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HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

HealthLink HMO, Inc.

NAIC Group Code 0671 (Current) 0671 (Prior) 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 United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized 07/29/1992 Commenced Business 01/14/1993

Statutory Home Office 1831 Chestnut Street (Street and Number), St. Louis , MO, US 63103-2275 (City or Town, State, Country and Zip Code)

Main Administrative Office 1831 Chestnut Street (Street and Number)
St. Louis , MO, US 63103-2275 (City or Town, State, Country and Zip Code), 314-923-4444 (Area Code) (Telephone Number)

Mail Address N17 W24340 Riverwood Drive (Street and Number or P.O. Box), Waukesha , WI, US 53188 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records N17 W24340 Riverwood Drive (Street and Number)
Waukesha , WI, US 53188 (City or Town, State, Country and Zip Code), 262-523-2439 (Area Code) (Telephone Number)

Internet Website Address www.healthlink.com

Statutory Statement Contact Brenda J Buss (Name), 262-523-2439 (Area Code) (Telephone Number)
brenda.buss@bcbswi.com (E-mail Address), 262-523-4945 (FAX Number)

OFFICERS

President Steven John Martenet # Treasurer Robert David Kretschmer
Secretary Kathleen Susan Kiefer Assistant Secretary Karen Elizabeth Geiger

OTHER

Eric (Rick) Kenneth Noble # Assistant Treasurer

DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt, Steven John Martenet #, Catherine Irene Kelaghan

State of Missouri
County of St. Louis SS:
City

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.

Steven John Martenet President	Kathleen Susan Kiefer Secretary	Robert David Kretschmer Treasurer

Subscribed and sworn to before me this 18th day of October 2013

Nancy Mabrey

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

NANCY MABREY
Notary Public - Notary Seal
State of Missouri
Commissioned for St. Charles County
My Commission Expires: July 18, 2016
Commission # 12439777

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	3,498,298		3,498,298	14,506,078
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ 11,294,902), cash equivalents ($ .....) and short-term investments ($ 11,463,791)	22,758,693		22,758,693	3,468,247
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	26,256,991	0	26,256,991	17,974,325
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	19,103		19,103	18,078
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	18,189	14,159	4,030	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	8,120		8,120	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ .....)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	288,842		288,842	321,270
24. Health care ($ .....) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	7,164	7,164	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	26,598,408	21,323	26,577,086	18,313,673
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	26,598,408	21,323	26,577,086	18,313,673
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Provider Admin Fee Receivable	7,164	7,164	0	0
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	7,164	7,164	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ 11,537 reinsurance ceded)			0	0
2.	Accrued medical incentive pool and bonus amounts			0	0
3.	Unpaid claims adjustment expenses			0	0
4.	Aggregate health policy reserves, including the liability of $ 0 for medical loss ratio rebate per the Public Health Service Act			0	0
5.	Aggregate life policy reserves			0	0
6.	Property/casualty unearned premium reserve			0	0
7.	Aggregate health claim reserves			0	0
8.	Premiums received in advance	845		845	177
9.	General expenses due or accrued	1,630,366		1,630,366	943,012
10.1	Current federal and foreign income tax payable and interest thereon (including $ on realized gains (losses))	899,044		899,044	474,579
10.2	Net deferred tax liability			0	1,059
11.	Ceded reinsurance premiums payable			0	0
12.	Amounts withheld or retained for the account of others			0	0
13.	Remittances and items not allocated			0	0
14.	Borrowed money (including $ current) and interest thereon $ (including $ current)			0	0
15.	Amounts due to parent, subsidiaries and affiliates	104,618		104,618	76,388
16.	Derivatives			0	0
17.	Payable for securities			0	0
18.	Payable for securities lending			0	0
19.	Funds held under reinsurance treaties (with $ authorized reinsurers, $ unauthorized reinsurers and $ certified reinsurers)			0	0
20.	Reinsurance in unauthorized and certified ($) companies			0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22.	Liability for amounts held under uninsured plans	4,030		4,030	11,171
23.	Aggregate write-ins for other liabilities (including $ (1,912) current)	10,572,338	0	10,572,338	39,614
24.	Total liabilities (Lines 1 to 23)	13,211,241	0	13,211,241	1,546,000
25.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26.	Common capital stock	XXX	XXX	1,000	1,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	2,499,000	2,499,000
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31.	Unassigned funds (surplus)	XXX	XXX	10,865,845	14,267,673
32.	Less treasury stock, at cost:				
	32.1 shares common (value included in Line 26 $)	XXX	XXX		
	32.2 shares preferred (value included in Line 27 $)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	13,365,845	16,767,673
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	26,577,086	18,313,673
	DETAILS OF WRITE-INS				
2301.	Escheat	72,338		72,338	39,614
2302.	Dividend Payable	10,500,000		10,500,000	
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	10,572,338	0	10,572,338	39,614
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	99	114	147
2.	Net premium income (including $ non-health premium income)	XXX			
3.	Change in unearned premium reserves and reserve for rate credits	XXX			
4.	Fee-for-service (net of $ medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX	37,335	26,880	35,654
7.	Aggregate write-ins for other non-health revenues	XXX	0	0	0
8.	Total revenues (Lines 2 to 7)	XXX	37,335	26,880	35,654
	Hospital and Medical:				
9.	Hospital/medical benefits		38,537	12,450	10,423
10.	Other professional services				
11.	Outside referrals				
12.	Emergency room and out-of-area				
13.	Prescription drugs			596	596
14.	Aggregate write-ins for other hospital and medical	0	0	0	0
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)	0	38,537	13,046	11,019
	Less:				
17.	Net reinsurance recoveries		38,537	13,046	11,019
18.	Total hospital and medical (Lines 16 minus 17)	0	0	0	0
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $ 734,995 cost containment expenses		740,320	551,598	962,967
21.	General administrative expenses		(11,377,154)	(10,913,917)	(14,798,790)
22.	Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)				0
23.	Total underwriting deductions (Lines 18 through 22)	0	(10,636,835)	(10,362,319)	(13,835,823)
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	10,674,170	10,389,199	13,871,477
25.	Net investment income earned		245,351	617,223	800,716
26.	Net realized capital gains (losses) less capital gains tax of $ 6,234		(6,234)	33,194	143,139
27.	Net investment gains (losses) (Lines 25 plus 26)	0	239,117	650,417	943,855
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]				
29.	Aggregate write-ins for other income or expenses	0	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	10,913,287	11,039,616	14,815,332
31.	Federal and foreign income taxes incurred	XXX	3,814,092	3,842,778	5,117,223
32.	Net income (loss) (Lines 30 minus 31)	XXX	7,099,195	7,196,838	9,698,109
	DETAILS OF WRITE-INS				
0601.	Provider Admin Fees	XXX	37,335	26,880	35,654
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699.	Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	37,335	26,880	35,654
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799.	Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.					
1402.					
1403					
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.					
2902.					
2903					
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
	CAPITAL AND SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	16,767,673	17,994,451	17,994,451
34.	Net income or (loss) from Line 32	7,099,195	7,196,838	9,698,109
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	9,179	(64,521)	(465,993)
39.	Change in nonadmitted assets	(10,202)	177,763	1,316,842
40	Change in unauthorized and certified reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		224,264	224,264
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	0	0	0
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders	(10,500,000)	(12,000,000)	(12,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	(3,401,828)	(4,465,656)	(1,226,778)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	13,365,845	13,528,795	16,767,673
	DETAILS OF WRITE-INS			
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	668	(13,478)	(14,146)
2.	Net investment income	252,106	796,072	1,161,276
3.	Miscellaneous income	37,335	26,880	35,654
4.	Total (Lines 1 to 3)	290,109	809,474	1,182,784
5.	Benefit and loss related payments	0	0	0
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	(11,298,858)	(11,135,821)	(14,118,913)
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $ 6,234 tax on capital gains (losses)	3,395,861	3,789,301	5,165,858
10.	Total (Lines 5 through 9)	(7,902,998)	(7,346,520)	(8,953,055)
11.	Net cash from operations (Line 4 minus Line 10)	8,193,107	8,155,994	10,135,839
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	11,000,000	2,203,746	12,378,746
	12.2 Stocks	0	0	0
	12.3 Mortgage loans	0	0	0
	12.4 Real estate	0	0	0
	12.5 Other invested assets	0	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
	12.7 Miscellaneous proceeds	0	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	11,000,000	2,203,746	12,378,746
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	0	1,513,885	1,513,886
	13.2 Stocks	0	0	0
	13.3 Mortgage loans	0	0	0
	13.4 Real estate	0	0	0
	13.5 Other invested assets	0	0	0
	13.6 Miscellaneous applications	0	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	0	1,513,885	1,513,886
14.	Net increase (or decrease) in contract loans and premium notes	0	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	11,000,000	689,861	10,864,860
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	0	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0	0
	16.3 Borrowed funds	0	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
	16.5 Dividends to stockholders	10,500,000	12,000,000	12,000,000
	16.6 Other cash provided (applied)	10,597,339	128,210	1,526,263
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	97,339	(11,871,790)	(10,473,737)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	19,290,446	(3,025,935)	10,526,962
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	3,468,247	(7,058,715)	(7,058,715)
	19.2 End of period (Line 18 plus Line 19.1)	22,758,693	(10,084,650)	3,468,247

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	11	11	0	0	0	0	0	0	0	0
2. First Quarter	11	11	0	0	0	0	0	0	0	0
3. Second Quarter	11	11	0	0	0	0	0	0	0	0
4. Third Quarter	11	11								
5. Current Year	0									
6. Current Year Member Months	99	99								
Total Member Ambulatory Encounters for Period:										
7 Physician	26	26								
8. Non-Physician	18	18								
9. Total	44	44	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	17,361	17,361								
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	17,361	17,361								
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	38,639	38,639								
18. Amount Incurred for Provision of Health Care Services	38,537	38,537								

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthLink HMO, Inc.

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)						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered						0
0499999 Subtotals	0	0	0	0	0	0
0599999 Unreported claims and other claim reserves						11,537
0699999 Total amounts withheld						
0799999 Total claims unpaid						11,537
0899999 Accrued medical incentive pool and bonus amounts						

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 Dec. 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)						
2. Medicare Supplement						
3. Dental Only						
4. Vision Only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7 Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)						
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9-10+11+12)						

NONE

(a) Excludes $ ..... loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2012. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of HealthLink HMO, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed or permitted by the State of Missouri Department of Insurance (the "Department"). The Department has adopted accounting policies found in the National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP") as a component of prescribed accounting practices. The Department has the right to permit other specific practices that deviate from prescribed practices. The Company has employed no permitted practices in preparing the accompanying statutory basis financial statements.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed by the Department is shown below:

	State of Domicile	September 30, 2013	December 31, 2012
Net Income			
(1) HealthLink HMO, Inc. state basis (Page 4, Line 32, Columns 2 & 4)	Missouri	$ 7,099,195	$ 9,698,109
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(4) NAIC SAP (1-2-3=4)	Missouri	$ 7,099,195	$ 9,698,109
Surplus			
(5) HealthLink HMO, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	Missouri	$ 13,365,845	$ 16,767,673
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(8) NAIC SAP (5-6-7=8)	Missouri	$ 13,365,845	$ 16,767,673

B. – C.

No significant change.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

NOTES TO FINANCIAL STATEMENTS

5. Investments

A. – C.

Not applicable.

D. Loan-Backed Securities

The Company did not have loan-backed securities at September 30, 2013.

E. – G.

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

7. Investment Income

No significant change.

8. Derivative Instruments

Not applicable.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Nature of the Relationship

No significant change.

B. Significant Transactions for Each Period

The Board of Directors of the Company declared an extraordinary dividend in the amount of $10,500,000 on August 19, 2013. The Department approved this dividend on September 25, 2013. The Company paid this dividend to its parent company, HealthLink, Inc., on October 1, 2013.

C. Intercompany Management and Service Arrangement

No significant change.

D. Amounts Due To or From Related Parties

At September 30, 2013, the Company reported $288,842 due from affiliates and $104,618 due to affiliates. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

E. – L.

No significant change.

NOTES TO FINANCIAL STATEMENTS

11. Debt

Not applicable.

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

No significant change.

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

No significant change.

14. Contingencies

No significant change.

15. Leases

Not applicable.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not applicable.

B. Transfer and Servicing of Financial Assets

Not applicable.

C. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

2. At September 30, 2013, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

NOTES TO FINANCIAL STATEMENTS

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

A. Administrative Services Only ("ASO") Plans

The gain/loss from operations from ASO uninsured plans and the uninsured portion of partially insured ASO plans for the nine months ended September 30, 2013 was:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	$ 10,636,834	$ -	$ 10,636,834
b. Total net other income or expenses (including interest paid to or received from plans)	-	-	-
c. Net gain or (loss) from operations	$ 10,636,834	$ -	$ 10,636,834
d. Total claim payment volume	$ 12,797,439	$ -	$ 12,797,439

B. Administrative Services Contract Plans

Not applicable.

C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract

Not applicable.

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

Not applicable.

20. Fair Value Measurements

A. There are no assets or liabilities measured at fair value as of September 30, 2013.

B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable.

C. Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$ 3,504,035	$ 3,498,298	$ -	$ 3,504,035	$ -	$ -
Short term investments	11,463,791	11,463,791	11,463,791	-	-	-

D. Not Practicable to Estimate Fair Value

There are no financial instruments that were not practicable to estimate fair value.

21. Other Items

No significant change.

NOTES TO FINANCIAL STATEMENTS

22. Events Subsequent

There were no events occurring subsequent to September 30, 2013 requiring disclosure. Subsequent events have been considered through November 12, 2013 for the statutory statement issued on November 12, 2013.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Not applicable.

26. Intercompany Pooling Arrangements

Not applicable.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

No significant change.

29. Participating Policies

Not applicable.

30. Premium Deficiency Reserves

Not applicable.

31. Anticipated Subrogation and Other Recoveries

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 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]

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

2.1 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]

2.2 If yes, date of change: .....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

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

4.2 If yes, provide the name of the 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

5. 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.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012

6.2 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. 12/31/2007

6.3 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). 03/21/2009

6.4 By what department or departments?
Missouri Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] No [ ] N/A [ ]

7.1 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? ..... Yes [ ] No [X]

7.2 If yes, give full information:

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

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

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

8.4 If response to 8.3 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 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 FDIC	6 SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Effective May 2013, routine updates to WellPoint's Standards of Ethical Business Conduct and were approved by the Board of Directors ("BOD"). Additional updates were approved by the BOD and effective September 2013 related to corporate values and other statements.

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 17,087

INVESTMENT

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: $

13. Amount of real estate and mortgages held in short-term investments: $

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 Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$
14.22 Preferred Stock	$ 0	$
14.23 Common Stock	$ 0	$
14.24 Short-Term Investments	$ 0	$
14.25 Mortgage Loans on Real Estate	$ 0	$
14.26 All Other	$ 0	$
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	$	$

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.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. $ 0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $ 0

16.3 Total payable for securities lending reported on the liability page. $ 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, 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 Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

17.1 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
Bank of New York Mellon Corporation	New York, NY

17.2 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)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

17.4 If yes, give full information relating thereto:

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

17.5 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
113878	McDonnell Investment Management, LLC	Oak Brook, IL

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent ..... %

1.2 A&H cost containment percent ..... %

1.3 A&H expense percent excluding cost containment expenses ..... %

2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date ..... $.....

2.3 Do you act as an administrator for health savings accounts? ..... Yes [ ] No [X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date ..... $.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

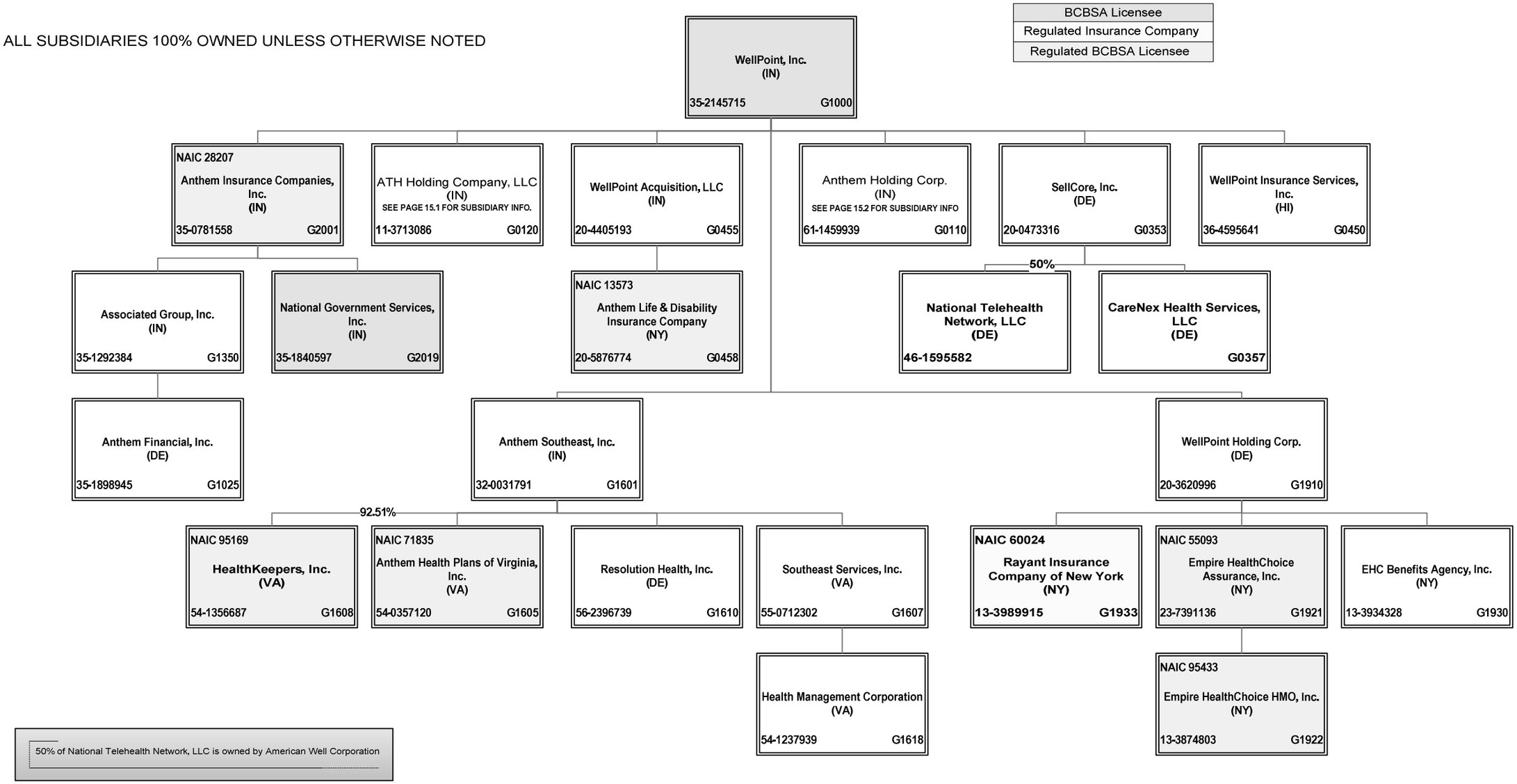
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
	States, etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama AL	N							0	
2.	Alaska AK	N							0	
3.	Arizona AZ	N							0	
4.	Arkansas AR	L							0	
5.	California CA	N							0	
6.	Colorado CO	N							0	
7.	Connecticut CT	N							0	
8.	Delaware DE	N							0	
9.	District of Columbia DC	N							0	
10.	Florida FL	N							0	
11.	Georgia GA	N							0	
12.	Hawaii HI	N							0	
13.	Idaho ID	N							0	
14.	Illinois IL	L							0	
15.	Indiana IN	N							0	
16.	Iowa IA	N							0	
17.	Kansas KS	N							0	
18.	Kentucky KY	N							0	
19.	Louisiana LA	N							0	
20.	Maine ME	N							0	
21.	Maryland MD	N							0	
22.	Massachusetts MA	N							0	
23.	Michigan MI	N							0	
24.	Minnesota MN	N							0	
25.	Mississippi MS	N							0	
26.	Missouri MO	L	17,361						17,361	
27.	Montana MT	N							0	
28.	Nebraska NE	N							0	
29.	Nevada NV	N							0	
30.	New Hampshire NH	N							0	
31.	New Jersey NJ	N							0	
32.	New Mexico NM	N							0	
33.	New York NY	N							0	
34.	North Carolina NC	N							0	
35.	North Dakota ND	N							0	
36.	Ohio OH	N							0	
37.	Oklahoma OK	N							0	
38.	Oregon OR	N							0	
39.	Pennsylvania PA	N							0	
40.	Rhode Island RI	N							0	
41.	South Carolina SC	N							0	
42.	South Dakota SD	N							0	
43.	Tennessee TN	N							0	
44.	Texas TX	N							0	
45.	Utah UT	N							0	
46.	Vermont VT	N							0	
47.	Virginia VA	N							0	
48.	Washington WA	N							0	
49.	West Virginia WV	N							0	
50.	Wisconsin WI	N							0	
51.	Wyoming WY	N							0	
52.	American Samoa AS	N							0	
53.	Guam GU	N							0	
54.	Puerto Rico PR	N							0	
55.	U.S. Virgin Islands VI	N							0	
56.	Northern Mariana Islands MP	N							0	
57.	Canada CAN	N							0	
58.	Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	17,361	0	0	0	0	0	17,361	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 3	17,361	0	0	0	0	0	17,361	0
	DETAILS OF WRITE-INS									
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

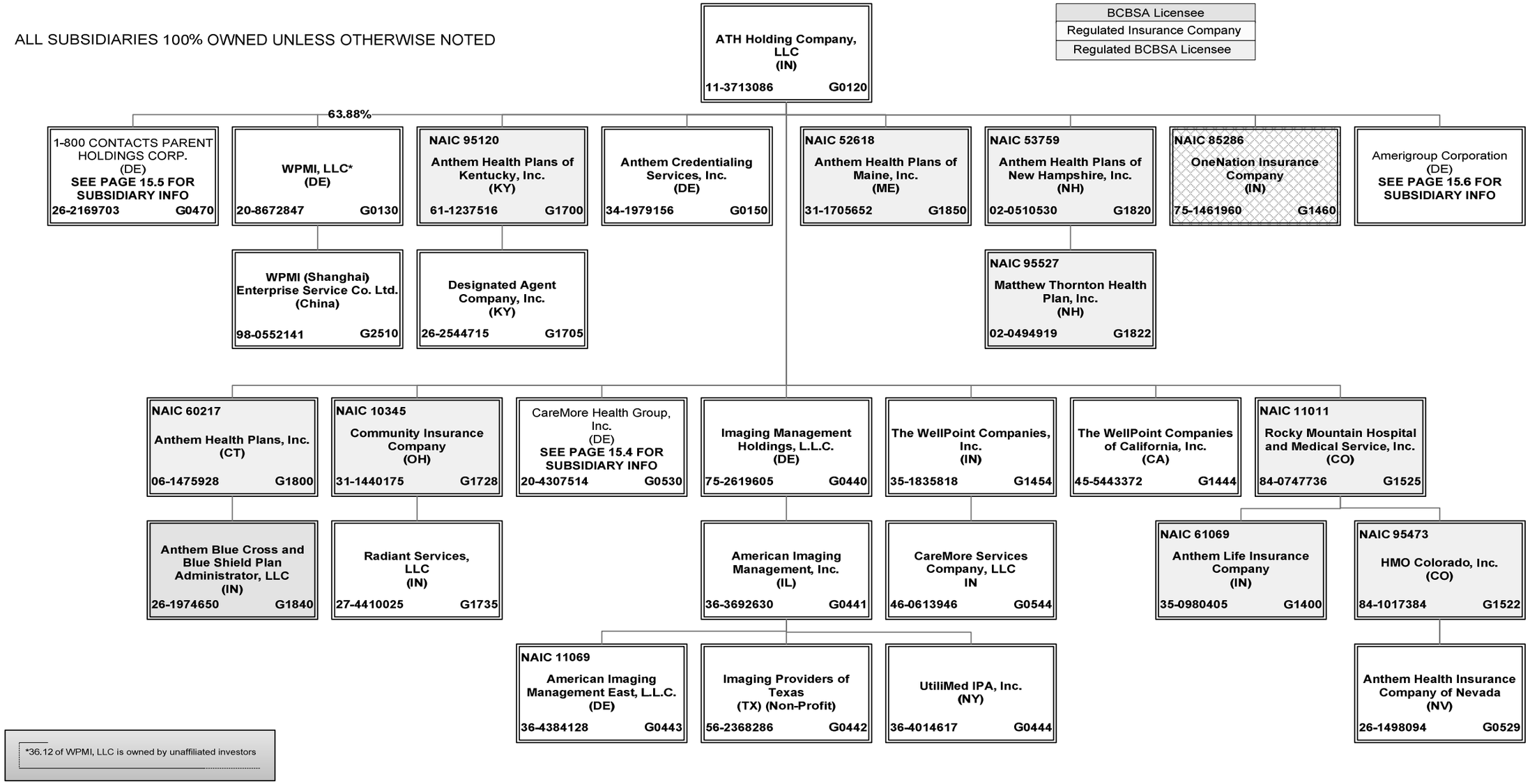
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

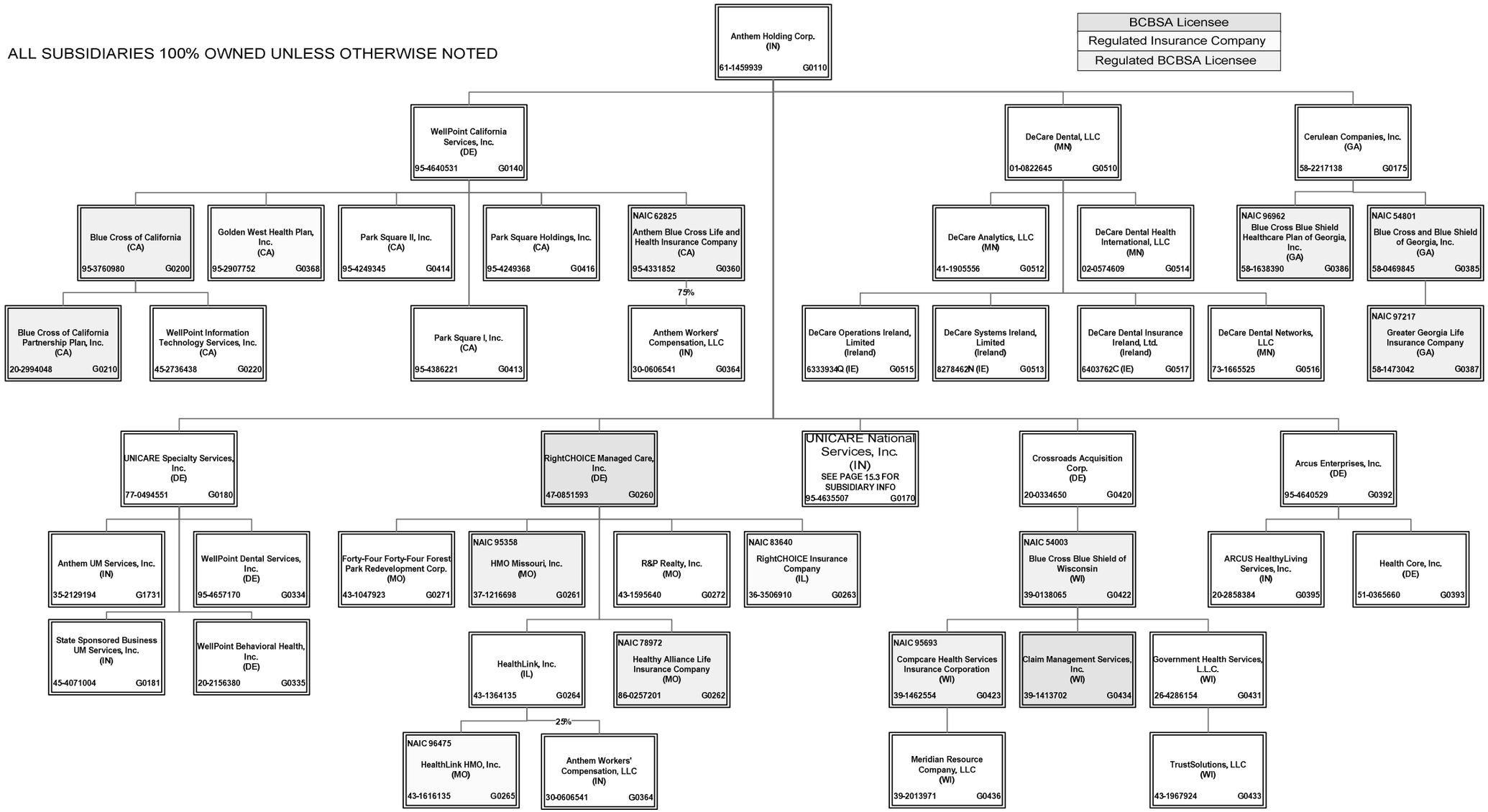
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



*36.12 of WPMI, LLC is owned by unaffiliated investors

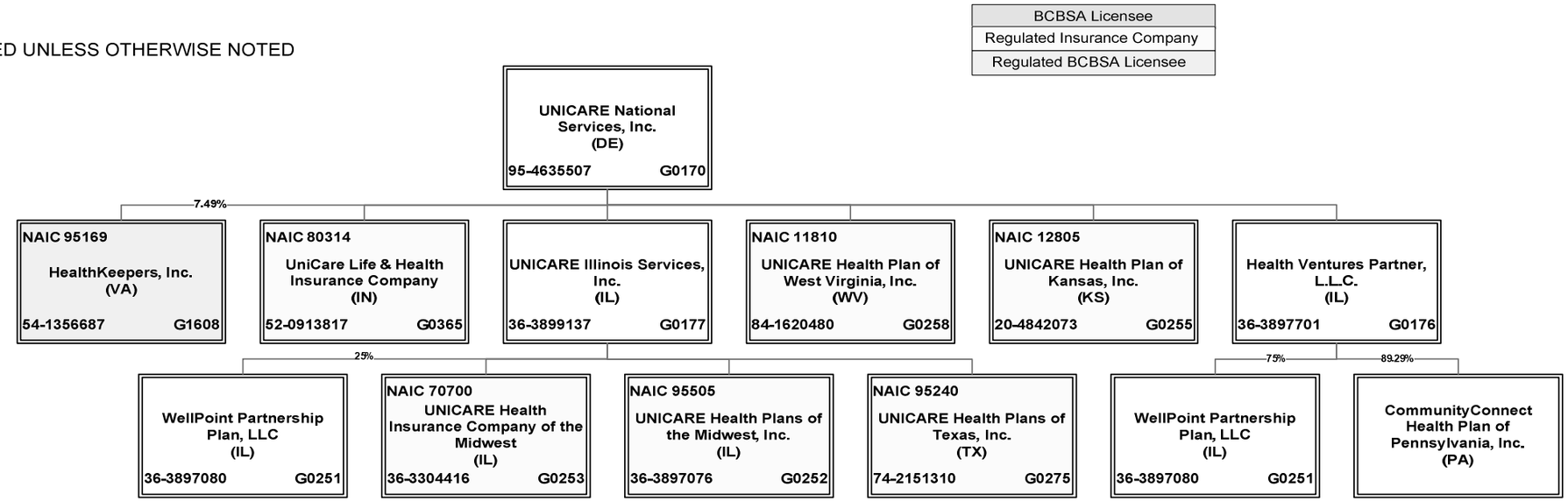
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

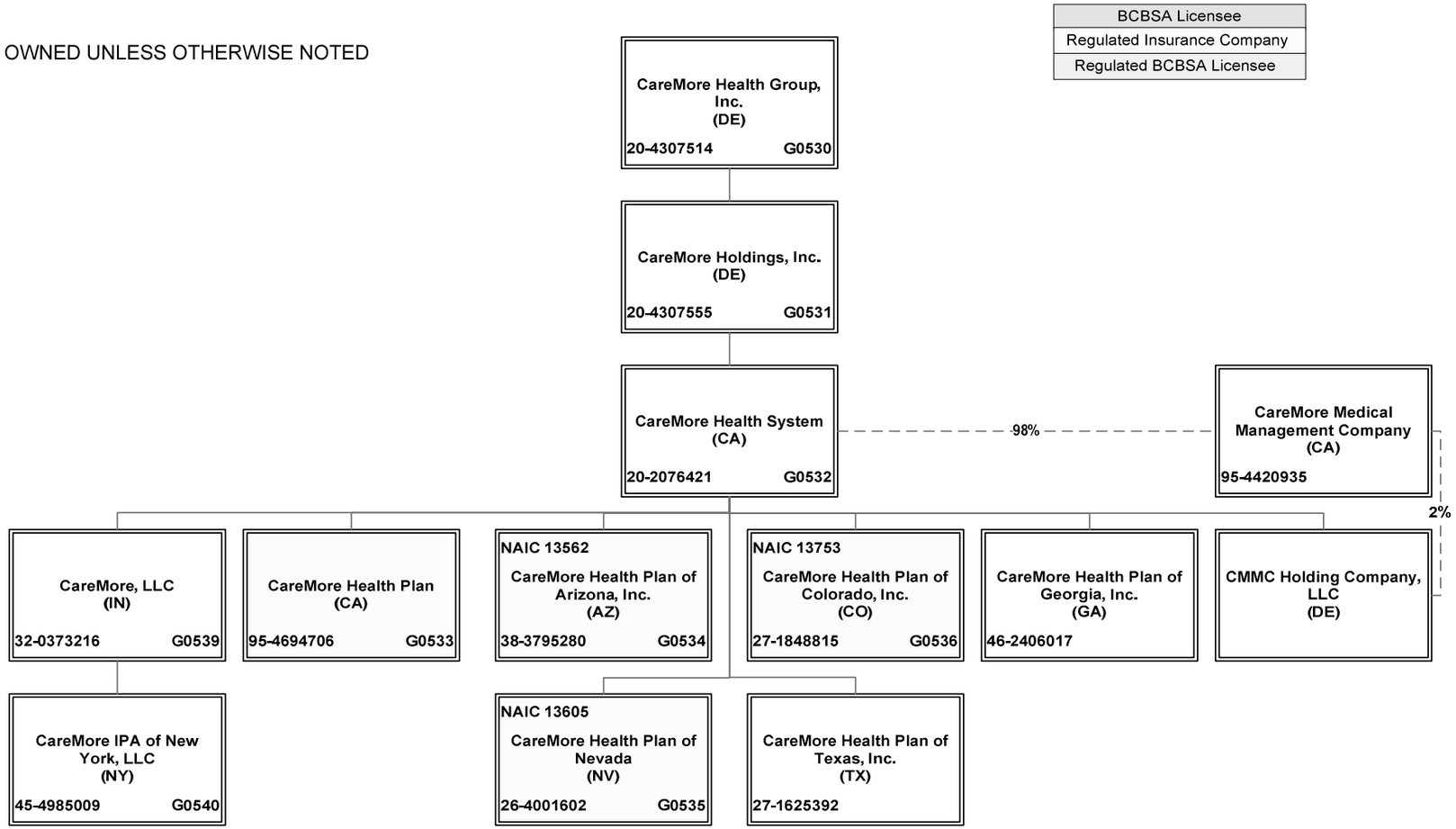
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors

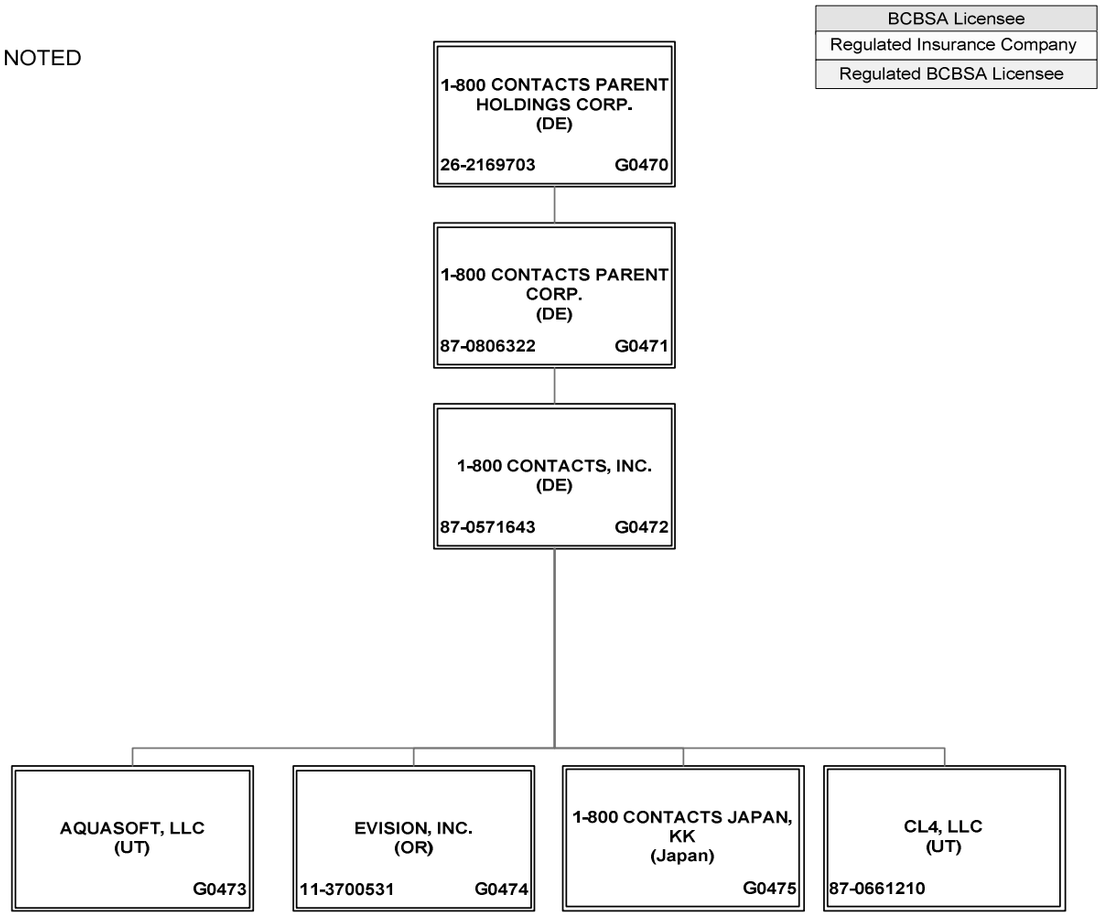
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



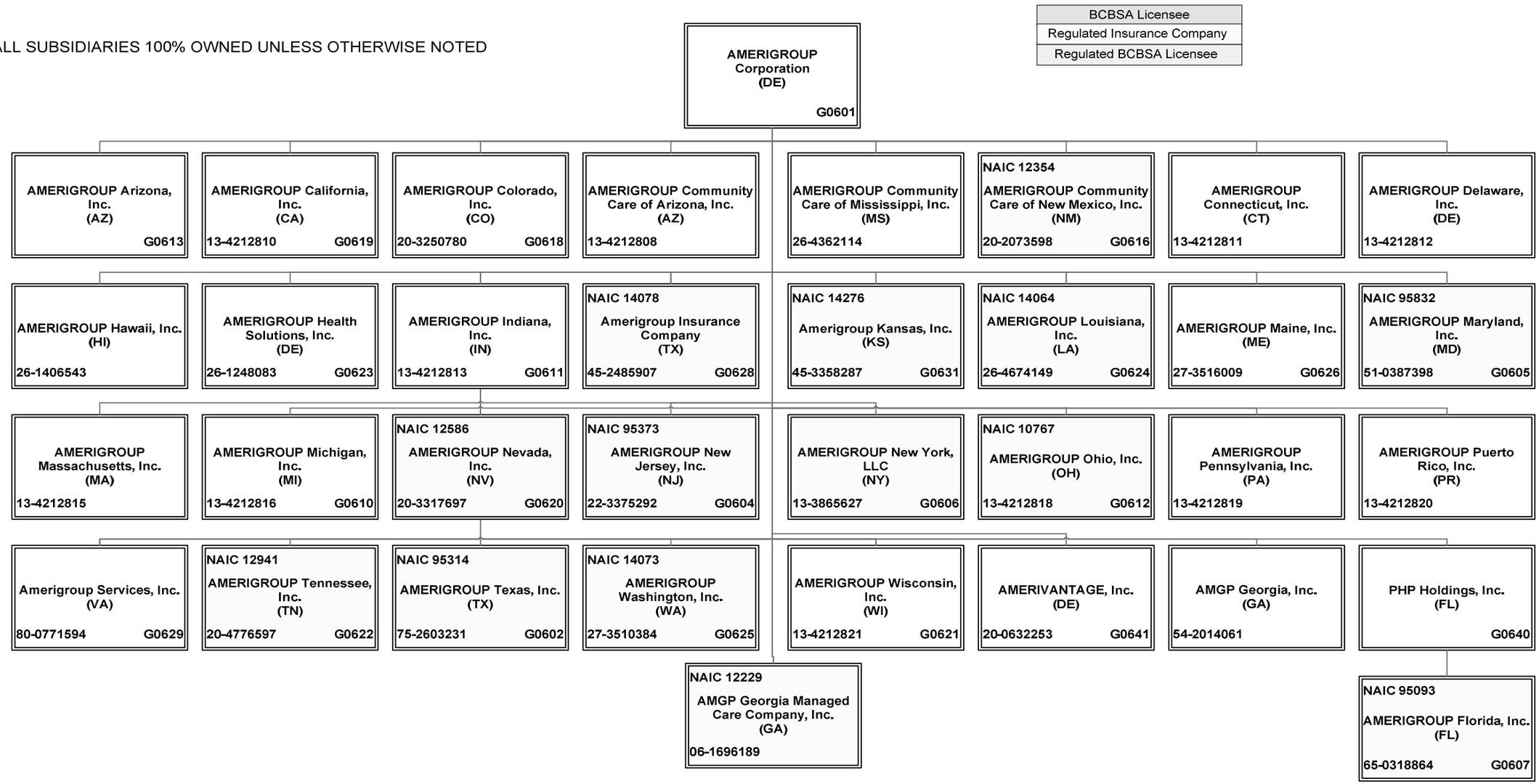
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0671	WellPoint, Inc.		87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-3250780				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212808				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212811				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Corporation	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212812				AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1459939				Anthem Holding Corp.	IN	UIP	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		11-3713086				ATH Holding Company, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0101
0671	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	0102
0671	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	0103
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CMMC Holding Company, LLC	Ownership	2.000	WellPoint, Inc.	
0671	WellPoint, Inc.						CareNex Health Services, LLC	DE	NIA	SellCore, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						CMMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0671	WellPoint, Inc.		73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0104
0671	WellPoint, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO		HealthLink, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1364135				HealthLink, Inc.	IL	UDP	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	WellPoint, Inc.	0105
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60024	13-3989915				Rayant Insurance Company of New York	NY	IA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	UIP	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0671	WellPoint, Inc.		35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-4595641				WelPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.		98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.880	WellPoint, Inc.	0106

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by American Well Corporation
0106	36.12% owned by unaffiliated investors

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 Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

NONE

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying value		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

		1 Year to Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest points and commitment fees		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	14,506,078	25,148,680
2.	Cost of bonds and stocks acquired		1,513,886
3.	Accrual of discount	1,909	6,956
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		227,896
6.	Deduct consideration for bonds and stocks disposed of	11,000,000	12,378,746
7.	Deduct amortization of premium	9,689	12,594
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,498,298	14,506,078
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	3,498,298	14,506,078

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 (a)	2,642,211	11,199,711	129	(3,253)	14,381,413	2,642,211	13,838,540	14,742,764
2. Class 2 (a)	1,123,550				372,868	1,123,550	1,123,550	
3. Class 3 (a)	0				0	0	0	
4. Class 4 (a)	0				0	0	0	
5. Class 5 (a)	0				0	0	0	
6. Class 6 (a)	0				0	0	0	
7. Total Bonds	3,765,761	11,199,711	129	(3,253)	14,754,281	3,765,761	14,962,090	14,742,764
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	3,765,761	11,199,711	129	(3,253)	14,754,281	3,765,761	14,962,090	14,742,764

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $; NAIC 2 $; NAIC 3 $;
NAIC 4 $; NAIC 5 $; NAIC 6 $

SCHEDULE DA - PART 1

Short-Term Investments

	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
9199999 Totals	11,463,791	XXX	11,463,791	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	236,686	97,151
2. Cost of short-term investments acquired	11,227,498	11,990,067
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	393	11,850,532
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	11,463,791	236,686
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	11,463,791	236,686

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of Derivatives

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of

N O N E

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open

N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Bank of America Los Angeles, CA					10,136,830	11,320,477	11,294,902	XXX
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	10,136,830	11,320,477	11,294,902	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	10,136,830	11,320,477	11,294,902	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	10,136,830	11,320,477	11,294,902	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							