

No. **C 130054**

Due no later than Aug 31, 2001

Annual Report Form

2. Registered Agent and Office **NO PO BOX**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-00801. Mailing Address - Correct in this box, if applicable
HEALTH VALUE MANAGEMENT, INC.CORPORATION SERVICE COMPAN
1401 SHORELINE DR STE 2

PO BOX 740026

BOISE, ID 83702

LOUISVILLE, KY 04201 7426

3. New Registered Agent Signature**NO FILING FEE IF
RECEIVED BY DUE DATE**

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office heldNameStreet or P.O. AddressCityStateZip*See attached Schedule*

5. Organized Under the Laws of:

DELAWARE
C 130054

6.

Signature

Name (Typed or Printed)

George Bauernfeind
George Bauernfeind

Date

Title

*6/11/01**VP-Tax*

Issued 06/01/2001

Do Not Tape or Staple

March 1, 2001

**OFFICERS AND DIRECTORS
OF
HEALTH VALUE MANAGEMENT, INC.**

*Michael B. McCallister	Chairman	500 West Main Street Louisville, KY 40202
James H. Bloem	Senior Vice President and Chief Financial Officer	"
Bruce D. Perkins	President	"
Thomas J. Liston	Senior Vice President	"
Jonathan T. Lord, M.D.	Senior Vice President	"
George G. Bauernfeind	Vice President	"
John Bertko	Vice President (Chief Actuary)	"
Benton V. Davis	Vice President	"
Brett J. McIntyre	Vice President and Treasurer	"
Walter E. Neely	Vice President, Associate General Counsel Assistant Secretary	"
Kathleen Pellegrino	Vice President and Assistant Secretary	"
Joan O. Lenahan	Secretary	"
*Kenneth J. Fasola		
*James E. Murray		

* Directors