
\_\_\_\_\_  
Julie Anne Hill

State of Indiana County of Marion

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2012 by **Julie Anne Hill**, and:

- who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

  
\_\_\_\_\_  
Judy A. Statom, Notary Public  
My Commission Expires: 2-13-2017

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of \* ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Corporate Secretary, WellPoint, Inc., 120 Monument Circle, Indianapolis, IN 46204, Phone: 317 488 6000.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

**Julie Anne Hill**

Julie Anne Hill Jul 30, 2012  
Julie Anne Hill Date

State of Indiana County of Marion

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2012 by **Julie Anne Hill**, and:

- who is personally known to me, or
- who produced the following identification: \_\_\_\_\_

[SEAL]

Judy A. Statom  
Judy A. Statom, Notary Public  
My Commission Expires: 2-13-2017

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of \* ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Corporate Secretary, WellPoint, Inc., 120 Monument Circle, Indianapolis, IN 46204, Phone: 317 488 6000.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

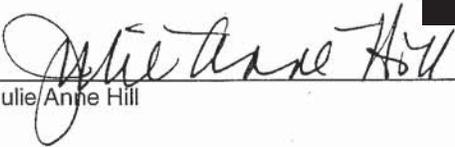
By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

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**Julie Anne Hill**

  
\_\_\_\_\_  
Julie Anne Hill

July 30, 2012  
\_\_\_\_\_  
Date

State of Indiana County of Marion

The foregoing instrument was acknowledged before me this 30th day of July, 2012 by Julie Anne Hill, and:

who is personally known to me, or  
 who produced the following identification: \_\_\_\_\_

[SEAL]

  
\_\_\_\_\_  
Judy A. Statom, Notary Public  
My Commission Expires: 2-13-2017



**Julie Anne Hill**  
**Attachment for question #8:**

<u>DATES</u>	<u>EMPLOYER AND ADDRESS</u>	<u>TITLE</u>
2004-Present	WellPoint, Inc. (f/k/a Anthem, Inc.) 120 Monument Circle Indianapolis, IN 46204 Phone: 317-488-6000	Director
1994-2004	WellPoint Health Networks Inc. 1 WellPoint Way, Thousand Oaks, CA 91362	Director
12/2002 - Present	The Hill Companies 1280 Bison Avenue Newport Beach, CA 92660 Phone: 949-640-7999	Owner
2005-Present	LendLease, Ltd. 30 Hickson Rd., Millerspoint NSW, Australia	Director
2005-Present	Lord Abbott Family of Mutual Funds 790 Hudson Street, Jersey City, NJ 07302	Director
Varying-Present	University of California at Irvine 380 University Dr. Tower, Irvine, CA 92612 Phone: (949) 824-7295	Director of Foundation Board; Paul Merage School of Business, Dean's Advisory Council and Center for Real Estate Advisory Board; Medical School Dean's Advisory Board; and, School of Social Ecology, Dean's Leadership Council
2000-2010	Orange County Community Foundation Board 4041 MacArthur Blvd., Newport Beach, CA 92660	Director

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12/98-12/02	Hiram-Hill Development Company 17 Hillsdale Drive Newport Beach, CA 92660	President, CEO & Owner
4/88-12/97	Costain Homes 620 Newport Center Drive, Newport Beach, CA 92660	President & CEO/Chair
1/04-12/06	Resources Connection 17101 Armstrong Avenue, Irvine, CA 92614 Phone: 714-430-6400	Director
2004-2007	Holcim (US) Inc. 201 Jones Road Waltham, MA 02451 Phone: 781-647-2501	Director
1996-2008	Human Options, Inc. 5540 Trabuco Road Irvine, CA 92620 Phone: 949-737-5242	Director

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