

INDEX TO EXHIBITS

<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)
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)

<u>Number</u>	<u>Description</u>
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)
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)

<u>Number</u>	<u>Description</u>
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.

CHIEF EXECUTIVE OFFICER'S SECTION 302 CERTIFICATION

I, Michael A. Stocker, MD, Chief Executive Officer of WellChoice, Inc., certify that:

1. I have reviewed this Annual Report on Form 10-K of WellChoice, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions based upon the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 14, 2005

/s/ MICHAEL A. STOCKER, MD
Michael A. Stocker, MD
Chief Executive Officer

CHIEF FINANCIAL OFFICER'S SECTION 302 CERTIFICATION

I, John W. Remshard, Chief Financial Officer of WellChoice, Inc., certify that:

1. I have reviewed this Annual Report on Form 10-K of WellChoice, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions based upon the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 14, 2005

/s/ JOHN W. REMSHARD

John W. Remshard
Chief Financial Officer

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

I, Michael A. Stocker, MD, as Chief Executive Officer of WellChoice, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2004 (the "Report"), being filed with the U.S. Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 14, 2005

/s/ MICHAEL A. STOCKER, MD
Name: **Michael A. Stocker, MD**
Title: **Chief Executive Officer**

A signed original of this written statement required by Section 906 has been provided to WellChoice, Inc. and will be retained by WellChoice, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

I, John W. Remshard, as Chief Financial Officer of WellChoice, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2004 (the "Report"), being filed with the U.S. Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 14, 2005

 /s/ JOHN W. REMSHARD
Name: **John W. Remshard**
Title: **Senior Vice President**
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to WellChoice, Inc. and will be retained by WellChoice, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.