

**SERIES ADJUSTMENTS - 2004-098**  
**ONN INFORMATION CIRCULAR #791**  
**December 1, 2004**

**Wellpoint Health Networks (WLP) Merger with Anthem, Inc. (ATH)**

On Monday, June 28, 2004, the shareholders of Wellpoint Health Networks (WLP) approved the proposed merger with Anthem, Inc. (ATH). Pursuant to the merger terms each WLP share will be converted into the right to receive 1 WLP "New" Common Share and \$23.80 Cash. Cash in lieu of Fractional WLP Shares. The merger became effective on Tuesday, November 30, 2004.

**Pending Contract Adjustments**

Pursuant to Options Clearing Corporation (OCC) by-laws, all outstanding Wellpoint Health Networks options will be adjusted as follows:

**Adjustment Date:** Wednesday, December 1, 2004  
**ISE Underlying Symbol:** WLP Becomes FLW  
**OPRA Option Symbols:** WLP Becomes FLW  
 YHW Becomes YHG  
 VJZ Becomes VCZ  
**Strike Prices:** No Change  
**Multiplier:** 100\*(eg., Premium of 1.00 = \$100)  
**New Deliverable/Contract:** 1) 100 "New" Wellpoint, Inc. (WLP) Common Shares  
 2) \$2,380.00 Cash (\$23.80 x 100)

*\*\*The foregoing is an unofficial summary of the terms of the Merger, prepared by the ISE for the convenience of its members. ISE accepts no responsibility for the accuracy or completeness of the summary. Members should refer to the proxy statement for the authoritative description of the merger terms and conditions.*

**GTC Order Cancellation:**

Immediately after the ISE close on Tuesday, November 30, 2004, all resting orders in the WLP order book will be cancelled.

**ADJUSTED EXERCISE PRICES**

Effective with the opening of business, on Wednesday, December 1, 2004, trading in WLP series will be on an adjusted basis. The strike price adjustments below are expected based on the current outstanding series. Any additional WLP series added prior to the merger date will also be adjusted in the manner outlined below.

Wellpoint Health Networks (WLP) (Before 12/1/2004) 100 shares WLP					Wellpoint Health Networks (WLP) (Beginning 12/1/2004) (See New Deliverable Above)				
ISESeries	OPRA	Month	Strike	Calls/Puts	ISESeries	OPRA	Month	Strike	Calls/Puts
WLP4DEC80.0C/P	WLP	DEC	80	LP/XP	FLW4DEC80.0CX/PX	FLW	DEC	80	LP/XP
WLP4DEC85.0C/P	WLP	DEC	85	LQ/XQ	FLW4DEC85.0CX/PX	FLW	DEC	85	LQ/XQ
WLP4DEC90.0C/P	WLP	DEC	90	LR/XR	FLW4DEC90.0CX/PX	FLW	DEC	90	LR/XR
WLP4DEC95.0C/P	WLP	DEC	95	LS/XS	FLW4DEC95.0CX/PX	FLW	DEC	95	LS/XS
WLP4DEC100.0C/P	WLP	DEC	100	LT/XT	FLW4DEC100.0CX/PX	FLW	DEC	100	LT/XT
WLP4DEC105.0C/P	WLP	DEC	105	LA/XA	FLW4DEC105.0CX/PX	FLW	DEC	105	LA/XA
WLP4DEC110.0C/P	WLP	DEC	110	LB/XB	FLW4DEC110.0CX/PX	FLW	DEC	110	LB/XB
WLP4DEC115.0C/P	WLP	DEC	115	LC/XC	FLW4DEC115.0CX/PX	FLW	DEC	115	LC/XC
WLP4DEC120.0C/P	WLP	DEC	120	LD/XD	FLW4DEC120.0CX/PX	FLW	DEC	120	LD/XD
WLP4DEC125.0C/P	WLP	DEC	125	LE/XE	FLW4DEC125.0CX/PX	FLW	DEC	125	LE/XE
WLP4DEC130.0C/P	WLP	DEC	130	LF/XF	FLW4DEC130.0CX/PX	FLW	DEC	130	LF/XF
WLP4DEC135.0C/P	WLP	DEC	135	LG/XG	FLW4DEC135.0CX/PX	FLW	DEC	135	LG/XG

WLP5JAN60.0C/P	WLP	JAN	60	AL/ML	FLW5JAN60.0CX/PX	FLW	JAN	60	AL/ML
WLP5JAN65.0C/P	WLP	JAN	65	AM/MM	FLW5JAN65.0CX/PX	FLW	JAN	65	AM/MM
WLP5JAN70.0C/P	WLP	JAN	70	AN/MN	FLW5JAN70.0CX/PX	FLW	JAN	70	AN/MN
WLP5JAN75.0C/P	WLP	JAN	75	AO/MO	FLW5JAN75.0CX/PX	FLW	JAN	75	AO/MO
WLP5JAN80.0C/P	WLP	JAN	80	AP/MP	FLW5JAN80.0CX/PX	FLW	JAN	80	AP/MP
WLP5JAN85.0C/P	WLP	JAN	85	AQ/MQ	FLW5JAN85.0CX/PX	FLW	JAN	85	AQ/MQ
WLP5JAN90.0C/P	WLP	JAN	90	AR/MR	FLW5JAN90.0CX/PX	FLW	JAN	90	AR/MR
WLP5JAN95.0C/P	WLP	JAN	95	AS/MS	FLW5JAN95.0CX/PX	FLW	JAN	95	AS/MS
WLP5JAN100.0C/P	WLP	JAN	100	AT/MT	FLW5JAN100.0CX/PX	FLW	JAN	100	AT/MT
WLP5JAN105.0C/P	WLP	JAN	105	AA/MA	FLW5JAN105.0CX/PX	FLW	JAN	105	AA/MA
WLP5JAN110.0C/P	WLP	JAN	110	AB/MB	FLW5JAN110.0CX/PX	FLW	JAN	110	AB/MB
WLP5JAN115.0C/P	WLP	JAN	115	AC/MC	FLW5JAN115.0CX/PX	FLW	JAN	115	AC/MC
WLP5JAN120.0C/P	WLP	JAN	120	AD/MD	FLW5JAN120.0CX/PX	FLW	JAN	120	AD/MD
WLP5JAN125.0C/P	WLP	JAN	125	AE/ME	FLW5JAN125.0CX/PX	FLW	JAN	125	AE/ME
WLP5JAN130.0C/P	WLP	JAN	130	AF/MF	FLW5JAN130.0CX/PX	FLW	JAN	130	AF/MF
WLP5JAN135.0C/P	WLP	JAN	135	AG/MG	FLW5JAN135.0CX/PX	FLW	JAN	135	AG/MG
WLP5APR80.0C/P	WLP	APR	80	DP/PP	FLW5APR80.0CX/PX	FLW	APR	80	DP/PP
WLP5APR85.0C/P	WLP	APR	85	DQ/PQ	FLW5APR85.0CX/PX	FLW	APR	85	DQ/PQ
WLP5APR90.0C/P	WLP	APR	90	DR/PR	FLW5APR90.0CX/PX	FLW	APR	90	DR/PR
WLP5APR95.0C/P	WLP	APR	95	DS/PS	FLW5APR95.0CX/PX	FLW	APR	95	DS/PS
WLP5APR100.0C/P	WLP	APR	100	DT/PT	FLW5APR100.0CX/PX	FLW	APR	100	DT/PT
WLP5APR105.0C/P	WLP	APR	105	DA/PA	FLW5APR105.0CX/PX	FLW	APR	105	DA/PA
WLP5APR110.0C/P	WLP	APR	110	DB/PB	FLW5APR110.0CX/PX	FLW	APR	110	DB/PB
WLP5APR115.0C/P	WLP	APR	115	DC/PC	FLW5APR115.0CX/PX	FLW	APR	115	DC/PC
WLP5APR120.0C/P	WLP	APR	120	DD/PD	FLW5APR120.0CX/PX	FLW	APR	120	DD/PD
WLP5APR125.0C/P	WLP	APR	125	DE/PE	FLW5APR125.0CX/PX	FLW	APR	125	DE/PE
WLP5APR130.0C/P	WLP	APR	130	DF/PF	FLW5APR130.0CX/PX	FLW	APR	130	DF/PF
WLP5APR135.0C/P	WLP	APR	135	DG/PG	FLW5APR135.0CX/PX	FLW	APR	135	DG/PG
WLP5JUL100.0C/P	WLP	JUL	100	GT/ST	FLW5JUL100.0CX/PX	FLW	JUL	100	GT/ST
WLP5JUL105.0C/P	WLP	JUL	105	GA/SA	FLW5JUL105.0CX/PX	FLW	JUL	105	GA/SA
WLP5JUL110.0C/P	WLP	JUL	110	GB/SB	FLW5JUL110.0CX/PX	FLW	JUL	110	GB/SB
WLP5JUL115.0C/P	WLP	JUL	115	GC/SC	FLW5JUL115.0CX/PX	FLW	JUL	115	GC/SC
WLP5JUL120.0C/P	WLP	JUL	120	GD/SD	FLW5JUL120.0CX/PX	FLW	JUL	120	GD/SD
WLP5JUL125.0C/P	WLP	JUL	125	GE/SE	FLW5JUL125.0CX/PX	FLW	JUL	125	GE/SE
WLP5JUL130.0C/P	WLP	JUL	130	GF/SF	FLW5JUL130.0CX/PX	FLW	JUL	130	GF/SF
WLP5JUL135.0C/P	WLP	JUL	135	GG/SG	FLW5JUL135.0CX/PX	FLW	JUL	135	GG/SG
WLP5JUL140.0C/P	WLP	JUL	140	GH/SH	FLW5JUL140.0CX/PX	FLW	JUL	140	GH/SH

Wellpoint Health Networks, Inc. - 2006 Leap (WLP/YHW)  
(Before 12/1/2004)  
100 shares WLP

Wellpoint Health Networks, Inc. - 2006 Leap (WLP/YHG)  
(Beginning 12/1/2004)  
(See New Deliverable Above)

ISESeries	OPRA	Month	Strike	Calls/Puts	ISESeries	OPRA	Month	Strike	Calls/Puts
WLP6JAN80.0C/P	YHW	JAN	80	AP/MP	FLW6JAN80.0CX/PX	YHG	JAN	80	AP/MP
WLP6JAN90.0C/P	YHW	JAN	90	AR/MR	FLW6JAN90.0CX/PX	YHG	JAN	90	AR/MR
WLP6JAN100.0C/P	YHW	JAN	100	AT/MT	FLW6JAN100.0CX/PX	YHG	JAN	100	AT/MT
WLP6JAN105.0C/P	YHW	JAN	105	AA/MA	FLW6JAN105.0CX/PX	YHG	JAN	105	AA/MA
WLP6JAN110.0C/P	YHW	JAN	110	AB/MB	FLW6JAN110.0CX/PX	YHG	JAN	110	AB/MB
WLP6JAN115.0C/P	YHW	JAN	115	AC/MC	FLW6JAN115.0CX/PX	YHG	JAN	115	AC/MC
WLP6JAN120.0C/P	YHW	JAN	120	AD/MD	FLW6JAN120.0CX/PX	YHG	JAN	120	AD/MD
WLP6JAN125.0C/P	YHW	JAN	125	AE/ME	FLW6JAN125.0CX/PX	YHG	JAN	125	AE/ME
WLP6JAN130.0C/P	YHW	JAN	130	AF/MF	FLW6JAN130.0CX/PX	YHG	JAN	130	AF/MF

Wellpoint Health Networks, Inc. - 2007 Leap (WLP/VJZ)  
(Before 12/1/2004)  
100 shares WLP

Wellpoint Health Networks, Inc. - 2007 Leap (WLP/VCZ)  
(Beginning 12/1/2004)  
(See New Deliverable Above)

ISESeries	OPRA	Month	Strike	Calls/Puts	ISESeries	OPRA	Month	Strike	Calls/Puts
WLP7JAN90.0C/P	VJZ	JAN	90	AR/MR	FLW7JAN90.0CX/PX	VCZ	JAN	90	AR/MR
WLP7JAN100.0C/P	VJZ	JAN	100	AT/MT	FLW7JAN100.0CX/PX	VCZ	JAN	100	AT/MT
WLP7JAN105.0C/P	VJZ	JAN	105	AA/MA	FLW7JAN105.0CX/PX	VCZ	JAN	105	AA/MA
WLP7JAN110.0C/P	VJZ	JAN	110	AB/MB	FLW7JAN110.0CX/PX	VCZ	JAN	110	AB/MB
WLP7JAN115.0C/P	VJZ	JAN	115	AC/MC	FLW7JAN115.0CX/PX	VCZ	JAN	115	AC/MC
WLP7JAN120.0C/P	VJZ	JAN	120	AD/MD	FLW7JAN120.0CX/PX	VCZ	JAN	120	AD/MD
WLP7JAN130.0C/P	VJZ	JAN	130	AF/MF	FLW7JAN130.0CX/PX	VCZ	JAN	130	AF/MF

Questions regarding this release may be directed to Iris Rodriguez at (212) 897-0264