

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF MANAGED HEALTH CARE**

File No. 933-0303
Order No. S-04-1361
Filing Nos. 20049347, 20049590,
20049673, 20049909,
20049930, 20049950,
20040023, 20040037,
20040618, 20040649,
20040953, 20041324,
20041330

Licensee: Blue Cross of California

AMENDED ORDER

APPROVING NOTICE OF MATERIAL MODIFICATION

Pursuant to Health and Safety Code section 1352(b), this Order supersedes the Order of Approval, S-04-1287, issued on July 23, 2004, which approved the terms of Licensee's Notice of Material Modification ("Notice") filed on March 1, 2004, as amended, regarding the Proposed Change of Licensee's Ultimate Parent Company. This Order is subject to the conditions set forth in the undertakings listed in Attachment A and the supplements that are attached and incorporated by reference. This Order also is conditioned on the merger of WellPoint Health Networks, Inc. into a subsidiary of Anthem, Inc., as filed in the Notice as amended, being effectuated not later than midnight on November 30, 2004. This Order is effective as the date set forth below and shall remain in effect until revoked or superseded by further Order of the Director. **It is so ordered.**

Dated: November 23, 2004
Sacramento, California

/s/
LUCINDA A. EHNES
Director
Department of Managed Health Care