Massachusetts Division of Insurance Quarterly Report of Membership in Health Maintenance Organizations as of March 31, 2005 ¹

COMPARISON OF 1st QUARTER MEMBERSHIP TO LAST THREE QUARTERS

	2nd Quarter 2004 Members at End of Quarter	3rd Quarter 2004 Members at End of Quarter	4th Quarter 2004 Members at End of Quarter	1st Quarter 2005 Members at End of Quarter	Member Change 4th Qtr. 04 to 1st Qtr. 05	Percent Change 4th Qtr. 04 to 1st Qtr. 05	1st Quarter 2005 Share of Massachusetts HMO Market
Aetna Health Inc.	10,796	9,966	9,402	7,638	(1,764)	-17.70%	0.4%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. ²	726,259	742,326	758,947	778,082	19,135	2.58%	40.1%
CIGNA HealthCare of Massachusetts, Inc. 3	17,034	13,836	11,229	9,355	(1,874)	-13.54%	0.5%
ConnectiCare of Massachusetts, Inc.	9,480	9,058	8,564	6,242	(2,322)	-25.63%	0.3%
Fallon Community Health Plan, Inc.	169,234	168,494	166,058	160,934	(5,124)	-3.04%	8.3%
Great-West Healthcare of Massachusetts, Inc. 4	0	0	0	0	0	0.00%	0.0%
Harvard Pilgrim Health Care, Inc.	513,717	468,757	464,887	436,931	(27,956)	-5.96%	22.5%
Health New England, Inc.	64,039	63,716	62,508	60,218	(2,290)	-3.59%	3.1%
Neighborhood Health Plan, Inc.	116,216	119,825	124,021	121,818	(2,203)	-1.84%	6.3%
Tufts Associated HMO, Inc. 5	471,089	414,441	401,322	358,375	(42,947)	-10.36%	18.5%
UnitedHealthcare of New England, Inc.	1,810	1,926	1,962	1,617	(345)	-17.91%	0.1%
Totals	2,099,674	2,012,345	2,008,900	1,941,210	(67,690)	-3.36%	100.0%

¹ Information reported by HMOs as of the end of the first quarter of 2005 based upon the Massachusetts Division of Insurance's "Guidelines for Reporting Membership & Utilization Statistics - Version 2.0" that instructs HMOs to exclude members for whom the HMO did not bear any financial risk. **Beginning January 1, 2004, membership reflects those persons enrolled only in closed network plans;** so-called "dual certificate option" plan (POS) members and insured preferred provider plan members are not included in this report.

² Formerly a line of business of Blue Cross and Blue Shield of Massachusetts, Inc. ("BCBSMA"). Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. was created as a separate corporate entity for BCBSMA's HMO line of business effective January 1, 2005.

³ The carrier notified the Division on May 14, 2004 that it would discontinue marketing all small group and nongroup health benefit plans on June 23, 2004 and begin non-renewing business as of December 1, 2004.

⁴ One Health Plan of Massachusetts, Inc. changed its name to Great-West Healthcare of Massachusetts, Inc. effective July 21, 2003. The carrier notified the Division on September 6, 2002 that it would discontinue marketing all group business on October 7, 2002 and begin non-renewing business as of May 1, 2003.

⁵ Doing business as Tufts Associated Health Plan ("TAHMO") and as Tufts Health Plan (THP").