* 9 6 4 7 5 2 0 0 5 2 0 1 0 0 1 0 0 *

ANNUAL STATEMENT

For the Year Ending December 31, 2005

of the Condition and Affairs of the

HealthLink HMO, Inc.

NAIC Group Code.....0671, 0671 (Current Period) (Prior Period) NAIC Company Code..... 96475 Employer's ID Number..... 43-1616135

Organized under the Laws of Missouri State of Domicile or Port of Entry Missouri Country of Domicile US

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... July 29, 1992 Commenced Business..... January 14, 1993

Statutory Home Office	12443 Olive Boulevard… St. Louis ..... MO ..... 63141 *(Street and Number) (City, State and Zip Code)*	
Main Administrative Office	1831 Chestnut Street… St. Louis ..... MO ..... 63103-2275 *(Street and Number) (City, State and Zip Code)*	314-923-4444 *(Area Code) (Telephone Number)*
Mail Address	401 W Michigan Street… Milwaukee ..... WI ..... 53203 *(Street and Number or P. O. Box) (City, State and Zip Code)*	
Primary Location of Books and Records	401 W Michigan Street… Milwaukee ..... WI ..... 53203 *(Street and Number) (City, State and Zip Code)*	414-226-6833 *(Area Code) (Telephone Number)*
Internet Website Address	www.healthlink.com	
Statutory Statement Contact	Brenda J Buss *(Name)*	414-226-6833 *(Area Code) (Telephone Number) (Extension)*
	Brenda.Buss@bcbswi.com *(E-Mail Address)*	414-226-6500 *(Fax Number)*
Policyowner Relations Contact	12443 Olive Boulevard… St. Louis ..... MO ..... 63141 *(Street and Number) (City, State and Zip Code)*	314-989-6032 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

Name	Title	Name	Title
1. David Timothy Ott	President	2. Nancy Louise Purcell	Secretary
3. Robert David Kretschmer	Treasurer		

OTHER

David Charles Colby	Chief Financial Officer	David Michael Henley #	Assistant Secretary

DIRECTORS OR TRUSTEES

David Charles Colby Angela Rose Fick-Braly # David Timothy Ott #

State of..... Missouri
County of..... St. Louis

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
David Timothy Ott	Nancy Louise Purcell	Robert David Kretschmer
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____

a. Is this an original filing? Yes [X] No [ ]

b. If no 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
Conagra Foods	77,646					77,646
Jefferson City Public School	38,576	38,839				77,415
Local 50 Benefit Services Trust	32,577	32,117				64,694
0299997. Group subscribers subtotal	148,799	70,956	0	0	0	219,755
0299998. Premiums due and unpaid not individually listed	103	40				143
0299999. Total group	148,902	70,996	0	0	0	219,898
0599999. Accident and health premiums due and unpaid (Page 2, Line 13)	148,902	70,996	0	0	0	219,898

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
WellPoint Pharmacy Management, Inc.	8,467	8,467	8,467	19,020	19,020	25,401
0199999. Total Pharmaceutical Rebate Receivables	8,467	8,467	8,467	19,020	19,020	25,401
0799999. Total Health Care Receivables	8,467	8,467	8,467	19,020	19,020	25,401

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered	(15,485)					(15,485)
0499999. Subtotals	(15,485)	0	0	0	0	(15,485)
0699999. Total amounts withheld						148,377
0799999. Total claims unpaid						132,892

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
HealthLink, Inc.	1,625,256					1,625,256	
0199999. Individually listed receivables	1,625,256	0	0	0	0	1,625,256	0
0299999. Receivables not individually listed	13,081					13,081	
0399999. Total gross amounts receivable	1,638,337	0	0	0	0	1,638,337	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
HealthLink, Inc.	Allocated Administrative Expenses	95,673	95,673	
HealthLink, Inc.	Fees collected	822,947	822,947	
0199999. Individually listed payables		918,620	918,620	0
0299999. Payables not individually listed		41,597	41,597	
0399999. Total gross payables		960,217	960,217	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total	3 Total Members Covered	4 Column 3 as a % of Total	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	805,238	29.1	8,404	82.2		805,238
2. Intermediaries	62,072	2.2	5,501	53.8		62,072
3. All other providers	266,302	9.6	5,010	49.0		266,302
4. Total capitation payments	1,133,612	40.9	18,915	185.1	0	1,133,612
Other Payments:						
5. Fee-for-service		0.0	XXX	XXX		
6. Contractual fee payments		0.0	XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service		0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	117,736	4.3	XXX	XXX		117,736
9. Non-contingent salaries		0.0	XXX	XXX		
10. Aggregate cost arrangements		0.0	XXX	XXX		
11. All other payments	1,517,937	54.8	XXX	XXX	1,517,937	
12. Total other payments	1,635,673	59.1	XXX	XXX	1,517,937	117,736
13. Total (Line 4 plus Line 12)	2,769,285	100.0	XXX	XXX	1,517,937	1,251,348

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	BOYCE & BYNUM PATHOLOGY LAB PC	19,368	1,614		
	NATIONAL HEALTH LAB INC DBA LAB CORP	250	21		
	NETWORK REFERENCE LAB	83	7		
	QUEST DIAGNOSTICS CLINICAL LAB	26,725	2,227		
	ROCHE BIOMEDICAL LABS DBA LABC	15,035	1,253		
	TRI LAB LLC	611	51		
9999999. Totals		62,072	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	0	0	0	0	0	0

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR (Location)

NAIC Group Code.....0671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	0												
2. First quarter	1,713		1,713										
3. Second quarter	1,692		1,692										
4. Third quarter	1,573		1,573										
5. Current year	1,515		1,515										
6. Current year member months	19,621		19,621										
Total Member Ambulatory Encounters for Year:													
7. Physician	10,728		10,728										
8. Non-physician	1,319		1,319										
9. Totals	12,047	0	12,047	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	797		797										
11. Number of inpatient admissions	199		199										
12. Health premiums written	254,833		254,833										
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	232,553		232,553										
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	495,063		495,063										
18. Amount incurred for provision of health care services	475,967		475,967										

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....0671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	15,076	68	15,008										
2. First quarter	9,344	67	9,277										
3. Second quarter	9,274	56	9,218										
4. Third quarter	8,950	55	8,895										
5. Current year	10,219	52	10,167										
6. Current year member months	109,055	692	108,363										
Total Member Ambulatory Encounters for Year:													
7. Physician	39,942	226	39,716										
8. Non-physician	6,547	40	6,507										
9. Totals	46,489	266	46,223	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	2,634	14	2,620										
11. Number of inpatient admissions	703	4	699										
12. Health premiums written	2,474,203	17,172	2,457,031										
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	2,350,370	16,387	2,333,983										
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	2,769,285	17,526	2,751,759										
18. Amount incurred for provision of health care services	2,735,257	16,853	2,718,404										

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF ILLINOIS DURING THE YEAR (Location)

NAIC Group Code.....0671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	0												
2. First quarter	0												
3. Second quarter	0												
4. Third quarter	0												
5. Current year	0												
6. Current year member months	0												
Total Member Ambulatory Encounters for Year:													
7. Physician	0												
8. Non-physician	0												
9. Totals	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0												
11. Number of inpatient admissions	0												
12. Health premiums written	0												
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	0												
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	0												
18. Amount incurred for provision of health care services	0												

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF MISSOURI DURING THE YEAR (Location)

NAIC Group Code.....0671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior year	15,076	68	15,008										
2. First quarter	7,631	67	7,564										
3. Second quarter	7,582	56	7,526										
4. Third quarter	7,377	55	7,322										
5. Current year	8,704	52	8,652										
6. Current year member months	89,434	692	88,742										
Total Member Ambulatory Encounters for Year:													
7. Physician	29,214	226	28,988										
8. Non-physician	5,228	40	5,188										
9. Totals	34,442	266	34,176	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	1,837	14	1,823										
11. Number of inpatient admissions	504	4	500										
12. Health premiums written	2,219,370	17,172	2,202,198										
13. Life premiums direct	0												
14. Property/casualty premiums written	0												
15. Health premiums earned	2,117,817	16,387	2,101,430										
16. Property/casualty premiums earned	0												
17. Amount paid for provision of health care services	2,274,222	17,526	2,256,696										
18. Amount incurred for provision of health care services	2,259,290	16,853	2,242,437										

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Increase (decrease) by adjustment:	
	2.1 Totals, Part 1, Column 11	
	2.2 Totals, Part 3, Column 7	
3.	Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
	4.1 Totals, Part 1, Column 14	
	4.2 Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment:	
	6.1 Totals, Part 1, Column 12	
	6.2 Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at end of current period	0
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	0
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year		
2.	Amount loaned during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		0

NONE

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Class 1	432,000	758,875				1,190,875	25.5	14,931,486	64.3	1,190,875	
1.2 Class 2						0	0.0				
1.3 Class 3						0	0.0				
1.4 Class 4						0	0.0				
1.5 Class 5						0	0.0				
1.6 Class 6						0	0.0				
1.7 Totals	432,000	758,875	0	0	0	1,190,875	25.5	14,931,486	64.3	1,190,875	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Class 1						0	0.0				
2.2 Class 2						0	0.0				
2.3 Class 3						0	0.0				
2.4 Class 4						0	0.0				
2.5 Class 5						0	0.0				
2.6 Class 6						0	0.0				
2.7 Totals	0	0	0	0	0	0	0.0	0		0	0
3. **States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)**											
3.1 Class 1						0	0.0				
3.2 Class 2						0	0.0				
3.3 Class 3						0	0.0				
3.4 Class 4						0	0.0				
3.5 Class 5						0	0.0				
3.6 Class 6						0	0.0				
3.7 Totals	0	0	0	0	0	0	0.0	0		0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Class 1						0	0.0				
4.2 Class 2						0	0.0				
4.3 Class 3						0	0.0				
4.4 Class 4						0	0.0				
4.5 Class 5						0	0.0				
4.6 Class 6						0	0.0				
4.7 Totals	0	0	0	0	0	0	0.0	0		0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Class 1						0	0.0				
5.2 Class 2						0	0.0				
5.3 Class 3						0	0.0				
5.4 Class 4						0	0.0				
5.5 Class 5						0	0.0				
5.6 Class 6						0	0.0				
5.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusting Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Class 1						0	0.0				
6.2 Class 2						0	0.0				
6.3 Class 3						0	0.0				
6.4 Class 4						0	0.0				
6.5 Class 5						0	0.0				
6.6 Class 6						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	0		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Class 1	3,481,889					3,481,889	74.5	8,278,284	35.7	3,481,889	
7.2 Class 2						0	0.0				
7.3 Class 3						0	0.0				
7.4 Class 4						0	0.0				
7.5 Class 5						0	0.0				
7.6 Class 6						0	0.0				
7.7 Totals	3,481,889	0	0	0	0	3,481,889	74.5	8,278,284	35.7	3,481,889	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Class 1						0	0.0				
8.2 Class 2						0	0.0				
8.3 Class 3						0	0.0				
8.4 Class 4						0	0.0				
8.5 Class 5						0	0.0				
8.6 Class 6						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Class 1						0	0.0				
9.2 Class 2						0	0.0				
9.3 Class 3						0	0.0				
9.4 Class 4						0	0.0				
9.5 Class 5						0	0.0				
9.6 Class 6						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. **Total Bonds Current Year**											
10.1 Class 1	3,913,889	758,875	0	0	0	4,672,764	100.0	XXX	XXX	4,672,764	0
10.2 Class 2	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.3 Class 3	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.6 Class 6	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	3,913,889	758,875	0	0	0	(b) 4,672,764	100.0	XXX	XXX	4,672,764	0
10.8 Line 10.7 as a % of Col. 6	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Class 1	8,278,284	14,931,486				XXX	XXX	23,209,770	100.0	23,209,770	
11.2 Class 2						XXX	XXX	0	0.0		
11.3 Class 3						XXX	XXX	0	0.0		
11.4 Class 4						XXX	XXX	0	0.0		
11.5 Class 5						XXX	XXX	(c) 0	0.0		
11.6 Class 6						XXX	XXX	(c) 0	0.0		
11.7 Totals	8,278,284	14,931,486	0	0	0	XXX	XXX	(b) 23,209,770	100.0	23,209,770	0
11.8 Line 11.7 as a % of Col. 8	35.7	64.3	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Class 1	3,913,889	758,875				4,672,764	100.0	23,209,770	100.0	4,672,764	XXX
12.2 Class 2						0	0.0	0	0.0	0	XXX
12.3 Class 3						0	0.0	0	0.0	0	XXX
12.4 Class 4						0	0.0	0	0.0	0	XXX
12.5 Class 5						0	0.0	0	0.0	0	XXX
12.6 Class 6						0	0.0	0	0.0	0	XXX
12.7 Totals	3,913,889	758,875	0	0	0	4,672,764	100.0	23,209,770	100.0	4,672,764	XXX
12.8 Line 12.7 as a % of Col. 6	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Class 1						0	0.0	0	0.0	XXX	0
13.2 Class 2						0	0.0	0	0.0	XXX	0
13.3 Class 3						0	0.0	0	0.0	XXX	0
13.4 Class 4						0	0.0	0	0.0	XXX	0
13.5 Class 5						0	0.0	0	0.0	XXX	0
13.6 Class 6						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes $.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Issuer Obligations	432,000	758,875				1,190,875	25.5	14,931,486	64.3	1,190,875	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
1.7 Totals	432,000	758,875	0	0	0	1,190,875	25.5	14,931,486	64.3	1,190,875	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Issuer Obligations						0	0.0				
2.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined						0	0.0				
2.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
2.5 Defined						0	0.0				
2.6 Other						0	0.0				
2.7 Totals	0	0	0	0	0	0	0.0	0		0	0
3. **States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)**											
3.1 Issuer Obligations						0	0.0				
3.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined						0	0.0				
3.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
3.5 Defined						0	0.0				
3.6 Other						0	0.0				
3.7 Totals	0	0	0	0	0	0	0.0	0		0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Issuer Obligations						0	0.0				
4.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined						0	0.0				
4.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
4.5 Defined						0	0.0				
4.6 Other						0	0.0				
4.7 Totals	0	0	0	0	0	0	0.0	0		0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Issuer Obligations						0	0.0				
5.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined						0	0.0				
5.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
5.5 Defined						0	0.0				
5.6 Other						0	0.0				
5.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Issuer Obligations						0	0.0				
6.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined						0	0.0				
6.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
6.5 Defined						0	0.0				
6.6 Other						0	0.0				
6.7 Totals	0	0	0	0	0	0	0.0	0		0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Issuer Obligations	3,481,889					3,481,889	74.5	8,278,284	35.7	3,481,889	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined						0	0.0				
7.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
7.5 Defined						0	0.0				
7.6 Other						0	0.0				
7.7 Totals	3,481,889	0	0	0	0	3,481,889	74.5	8,278,284	35.7	3,481,889	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Issuer Obligations						0	0.0				
8.7 Totals	0	0	0	0	0	0	0.0	0		0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Issuer Obligations						0	0.0				
9.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined						0	0.0				
9.4 Other						0	0.0				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
9.5 Defined						0	0.0				
9.6 Other						0	0.0				
9.7 Totals	0	0	0	0	0	0	0.0	0		0	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. **Total Bonds Current Year**											
10.1 Issuer Obligations	3,913,889	758,875	0	0	0	4,672,764	100.0	XXX	XXX	4,672,764	0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	3,913,889	758,875	0	0	0	4,672,764	100.0	XXX	XXX	4,672,764	0
10.8 Line 10.7 as a % of Col. 6	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Issuer Obligations	8,278,284	14,931,486				XXX	XXX	23,209,770	100.0	23,209,770	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						XXX	XXX	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX	0	0.0		
11.4 Other						XXX	XXX	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX	0	0.0		
11.6 Other						XXX	XXX	0	0.0		
11.7 Totals	8,278,284	14,931,486	0	0	0	XXX	XXX	23,209,770	100.0	23,209,770	0
11.8 Line 11.7 as a % of Col. 8	35.7	64.3	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Issuer Obligations	3,913,889	758,875				4,672,764	100.0	23,209,770	100.0	4,672,764	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	0	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined						0	0.0	0	0.0	0	XXX
12.4 Other						0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
12.5 Defined						0	0.0	0	0.0	0	XXX
12.6 Other						0	0.0	0	0.0	0	XXX
12.7 Totals	3,913,889	758,875	0	0	0	4,672,764	100.0	23,209,770	100.0	4,672,764	XXX
12.8 Line 12.7 as a % of Col. 6	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	83.8	16.2	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined						0	0.0	0	0.0	XXX	0
13.4 Other						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
13.5 Defined						0	0.0	0	0.0	XXX	0
13.6 Other						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year	8,278,285	8,278,285			
2. Cost of short-term investments acquired	119,264,964	119,264,964			
3. Increase (decrease) by adjustment	0				
4. Increase (decrease) by foreign exchange adjustment	0				
5. Total profit (loss) on disposal of short-term investments	0				
6. Consideration received on disposal of short-term investments	124,061,360	124,061,360			
7. Book/adjusted carrying value, current year	3,481,889	3,481,889	0	0	0
8. Total valuation allowance	0				
9. Subtotal (Lines 7 plus 8)	3,481,889	3,481,889	0	0	0
10. Total nonadmitted amounts	0				
11. Statement value (Lines 9 minus 10)	3,481,889	3,481,889	0	0	0
12. Income collected during year	219,885	219,885			
13. Income earned during year	219,885	219,885			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Sch. DB-Pt.A-Verification Between Years
NONE

Sch. DB-Pt.B-Verification Between Years
NONE

Sch. DB-Pt.C-Verification Between Years
NONE

Sch. DB-Pt.D-Verification Between Years
NONE

Sch. DB-Pt.E-Verification
NONE

Sch. DB-Pt. F-Sn. 1
NONE

Sch. DB-Pt. F-Sn. 2
NONE

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

Sch. S-Pt. 3-Sn. 2
NONE

Sch. S-Pt. 4
NONE

Sch. S-Pt.5
NONE

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	12,090,467		12,090,467
2.	Accident and health premiums due and unpaid (Line 13)	219,898		219,898
3.	Amounts recoverable from reinsurers (Line 14.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	3,084,894		3,084,894
6.	Totals assets (Line 26)	15,395,259	0	15,395,259
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	132,893		132,893
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)			0
10.	Reinsurance in unauthorized companies (Line 18)			0
11.	All other liabilities (balance)	511,229		511,229
12.	Total liabilities (Line 22)	644,122	0	644,122
13.	Total capital and surplus (Line 31)	14,751,137	XXX	14,751,137
14.	Total liabilities, capital and surplus (Line 32)	15,395,259	0	15,395,259
	NET CREDIT FOR CEDED REINSURANCE			
15.	Claims unpaid	0		
16.	Accrued medical incentive pool	0		
17.	Premiums received in advance	0		
18.	Reinsurance recoverable on paid losses	0		
19.	Other ceded reinsurance recoverables	0		
20.	Total ceded reinsurance recoverables	0		
21.	Premiums receivable	0		
22.	Unauthorized reinsurance	0		
23.	Other ceded reinsurance payables/offsets	0		
24.	Total ceded reinsurance payables/offsets	0		
25.	Total net credit for ceded reinsurance	0		

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	35-1840597	AdminaStar Federal, Inc.			22,375,159		(5,954,548)				16,420,611	
	76-0284205	Affiliated Healthcare, Inc.					(1,301,693)				(1,301,693)	
		Affiliated Providers Systems, Inc.									0	
	76-0402108	AHI Healthcare Corporation									0	
	76-0112232	American Managing Company									0	
	20-3568984	Anthem Blue Cross Blue Shield Partnership Plan, Inc.									0	
		Anthem East, LLC					4,763,635				4,763,635	
	35-1898945	Anthem Financial, Inc.			2,953,078		(175,886)				2,777,192	
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(34,400,000)		1,123		(196,933,587)				(231,332,464)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.			218,756	(123,308)	(73,136,039)	(1,853,862)			(74,894,453)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(2,600,000)				8,750,969				6,150,969	
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(250,000,000)				(404,041,534)	262,418		(17,754)	(653,796,870)	(1,168,896)
60217	06-1475928	Anthem Health Plans, Inc.	(166,100,000)		65,561		(236,881,191)	(5,218,529)			(408,134,159)	
	61-1459939	Anthem Holding Corp.					(215,666)				(215,666)	
28207	35-0781558	Anthem Insurance Companies, Inc.	(442,346,188)		(174,623,419)	123,308	467,404,602	(3,431)		17,754	(149,427,374)	(12,858,163)
61069	35-0980405	Anthem Life Insurance Company			7,636,937		(11,208,465)	(466,052)			(4,037,580)	3,550,943
	20-3803442	Anthem Midwest, LLC			(20,185,458)		(1,183,076)				(21,368,534)	
	31-1714795	Anthem Prescription Management, LLC	(50,000,000)		68,973,343		(41,136,835)				(22,163,492)	
	32-0031791	Anthem Southeast, Inc.	270,796,791				(2,803)				270,793,988	
	35-2129194	Anthem UM Services, Inc.					75,492,974				75,492,974	
		Anthem West, LLC									0	
	95-4640529	Arcus Enterprises, Inc.					1,393,172				1,393,172	
	20-2858325	Arcus Financial Services, Inc.									0	
	20-2858384	Arcus HealthLiving Services, Inc.									0	
	61-1079399	Arison Insurance Services, Inc.					(880,283)				(880,283)	
	35-1292384	Associated Group, Inc.			(24,536,723)		1,457,000				(23,079,723)	
	11-3713086	ATH Holding Company, LLC									0	
	58-2127998	Atlanta Healthcare Partners, Inc.									0	
62825	95-4331852	BC Life & Health Insurance Company	(190,000,000)				(563,026,902)	(967,706)			(753,994,608)	2,646,032
	94-4147867	BCC Holding Corporation									0	
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(90,800,000)				23,177,756				(67,622,244)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	(33,000,000)				(243,919,460)				(276,919,460)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(9,000,000)				(24,259,553)	(494,258)			(33,753,811)	(561,369)
	95-3760980	Blue Cross of California					557,839,935				557,839,935	
	20-2994048	Blue Cross of California Partnership Plan, Inc.					(1,594,463)				(1,594,463)	
	43-1590976	C&S Properties, Inc.									0	
		CC Holdings, LLC	(10,000,000)								(10,000,000)	
	58-2217138	Cerulean Companies, Inc.	128,000,000								128,000,000	
	39-1413702	Claim Management Services, Inc.					(72,526)				(72,526)	
10345	31-1440175	Community Insurance Company	(150,200,000)		618,002		(352,308,811)				(501,890,809)	
95693	39-1462554	Compcare Health Services Insurance Corporation					(19,791,035)				(19,791,035)	
	94-2785058	Comprehensive Integrated Marketing Services, Inc.					(320,851)				(320,851)	
		Congress Acquistion Corp.									0	
	33-0413979	Cost Care, Inc.					37,623,015				37,623,015	
	20-0334650	Crossroads Acquisition Corp.	34,000,000				12,264,427				46,264,427	
	58-2234121	CSRA Healthcare Partners, Inc.									0	
	43-1394810	Diversified Life Insurance Agency of Missouri, Inc.					(1,429)				(1,429)	

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	13-3934328	EHC Benefits Agency, Inc.									0	
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(260,000,000)				(777,505,117)				(1,037,505,117)	
95433	13-3874803	Empire HealthChoice HMO, Inc.	(40,000,000)				(219,427,564)				(259,427,564)	
	83-0359276	Empire Medicare Services, Inc.									0	
	43-1047923	Forty-Four Forty-Four Forest Park Redevelopment Corp.									0	
	95-2907752	Golden West Health Plan, Inc.					936,138				936,138	
		Government Health Services, LLC									0	
97217	58-1473042	Greater Georgia Life Insurance Company	(4,200,000)				(4,237,832)				(8,437,832)	
	58-1364729	Group Benefits of Georgia, Inc.									0	
	95-3727534	Group Benefits Plus, Inc.									0	
	51-0365660	Health Core, Inc.					(379,592)				(379,592)	
	02-0449033	Health Initiatives, Inc.									0	
	54-1237939	Health Management Corporation					19,673,646				19,673,646	
	84-0976041	Health Management Systems, Inc.					12,026,074				12,026,074	
	36-3897701	Health Ventures Partner, LLC									0	
95169	54-1356687	HealthKeepers, Inc.	(13,940,075)				(76,612,323)	(330,823)			(90,883,221)	-
96475	43-1616135	HealthLink HMO, Inc.	(20,000,000)				6,938,760				(13,061,240)	
	43-1364135	HealthLink, Inc.	20,000,000				(12,310,041)				7,689,959	
	06-1428584	HealthReach Services, Inc.					733,360				733,360	
78972	86-0257201	Healthy Alliance Life Insurance Company	(87,000,000)				(166,121,654)	(126,843)			(253,248,497)	(2,500,000)
	43-1542030	Healthy Homecomings, Inc.									0	
	23-2903313	Highway to Health, Inc.						8,428,870			8,428,870	(15,520,539)
95473	84-1017384	HMO Colorado, Inc.	(18,178,429)				(27,750,855)	169,501			(45,759,783)	
95358	37-1216698	HMO Missouri, Inc.		(14,000,000)			(31,430,730)	126,843			(45,303,887)	2,500,000
	39-1582567	HMO-W, Inc.					990				990	
	AA-3190791	HTH Re, Ltd.									0	
	95-4613835	Insurance4 Agency, Inc.					24,800				24,800	
	94-3214943	Lease Partners, Inc.					(9,168,288)				(9,168,288)	
	54-1958839	Lumenos, Inc.									0	
	34-1979156	Lumenos TPA of Nevada, Inc.									0	
	01-0316758	Machigonne, Inc.			5,732,948		(435,820)				5,297,128	
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(11,400,000)				(70,823,438)				(82,223,438)	
	66-0411947	MCS Health Management Options, Inc.									0	
	39-2013971	Meridian Resource Company, LLC					1,574,292				1,574,292	
	54-0946534	Monticello Service Agency, Inc.					710,820				710,820	
	54-1759184	National Capital Health Plan, Inc.					615				615	
	52-1519940	National Capital Preferred Provider Organization, Inc.					(2,989,330)				(2,989,330)	
	02-0331321	Northeast Consolidated Services, Inc.									0	
	31-1188944	OneNation Benefit Administrators, Inc.			4,959,386		(8,435,943)				(3,476,557)	
85286	75-1461960	OneNation Insurance Company			2,802,364		10,928,141	8,672,296			22,402,801	9,134,083
	95-4249368	Park Square Holdings, Inc.									0	
	95-4386221	Park Square I, Inc.									0	
	95-4249345	Park Square II, Inc.					194				194	
95167	54-1650230	Peninsula Health Care, Inc.	(1,821,519)				(14,423,250)	437,436			(15,807,333)	1,008,088
	74-2974964	Precision Rx, Inc.					(431,681)				(431,681)	
	43-1795610	Preferred Health Plans of Missouri, Inc.									0	
96512	54-1239244	Priority Health Care, Inc.	(5,035,197)				(31,874,545)	(369,031)			(37,278,773)	160,808

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	54-1619760	Priority Insurance Agency, Inc.									0	
	54-1619756	Priority, Inc.					6,792,216				6,792,216	
	16-1279199	Professional Claim Services, Inc.					17,769,861				17,769,861	
	43-1595640	R & P Realty, Inc.					(22,579)				(22,579)	
	13-4045425	Reliance Safeguard Solutions, Inc.									0	
83640	36-3506910	RightCHOICE Insurance Company					35,497				35,497	
	47-0851593	RightCHOICE Managed Care, Inc.	87,000,000	14,000,000			132,030,620				233,030,620	
	84-1050592	Rocky Mountain Health Care Corporation					50,829				50,829	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(57,775,383)		592		(93,889,917)	(1,299,923)			(152,964,631)	173,137
	20-0473316	SellCore, Inc.					15,985,229				15,985,229	
	55-0712302	Southeast Services, Inc.					91,710,746				91,710,746	
	20-3806260	Summit Adminstrative Services, LLC									0	
	76-0628924	Texas Managed Care Administrative Services, Inc.									0	
	43-1728777	The EPOCH Group, L.C.									0	
	35-1835818	The WellPoint Companies, Inc.			97,287,330		34,758,843				132,046,173	
	33-0567409	TriState, Inc.									0	
	43-1967924	TrustSolutions, LLC					(118,924)				(118,924)	
	76-0665853	UNICARE Health Benefit Services of Texas, Inc.									0	
10076	76-0646301	UNICARE Health Insurance Company of Texas					(3,079,272)				(3,079,272)	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest					(75,074,257)				(75,074,257)	
52616	73-1580767	UNICARE Health Plan of Oklahoma, Inc.					(1,847,360)				(1,847,360)	
11170	52-2305332	UNICARE Health Plan of Virginia, Inc.					(17,063,645)	1,045,344			(16,018,301)	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.		5,000,000			(11,998,632)				(6,998,632)	
	36-3897080	UNICARE Health Plans (partnership)					45,504,581				45,504,581	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					(5,230,807)				(5,230,807)	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.					(31,614,262)				(31,614,262)	
	36-3899137	UNICARE Illinois Services, Inc.									0	
80314	52-0913817	UNICARE Life & Health Insurance Company	(32,500,000)				(11,798,385)	(8,012,250)			(52,310,635)	13,435,876
	95-4635507	UNICARE National Services, Inc.	32,500,000	(5,000,000)			3,591,552				31,091,552	
	76-0427315	UNICARE of Texas Health Plans, Inc.									0	
	95-3550920	UNICARE Service Co.									0	
	77-0494551	UNICARE Specialty Services, Inc.									0	
	39-1946735	United Government Services, LLC					(3,335,448)				(3,335,448)	
83500	31-1311460	United Heartland Life Insurance Company	(15,000,000)				(1,778,650)				(16,778,650)	
29157	39-0941450	United Wisconsin Insurance Company					(26,056,976)				(26,056,976)	
95261	39-1616369	Valley Health Plan, Inc.					(3,847,328)				(3,847,328)	
	14-1846742	WellChoice Holdings of New York, Inc.									0	
61705	51-0346846	WellChoice Insurance Company of New Jersey, Inc.					(2,567,015)				(2,567,015)	
	91-1132750	WellPoint Association Services Group, Inc.									0	
	95-4613835	WellPoint Behavioral Health, Inc.					(2,055)				(2,055)	
	95-4640531	WellPoint California Services, Inc.	190,000,000								190,000,000	
	95-4657170	WellPoint Dental Services, Inc.					874				874	
	95-4454589	WellPoint Development Company, Inc.					1,909,450				1,909,450	
	20-3620996	WellPoint Holding Corp.	300,000,000								300,000,000	
	35-2145715	WellPoint, Inc.	933,000,000		5,721,021		2,328,174,538				3,266,895,559	
	20-1027630	WellPoint Pharmacy IPA, Inc.									0	
	95-4510036	WellPoint Pharmacy Management, Inc.									0	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be acepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Investment Risk Interrogatories be filed by April 1?	YES
	JUNE FILING	
7.	Will an audited financial report be filed by June 1?	YES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	MARCH FILING	
8.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
9.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
10.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
11.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
	APRIL FILING	
12.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
13.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
14.	Will the Supplemental Property/Casuatly data due April 1 be filed with the state of domicile and the NAIC?	NO

EXPLANATIONS:

BAR CODE:

9647520053600000

9647520052050000

9647520052070000

9647520054200000

9647520053300000

9647520052110000

9647520052130000

Overflow Page
NONE

Overflow Page
NONE

Overflow Page for Write-Ins

NONE