

**Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.**

(a) (1) and (2) Financial Statements and Supplemental Schedules

The consolidated financial statements and Supplemental Schedules of the registrant listed in the “Index of Consolidated Financial Statements and Supplemental Schedules” on page F-1 together with the report of Ernst & Young LLP, independent auditors, are filed as part of this report.

(3) Exhibits:

The following exhibits are filed as part of this report (other than exhibits 32.1 and 32.2, which are being furnished with this report):

<u>Number</u>	<u>Description</u>
2.1	New York State Superintendent of Insurance’s Opinion and Decision approving Plan Of Conversion, dated October 8, 2002 (1)
2.2	Form of Transfer and Exchange Agreement between The New York Public Asset Fund and WellChoice, Inc. (1)
2.3	Form of Transfer and Exchange Agreement between The New York Charitable Asset Foundation and WellChoice, Inc. (1)
2.4	Form of Transfer Agreement between WellChoice, Inc. as transferee, and Empire HealthChoice, Inc., as transferor (1)
3.1	Amended and Restated Certificate of Incorporation of WellChoice, Inc. (2)
3.2	Amended and Restated Bylaws of WellChoice, Inc., as amended as of March 24, 2004 (8)
4.1	Specimen Common Stock certificate (1)
4.2	Registration Rights Agreement dated as of November 7, 2002, by and among WellChoice, Inc., The New York Public Asset Fund and The New York Charitable Asset Foundation (2)
9.1	Voting Trust and Divestiture Agreement dated as of November 7, 2002, by and among WellChoice Inc., The New York Public Asset Fund and The Bank of New York, as trustee (2)
10.1*	Empire HealthChoice, Inc. Annual Executive Incentive Compensation Plan—2000 Plan Description (1)
10.2*	Empire HealthChoice, Inc. Annual Executive Incentive Compensation Plan—2001 Plan Description (1)
10.3*	Empire HealthChoice, Inc. Annual Executive Incentive Compensation Plan—2002 Plan Description (1)
10.4*	Empire HealthChoice, Inc. Executive Savings Plan, as Amended and Restated effective January 1, 1999 (1)
	(a) First Amendment to the Empire Blue Cross and Blue Shield Employee Savings Plan Trust (7)
	(b) Second Amendment to the Empire Blue Cross and Blue Shield Employee Savings Plan, as Amended and Restated as of January 1, 2001 (7)
	(c) Third Amendment to the Empire Blue Cross and Blue Shield Employee Savings Plan, As Amended and Restated as of January 1, 2001 (7)
10.5*	Empire HealthChoice, Inc., 1998-2000 Long-Term Incentive Compensation Plan (1)
10.6*	Empire HealthChoice, Inc., 1999-2001 Long-Term Incentive Compensation Plan (1)
10.7*	Empire HealthChoice, Inc., 2000-2002 Long-Term Incentive Compensation Plan (1)
10.8*	WellChoice, Inc. Long-Term Incentive Compensation Plan, as amended on March 24, 2004 (8)

<u>Number</u>	<u>Description</u>
10.10	Form of Blue Cross License Agreement (1)
10.11	Form of Blue Shield License Agreement (1)
10.12†	Master Services Agreement, dated June 1, 2002, between Empire HealthChoice, Inc. and International Business Machines Corporation (1)
10.13	Software License and Support Agreement, dated June 1, 2002, between WellChoice, Inc. and International Business Machines Corporation (1)
10.13(a)	Letter Agreement dated October 27, 2004, terminating the Software License and Support Agreement, dated June 1, 2002, between WellChoice, Inc. and International Business Machines Corporation and amending the Master Services Agreement, dated June 1, 2002, between WellChoice, Inc. and International Business Machines Corporation +
10.14	Agreement of Lease, dated January 17, 2002, between Forest City Myrtle Associates, LLC as Landlord and Empire HealthChoice, Inc. d/b/a/ Blue Cross Blue Shield as Tenant (1)
10.15	Credit and Guaranty Agreement, dated as of October 17, 2002 (1)
10.16	Form of Empire Blue Cross Blue Shield License Addendum to Blue Cross and Blue Shield License Agreements (1)
10.17	Form of Amendment No. 1 to Credit and Guaranty Agreement (1)
10.18*	Change in Control Retention Agreement, dated December 18, 2002, between WellChoice, Inc. and Michael A. Stocker, M.D. (3)
10.18(a)*	Amendment dated December 16, 2004, to Change in Control Retention Agreement, dated December 18, 2002, between WellChoice, Inc. and Michael A. Stocker, M.D. (12)
10.20*	Change in Control Retention Agreement, dated December 23, 2002, between WellChoice, Inc. and John Remshard (3)
10.20(a)*	Amendment dated December 16, 2004 to Change in Control Retention Agreement, dated December 23, 2002, between WellChoice, Inc. and John Remshard (12)
10.22*	WellChoice, Inc. Annual Executive Incentive Compensation Plan – 2003 Plan Description (4)
10.25*	WellChoice, Inc. 2003 Employee Stock Purchase Plan, as amended on July 21, 2004 (9)
10.26	Second Amendment dated October 16, 2003 to Credit and Guaranty Agreement (6)
10.27*	Change in Control Retention Agreement dated April 30, 2003 between WellChoice, Inc. and Gloria McCarthy (6)
10.27(a)*	Amendment dated December 16, 2004 to Change in Control Retention Agreement dated April 30, 2003 between WellChoice, Inc. and Gloria McCarthy (12)
10.28*	Change in Control Retention Agreement dated December 23, 2002, between WellChoice, Inc. and Linda V. Tiano (7)
10.28(a)*	Amendment dated December 16, 2004 to Change in Control Retention Agreement dated December 23, 2002, between WellChoice, Inc. and Linda V. Tiano (12)
10.29*	Change in Control Retention Agreement dated February 11, 2003, between WellChoice, Inc. and Jason Gorevic (7)
10.29(a)*	Amendment dated December 16, 2004 to Change in Control Retention Agreement dated February 11, 2003, between WellChoice, Inc. and Jason Gorevic (12)
10.30*	WellChoice, Inc. Annual Executive Incentive Compensation Plan – 2004 Plan Description.(7)

<u>Number</u>	<u>Description</u>
10.31*	WellChoice, Inc. Directors Deferred Cash Compensation Plan (7)
10.32*	Form of Restricted Stock Unit Award Agreement and Notice of Restricted Stock Unit Award relating to Restricted Stock Unit Awards issued to Non-Management Directors (8)
10.33*	Form of Notice of Restricted Stock Unit Award relating to May 2004 Restricted Stock Unit Awards issued to Non-Management Directors (8)
10.34*	Form of Stock Option Agreement and Notice of Stock Option Award relating to Non-Qualified Stock Options issued to Non-Management Directors (8)
10.35*	WellChoice Supplemental Plans Trust (8)
10.36	Third Amendment dated October 15, 2004 to Credit and Guaranty Agreement (9)
10.37*	WellChoice, Inc. 2003 Omnibus Incentive Plan, as amended on September 22, 2004 (11)
10.38*	Empire BlueCross BlueShield 2005 Executive Savings Plan (Effective December 27, 2004)+
10.39*	WellChoice, Inc. Annual Executive Incentive Plan – 2005 Plan Description (12)
10.40*	Change in Control Retention Agreement dated February 11, 2003, between WellChoice, Inc. and Deborah Loeb Bohren, as amended by Amendment dated December 16, 2004 (12)
10.41*	Change in Control Retention Agreement dated December 23, 2002, between WellChoice, Inc. and Robert Lawrence, as amended by Amendment dated December 16, 2004 (12)
21	Subsidiaries of the Registrant+
23	Consent of Independent Registered Public Accounting Firm+
24	Power of Attorney (see signature page) to this Annual Report on Form 10-K and incorporated herein+
31.1	Certification of CEO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002+
31.2	Certification of CFO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002+
32.1	Certification of CEO Pursuant to Section 906 of Sarbanes-Oxley Act of 2002+
32.2	Certification of CFO Pursuant to Section 906 of Sarbanes-Oxley Act of 2002+

+ Filed herewith.

† Omits information for which confidential treatment has been granted.

\* Management contracts, compensatory plans or arrangements.

- (1) Previously filed as the same numbered exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-99051) and incorporated herein by reference thereto.
- (2) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 and incorporated herein by reference thereto.
- (3) Previously filed as the same numbered exhibit to the Registrant's Current Report on Form 8-K filed January 21, 2003 and incorporated herein by reference thereto.
- (4) Previously filed as the same numbered exhibit to the Registrant's 2002 Annual Report on Form 10-K filed March 7, 2003 and incorporated herein by reference thereto.
- (5) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q filed July 24, 2003 and incorporated herein by reference thereto.

- (6) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q filed October 24, 2003 and incorporated herein by reference thereto.
- (7) Previously filed as the same numbered exhibit to the Registrant's 2003 Annual Report on Form 10-K/A filed February 24, 2004 and incorporated herein by reference thereto.
- (8) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q filed April 23, 2004 and incorporated herein by reference thereto.
- (9) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q filed July 23, 2004 and incorporated herein by reference thereto.
- (10) Previously filed as the same numbered exhibit to the Registrant's Current Report on Form 8-K filed October 18, 2004 and incorporated herein by reference thereto.
- (11) Previously filed as the same numbered exhibit to the Registrant's Quarterly Report on Form 10-Q filed October 27, 2004 and incorporated herein by reference thereto.
- (12) Previously filed as the same numbered exhibit to the Registrant's Current Report on Form 8-K filed December 20, 2004 and incorporated herein by reference thereto.

(b) Reports on Form 8-K:

During the fourth quarter of the fiscal year ended December 31, 2004, the registrant filed the following report on Form 8-K:

On October 18, 2004, we filed with the Commission a Current Report on Form 8-K dated October 15, 2004, disclosing under Item 1.01 the renewal of our credit facility with The Bank of New York.

On October 27, 2004, we filed with the Commission a Current Report on Form 8-K dated October 27, 2004, disclosing under Items 2.02 and 7.01 our earnings for the three months ended December 31, 2004.

On December 20, 2004, we filed with the Commission a Current Report on Form 8-K dated December 20, 2004, disclosing under Items 1.01 the establishment of the 2005 Annual Executive Incentive Compensation Plan and the 2005 Empire BlueCross BlueShield Savings Plan and Amendments to Change in Control Retention Agreements.

- (c) Refer to Item 15(a)(3) of this report.
- (d) Refer to Item 15 (a)(2) of this report.