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HEALTH QUARTERLY STATEMENT

As of September 30, 2004

of the Condition and Affairs of the

HealthLink HMO, Inc.

NAIC Group Code.....0742, 0742 (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..... July 29, 1992 Commenced Business..... January 14, 1993

Statutory Home Office	12443 Olive Boulevard ..... St. Louis ..... MO ..... 63141 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	4553 La Tienda Drive ..... Thousand Oaks ..... CA ..... 91362 *(Street and Number) (City or Town, State and Zip Code)*	877-864-2273 *(Area Code) (Telephone Number)*
Mail Address	4553 La Tienda Drive ..... Thousand Oaks ..... CA ..... 91362 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	4553 La Tienda Drive ..... Thousand Oaks ..... CA ..... 91362 *(Street and Number) (City or Town, State and Zip Code)*	877-864-2273 *(Area Code) (Telephone Number)*
Internet Website Address	www.healthlink.com	
Statutory Statement Contact	Stewart Levine *(Name)*	805-557-5546 *(Area Code) (Telephone Number) (Extension)*
	stewart.levine@wellpoint.com *(E-Mail Address)*	805-557-5119 *(Fax Number)*
Policyowner Relations Contact	12443 Olive Boulevard ..... St. Louis ..... MO ..... 63141 *(Street and Number) (City or Town, State and Zip Code)*	314-989-6032 *(Area Code) (Telephone Number) (Extension)*

OFFICERS

Name	Title	Name	Title
1. David Timothy Ott	President	2. Thomas Christopher Geiser	Secretary
3. Lawrence Patrick Glascott, III	Chief Financial Officer		

OTHER

DIRECTORS OR TRUSTEES

John Allen O'Rourke David Timothy Ott Leonard David Schaeffer

State of..... California
County of..... Ventura

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, which 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	Thomas Christopher Geiser	Lawrence Patrick Glascott, III
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of November, 2004

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 _____

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	14,498,234		14,498,234	14,841,438
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....364,487), cash equivalents ($.....0) and short-term investments ($.....13,601,695)	13,966,182		13,966,182	6,764,135
6. Contract loans (including $.....0 premium notes)			0	
7. Other invested assets			0	
8. Receivable for securities	436,860		436,860	
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	28,901,276	0	28,901,276	21,605,573
11. Investment income due and accrued	123,302		123,302	81,861
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in course of collection	342,907	945	341,962	434,771
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
12.3 Accrued retrospective premiums			0	
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers			0	
13.2 Funds held by or deposited with reinsured companies			0	
13.3 Other amounts receivable under reinsurance contracts			0	
14. Amounts receivable relating to uninsured plans			0	
15.1 Current federal and foreign income tax recoverable and interest thereon	713,266		713,266	689,216
15.2 Net deferred tax asset	389,670		389,670	537,571
16. Guaranty funds receivable or on deposit			0	
17. Electronic data processing equipment and software			0	
18. Furniture and equipment, including health care delivery assets ($.....0)			0	
19. Net adjustment in assets and liabilities due to foreign exchange rates			0	
20. Receivable from parent, subsidiaries and affiliates	805,750	31,331	774,419	1,726,081
21. Health care ($.....0) and other amounts receivable			0	
22. Other assets nonadmitted			0	
23. Aggregate write-ins for other than invested assets	1,551,332	601,668	949,664	1,634,051
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23)	32,827,503	633,944	32,193,559	26,709,124
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
26. TOTALS (Lines 24 and 25)	32,827,503	633,944	32,193,559	26,709,124

DETAILS OF WRITE-INS

0901.			0	
0902.			0	
0903.			0	
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0	0	0
2301. Medical Claims Receivable	1,091,678	230,510	861,168	1,616,061
2302. Provider Admin Fee Receivable	371,158	371,158	0	
2303. SIT Current Receivable	88,496		88,496	17,990
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	1,551,332	601,668	949,664	1,634,051

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	387,311		387,311	228,365
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses			0	
4. Aggregate health policy reserves			0	
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	17,087		17,087	13,513
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))			0	
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	65,048		65,048	95,305
16. Payable for securities			0	
17. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
18. Reinsurance in unauthorized companies			0	
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	
20. Liability for amounts held under uninsured accident and health plans			0	
21. Aggregate write-ins for other liabilities (including $.....0 current)	149,366	0	149,366	238,574
22. Total liabilities (Lines 1 to 21)	618,812	0	618,812	575,757
23. Common capital stock	XXX	XXX	1,000	1,000
24. Preferred capital stock	XXX	XXX		
25. Gross paid in and contributed surplus	XXX	XXX	2,499,000	2,499,000
26. Surplus notes	XXX	XXX		
27. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28. Unassigned funds (surplus)	XXX	XXX	29,074,747	23,633,366
29. Less treasury stock, at cost:				
29.1 .....0.000 shares common (value included in Line 23 $.....0)	XXX	XXX		
29.2 .....0.000 shares preferred (value included in Line 24 $.....0)	XXX	XXX		
30. Total capital and surplus (Lines 23 to 28 minus Line 29)	XXX	XXX	31,574,747	26,133,366
31. Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	32,193,559	26,709,124

DETAILS OF WRITE-INS

2101. Medical Claims Payable	116,654		116,654	160,899
2102. Other Payables	32,712		32,712	77,675
2103. Accrued Payables - ASO Business			0	
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	149,366	0	149,366	238,574
2701.	XXX	XXX		
2702.	XXX	XXX		
2703.	XXX	XXX		
2798. Summary of remaining write-ins for Line 27 from overflow page	XXX	XXX	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date
	1 Uncovered	2 Total	3 Total
1. Member months	XXX	137,332	223,183
2. Net premium income (including $.....0 non-health premium income)	XXX	3,377,968	5,110,636
3. Change in unearned premium reserves and reserve for rate credits	XXX		
4. Fee-for-service (net of $.....0 medical expenses)	XXX		
5. Risk revenue	XXX		
6. Aggregate write-ins for other health care related revenues	XXX	9,302,629	11,309,169
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	12,680,597	16,419,805
Hospital and Medical:			
9. Hospital/medical benefits		1,251,594	1,863,732
10. Other professional services		522,209	1,018,595
11. Outside referrals			
12. Emergency room and out-of-area			
13. Prescription drugs		1,150,406	1,837,120
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)	0	2,924,209	4,719,447
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Lines 16 minus 17)	0	2,924,209	4,719,447
19. Non-health claims			
20. Claims adjustment expenses, including $.....76,615 cost containment expenses		76,615	
21. General administrative expenses		2,130,900	2,926,628
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)			
23. Total underwriting deductions (Lines 18 through 22)	0	5,131,724	7,646,075
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	7,548,873	8,773,730
25. Net investment income earned		423,402	271,591
26. Net realized capital gains (losses)			
27. Net investment gains or (losses) (Lines 25 plus 26)	0	423,402	271,591
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]			
29. Aggregate write-ins for other income or expenses	0	(14,000)	0
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	7,958,275	9,045,321
31. Federal and foreign income taxes incurred	XXX	2,737,185	3,138,970
32. Net income (loss) (Lines 30 minus 31)	XXX	5,221,090	5,906,351

DETAILS OF WRITE-INS

0601. Provider Admin. Fees	XXX	804,507	1,155,716
0602. Revenue - ASO Business	XXX	8,498,122	10,153,453
0603. Prescription Drug Rebates	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	9,302,629	11,309,169
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401. Expense - ASO Businesss			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901. Regulatory Fine		(14,000)	
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	(14,000)	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year
33. Capital and surplus prior reporting year	26,133,366	24,153,867
GAINS AND LOSSES TO CAPITAL & SURPLUS		
34. Net income or (loss) from Line 32	5,221,090	7,425,274
35. Change in valuation basis of aggregate policy and claim reserves		
36. Net unrealized capital gains and losses		
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax	(147,901)	88,295
39. Change in nonadmitted assets	368,192	(72,044)
40. Change in unauthorized reinsurance		
41. Change in treasury stock		
42. Change in surplus notes		(1,462,025)
43. Cumulative effect of changes in accounting principles		
44. Capital changes:		
44.1 Paid in		
44.2 Transferred from surplus (Stock Dividend)		
44.3 Transferred to surplus		
45. Surplus adjustments:		
45.1 Paid in		
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders		(4,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0
48. Net change in capital and surplus (Lines 34 to 47)	5,441,381	1,979,499
49. Capital and surplus end of reporting period (Line 33 plus 48)	31,574,747	26,133,366

DETAILS OF WRITE-INS

4701. Interest on Surplus Notes		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance	3,469,832	6,876,290
2. Net investment income	390,703	420,002
3. Miscellaneous income	9,302,629	14,419,537
4. Total (Lines 1 through 3)	13,163,164	21,715,830
5. Benefit and loss related payments	2,765,263	6,513,536
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	2,307,149	3,849,452
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) $.....0 net tax on capital gains (losses)	2,761,235	3,924,700
10. Total (Lines 5 through 9)	7,833,648	14,287,688
11. Net cash from operations (Line 4 minus Line 10)	5,329,516	7,428,142
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	2,692,000	3,045,000
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	2,692,000	3,045,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds	2,357,538	12,137,369
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	436,860	
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,794,398	12,137,369
14. Net increase (decrease) in policy loans and premium notes		
15. Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(102,398)	(9,092,369)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		(1,462,025)
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds received		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		4,000,000
16.6 Other cash provided (applied)	1,974,928	(1,950,307)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	1,974,928	(7,412,332)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11 plus Line 15 plus Line 17)	7,202,047	(9,076,560)
19. Cash and short-term investments:		
19.1 Beginning of year	6,764,135	15,840,695
19.2 End of period (Line 18 plus Line 19.1)	13,966,182	6,764,135

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		
20.9999 Totals	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	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	24,525	81	24,444										
2. First Quarter	15,218	131	15,087										
3. Second Quarter	15,185	70	15,115										
4. Third Quarter	15,166	69	15,097										
5. Current Year	0												
6. Current Year Member Months	137,332	706	136,626										
Total Member Ambulatory Encounters for Period:													
7. Physician	50,209	253	49,956										
8. Non-Physician	6,840	35	6,805										
9. Total	57,049	288	56,761	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	3,562	18	3,544										
11. Number of Inpatient Admissions	981	5	976										
12. Health Premiums Written	3,377,968	17,366	3,360,602										
13. Life Premiums Direct	0												
14. Property/Casualty Premiums Written	0												
15. Health Premiums Earned	3,377,968	17,366	3,360,602										
16. Property/Casualty Premiums Earned	0												
17. Amount Paid for Provision of Health Care Services	2,765,263	14,216	2,751,047										
18. Amount Incurred for Provision of Health Care Services	2,924,209	15,033	2,909,176										

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)						
Aggregate Accounts Not Individually Listed-Covered	(17,538)					(17,538)
0199999. Individually Listed Claims Unpaid	(17,538)	0	0	0	0	(17,538)
0499999. Subtotals	(17,538)	0	0	0	0	(17,538)
0699999. Total Amounts Withheld						404,849
0799999. Total Claims Unpaid						387,311

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	(11,799)	2,777,062	240,164	147,147	228,365	228,365
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan Premiums					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	(11,799)	2,777,062	240,164	147,147	228,365	228,365
10. Other non-health					0	
11. Medical incentive pools and bonus amounts					0	
12. Totals	(11,799)	2,777,062	240,164	147,147	228,365	228,365

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

No change.

Note 2 - Accounting Changes and Corrections of Errors

No change.

Note 3 - Business Combinations and Goodwill

No change.

Note 4 - Discontinued Operations

No change.

Note 5 - Investments

No change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No change.

Note 7 - Investment Income

No change.

Note 8 - Derivative Instruments

No change.

Note 9 - Income Taxes

No change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No change.

Note 11 - Debt

No change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No change.

Note 14 - Contingencies

No change.

Note 15 - Leases

No change.

NOTES TO FINANCIAL STATEMENTS

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C. Wash Sales

The Company has no wash sales.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No change.

Note 20 - September 11 Events

No change.

Note 21 - Other Items

C. PENDING MERGER WITH ANTHEM

On October 26, 2003, WellPoint entered into a merger agreement with Anthem, Inc. ("Anthem"). The consideration to be received by the stockholders of WellPoint will be composed of $23.80 in cash and one share of Anthem common stock per share of WellPoint Common Stock. Based on the closing price of Anthem's common stock on October 24, 2003, the transaction was valued at approximately $16.4 billion. Upon completion of this transaction, WellPoint will merge into a wholly owned subsidiary of Anthem and Anthem will change its name to WellPoint, Inc. Anthem, a publicly traded company, is an independent licensee of the Blue Cross and Blue Shield Association and holds the exclusive right to use the Blue Cross and Blue Shield names and marks in the states of Indiana, Kentucky, Ohio, Connecticut, New Hampshire, Colorado, Nevada, Maine and Virginia, excluding the immediate suburbs of Washington D.C. As of September 30, 2004, Anthem provided health care benefits to more than 12.7 million medical members, which includes BlueCard "host" members. Headquartered in Indianapolis, Indiana, Anthem, along with its subsidiaries, offers a diverse portfolio of complementary health and group life insurance, managed care products, pharmacy benefit management and government health program administration. The transaction is subject to customary closing conditions, including, among other things, approval of WellPoint's and Anthem's shareholders and various regulatory agencies. At separate meetings held on June 28, 2004, the Company's and Anthem's stockholders approved the transaction. On July 23, 2004, the California Department of Insurance (the "DOI") announced that it was disapproving Anthem's application (known as a "Form A") to acquire control of the Company's subsidiary, BC Life & Health Insurance Company, in connection with the transaction. On August 3, 2004, Anthem filed a petition for writ of mandate in the Superior Court of Los Angeles County, California, challenging the DOI's denial and asking the court to overturn the DOI's decision. The DOI filed a motion to dismiss the lawsuit on August 25, 2004. A hearing date on the DOI's motion and the trial date have both been set for February 25, 2005. On November 8, 2004, the DOI, in response to an amended Form A application, issued an order approving the Form A. In connection therewith, the Company and Anthem executed certain Undertakings regarding the deal. On November 9, 2004, the DOI and Anthem announced settlement of the lawsuit challenging the DOI's original disapproval order. The Undertakings provide for a number of commitments by the Company, BC Life and Anthem effective upon completion of the merger, including the following: (i) implementation of the Investment in a Healthy California Program whereby BC Life and BCC will make available $200 million from their combined investment portfolio for high-quality investments providing capital funding to make health care resources more accessible for low-income and urban and rural underserved communities; (ii) grants totaling $50 million will be made to California community clinics and to a new program designed to support the training of nurses in California; (iii) various commitments to improve the quality of health care for BC Life customers, including increased financial resources supporting quality improvement programs, the provision of periodic reports regarding BC Life's expenditures on health care costs and quality improvement programs and a representation that by reason of focused efforts on quality improvement programs the "CDI Medical Care Ratio" (as defined below) will increase; (iv) commitments that premiums will not increase as a result of the merger and that BC Life will not pay any change-in-control severance or other payments made as a result of the merger; and (v) restrictions on dividend payments from BC Life consistent with the Company's historical practices prior to the merger. The "CDI Medical Care Ratio" will be determined by dividing (1) the total of all medical care claims incurred for BC Life's insured and self-insured customers, plus the amount expended on quality improvement programs in California, by (2) the total of premiums earned from its insured customers and the premium equivalents attributable to its self-insured customers. Most of the commitments made in the Undertakings will apply during the longer of three years or when Anthem has repaid the amount of debt equal to the debt incurred to finance the merger.

WellPoint and Anthem intend to work closely with other regulatory agencies in order to complete the transaction as promptly as possible. However, no assurances can be given that the parties will be able to obtain all necessary approvals and satisfy the other conditions necessary to consummate the merger.

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

No change.

Note 23 - Reinsurance

No change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

No change.

Note 26 - Intercompany Pooling Arrangements

No change.

Note 27 - Structured Settlements

No change.

Note 28 - Health Care Receivables

No change.

Note 29 - Participating Policies

No change.

Note 30 - Premium Deficiency Reserves

No change.

Note 31 - Anticipated Salvage and Subrogation

No change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [ ] No [X]

1.2 If yes, explain:...

2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

2.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

3.2 If yes, date of change: .....
If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

5.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2001.....

7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2001.....

7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 10/12/2002.....

7.4 By what department or departments?

Missouri Department of Insurance

8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [ ] No [X]

8.2 If yes, give full information:

9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

9.2 If response to 9.1 is yes, please identify the name of the bank holding company.

9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

9.4 If the response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

INVESTMENT

10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [ ] No [X]

10.2 If yes, explain:...

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: NONE.....

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

13. Amount of real estate and mortgages held in short-term investments: NONE.....

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages, Loans or Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$.....0	$.....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Mellon Trust	Room 151-1035, One Mellon Center, Pittsburgh, PA 15258-0001

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
07691	Merrill Lynch & Co.	4 World Financial Center New York, NY 10080-1314

SCHEDULE A - VERIFICATION

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, net admitted assets column)	0	0

SCHEDULE B - VERIFICATION

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	
2. Amount loaned during period:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
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 period		
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	0
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	0	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	0

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	0	
2. Cost of acquisitions during period:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
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 period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book adjusted/carrying value of long-term invested asset at end of current period	0	0
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	0	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	0

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	14,841,439	5,794,040
2. Cost of bonds and stocks acquired	2,357,538	12,137,369
3. Accrual of discount		957
4. Increase (decrease) by adjustment		
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal		
7. Consideration for bonds and stocks disposed of	2,692,000	3,045,000
8. Amortization of premium	8,743	45,927
9. Book/adjusted carrying value, current period	14,498,234	14,841,439
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	14,498,234	14,841,439
12. Total nonadmitted amounts		
13. Statement value	14,498,234	14,841,439

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	26,642,162	5,714,053	4,257,189	904	26,167,264	26,642,162	28,099,930	21,688,313
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	26,642,162	5,714,053	4,257,189	904	26,167,264	26,642,162	28,099,930	21,688,313
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	26,642,162	5,714,053	4,257,189	904	26,167,264	26,642,162	28,099,930	21,688,313

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. Totals	13,601,695	XXX	13,610,695	83,160	

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	6,846,875	15,057,597
2. Cost of short-term investments acquired	27,249,658	18,045,268
3. Increase (decrease) by adjustment		
4. Increase (decrease) by foreign exchange adjustment		
5. Total profit (loss) on disposal of short-term investments		
6. Consideration received on disposal of short-term investments	20,494,838	26,255,990
7. Book/adjusted carrying value, current period	13,601,695	6,846,875
8. Total valuation allowance		
9. Subtotal (Lines 7 plus 8)	13,601,695	6,846,875
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)	13,601,695	6,846,875
12. Income collected during period	83,160	146,994
13. Income earned during period	83,160	146,994

Sch. DB-Part F-Section 1
NONE

Sch. DB-Part F-Section 2
NONE

Sch. S
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

	1	2	Direct Business Only Year-to-Date					
			3	4	5	6	7	8
State, Etc.	Guaranty Fund (Yes or No)	Is Insurer Licensed? (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Deposit-Type Contract Funds	Property/Casualty Premiums
1. Alabama AL	NO	NO						
2. Alaska AK	NO	NO						
3. Arizona AZ	NO	NO						
4. Arkansas AR	NO	YES						
5. California CA	NO	NO						
6. Colorado CO	NO	NO						
7. Connecticut CT	NO	NO						
8. Delaware DE	NO	NO						
9. District of Columbia DC	NO	NO						
10. Florida FL	NO	NO						
11. Georgia GA	NO	NO						
12. Hawaii HI	NO	NO						
13. Idaho ID	NO	NO						
14. Illinois IL	YES	YES	33,825					
15. Indiana IN	NO	NO						
16. Iowa IA	NO	NO						
17. Kansas KS	NO	NO						
18. Kentucky KY	NO	NO						
19. Louisiana LA	NO	NO						
20. Maine ME	NO	NO						
21. Maryland MD	NO	NO						
22. Massachusetts MA	NO	NO						
23. Michigan MI	NO	NO						
24. Minnesota MN	NO	NO						
25. Mississippi MS	NO	NO						
26. Missouri MO	YES	YES	3,344,143					
27. Montana MT	NO	NO						
28. Nebraska NE	NO	NO						
29. Nevada NV	NO	NO						
30. New Hampshire NH	NO	NO						
31. New Jersey NJ	NO	NO						
32. New Mexico NM	NO	NO						
33. New York NY	NO	NO						
34. North Carolina NC	NO	NO						
35. North Dakota ND	NO	NO						
36. Ohio OH	NO	NO						
37. Oklahoma OK	NO	NO						
38. Oregon OR	NO	NO						
39. Pennsylvania PA	NO	NO						
40. Rhode Island RI	NO	NO						
41. South Carolina SC	NO	NO						
42. South Dakota SD	NO	NO						
43. Tennessee TN	NO	NO						
44. Texas TX	NO	NO						
45. Utah UT	NO	NO						
46. Vermont VT	NO	NO						
47. Virginia VA	NO	NO						
48. Washington WA	NO	NO						
49. West Virginia WV	NO	NO						
50. Wisconsin WI	NO	NO						
51. Wyoming WY	NO	NO						
52. American Samoa AS	NO	NO						
53. Guam GU	NO	NO						
54. Puerto Rico PR	NO	NO						
55. U.S. Virgin Islands VI	NO	NO						
56. Canada CN	NO	NO						
57. Aggregate Other alien OT	XXX	XXX	0	0	0	0	0	0
58. Total (Direct Business)	XXX	(a) 3	3,377,968	0	0	0	0	0

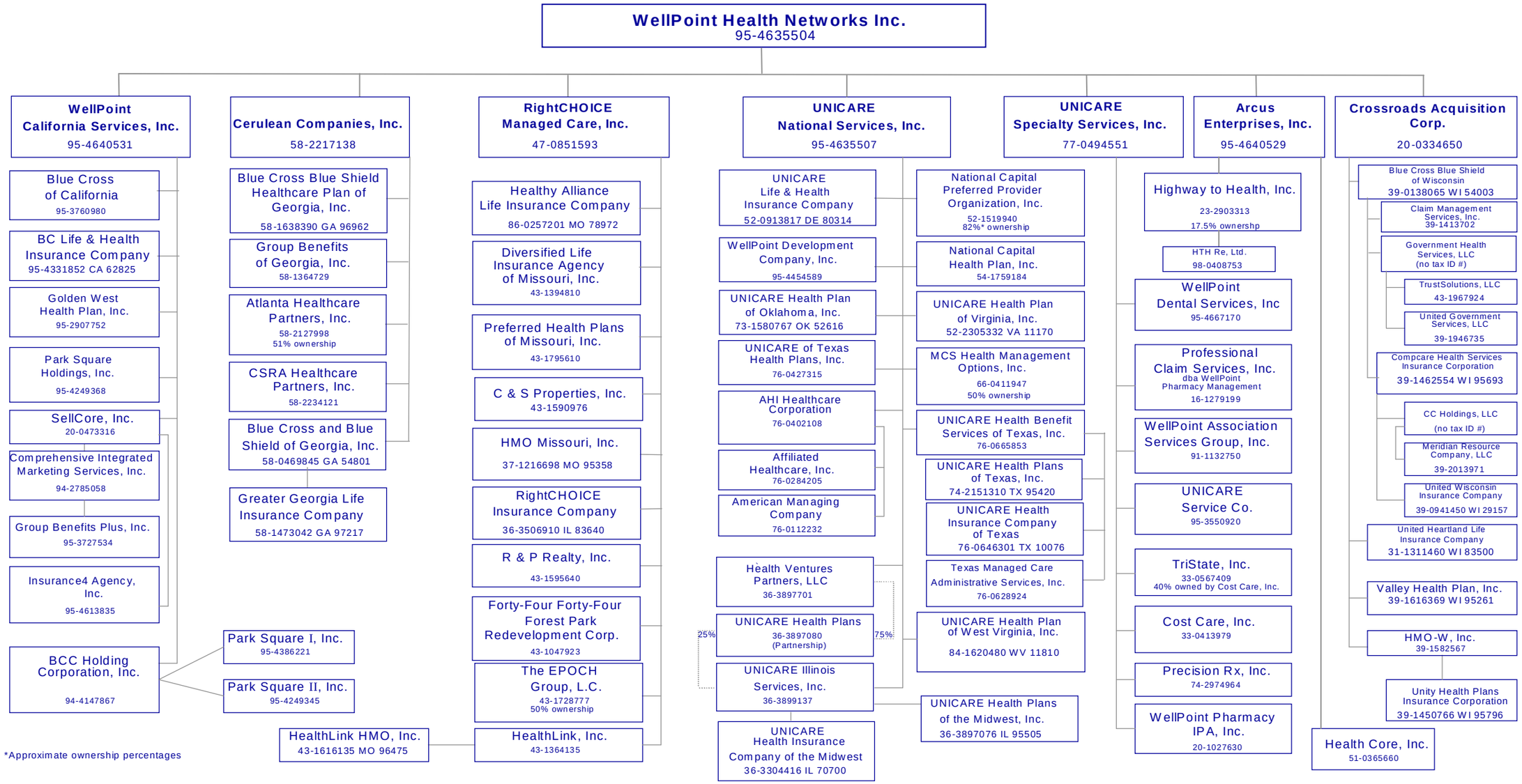
DETAILS OF WRITE-INS

5701.							
5702.							
5703.							
5798.	Summary of remaining write-ins for line 57 from overflow page	0	0	0	0	0	0
5799.	Total (Lines 5701 thru 5703 plus 5798) (Line 57 above)	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



*Approximate ownership percentages

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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.

	RESPONSE
1. Will the SVO Compliance Certification be filed with this statement?	YES

EXPLANATION:

BAR CODE:

Overflow Page
NONE

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 1
NONE

Sch. B-Part 2
NONE

Sch. BA-Part 1
NONE

Sch. BA-Part 2
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
3133MW 2K 6	FHLB 2.875% 02/15/07		08/13/2004	Mellon Bank		757,538	760,000	10,804	1
0399999.	Total - Bonds - U.S. Government					757,538	760,000	10,804	XXX
6099997.	Total - Bonds - Part 3					757,538	760,000	10,804	XXX
6099999.	Total - Bonds					757,538	760,000	10,804	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					757,538	XXX	10,804	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
3133MQ UW 2	FHLB 2.250% 08/13/04	..	.08/13/2004	Maturity		760,000	760,000	758,158	759,416		584		584		760,000			0	21,955	08/13/2004	1
912828 AG 5	US TREASURY NOTE 2.250% 07/31/04.	..	.07/31/2004	Maturity		432,000	432,000	434,566	432,771		(771)		(771)		432,000			0	9,720	07/31/2004	1
0399999.	Total - Bonds - U.S. Government					1,192,000	1,192,000	1,192,724	1,192,187	0	(187)	0	(187)	0	1,192,000	0	0	0	31,675	XXX	XXX
6099997.	Total - Bonds - Part 4					1,192,000	1,192,000	1,192,724	1,192,187	0	(187)	0	(187)	0	1,192,000	0	0	0	31,675	XXX	XXX
6099999.	Total - Bonds					1,192,000	1,192,000	1,192,724	1,192,187	0	(187)	0	(187)	0	1,192,000	0	0	0	31,675	XXX	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					1,192,000	XXX	1,192,724	1,192,187	0	(187)	0	(187)	0	1,192,000	0	0	0	31,675	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 0.

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
Open Depositories									
Bank of America	Los Angeles, California					76,564	844,293	58,416	XXX
Union Planters	St. Louis, Missouri					(293,397)	(89,963)	306,071	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	(216,833)	754,330	364,487	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	(216,833)	754,330	364,487	XXX
0599999. Total Cash		XXX	XXX	0	0	(216,833)	754,330	364,487	XXX