

Strengthening *our* Foundation

[View our story](#)



CareMore]

Patient-centered
Primary Care]

Watson]

For a More
**Effective
Delivery System**

WellPoint, through its affiliated health plans, has significantly increased its investment in patient care by increasing revenue opportunities for primary care physicians, expanding on the CareMore comprehensive care model, and advancing the development of IBM Watson enabled products designed to help doctors make more informed health care decisions.

A patient can feel confident knowing that WellPoint is making the right investments in a delivery system that has their best interests in mind—providing doctors with the tools they need to get their patients healthy and make sure they stay healthy.

For a More Effective Delivery System

CareMore

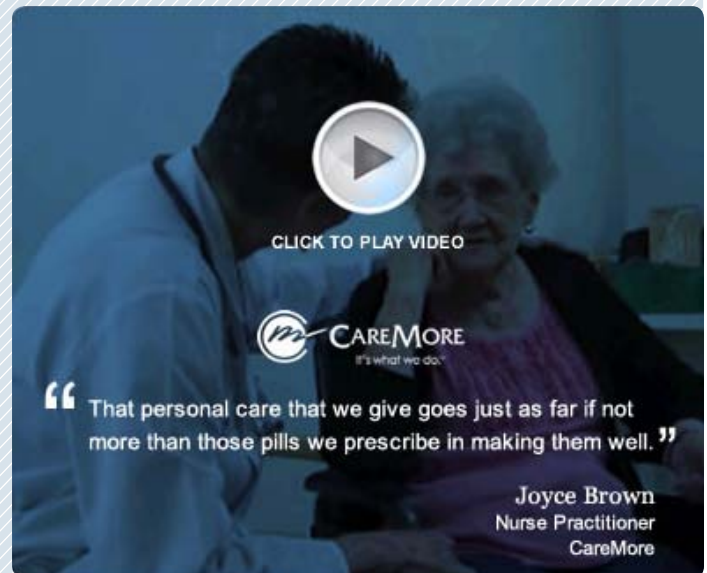
Patient-centered
Primary Care

Watson

CareMore

CareMore is proving that it can help people stay healthy and live longer while saving money in health care. CareMore provides comprehensive care to seniors—especially for those who are frail or those living with or at risk of developing chronic conditions such as diabetes or congestive heart failure. By focusing on head-to-toe health and wellness, CareMore provides members with education, disease management, fitness programs and other proactive services.

Members can receive one-on-one care in their home, at skilled nursing facilities and in care centers. CareMore Neighborhood Care Centers offer members coordinated services from physicians, nurses and highly trained staff ranging from routine vital sign monitoring to regularly scheduled toe nail clippings. For some CareMore Medicare Advantage members, the personalized care includes weekly in-home visits by a nurse practitioner. CareMore serves members in California, Arizona and Nevada and in 2012 WellPoint expanded the CareMore model for members in its affiliated plans in Virginia and New York.



For a More Effective Delivery System

CareMore

Patient-centered
Primary Care

Watson



Patient-centered Primary Care

WellPoint understands that the doctor-patient relationship is important in health care. It is a key to improving health care quality and outcomes, and subsequently, lowering costs. Primary care can have a huge impact on achieving these goals through physician led care management, better coordination across the system, improved access and shared decision making with patients—all of which contribute to better engagement, better health outcomes and a more positive healthcare experience for consumers. That's why WellPoint is expanding on the patient-centered medical home or PCMH model and making a meaningful investment in primary care by increasing revenue opportunities for primary care physicians, enhancing information sharing, and providing care management support to physician offices.

“The proven way to have cost-effective quality medical care is for all patients to have responsibility with a well-trained family physician. WellPoint's health plans, with their patient-centered programs, recognize and are supportive of this relationship of family physicians and their patients, and are a very positive step to offer the very best care to the patients of Tidewater Physicians Multispecialty Group.”

Steve Norfleet, M.D.
Family Physician
Tidewater Physicians Multispecialty Group, Virginia

For a More Effective Delivery System

CareMore

Patient-centered
Primary Care

Watson

IBM Watson & WellPoint

Our nation's health care system is complex, and health care information, from patient records to new clinical discovery, is rapidly evolving. That's why we teamed up with IBM to address some enormous challenges facing the health care system.

WellPoint, IBM and other key industry experts, such as Memorial Sloan Kettering, are creating new and exciting products utilizing the very latest advances in IBM Watson technology. We're harnessing IBM Watson's ability to analyze vast amounts of data quickly to help speed up the utilization management process, and to help physicians more quickly and accurately identify treatment options for complex health conditions, such as cancer.

In 2013, WellPoint is working with oncologists from the Maine Center for Cancer Medicine and WESTMED Medical Group to test a new oncology product we developed with Memorial Sloan Kettering that utilizes IBM's Watson technology.

“ We are honored to partner with WellPoint in bringing the IBM Watson technology to health care. The Watson technology, coupled with clinical expertise, will bring more relevant oncologic information to the physician and patient, making treatment planning more comprehensive. ”

Tracey Weisberg, M.D.
Maine Center for Cancer Medicine

IBM WATSON™

1-800 CONTACTS

Health and
Well-being
Investments

Well-being

For an
**Enhanced
Consumer Experience**

WellPoint, through its affiliated health plans, takes a holistic approach to caring for its customers—providing them with products and offerings focused on head-to-toe wellness and ensuring they get them at the best possible value. When people have the tools to get healthy, stay healthy and save money there is a sense of satisfaction.

An enhanced consumer experience starts by putting the customer first, then offering tools to help them get fit, giving incentives for making healthier choices, and offering the products they need at the value they want.

For an Enhanced Consumer Experience

1-800 CONTACTS

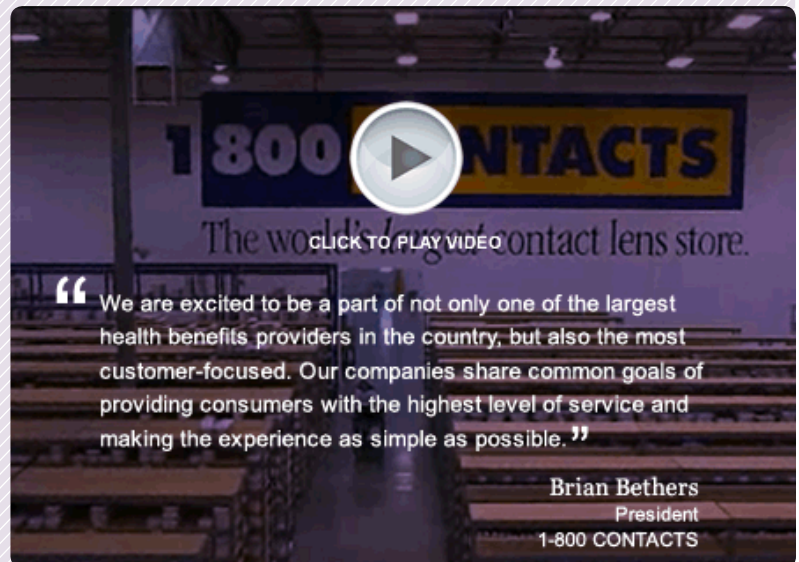
Health and
Well-being
Investments

Well-being

1-800 CONTACTS

In June 2012, WellPoint acquired 1-800 CONTACTS, the largest direct-to-consumer retailer of contact lenses in the United States. 1-800 CONTACTS' business model of delivering exceptional value to consumers through affordability, improved access and an unmatched consumer experience mirrors WellPoint's core values of putting the customer first and commitment to excellence.

1-800 CONTACTS currently serves more than 3.1 million active customers through its easy-to-remember, toll-free number and its website. With more than 38 million contact lens wearers and 140 million glasses wearers in the United States, there is an opportunity to attract more customers, which aligns with WellPoint's strategy to capitalize on growth opportunities and diversify its revenue stream.



For an Enhanced Consumer Experience

1-800 CONTACTS

Health and
Well-being
Investments

Well-being

Health and Well-being Investments

As the healthcare marketplace continues to evolve, consumers are and will continue to play a more active role in their personal and/or family healthcare decisions and it's important that WellPoint provide affordable products and services that meet these needs and expectations. That's why we're focused on generating diversified new revenue opportunities and creating a portfolio of consumer-driven health and well-being capabilities via strategic investments and partnerships. Working with companies like FitOrbit, LinkWell Health, Physicians Immediate Care and SoloHealth aligns with our mission and supports our efforts to providing consumers greater value, more convenient access, and a better overall experience.

“WellPoint is focused on helping people get healthy and stay healthy. We know consumers want affordable, convenient access to health care—and through our portfolio of health and wellness companies as well as our strategic investments, we're providing tools and resources to help them live healthier.”

Richard Chadderton
Vice President, Corporate Strategy
WellPoint, Inc.

For an Enhanced Consumer Experience

1-800 CONTACTS

Health and
Well-being
Investments

Well-being



Personalized Well-being

As individuals take greater control over their health care, improving the consumer experience is more important than ever. The Personalized Well-being product suite brings together the tools, programs and technologies to make it easy for members to engage in and manage their health and wellness—when and where they need it.

The product suite includes:

- Onsite and virtual concierge services
- Improved connectivity via speech analytics and the multi-channel contact center
- Mobile access including electronic ID cards and a provider directory
- LiveHealth Online to allow member to access a doctor, in a non-emergency, through live audio/video and secure online chats
- Dashboard with access to scores, indexes and member satisfaction

“Our Personalized Well-being products radically change the way we look at health care. We're no longer focusing only on the sick; the idea is that better health is something *everyone* can achieve.”

Ken Goulet
Executive Vice President, Commercial and Individual Business
WellPoint, Inc.

Amerigroup)
Narrow Networks)
Health Marketplace)

For more

Affordable Health Care

WellPoint has made the investments to become a strong competitor and create more affordable health care choices for consumers—enabling its plans to offer lower premium narrow network options, creating a product portfolio that meets the needs of all consumers, and acquiring one of the nation's leading Medicaid managed care companies.

Anticipating growth opportunities in the Medicaid marketplace, WellPoint acquired Amerigroup in 2012. Managed care companies like Amerigroup, which specialize in Medicaid, will play a vital role toward improving care and helping state and federal governments better manage their health care costs.

For more Affordable Health Care

Amerigroup

Narrow
Networks

Health
Marketplace

Amerigroup

WellPoint is now the nation's largest Medicaid managed care company after its acquisition of Amerigroup in 2012. WellPoint and Amerigroup have a common goal of creating better health care quality at more affordable prices for their customers.

There are significant growth opportunities in the Medicaid marketplace and WellPoint's acquisition of Amerigroup positions the two companies to more effectively and efficiently serve the Medicaid population, including the expanding dual eligible population.



CLICK TO PLAY VIDEO

“ We are very excited about the prospects of putting our government programs businesses together and attacking the dual eligibles opportunity with the combination of WellPoint's strong Medicare business and Amerigroup's capabilities as it relates to Medicaid. ”

Richard Zoretic
Executive Vice President, Medicaid Programs
WellPoint, Inc.

For more Affordable Health Care

Amerigroup

Narrow
Networks

Health
Marketplace



Narrow Networks

Every industry has seen the needs and demands of its customers change and evolve but affordability remains a constant. In health care, it is among the highest priorities for employers and all consumers. WellPoint is committed to providing value-driven solutions to meet their needs. Enabling its plans to offer a strong product portfolio that includes narrow networks is important for all market segments, including small, mid-size, large and national accounts, as well as the individual market.

WellPoint's plans are working with health care professionals and provider systems to improve care coordination and invest in the doctor-patient relationship. Central to this work is a collaborative effort between WellPoint's plans and provider networks, resulting in quality, cost-effective health care.

“ We are combining our strengths to produce high-quality, affordable health care experience for patients. We are doing this through Blue Priority and the Aurora Accountable Care Network, which offers excellent care in addition to a savings guarantee for employers. ”

Nick Turkal, M.D.
President and CEO
Aurora Health Care

For more Affordable Health Care

Amerigroup

Narrow
Networks

Health
Marketplace

Health Marketplace

The Health Marketplace is changing the way health benefits are offered. Employers can now let their employees shop online for the plan that best meets their needs. With employers setting an exact budget for employee health benefits through defined contribution, each employee gets a fixed amount of money for these benefits. Bloom Health, a leader in health insurance innovation, pioneered this approach and now powers Health Marketplace. This allows employers to manage their health care spending while giving employees more flexibility and health plan options. The Health Marketplace offers a fresh solution to our customers' number one priority—managing costs. It also offers choice and personal guidance to ensure consumers select a plan that is right for their unique needs. Ultimately, Health Marketplace offers a solution for a win-win with both employers and employees.

“With the expected rapid integration of a broad portfolio of products, private exchanges are a potential game changer—with WellPoint leading the way.”

Norm Sowatzke
Vice President, Commercial Underwriting
WellPoint, Inc.

WellPoint
Foundation

Community
Service Day

Associate
Giving
Campaign

For
**Healthier
Communities**

WellPoint is improving the health of the communities we serve by investing in those communities. The WellPoint Foundation has strategically funded programs across the United States that advocate healthy behaviors, promote health-risk prevention and foster healthy environments.

Our associates are just as committed to the mission. They have pledged their money to national and local charities and worked alongside their family members and friends volunteering their time at local organizations.

For Healthier Communities

WellPoint
Foundation

Community
Service Day

Associate
Giving
Campaign

WellPoint Foundation

The health-improving mission of WellPoint is enhanced and supported by the WellPoint Foundation. Through its Healthy Generations grant program, the WellPoint Foundation works with leading nonprofit organizations—such as Boys & Girls Clubs of America, American Cancer Society and OASIS Institute—to address some of the country's most pressing health issues. Funding is focused on programs with measurable results and tracked outcomes to ensure the projects make a positive impact in the community. In 2012, the WellPoint Foundation kicked off a three-year, \$4.5 million grant to support the American Heart Association's Hands-Only CPR awareness and training campaign.



For Healthier Communities

WellPoint
Foundation

Community
Service Day

Associate
Giving
Campaign



Community Service Day

WellPoint associates, friends and family members come together once a year to participate in the company's annual Community Service Day. Projects benefit local nonprofits and community organizations. At the April 28, 2012 event, WellPoint volunteers planted 202 trees, sorted 48,260 pounds of food, beautified 56 acres of land, and engaged with 750 seniors and children, and much more.

“ I participate in Community Service Day because I truly believe in our mission of improving the lives of the communities we serve. As a site leader for Auntie Mama's Childcare, I helped provide a positive impact on the daily lives of children in our community. ”

Angela N. Lopez
Utilization Review Nurse
Med A Appeals
National Government Services, Inc.

For Healthier Communities

WellPoint
Foundation

Community
Service Day

Associate
Giving
Campaign



Associate Giving Campaign

Each year WellPoint associates advance the company's commitment to strengthening communities by supporting health-focused charities through the WellPoint Associate Giving Campaign. Associate pledges receive a 50 percent match from the WellPoint Foundation.

“ Thanks to the generosity of corporate partners like WellPoint, no family ever pays St. Jude for anything. Care, housing, transportation, meals the list of services we provide to our families is unequalled and would not be possible without the support of WellPoint, its corporate foundation and associates. We are grateful to WellPoint's leadership and associates who have embraced the St. Jude mission of finding cures and saving children. ”

Richard Shadyac, Jr.
CEO,
ALSAC/St. Jude Children's Research Hospital

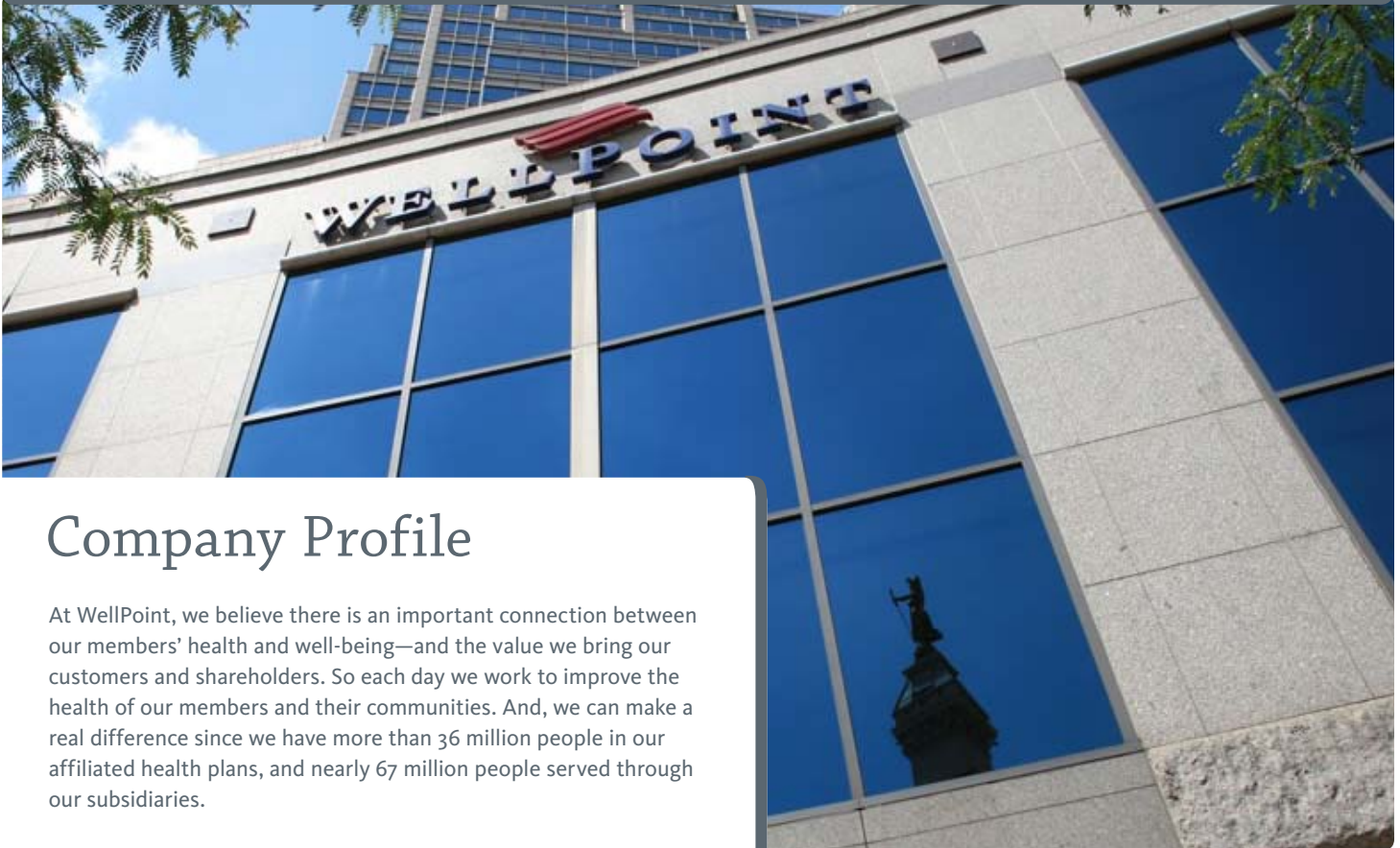
For
**Continued
Financial Performance**

WellPoint is utilizing its financial resources to position for coming growth opportunities and enhance value for customers and shareholders. Recent acquisitions of Amerigroup and 1-800 CONTACTS have increased WellPoint's services and capabilities in key markets, while investments in the expansion of the CareMore model and in preparation for health insurance exchanges reinforce the company's focus on driving greater accessibility and affordability for consumers. WellPoint's commitment to investing for the future has been supported by consistent earnings per share growth and a strong share repurchase and dividend payment program.

*For Continued Financial Performance
At a Glance*

At a Glance

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Company Profile

At WellPoint, we believe there is an important connection between our members' health and well-being—and the value we bring our customers and shareholders. So each day we work to improve the health of our members and their communities. And, we can make a real difference since we have more than 36 million people in our affiliated health plans, and nearly 67 million people served through our subsidiaries.

*For Continued Financial Performance
At a Glance*

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2021 Metric Highlights

\$61.7

**Billion
Total Revenues**

85.3%

**Benefit Expense
Ratio**

14.4%

**Selling, General and
Administrative
Expense Ratio**

\$7.56

**Adjusted Diluted
Earnings per Share***

*Adjusted Diluted Earnings per Share is a non-GAAP measure and excludes certain income and expense items. WellPoint's GAAP Diluted Earnings per Share was \$8.18 in 2012. Refer to WellPoint's 2012 Annual Report on Form 10-K for a reconciliation of the non-GAAP measure to the GAAP measure.

Blue Licensed Subsidiaries

Anthem. 
BlueCross BlueShield

Empire 
BlueCross BlueShield

Empire 
BlueCross

Anthem. 
BlueCross

 **BlueCross BlueShield**
of Georgia

For Continued Financial Performance At a Glance

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Customer Base

WellPoint's affiliated health plans have among the most diverse customer bases in the industry.

Individual

Individual customers under age 65 and their covered dependents.

Local Group

Employer customers with less than 5% of eligible employees located outside of the headquarter state, as well as customers with more than 5% of eligible employees located outside of the headquarter state with up to 5,000 eligible employees.

National Accounts

Generally multi-state employer groups primarily headquartered in a WellPoint service area with at least 5% of the eligible employees located outside of the headquarter state and with more than 5,000 eligible employees. Some exceptions are allowed based on broker relationships.

Senior

Medicare-eligible individual members age 65 and over who have enrolled in Medicare Advantage, a managed care alternative for the Medicare program, or who have purchased Medicare Supplement benefit coverage, or are enrolled in one of our CareMore Medicare Advantage or Special Needs Plans.

State Sponsored

Eligible members with state sponsored managed care alternatives for the Medicaid and State Children's Health Insurance programs that we manage.

BlueCard®

Members of Blue plans not owned by WellPoint who receive health care services in our Blue plan licensed states.

36
Million
Medical Members

Blue Cross and/or Blue Cross Blue Shield Licensees*

California
Colorado
Connecticut
Georgia
Indiana
Kentucky
Maine
Missouri
Nevada
New Hampshire
New York
Ohio
Virginia
Wisconsin

*Service areas include these states and/or portions of these states

Specialty

We also offer Integrated Life, Disability, Vision and Dental products which provide administrative efficiency and enhanced product value.

Federal Employee Program (FEP)

United States government employees and their dependents within our geographic markets through our participation in the national contract between the Blue Cross and Blue Shield Association and the U.S. Office of Personnel Management.

*For Continued Financial Performance
At a Glance*

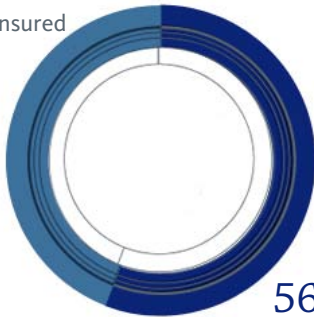
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2012 Membership

44%

Fully-insured



56%

Self-funded

2012 Medical Membership (in millions)

Self-funded	20,176
Fully-insured	15,954
Local Group	14,634
National Accounts	6,999
BlueCard	5,016
Individual	1,855
State Sponsored	4,561
Federal Employee	1,520
Senior	1,545

Blue Cross and/or Blue Cross Blue Shield Licensees*

California
Colorado
Connecticut
Georgia
Indiana
Kentucky
Maine
Missouri
Nevada
New Hampshire
New York
Ohio
Virginia
Wisconsin

*Service areas include these states
and/or portions of these states

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The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.
WellPoint, Inc.

Financial and Membership Highlights

(dollars in millions, except per share data)	2012	2011	2010
Operating Results			
Total operating revenue	\$60,728.5	\$59,865.2	\$57,740.5
Total revenue	61,711.7	60,710.7	58,698.5
Net income	2,655.5	2,646.7	2,887.1
Earnings Per Share			
Basic net income	\$ 8.26	\$ 7.35	\$ 7.03
Diluted net income	8.18	7.25	6.94
Dividends per share (in whole dollars)	1.15	1.00	—
Balance Sheet Information			
Total assets	\$58,955.4	\$52,163.2	\$50,242.5
Total liabilities	35,152.7	28,875.0	26,429.9
Total shareholders' equity	23,802.7	23,288.2	23,812.6
Medical Membership (000s)			
Commercial	26,649	27,548	26,959
Consumer	7,961	5,184	4,917
Other	1,520	1,519	1,447
Total medical membership	36,130	34,251	33,323
Customer Type			
Local Group	14,634	15,212	15,216
Individual	1,855	1,846	1,905
National:			
National Accounts	6,999	7,401	7,029
BlueCard	5,016	4,935	4,711
Total National	12,015	12,336	11,740
Senior	1,545	1,471	1,259
State-sponsored	4,561	1,867	1,756
FEP	1,520	1,519	1,447
Total medical membership by customer type	36,130	34,251	33,323
Funding Arrangement			
Self-funded	20,176	20,506	19,590
Fully-insured	15,954	13,745	13,733
Total medical membership by funding arrangement	36,130	34,251	33,323
Other Memberships			
Behavioral Health Members	24,156	25,135	23,963
Life and Disability Members	4,838	5,012	5,201
Dental Members	3,827	4,046	4,007
Dental Administration Members	4,103	4,162	4,272
Vision Members	4,519	3,783	3,508
Medicare Advantage Part D Members	622	575	434
Medicare Part D Standalone Members	574	667	814
Retail Vision Customers	3,130	—	—

Note 1:

The information presented above should be read in conjunction with the audited consolidated financial statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in WellPoint's 2012 Annual Report on Form 10-K.

Note 2:

Certain prior year amounts have been reclassified to conform to current year presentation.

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The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.

WellPoint, Inc.

Consolidated Balance Sheets

<i>(In millions, except share data)</i>	December 31, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,484.6	\$ 2,201.6
Investments available-for-sale, at fair value:		
Fixed maturity securities (amortized cost of \$16,033.1 and \$15,233.6)	16,912.9	15,913.1
Equity securities (cost of \$869.9 and \$937.7)	1,212.4	1,188.1
Other invested assets, current	14.8	14.8
Accrued investment income	162.2	172.0
Premium and self-funded receivables	3,687.4	3,402.9
Other receivables	928.8	943.9
Income taxes receivable	228.5	105.8
Securities lending collateral	564.6	871.4
Deferred tax assets, net	243.2	424.8
Other current assets	1,829.0	1,859.0
Total current assets	28,268.4	27,097.4
Long-term investments available-for-sale, at fair value:		
Fixed maturity securities (amortized cost of \$426.0 and \$240.8)	431.5	246.8
Equity securities (cost of \$27.1 and \$28.4)	30.1	28.8
Other invested assets, long-term	1,387.7	1,103.3
Property and equipment, net	1,738.3	1,418.1
Goodwill	17,510.5	13,858.7
Other intangible assets	9,102.8	7,931.7
Other noncurrent assets	486.1	478.4
Total assets	\$58,955.4	\$52,163.2
Liabilities and shareholders' equity		
Liabilities		
Current liabilities:		
Policy liabilities:		
Medical claims payable	\$ 6,174.5	\$ 5,489.0
Reserves for future policy benefits	61.3	55.1
Other policyholder liabilities	2,345.7	2,278.2
Total policy liabilities:	8,581.5	7,822.3
Unearned income	968.3	926.5
Accounts payable and accrued expenses	3,132.5	3,124.1
Security trades pending payable	69.3	51.7
Securities lending payable	564.7	872.5
Short-term borrowings	250.0	100.0
Current portion of long-term debt	557.1	1,274.5
Other current liabilities	1,713.5	1,727.1
Total current liabilities	15,836.9	15,898.7
Long-term debt, less current portion	14,170.8	8,465.7
Reserves for future policy benefits, noncurrent	750.8	730.7
Deferred tax liabilities, net	3,381.0	2,724.0
Other noncurrent liabilities	1,013.2	1,055.9
Total liabilities	35,152.7	28,875.0
Shareholders' equity		
Preferred stock, without par value, shares authorized—100,000,000; shares issued and outstanding—none	—	—
Common stock, par value \$0.01, shares authorized—900,000,000; shares issued and outstanding: 304,715,144 and 339,372,680	3.0	3.4
Additional paid-in capital	10,853.5	11,679.2
Retained earnings	12,647.1	11,490.7
Accumulated other comprehensive income	299.1	114.9
Total shareholders' equity	23,802.7	23,288.2
Total liabilities and shareholders' equity	\$58,955.4	\$52,163.2

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2012 Annual Report on Form 10-K.

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The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.
WellPoint, Inc.

Consolidated Statements of Income

	Years Ended December 31		
(In millions, except per share data)	2012	2011	2010
Revenues			
Premiums	\$56,496.7	\$55,969.6	\$53,973.6
Administrative fees	3,934.1	3,854.6	3,730.4
Other revenue	297.7	41.0	36.5
Total operating revenue	60,728.5	59,865.2	57,740.5
Net investment income	686.1	703.7	803.3
Net realized gains on investments	334.9	235.1	194.1
Other-than-temporary impairment losses on investments:			
Total other-than-temporary impairment losses on investments	(41.2)	(114.7)	(70.8)
Portion of other-than-temporary impairment losses recognized in other comprehensive income	3.4	21.4	31.4
Other-than-temporary impairment losses recognized in income	(37.8)	(93.3)	(39.4)
Total revenues	61,711.7	60,710.7	58,698.5
Expenses			
Benefit expense	48,213.6	47,647.5	44,930.4
Selling, general and administrative expense:			
Selling expense	1,586.9	1,616.8	1,610.3
General and administrative expense	7,151.4	6,818.8	7,122.3
Total selling, general and administrative expense	8,738.3	8,435.6	8,732.6
Cost of products	137.4	—	—
Interest expense	511.8	430.3	418.9
Amortization of other intangible assets	245.1	239.4	241.7
Impairment of other intangible assets	—	—	21.1
Total expenses	57,846.2	56,752.8	54,344.7

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The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.
WellPoint, Inc.

Consolidated Statements of Income *(continued)*

	Years Ended December 31		
<i>(In millions, except per share data)</i>	2012	2011	2010
Income before income tax expense	3,865.5	3,957.9	4,353.8
Income tax expense	1,210.0	1,311.2	1,466.7
Net income	\$ 2,655.5	\$ 2,646.7	\$ 2,887.1
Net income per share			
Basic	\$ 8.26	\$ 7.35	\$ 7.03
Diluted	\$ 8.18	\$ 7.25	\$ 6.94
Dividends per share	\$ 1.15	\$ 1.00	\$ —

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2012 Annual Report on Form 10-K.

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The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.
WellPoint, Inc.

Consolidated Statements of Cash Flows

(In millions)	Years Ended December 31		
	2012	2011	2010
Operating activities			
Net income	\$ 2,655.5	\$ 2,646.7	\$ 2,887.1
Adjustments to reconcile net income to net cash			
provided by operating activities:			
Net realized gains/losses on investments	(334.9)	(235.1)	(194.1)
Other-than-temporary impairment losses recognized in income	37.8	93.3	39.4
Loss on disposal of assets	4.7	3.3	1.9
Deferred income taxes	127.5	74.3	101.8
Amortization, net of accretion	633.6	541.5	497.7
Impairment of goodwill and other intangible assets	—	—	21.1
Depreciation expense	107.1	95.7	103.1
Impairment of property and equipment	66.8	—	95.3
Share-based compensation	146.5	134.8	136.0
Excess tax benefits from share-based compensation	(28.8)	(42.2)	(28.1)
Changes in operating assets and liabilities, net of			
effect of business combinations:			
Receivables, net	189.9	(401.8)	109.7
Other invested assets	(38.9)	(8.9)	5.1
Other assets	79.2	(259.2)	(320.1)
Policy liabilities	(53.7)	978.0	(330.7)
Unearned income	(193.7)	35.1	(158.6)
Accounts payable and accrued expenses	(406.5)	(208.7)	(58.2)
Other liabilities	(132.8)	(13.6)	(208.4)
Income taxes	(73.9)	(44.6)	(1,239.8)
Other, net	(40.8)	(14.2)	(43.5)
Net cash provided by operating activities	2,744.6	3,374.4	1,416.7

For Continued Financial Performance Financial Tables

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Tables

The information presented below is as reported in WellPoint's 2012 Annual Report on Form 10-K.
WellPoint, Inc.

Consolidated Statements of Cash Flows *(continued)*

(In millions)	Years Ended December 31		
	2012	2011	2010
Investing activities			
Purchases of fixed maturity securities	(15,040.4)	(11,914.8)	(10,567.2)
Proceeds from fixed maturity securities:			
Sales	13,675.9	10,446.2	7,215.1
Maturities, calls and redemptions	1,781.5	1,891.3	3,321.7
Purchases of equity securities	(292.6)	(355.6)	(350.9)
Proceeds from sales of equity securities	422.7	287.4	197.9
Purchases of other invested assets	(303.7)	(207.9)	(91.4)
Proceeds from sales of other invested assets	35.5	29.4	34.5
Changes in securities lending collateral	307.9	28.9	(504.8)
Purchases of subsidiaries, net of cash acquired	(4,597.0)	(600.0)	(0.3)
Purchases of property and equipment	(544.9)	(519.5)	(451.4)
Proceeds from sales of property and equipment	0.4	3.7	0.8
Other, net	3.1	(31.1)	(75.5)
Net cash used in investing activities	(4,551.6)	(942.0)	(1,271.5)
Financing activities			
Net (repayments of) proceeds from commercial paper borrowings	(229.0)	463.6	(164.4)
Proceeds from long-term borrowings	6,468.9	1,097.4	1,088.5
Repayments of long-term borrowings	(1,251.3)	(705.1)	(481.7)
Proceeds from short-term borrowings	642.0	100.0	100.0
Repayments of short-term borrowings	(492.0)	(100.0)	—
Changes in securities lending payable	(307.8)	(29.0)	504.9
Changes in bank overdrafts	(17.6)	264.3	(28.0)
Repurchase and retirement of common stock	(2,496.8)	(3,039.8)	(4,360.3)
Cash dividends	(367.1)	(357.8)	—
Proceeds from issuance of common stock under employee stock plans	110.8	245.0	143.6
Excess tax benefits from share-based compensation	28.8	42.2	28.1
Net cash provided by (used in) financing activities	2,088.9	(2,019.2)	(3,169.3)
Effect of foreign exchange rates on cash and cash equivalents	1.1	(0.4)	(3.2)
Change in cash and cash equivalents	283.0	412.8	(3,027.3)
Cash and cash equivalents at beginning of period	2,201.6	1,788.8	4,816.1
Cash and cash equivalents at end of period	\$ 2,484.6	\$ 2,201.6	\$ 1,788.8

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2012 Annual Report on Form 10-K.

Letter to Shareholders



To our shareholders,

When I assumed the role of WellPoint's Interim President and CEO last August, I made three commitments to our investors, our customers, our Board, and our associates: we would meet our financial and operational objectives, close the Amerigroup transaction, and take the necessary steps to position your company for success. I am pleased to say we delivered on each of these commitments, and I am proud of what we've accomplished.

WellPoint's financial performance improved over the course of 2012, driven by a combination of better core operating performance and favorability in our capital management areas. Membership was up 5.5 percent, bringing our total medical membership to more than 36 million, and we continued to manage our expenses responsibly while funding a diverse portfolio of strategic initiatives. Together, these factors led to full year net income of \$2.7 billion and adjusted net income of \$7.56 per share, an 8.0 percent increase over 2011.

Outside of our financial performance, we took important steps in 2012 to position our company for the opportunities ahead. We centered our strategy around four key growth areas: Medicare, the Medicare-Medicaid dual eligibles, the emerging health insurance exchanges, and our specialty businesses, specifically vision and dental. We then matched the top talent from our company and our recent acquisitions to create a best-in-class leadership team with deep market knowledge and specialized operational expertise. By aligning our strategy and structure, we've empowered our leaders, enabling them to better influence and more nimbly react to the factors that impact their businesses.

Near the end of 2012, we also successfully completed our acquisition of Amerigroup, a significant accomplishment and testament to the leaders and workgroups on both sides of the transaction. We now serve over 4.5 million Medicaid beneficiaries in 20 states, giving us the largest Medicaid footprint in the industry. By retaining key operating talent and leveraging the proven care management models of both Amerigroup and our CareMore subsidiary, we now have unmatched capabilities to manage care for the nation's growing high risk, high needs populations.

Letter to Shareholders

To our shareholders, *(continued)*

We are encouraged by the progress made in 2012, and anticipate a solid 2013. This year will be one of continued investment as we prepare for the market changes and full implementation of health reform in 2014. We remain focused on growth, and will continue to refine our operating procedures while making meaningful investments in infrastructure, technology, and new capabilities. A number of these initiatives are highlighted throughout this report, and, together with our other strategic investments, they represent our roadmap to becoming the strongest competitor in our markets and delivering steady, predictable results.

I am optimistic about our long-term outlook, and my confidence in our future is reinforced by the Board's selection in February 2013 of Joseph R. Swedish to serve as WellPoint's next CEO. Health care is undergoing an unprecedented transformation, and success will require innovative thinking, new collaborative relationships, and a willingness to take bold action. Joe is a seasoned CEO with a proven track record of leading large, complex health care organizations in challenging market and policy environments. I know I speak for all of WellPoint when I say we look forward to working with Joe, and are confident his vision and his passion for operational excellence will accelerate our positive momentum.

It has been my sincere privilege to serve as WellPoint's Interim President and CEO, and I have enjoyed the opportunity to meet and interact with many of you over the past several months. Your investment in our company is an investment in a strategy, a leadership team, and more than 43,000 associates that are committed to our customers, dedicated to our communities, and sharply focused on delivering exceptional value to our shareholders. Thank you for your continued confidence in our company and your support of WellPoint's mission.

In closing, I'd like to recognize our associates for their hard work and their unwavering support throughout this transition. They approached the challenges of 2012 with tenacity and resolve, and both our success and our bright future belong to them. I am proud of how they've performed, humbled to have led them, and honored to work in partnership with them each and every day.



John Cannon,
President and CEO

Corporate Information

Company Profile

At WellPoint, we believe there is an important connection between our members' health and well-being—and the value we bring our customers and shareholders. So each day we work to improve the health of our members and their communities. And, we can make a real difference since we have more than 36 million people in our affiliated health plans, and nearly 67 million people served through our subsidiaries. As an independent licensee of the Blue Cross and Blue Shield Association, WellPoint serves members as the Blue Cross licensee for California; the Blue Cross and Blue Shield licensee for Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri (excluding 30 counties in the Kansas City area), Nevada, New Hampshire, New York (as the Blue Cross Blue Shield licensee in 10 New York City metropolitan and surrounding counties and as the Blue Cross or Blue Cross Blue Shield licensee in selected upstate counties only), Ohio, Virginia (excluding the Northern Virginia suburbs of Washington, D.C.), and Wisconsin. In a majority of these service areas, WellPoint's plans do business as Anthem Blue Cross, Anthem Blue Cross and Blue Shield, Blue Cross and Blue Shield of Georgia and Empire Blue Cross Blue Shield, or Empire Blue Cross (in the New York service areas).

WellPoint also serves customers throughout the country as UniCare and in certain markets through our Amerigroup and CareMore subsidiaries. Our 1-800 CONTACTS, Inc. subsidiary offers customers online sales of contact lenses, eyeglasses and other ocular products. Additional information about WellPoint is available at www.wellpoint.com.

The Blue Cross and Blue Shield names and symbols and BlueCard are registered marks of the Blue Cross and Blue Shield Association, an association of independent Blue Cross and/or Blue Shield Plans.

Corporate Information

Board of Directors

Lenox D. Baker, Jr., M.D.
Former President, Mid-Atlantic
Cardiothoracic Surgeons, Ltd.

Susan B. Bayh
Attorney at Law

Sheila P. Burke
Faculty Member,
John F. Kennedy School of Government,
Harvard University

Robert L. Dixon, Jr.
Senior Vice President &
Global Chief Information Officer,
PepsiCo

Julie A. Hill
Owner of The Hill Company

Warren Y. Jobe
Former Senior Vice President,
Southern Company

Ramiro G. Peru
Former Executive Vice President
and Chief Financial Officer,
Phelps Dodge Corporation

William J. Ryan
Former Chairman and President,
TD Banknorth Inc.

George A. Schaefer, Jr.
Former Chairman and CEO,
Fifth Third Bancorp

Jackie M. Ward
Chair of the Board
Retired CEO,
Intec Telecom Systems PLC

Audit Committee
George A. Schaefer, Jr., Chairman
Robert L. Dixon, Jr.
Julie A. Hill
Warren Y. Jobe
Ramiro G. Peru

Executive Committee
Jackie M. Ward, Chair
Julie A. Hill
Ramiro G. Peru
George A. Schaefer, Jr.

Governance Committee
Jackie M. Ward, Chair
Susan B. Bayh
Sheila P. Burke
Robert L. Dixon, Jr.
William J. Ryan

Compensation Committee
Ramiro G. Peru, Chairman
Lenox D. Baker, Jr., M.D.
William J. Ryan
George A. Schaefer, Jr.
Jackie M. Ward

Strategic Innovation Committee
Julie A. Hill, Chair
Lenox D. Baker, Jr., M.D.
Susan B. Bayh
Sheila P. Burke
Warren Y. Jobe

Corporate Information

Executive Leadership Team

John Cannon

Interim President and CEO

Lori Beer

Executive Vice President, Specialty Businesses
and Information Technology

Randy Brown

Executive Vice President and
Chief Human Resources Officer

Wayne DeVeydt

Executive Vice President and
Chief Financial Officer

Ken Goulet

Executive Vice President, President and CEO,
Commercial and Individual Business

Leeba Lessin

Executive Vice President,
President, Medicare Programs

Gloria McCarthy

Executive Vice President, Enterprise Execution
and Efficiency

Samuel Nussbaum, M.D.

Executive Vice President, Clinical Health Policy,
and Chief Medical Officer

Raymond L. Umstead

Senior Vice President,
Interim General Counsel

Richard C. Zoretic

Executive Vice President,
President, Medicaid Programs

Corporate Information

2012 Shareholder Information

Corporate Headquarters

WellPoint, Inc.
120 Monument Circle
Indianapolis, Indiana 46204-4903
www.wellpoint.com

Account Questions

Our transfer agent, Computershare, can help you with a variety of shareholder-related services, including:

- Change of address
- Transfer of stock to another person
- Lost stock certificates
- Additional administrative services

Please include your name, address and telephone number with all correspondence, and specify a convenient time to contact you.

You can call Computershare toll-free at:
(866) 299-9628 Monday through Friday, excluding holidays, from 9 a.m. to 5 p.m. Eastern Time.

Written correspondence can be sent to:
WellPoint Shareholder Services c/o
Computershare Trust Company, N.A.
P.O. Box 43037
Providence, RI 02940

Common Stock Information

Our common stock, par value \$0.01 per share, is listed on the NYSE under the symbol "WLP." On February 8, 2013, the closing price on the NYSE was \$66.28. As of February 8, 2013, there were 304,035,158 shareholders of record of our common stock. The following table presents high and low sales prices for our common stock on the NYSE for the periods indicated.

	High	Low
2012		
First Quarter	\$74.73	\$63.34
Second Quarter	73.80	63.22
Third Quarter	64.66	52.52
Fourth Quarter	63.63	53.69
2011		
First Quarter	\$70.00	\$56.79
Second Quarter	81.92	67.34
Third Quarter	80.90	56.61
Fourth Quarter	71.78	60.44