

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wellpoint Health Networks Inc.		11/30/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Anthem Holding Corp.
Street Address:	120 Monument Circle
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2012695	

CORRESPONDENCE DATA

Fax Number: (703)852-7189
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jhousey@rmhlaw.com
 Correspondent Name: Janice Housey
 Address Line 1: PO Box 10064
 Address Line 4: McLean, VIRGINIA 22102

NAME OF SUBMITTER:	Janice Housey
Signature:	/Janice Housey/
Date:	11/01/2006

Total Attachments: 4

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**TRADEMARK
 REEL: 003420 FRAME: 0008**

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State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

ANTHEM HOLDING CORP.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

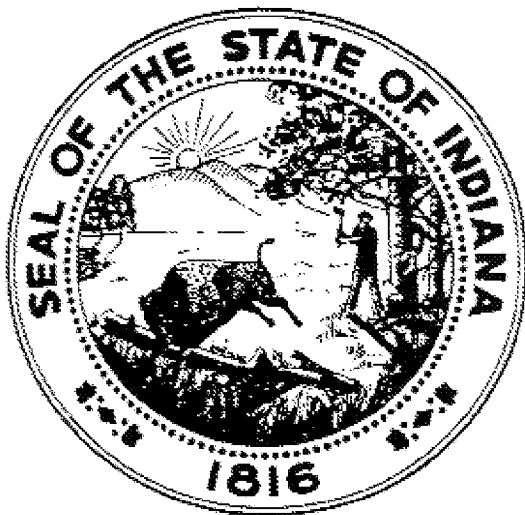
WELLPOINT HEALTH NETWORKS INC.

a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

ANTHEM HOLDING CORP.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, November 30, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 30, 2004.

TODD ROKITA,
SECRETARY OF STATE

2003102309581 / 2004113038036

ARTICLES OF MERGER

OF

WELLPOINT HEALTH NETWORKS INC.,

a Delaware corporation,

(THE "NONSURVIVING CORPORATION")

WITH AND INTO

ANTHEM HOLDING CORP.,

an Indiana corporation

(THE "SURVIVING CORPORATION")

APPROVED
AND
FILED

11-30-04

[Signature]
SECRETARY OF STATE OF INDIANA

RECEIVED
IND. SECRETARY OF STATE
NOV 30 2004

[Signature]

In accordance with the requirements of the Indiana Business Corporation Law (the "IBCL") and the Delaware General Corporation Law ("DGCL"), the undersigned corporations, in connection with the merger of the Nonsurviving Corporation with and into the Surviving Corporation pursuant to Indiana Code 23-1-40 and §252 of the DGCL (the "Merger"), hereby execute these Articles of Merger and set forth the following facts:

ARTICLE I

Surviving Corporation

The name of the corporation surviving the Merger is Anthem Holding Corp. (the "Surviving Corporation"), and such name will not be changed as a result of the Merger. The Surviving Corporation is an Indiana corporation incorporated on October 23, 2003 and existing pursuant to the provisions of the IBCL.

ARTICLE II

Nonsurviving Corporation

The name of the corporation merging with and into the Surviving Corporation is WellPoint Health Networks Inc., a Delaware corporation incorporated on August 29, 1996 and existing pursuant to the provisions of the DGCL (the "Nonsurviving Corporation").

ARTICLE III
Plan of Merger

The Amended and Restated Agreement and Plan of Merger providing for the Merger of the Nonsurviving Corporation with and into the Surviving Corporation and containing the information required by Indiana Code 23-1-40-1 (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof.

ARTICLE IV
Effective Time

The Merger shall become effective upon the later to occur of (a) the filing of these Articles of Merger with the Indiana Secretary of State and (b) the filing of a Certificate of Merger with the Secretary of State of Delaware.

ARTICLE V
Manner of Adoption and Vote of Surviving Corporation

The manner of adoption and vote of approval of the Plan of Merger by the Surviving Corporation were as follows:

1. Action by Directors. By unanimous written consent dated November 25, 2003, the Board of Directors of the Surviving Corporation adopted the Plan of Merger and recommended that the sole shareholder of the Surviving Corporation approve the Plan of Merger.
2. Action by Shareholders. By unanimous written consent dated November 25, 2003, the sole shareholder of the Surviving Corporation, holding 100% of its issued and outstanding shares of capital stock, duly approved the Plan of Merger.

ARTICLE VI
Manner of Adoption and Vote of Nonsurviving Corporation

The manner of adoption and vote of approval of the Plan of Merger by the Nonsurviving Corporation were as follows:
November 26, 2003, the Board of Directors of the Nonsurviving Corporation approved the Plan of Merger.

2. Action by Shareholders. At a special meeting of the shareholders of the Nonsurviving Corporation called by its Board of Directors and held on June 28, 2004, the shareholders of the Nonsurviving Corporation duly adopted the Plan of Merger. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger, number of votes of each voting group represented at the meeting, and number of votes cast in favor or against the Plan of Merger is set forth below:

Designation of Each Voting Group	Common Stock Voting as a Single Class
Number of Outstanding Shares (as of 5/10/04)	158,355,635
Number of Votes Entitled to be Cast	158,355,635
Number of Votes Represented at Meeting	118,168,405
Shares Voted in Favor	114,239,790
Shares Voted Against/Abstain	3,928,615

The number of votes cast in favor of the Plan of Merger was sufficient for adoption thereof pursuant to all applicable provisions of the DGCL and the IBCL.

IN WITNESS WHEREOF, the Surviving Corporation and the Nonsurviving Corporation have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 30th day of January 2004.

ANTHEM HOLDING CORP.
(Surviving Corporation)

By: David B. Fitch
Name: David B. Fitch
Title: Executive Vice President and
Chief Legal and Administrative Officer

WELLPOINT HEALTH NETWORKS INC.
(Nonsurviving Corporation)

By: Thomas C. Gaiser
Name: Thomas C. Gaiser
Title: Secretary