

SUBMITTED
LATE

1. On page 7, line 7, insert the following sentence and footnote after "BCBS."

You have stated that, with the exception of mid-term vacancies, AMGS board members are nominated by the board of directors and elected by a plurality of votes cast by shares entitled to vote at a shareholders' meeting at which a quorum [a majority vote of outstanding shares] is present.³ Under these circumstances, it is highly unlikely that a 12.3% shareholder like Cobalt/BCBS could elect a board member on its own.

³ Four directors are elected at each annual meeting. Each share gets a vote for each slot. In situations involving vacancies that occur on the board of directors during the course of a regular term, the board generally chooses the replacement.

2. On page 7, delete line 9, and replace with the following:

required to remove and replace a company director. The votes of 75% of outstanding shares are required to amend the Articles. On

3. On page 11, line 3, after "that" add the following:

(1) it takes a plurality vote of a quorum at an annual meeting of the shareholders to elect directors to three-year terms; (2)

4. On page 11, delete line 4, and replace with the following:

outstanding shares are needed to remove and replace an AMGS director; and (3) the approvals of 75% of outstanding

5. On page 11, line 5, delete "are" and replace with "is."