



# HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014  
OF THE CONDITION AND AFFAIRS OF THE  
**HealthLink HMO, Inc.**

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

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

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

Mail Address N17 W24340 Riverwood Drive Waukesha, WI, US 53188  
(Street and Number or P.O. Box) (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 262-523-2439  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.healthlink.com

Statutory Statement Contact Brenda J Buss 262-523-2439  
(Name) (Area Code) (Telephone Number)  
brenda.buss@bcbswi.com 262-523-4714  
(E-mail Address) (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 JoAnn Carol Stuckmeyer # Valuation Actuary

### DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt Steven John Martenet Catherine Irene Kelaghan

State of Missouri SS:  
City of St. Louis

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

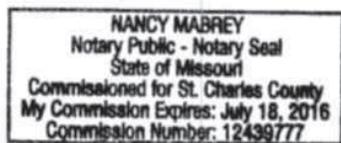
Steven John Martenet  
President

Kathleen Susan Kiefer  
Secretary

Robert David Kretschmer  
Treasurer

Subscribed and sworn to before me this 23rd day of October, 2014  
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



STATEMENT AS OF SEPTEMBER 30, 2014 OF THE HealthLink HMO, Inc.

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	14,979,174		14,979,174	3,499,308
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 (\$ .....7,197,149 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....11,522,466 ) .....	18,719,615		18,719,615	13,192,576
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) .....	33,698,789	0	33,698,789	16,691,884
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	16,508		16,508	7,133
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 .....	1,473,489	18,184	1,455,305	38,969
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....	12,459	525	11,934	12,060
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 .....	286,928		286,928	549,410
24. Health care (\$ ..... ) and other amounts receivable .....			0	0
25. Aggregate write-ins for other than invested assets .....	5,302	5,302	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	35,493,475	24,011	35,469,464	17,299,456
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	35,493,475	24,011	35,469,464	17,299,456
<b>DETAILS OF WRITE-INS</b>				
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 .....	5,302	5,302	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) .....	5,302	5,302	0	0

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... 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 .....			0	0
9. General expenses due or accrued .....	1,510,203		1,510,203	920,614
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....	332,317		332,317	417,906
10.2 Net deferred tax liability .....			0	0
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 .....	181,135		181,135	90,920
16. Derivatives .....			0	0
17. Payable for securities .....	11,500,000		11,500,000	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 .....	63,749		63,749	15,971
23. Aggregate write-ins for other liabilities (including \$ .....1,333 current) .....	74,127	0	74,127	76,621
24. Total liabilities (Lines 1 to 23) .....	13,661,531	0	13,661,531	1,522,032
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	19,307,933	13,277,424
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	21,807,933	15,777,424
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	35,469,464	17,299,456
<b>DETAILS OF WRITE-INS</b>				
2301. Escheat .....	74,127		74,127	76,611
2302. Miscellaneous liabilities .....			0	10
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) .....	74,127	0	74,127	76,621
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	0	99	132
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	28,972	37,335	49,073
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	28,972	37,335	49,073
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits		(3,427)	38,537	58,877
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		(1,371)		
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	(4,798)	38,537	58,877
<b>Less:</b>				
17. Net reinsurance recoveries		(4,798)	38,537	58,877
18. Total hospital and medical (Lines 16 minus 17)	0	0	0	0
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 723,910 cost containment expenses		727,198	740,320	1,135,026
21. General administrative expenses		(9,907,541)	(11,377,154)	(15,459,813)
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	(9,180,343)	(10,636,835)	(14,324,787)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	9,209,315	10,674,170	14,373,860
25. Net investment income earned		59,518	245,351	263,672
26. Net realized capital gains (losses) less capital gains tax of \$			(6,234)	(6,234)
27. Net investment gains (losses) (Lines 25 plus 26)	0	59,518	239,117	257,438
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	9,268,833	10,913,287	14,631,298
31. Federal and foreign income taxes incurred	XXX	3,237,051	3,814,092	5,112,964
32. Net income (loss) (Lines 30 minus 31)	XXX	6,031,782	7,099,195	9,518,334
<b>DETAILS OF WRITE-INS</b>				
0601. Provider Admin Fees	XXX	28,972	37,335	49,073
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	28,972	37,335	49,073
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
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	15,777,424	16,767,673	16,767,673
34. Net income or (loss) from Line 32 .....	6,031,782	7,099,195	9,518,334
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 3,670	(6,814)		
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....	(3,271)	9,179	13,119
39. Change in nonadmitted assets .....	8,812	(10,202)	(21,702)
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.....			
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)	(10,500,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	6,030,509	(3,401,828)	(990,249)
49. Capital and surplus end of reporting period (Line 33 plus 48)	21,807,933	13,365,845	15,777,424
<b>DETAILS OF WRITE-INS</b>			
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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	0	668	(177)
2. Net investment income .....	59,792	252,106	285,656
3. Miscellaneous income .....	28,972	37,335	49,073
4. Total (Lines 1 to 3) .....	88,764	290,109	334,552
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 .....	(8,405,867)	(11,298,858)	(14,245,543)
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	3,322,641	3,395,861	5,175,871
10. Total (Lines 5 through 9) .....	(5,083,226)	(7,902,998)	(9,069,672)
11. Net cash from operations (Line 4 minus Line 10) .....	5,171,990	8,193,107	9,404,224
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	0	11,000,000	11,320,000
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 .....	11,500,000	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	11,500,000	11,000,000	11,320,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	11,500,000	0	324,269
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) .....	11,500,000	0	324,269
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) .....	0	11,000,000	10,995,731
<b>Cash from Financing and Miscellaneous Sources</b>			
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 .....	0	10,500,000	10,500,000
16.6 Other cash provided (applied) .....	355,049	10,597,339	(175,626)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	355,049	97,339	(10,675,626)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	5,527,039	19,290,446	9,724,329
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	13,192,576	3,468,247	3,468,247
19.2 End of period (Line 18 plus Line 19.1) .....	18,719,615	22,758,693	13,192,576

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

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**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year .....	11	11	0	0	0	0	0	0	0	0
2. First Quarter .....	0	0	0	0	0	0	0	0	0	0
3. Second Quarter .....	0	0	0	0	0	0	0	0	0	0
4. Third Quarter .....	0									
5. Current Year	0									
6. Current Year Member Months	0									
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	0									
8. Non-Physician .....	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a) .....	0									
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	0									
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	6,532	6,532								
18. Amount Incurred for Provision of Health Care Services	(4,798)	(4,798)								

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

Claims Payable - Aging Analysis of Unpaid Claims

**N O N E**

Underwriting and Investment Exhibit

**N O N E**



## NOTES TO FINANCIAL STATEMENTS

### **4. Discontinued Operations**

As of January 1, 2014 the Company has no insured members.

### **5. Investments**

#### **A. – C.**

Not applicable.

#### **D. Loan-Backed Securities**

The Company did not have loan-backed securities at September 30, 2014.

#### **E. – G.**

Not applicable.

#### **H. Restricted Assets**

No significant change.

#### **I. Working Capital Finance Investments**

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**

#### **A. – E.**

No significant change.

**F.** The following companies will be included in the consolidated federal income tax return with their parent WellPoint, Inc. as of December 31, 2014 and either are current members of the consolidated tax sharing agreement or are in the process of being added to the consolidated tax sharing agreement. Allocation of federal income taxes with affiliates subject to the tax sharing agreement is based upon separate income tax return calculations with credit for net losses that can be used on a consolidated basis. Pursuant to this agreement, the Company has the enforceable right to recoup federal income taxes paid in prior years in the event of future net losses, which it may incur, or to recoup its net losses carried forward as an offset to future net income subject to federal income taxes. Intercompany income tax balances are settled based on the Internal Revenue Service due dates.

NOTES TO FINANCIAL STATEMENTS

1-800 CONTACTS PARENT CORP.  
 1-800 CONTACTS PARENT HOLDINGS CORP.  
 1-800 CONTACTS, INC.  
 American Imaging Management, Inc.  
 AMERIGROUP Arizona, Inc.  
 AMERIGROUP California, Inc.  
 AMERIGROUP Colorado, Inc.  
 AMERIGROUP Community Care of Arizona, Inc.  
 AMERIGROUP Community Care of Mississippi, Inc.  
 AMERIGROUP Community Care of New Mexico, Inc.  
 AMERIGROUP Connecticut, Inc.  
 AMERIGROUP Corporation  
 AMERIGROUP Delaware, Inc.  
 AMERIGROUP Florida, Inc.  
 AMERIGROUP Hawaii, Inc.  
 AMERIGROUP Health Solutions, Inc.  
 AMERIGROUP Indiana, Inc.  
 Amerigroup Insurance Company  
 Amerigroup Kansas, Inc.  
 AMERIGROUP Louisiana, Inc.  
 AMERIGROUP Maine, Inc.  
 AMERIGROUP Maryland, Inc.  
 AMERIGROUP Massachusetts, Inc.  
 AMERIGROUP Michigan, Inc.  
 AMERIGROUP Nevada, Inc.  
 AMERIGROUP New Jersey, Inc.  
 AMERIGROUP New York, LLC  
 AMERIGROUP Ohio, Inc.  
 AMERIGROUP Pennsylvania, Inc.  
 AMERIGROUP Puerto Rico, Inc.  
 Amerigroup Services, Inc.  
 AMERIGROUP Tennessee, Inc.  
 AMERIGROUP Texas, Inc.  
 AMERIGROUP Washington, Inc.  
 AMERIGROUP Wisconsin, Inc.  
 AMGP Georgia Managed Care Company, Inc.  
 AMGP Georgia, Inc.  
 Anthem Blue Cross Life and Health Insurance Company  
 Anthem Financial, Inc.  
 Anthem Health Insurance Company of Nevada  
 Anthem Health Plans of Kentucky, Inc.  
 Anthem Health Plans of Maine, Inc.  
 Anthem Health Plans of New Hampshire, Inc.  
 Anthem Health Plans of Virginia, Inc.  
 Anthem Health Plans, Inc.  
 Anthem Holding Corp.  
 Anthem Insurance Companies, Inc.  
 Anthem Kentucky Managed Care Plan, Inc.  
 Anthem Life & Disability Insurance Company  
 Anthem Southeast, Inc.  
 Anthem UM Services, Inc.  
 Arcus Enterprises, Inc.  
 ARCUS HealthyLiving Services, Inc.  
 Associated Group, Inc.  
 Blue Cross and Blue Shield of Georgia, Inc.  
 Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.  
 Blue Cross Blue Shield of Wisconsin  
 Blue Cross of California  
 Blue Cross of California Partnership Plan, Inc.  
 CareMore Health Group, Inc.  
 CareMore Health Plan  
 CareMore Health Plan of Arizona, Inc.  
 CareMore Health Plan of Colorado, Inc.  
 CareMore Health Plan of Georgia, Inc.  
 CareMore Health Plan of Nevada  
 CareMore Health Plan of Texas, Inc.  
 CareMore Health System  
 CareMore Holdings, Inc.  
 Cerulean Companies, Inc.  
 Claim Management Services, Inc.  
 Community Insurance Company  
 CompCare Health Services Insurance Corporation  
 Crossroads Acquisition Corp  
 DeCare Analytics, LLC  
 DeCare Dental Health International, LLC  
 DeCare Dental Networks, LLC  
 DeCare Dental, LLC  
 Designated Agent Company, Inc.  
 EHC Benefits Agency, Inc.  
 Empire HealthChoice Assurance, Inc.  
 Empire HealthChoice HMO, Inc.  
 EVISION, INC.  
 Forty-Four Forty-Four Forest Park Redevelopment Corp  
 Golden West Health Plan, Inc.  
 Government Health Services, LLC  
 Health Core, Inc.  
 Health Management Corporation  
 HealthKeepers, Inc.  
 HealthLink HMO, Inc.  
 HealthLink, Inc.  
 Healthy Alliance Life Insurance Company  
 HMO Colorado, Inc.  
 HMO Missouri, Inc.  
 Imaging Management Holdings, LLC  
 Imaging Providers of Texas  
 Matthew Thornton Health Plan, Inc.  
 National Government Services, Inc.  
 OneNation Insurance Company  
 Park Square Holdings, Inc.  
 Park Square I, Inc.  
 Park Square II, Inc.  
 PHP Holdings, Inc.  
 R&P Realty, Inc.  
 Resolution Health, Inc.  
 RightCHOICE Insurance Company  
 RightCHOICE Managed Care, Inc.  
 Rocky Mountain Hospital and Medical Service, Inc.  
 SellCore, Inc.  
 Southeast Services, Inc.  
 State Sponsored Business UM Services, Inc.  
 The WellPoint Companies of California, Inc.  
 The WellPoint Companies, Inc.  
 TrustSolutions, LLC  
 UNICARE Health Insurance Company of the Midwest  
 UNICARE Health Plan of Kansas, Inc.  
 UNICARE Health Plan of West Virginia, Inc.  
 UNICARE Health Plans of Texas, Inc.  
 UNICARE Health Plans of the Midwest, Inc.  
 UNICARE Illinois Services, Inc.  
 UNICARE Life & Health Insurance Company  
 UNICARE National Services, Inc.  
 UNICARE Specialty Services, Inc.  
 UtiliMed IPA, Inc.  
 WellPoint Behavioral Health, Inc.  
 WellPoint California Services, Inc.  
 WellPoint Dental Services, Inc.  
 WellPoint Holding Corporation  
 WellPoint Information Technology Services, Inc.  
 WellPoint Insurance Services, Inc.  
 WellPoint, Inc.

NOTES TO FINANCIAL STATEMENTS

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

**A. – C.**

No significant change.

**D. Amounts Due To or From Related Parties**

At September 30, 2014, the Company reported \$286,928 due from affiliates and \$181,135 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.

**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.

## NOTES TO FINANCIAL STATEMENTS

**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, 2014, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

**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, 2014 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	\$ 9,180,343	\$ -	\$ 9,180,343
b. Total net other income or expenses (including interest paid to or received from plans)	-	-	-
c. Net gain or (loss) from operations	\$ 9,180,343	\$ -	\$ 9,180,343
d. Total claim payment volume	\$ 10,599,747	\$ -	\$ 10,599,747

**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.

## NOTES TO FINANCIAL STATEMENTS

**20. Fair Value Measurements****A.**

## (1) Fair Value Measurement at Reporting Date

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Bonds				
Industrial and Misc	\$ -	\$ 370,242	\$ -	\$ 370,242
Total bonds	\$ -	\$ 370,242	\$ -	\$ 370,242
Total assets at fair value	\$ -	\$ 370,242	\$ -	\$ 370,242

## (2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

There are no investments in Level 3 as of September 30, 2014.

## (3) The Company's policy is to recognize transfers in and transfers out, if any, as of the beginning of the reporting period.

## (4) Fair values of fixed maturity securities are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. United States Government securities represent Level 1 securities, while Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and residential mortgage-backed securities. For securities not actively traded, the third party pricing services may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2.

There have been no significant changes in the valuation techniques during the current period.

**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	\$ 15,024,365	\$ 14,979,174	\$ -	\$ 15,024,365	\$ -	\$ -
Short term investments	11,522,466	11,522,466	11,522,466	-	-	-

**D. Not Practicable to Estimate Fair Value**

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

NOTES TO FINANCIAL STATEMENTS

**21. Other Items**

**A. – G.**

No significant change.

**H. Offsetting and Netting of Assets and Liabilities**

The Company did not have any offsetting or netting of assets and liabilities at September 30, 2014.

**I. Joint and Several Liabilities**

Not applicable.

**J. Risk Sharing Provisions of the Affordable Care Act**

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions (YES/NO)?

No

(2) Not applicable.

**22. Events Subsequent**

There were no events occurring subsequent to September 30, 2014 requiring disclosure. Subsequent events have been considered through November 11, 2014 for the statutory statement issued on November 11, 2014.

**23. Reinsurance**

No significant change.

**24. Retrospectively Rated Contracts & Contracts Subject to Redetermination**

Not applicable.

**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.

NOTES TO FINANCIAL STATEMENTS

**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
- 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
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes  No   
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes  No
- 3.3 If the response to 3.2 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
- 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  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. .... 12/31/2013
- 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. .... 12/31/2012
- 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). .... 12/26/2013
- 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
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes  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
- 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
- 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
- 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  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  No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes  No
- 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  No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ .....58

### 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
- 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
- 14.2 If yes, please complete the following:
- |   | 1<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>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
- 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 [  ] 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 [  ]

- 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 [  ] 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 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	N								0	
2. Alaska AK	N								0	
3. Arizona AZ	N								0	
4. Arkansas AR	N								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								0	
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	0	0	0	0	0	0	0	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 2	0	0	0	0	0	0	0	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	

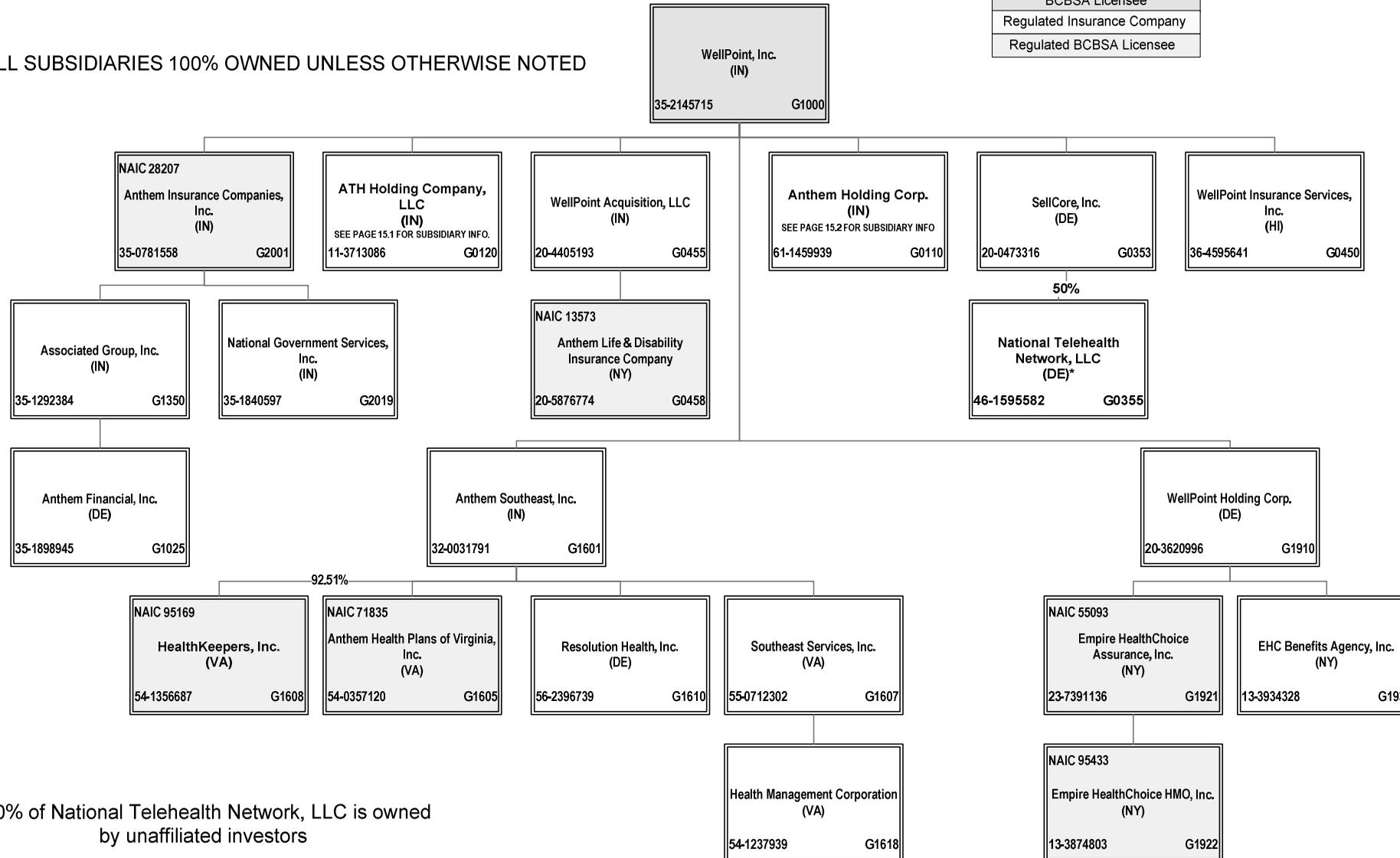
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

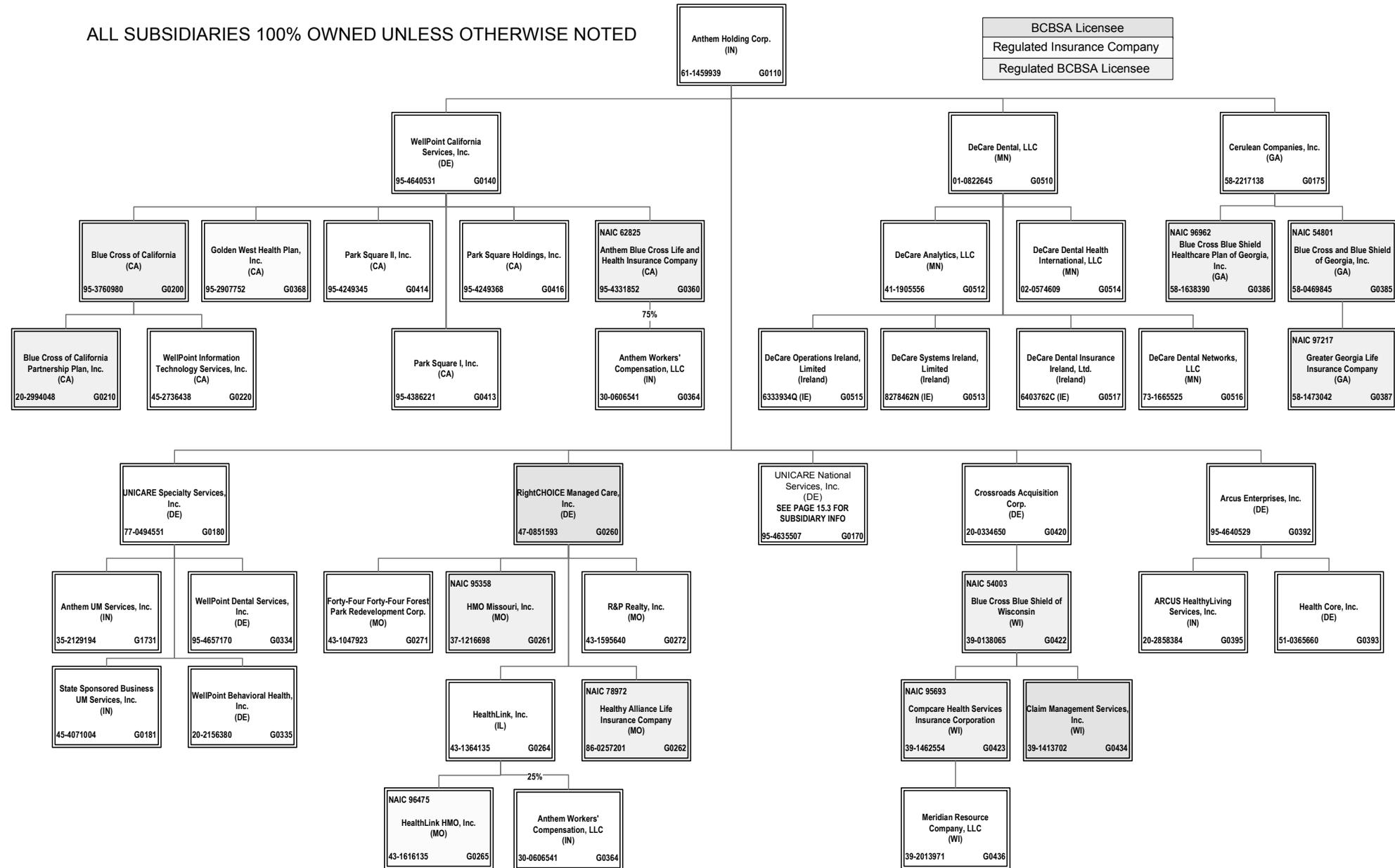


\*50% of National Telehealth Network, LLC is owned by unaffiliated investors



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

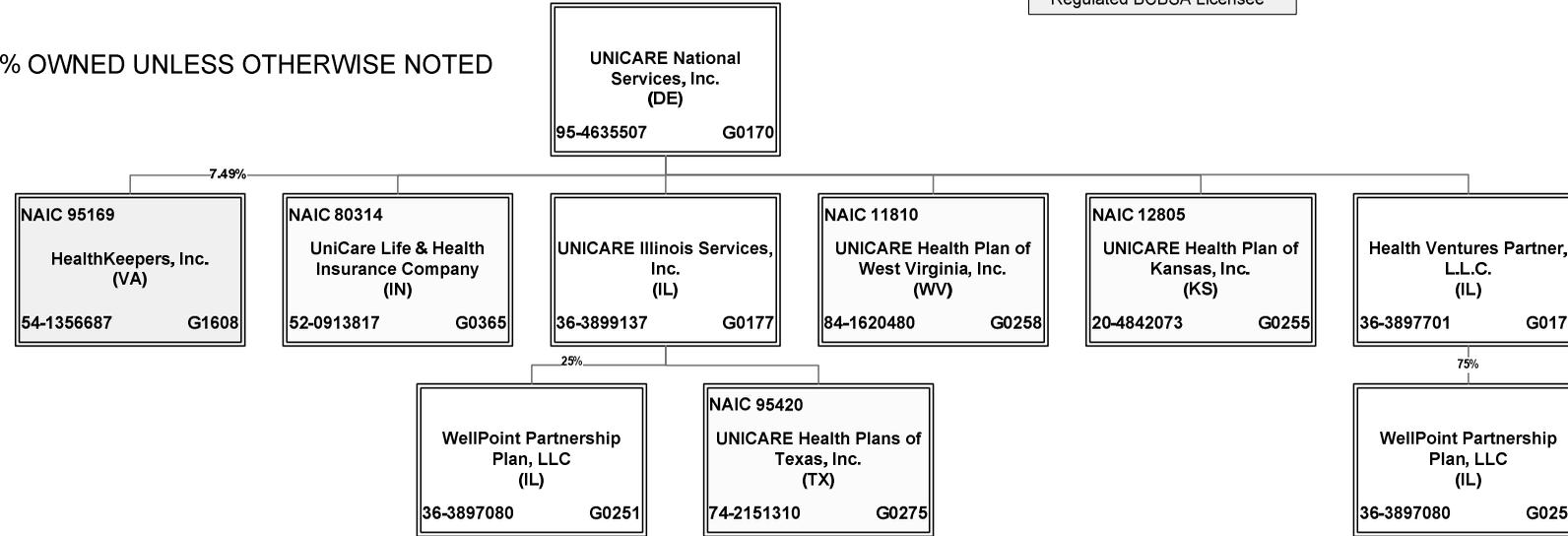
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

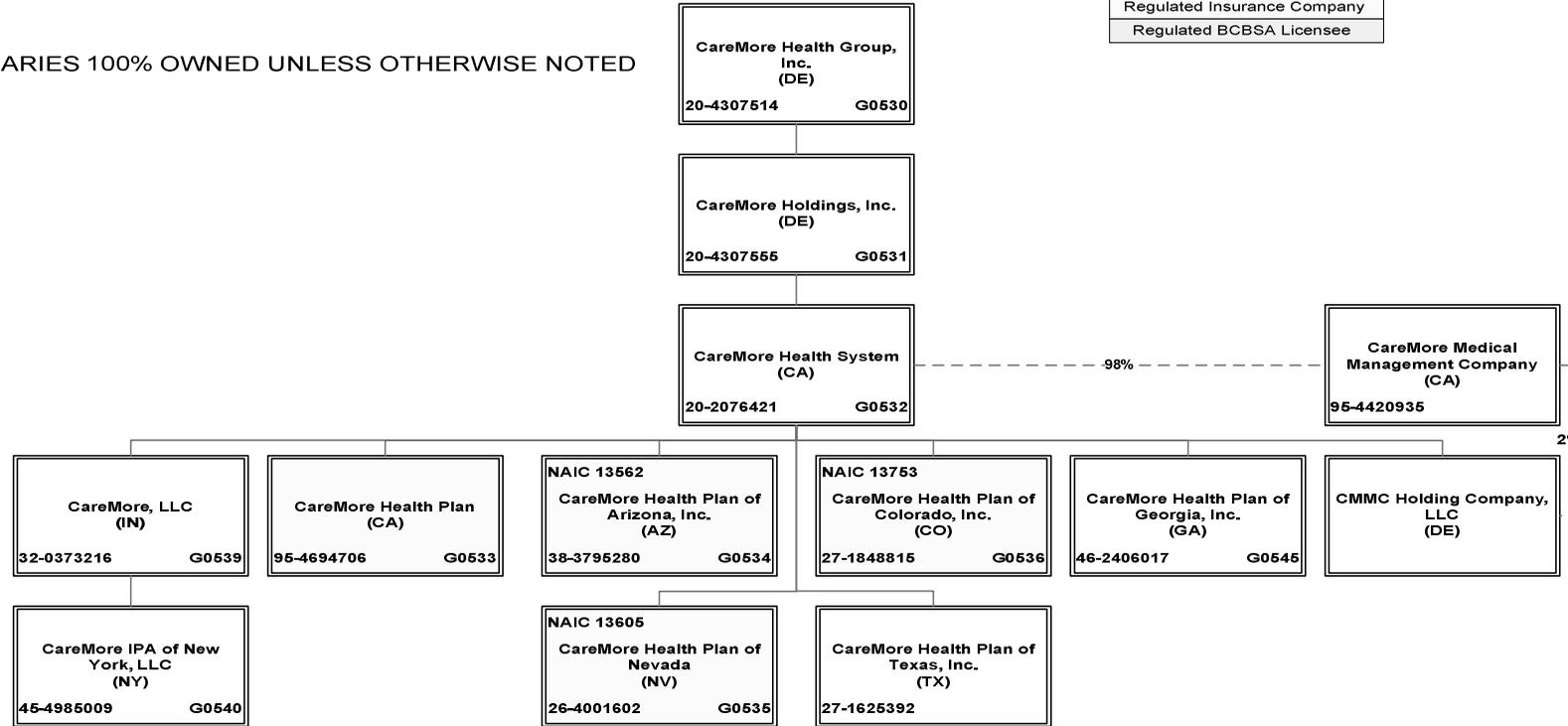
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

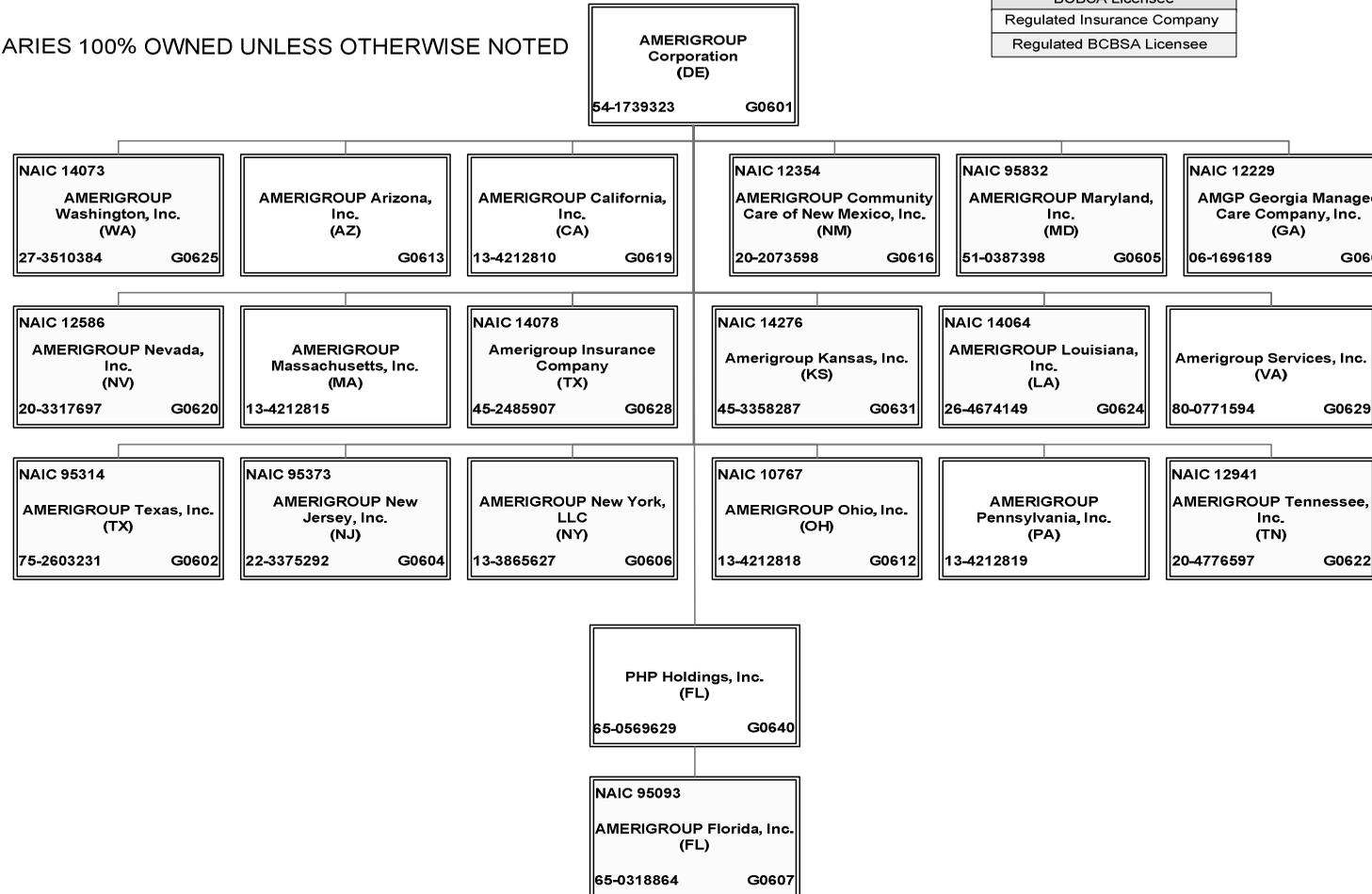


15.4

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
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.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	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.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	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.	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.	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.		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.	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.	
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.		47-0992859				Anthem Kentucky Managed Care Plan, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						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.		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.	

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE HealthLink HMO, Inc.

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
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	CMC Holding Company, LLC	Ownership	2.000	WellPoint, Inc.	
0671	WellPoint, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	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.						CMC 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.	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
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	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	JRL	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.		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	ATH Holding Company, LLC	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	RE	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.	

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE HealthLink HMO, Inc.

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...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	Compicare 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.		43-1595640				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		56-2396739				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		47-0851593				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						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.	
...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.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		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 National 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				WellPoint 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.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...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 does not have an NAIC Company 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 does not have an NAIC Company 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 does not have an NAIC Company 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 does not have an NAIC Company 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 does not have an NAIC Company 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

	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) .....		

NONE

## SCHEDULE B - VERIFICATION

Mortgage Loans

	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 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) .....		

NONE

## SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	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) .....		

NONE

## 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 .....	3,499,308	14,506,078
2. Cost of bonds and stocks acquired .....	11,500,000	324,269
3. Accrual of discount .....		1,909
4. Unrealized valuation increase (decrease) .....	(10,486)	
5. Total gain (loss) on disposals .....		11,320,000
6. Deduct consideration for bonds and stocks disposed of .....		12,948
7. Deduct amortization of premium .....	9,649	
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) .....	14,979,173	3,499,308
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	14,979,173	3,499,308

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE HealthLink HMO, Inc.

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	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
<b>BONDS</b>								
1. NAIC 1 (a) .....	13,877,633	11,514,349	167	(3,239)	13,866,226	13,877,633	25,388,576	13,854,475
2. NAIC 2 (a) .....	1,123,550	0	0	(380,728)	1,123,550	1,123,550	742,822	1,123,550
3. NAIC 3 (a) .....	0	0	0	370,242	0	0	370,242	
4. NAIC 4 (a) .....	0				0	0	0	
5. NAIC 5 (a) .....	0				0	0	0	
6. NAIC 6 (a) .....	0				0	0	0	
7. Total Bonds	15,001,183	11,514,349	167	(13,725)	14,989,776	15,001,183	26,501,640	14,978,025
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0				0	0	0	0
9. NAIC 2 .....	0				0	0	0	0
10. NAIC 3 .....	0				0	0	0	0
11. NAIC 4 .....	0				0	0	0	0
12. NAIC 5 .....	0				0	0	0	0
13. NAIC 6 .....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	15,001,183	11,514,349	167	(13,725)	14,989,776	15,001,183	26,501,640	14,978,025

(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 \$ .....131,313 ; NAIC 2 \$ .....0 ; NAIC 3 \$ .....15,154 ; NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

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**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	11,522,466	xxx	11,522,466	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 .....	11,478,717	236,686
2. Cost of short-term investments acquired .....	44,124	11,242,549
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	375	518
7. Deduct amortization of premium .....		
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) .....	11,522,466	11,478,717
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	11,522,466	11,478,717

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**

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE HealthLink HMO, Inc.

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired 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 Desig- nation or Market Indicator (a)
3136G2-6Z-5	FANNIE MAE 2.000% 10/07/19		09/19/2014	Direct		11,500,000	11,500,000	0	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						11,500,000	11,500,000	0	XXX
8399997. Total - Bonds - Part 3						11,500,000	11,500,000	0	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						11,500,000	11,500,000	0	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						11,500,000	XXX	0	XXX

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

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 - Pledged By  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To  
**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 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
<b>NONE</b>							
8699999 - Total Cash Equivalents							