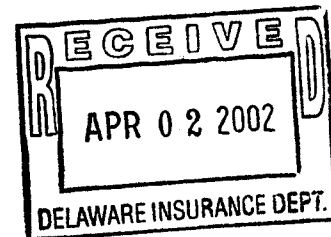


**BEFORE THE INSURANCE COMMISSIONER
OF THE STATE OF DELAWARE**



IN RE:

PROPOSED CONVERSION OF :
CAREFIRST OF MARYLAND, INC., : Docket No.:
with WELLPOINT HEALTH :
NETWORKS, INC. :

MOTION FOR PARTY STATUS

The Honorable M. Jane Brady, Attorney General of the State of Delaware, hereby moves for a designation of "Party" status, so that she may be permitted to participate in the proceedings related to the captioned FORM A filing, pursuant to 18 *Del. C.* ch. 50. In support of this application, the following facts and reasons are offered:

1. The Attorney General is the chief law enforcement officer of the State of Delaware. Her duties include providing counsel and legal advice to State officials, agencies, Boards and Commissions, enforcing the State's consumer protection statutes, protecting charitable trusts, including any not-for-profit entities holding funds accrued by, through and for the public benefit.

2. The State of Delaware and its employees have a direct, substantial pecuniary interest in the above transaction, in that the State and/or its employees and citizens participate in more than 25,000 contracts existing between present and retired State employees and citizens and BCBSD, Inc.

3. The Attorney General is authorized by 29 *Del. C.* § 2517(c)(8) to represent the interests of all Delaware consumers.

4. The Attorney General is authorized by 12 *Del. C.* § 3541 and the doctrine of *parens patriae* to protect the public interest in the administration of any not-for-profit charitable assets as she may deem necessary and proper.

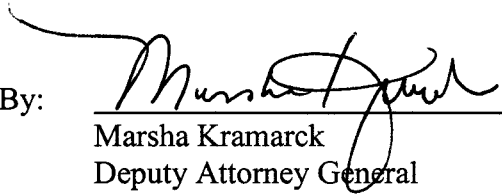
5. The Attorney General is authorized by 5 Del. C. § 2106 to fully investigate all matters that may effect the unlawful restraint of trade or commerce in Delaware.

6. In order to effectuate her participation in these proceedings, in the public interest, the Attorney General is required to seek the assistance of experts in the disciplines of economics, investment banking, insurance and conversion law, and such other advice as she may deem proper and necessary to acquire in the course of her investigation into and review of this proposed transaction, at the expense of the Acquiror.

WHEREFORE, the Attorney General has substantial governmental and pecuniary interests in the above proposed transaction and such interests, which may be protected only by her full participation in the proceedings related to the captioned matter, including obtaining advice from experts.

M. JANE BRADY,
ATTORNEY GENERAL

By:


Marsha Kramarck
Deputy Attorney General
Carvel State Office Building
820 N. French Street, 6th floor
Wilmington, DE 19801
(302) 577-5180

Dated: April 1, 2002

OF THE STATE OF DELAWARE

IN RE:

PROPOSED CONVERSION OF :
CAREFIRST OF MARYLAND, INC., : Docket No.:
with WELLPOINT HEALTH :
NETWORKS, INC. :

ORDER

WHEREAS, in consideration of the application of the Attorney General to be a designated as a party, so as to fully participate in the above captioned conversion proceedings.

IT IS HEREBY ORDERED this _____ day of _____, 2002

that the application of the Attorney General is hereby GRANTED. She and her assignees at within the Department of Justice are designated as ‘PARTY’ with the right to full participation in the above captioned proceedings.

IT IS FURTHER ORDERED

that the Acquiror shall indemnify the Attorney General and shall pay any and all expenses which she may incur by reason of engaging any experts she may deem necessary to facilitate her investigation into this matter. Payment of such expenses shall be made in the manner set forth in any letters of engagement signed by the Attorney General.

Vincent J. Bifferato
Hearing Officer

**BEFORE THE INSURANCE COMMISSIONER
OF THE STATE OF DELAWARE**

IN RE:

PROPOSED CONVERSION OF :
CAREFIRST OF MARYLAND, INC., : Docket No.:
with WELLPOINT HEALTH :
NETWORKS, INC. :

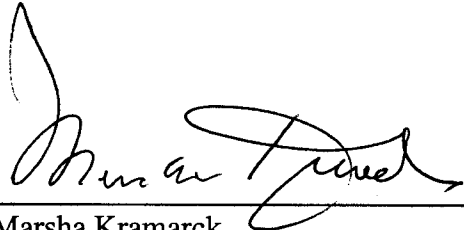
CERTIFICATE OF SERVICE

I certify that on the below date I served two copies by U.S. Mail of the Attorney General's

Motion for Party Status on the following individual:

David S. Swayze, Esquire
Reed Smith
1201 Market Street, Suite 1500
Wilmington, DE 19801

Michael J. Rich, Deputy Attorney General
Department of Insurance
841 Silver Lake Boulevard
Rodney Building
Dover, DE 19903-1507



Marsha Kramarck
Deputy Attorney General
Carvel State Office Building
820 N. French Street, 6th floor
Wilmington, DE 19801
(302) 577-5180

Dated: April 1, 2002