



Arnold Schwarzenegger, Governor  
State of California  
Business, Transportation and Housing Agency

---

320 West Fourth Street  
Suite 880  
Los Angeles, CA 90013-2344  
213-576-7627 voice  
213-576-7183 fax  
kmcknight@dmhc.ca.gov e-mail

IN REPLY REFER TO:  
FILE NO: 933-0303

November 24, 2004

**VIA ELECTRONIC AND U.S. MAIL**

Thomas C. Geiser  
Executive Vice President/General Counsel/Secretary  
Blue Cross of California  
1 Wellpoint Way  
Thousand Oaks, CA 91362

**RE: Blue Cross of California Notice of Material Modification; Change in Control of Ultimate Parent Company; DMHC #20049347 as amended; L-04-1361**

Dear Mr. Geiser:

Attached please find an Amended Order of Approval of the Notice of Material Modification ("Notice") filed by Blue Cross of California, Inc. ("Blue Cross") on March 1, 2004. The attached Order supersedes the Order of Approval, S-04-1287 issued on July 23, 2004. The enclosed Order conforms the language in the original Blue Cross Undertakings, where applicable, to the BC Life and Health Insurance Company Undertakings approved by the California Department of Insurance on November 8, 2004, concerning the same underlying transaction.

If you have any questions, please contact me.

Sincerely,

**Original Signed By**

Kathleen A. McKnight  
Senior Counsel (Specialist)

cc: Lucinda A. Ehnes  
G. Lewis Chartrand  
William Barcellona  
John Puente  
Mark Wright  
Gil Riojas