

PART III

Item 10. Directors and Executive Officers of the Registrant.

The information required by Item 10, as to (a) directors of the registrant and (b) compliance with Section 16(a) of the Securities Exchange Act of 1934, is incorporated by reference from the information under the headings “Nominees for the Board of Directors” and “Section 16A Beneficial Ownership Reporting Compliance” in the Proxy Statement.

Certain information regarding the registrant’s executive officers is included in Part I immediately following Item 4 above.

Code of Ethics, Corporate Governance Guidelines and Committee Charters

We have adopted a Corporate Code of Ethics and Business Conduct applicable to all employees and Board members. The Corporate Code of Ethics and Business Conduct includes a Supplementary Code of Ethics for Financial Professionals which is applicable to our Chief Executive Officer, Chief Financial Officer and Controller and all other persons performing similar functions. The Corporate Code and Supplemental Code are posted on our website, www.wellchoice.com. In order to access this portion of our website, click on the “Investors” tab, then on the “Corporate Governance” caption. Any amendments to, or waivers of, the Corporate Code of Ethics and Business Conduct which specifically relate to any Financial Professional will be disclosed on our website promptly following the date of such amendment or waiver.

Copies of our Corporate Governance Guidelines, Committee on Director Affairs Charter, Compensation Committee Charter, Audit Committee Charter, Investment Committee Charter and Public Policy Committee Charter also are posted on our website, www.wellchoice.com. In order to access this portion of our website, click on the “Investors” tab, then on the “Corporate Governance” caption.

A copy of the Corporate Code of Ethics and Business Conduct, our Corporate Governance Guidelines and the Charters of the standing Committees may be obtained upon request, without charge, by contacting our Investor Relations Department at 212-476-7800 or by writing to us at WellChoice, Inc., 11 West 42nd St., New York, NY 10036, Attn: Senior Vice President, Communications.

Item 11. Executive Compensation.

The information required by Item 11 is incorporated by reference from the information under the headings “Compensation of Directors,” “Executive Compensation,” and “Certain Relationships and Related Transactions” in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 12 is incorporated by reference from the information under the headings “Questions and Answers - Does any stockholder own more than 5% of WellChoice’s Common Stock,” and “Stock Ownership of Management” in the Proxy Statement.

Item 13. Certain Relationships and Related Transactions.

The information required by Item 13 is incorporated by reference from the information under the heading “Certain Relationships and Related Transactions” in the Proxy Statement. See “Item 5.—Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities,” for a discussion of securities authorized for issuance under our equity compensation plans.

Item 14. Principal Accountant Fees and Services.

The information required by Item 14 is incorporated by reference from the information under the heading “Proposals On Which You May Vote—Ratification of the Reappointment of Ernst & Young LLP as Independent Auditors for 2005” in the Proxy Statement.