Massachusetts Division of Insurance Quarterly Report of Health Maintenance Organization Membership in Closed Network Health Plans as of March 31, 2010 ¹

COMPARISON OF 1st QUARTER MEMBERSHIP TO LAST THREE QUARTERS	2nd Quarter 2009 Members at End of Quarter	3rd Quarter 2009 Members at End of Quarter	4th Quarter 2009 Members at End of Quarter	1st Quarter 2010 Members at End of Quarter	Member Change 4th Qtr. 09 to 1st Qtr. 10	Percent Change 4th Qtr. 09 to 1st Qtr. 10	1st Quarter 2010 Share of Massachusetts HMO Market
Aetna Health Inc.	3,320	3,267	3,192	2,728	(464)	-14.54%	0.1%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. 2	758,586	729,562	705,919	630,147	(75,772)	-10.73%	31.1%
Boston Medical Center Health Plan, Inc. ³	257,637	245,092	243,868	242,636	(1,232)	-0.51%	12.0%
CeltiCare Health Plan of Massachusetts, Inc. ⁴	0	0	28,409	26,914	(1,495)	-5.26%	1.3%
CIGNA HealthCare of Massachusetts, Inc. 5	1,707	1,369	1,063	467	(596)	-56.07%	0.0%
ConnectiCare of Massachusetts, Inc.	4,048	3,777	3,658	3,511	(147)	-4.02%	0.2%
Fallon Community Health Plan, Inc.	179,362	177,642	180,043	174,971	(5,072)	-2.82%	8.6%
Harvard Pilgrim Health Care, Inc.	306,426	314,457	323,416	330,551	7,135	2.21%	16.3%
Health New England, Inc.	65,719	69,573	71,796	75,719	3,923	5.46%	3.7%
Neighborhood Health Plan, Inc.	201,293	197,116	201,767	204,816	3,049	1.51%	10.1%
Tufts Associated HMO, Inc. 6	324,200	327,560	331,068	335,141	4,073	1.23%	16.5%
UnitedHealthcare of New England, Inc.	552	416	539	147	(392)	-72.73%	0.0%
Totals	2,102,850	2,069,831	2,094,738	2,027,748	(66,990)	-3.20%	100.0%

¹ Information reported by HMOs as of the end of the first quarter of 2010 based upon the Massachusetts Division of Insurance's "Guidelines for Reporting Membership & Utilization Statistics - Version 5.0" 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.

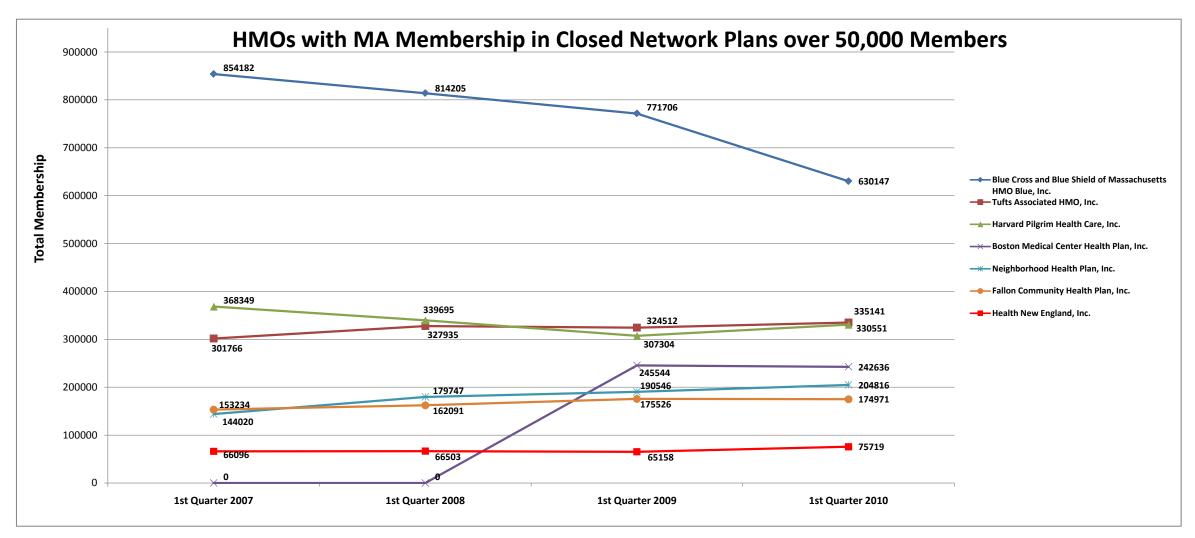
² Formerly a line of business of Blue Cross and Blue Shield of Massachusetts, Inc. ("BCBSMA"). Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. was created as a separate corporate entity for BCBSMA's HMO line of business effective January 1, 2005.

³ Under Massachusetts law, Boston Medical Center Health Plan, Inc. was not required to be licensed until 2008, even though the carrier may have had members prior to that time. The 4th quarter 2008 membership report includes Boston Medicare Center Health Plan, Inc. for the first time.

⁴ CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 4th quarter 2009 membership report includes CeltiCare Health Plan of Massachusetts, Inc. for the first time.

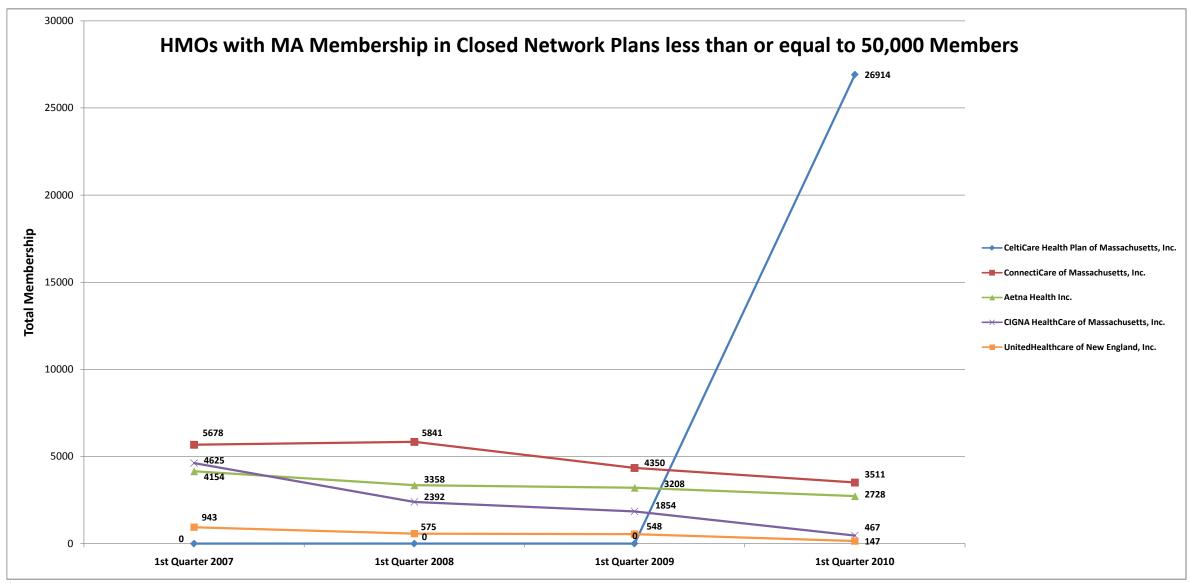
⁵ The carrier notified the Division on May 14, 2004 that it would discontinue marketing all small group and nongroup health benefit plans on June 23, 2004 and begin nonrenewing business as of December 1, 2004.

⁶ Doing business as Tufts Associated Health Plan ("TAHMO") and as Tufts Health Plan (THP").

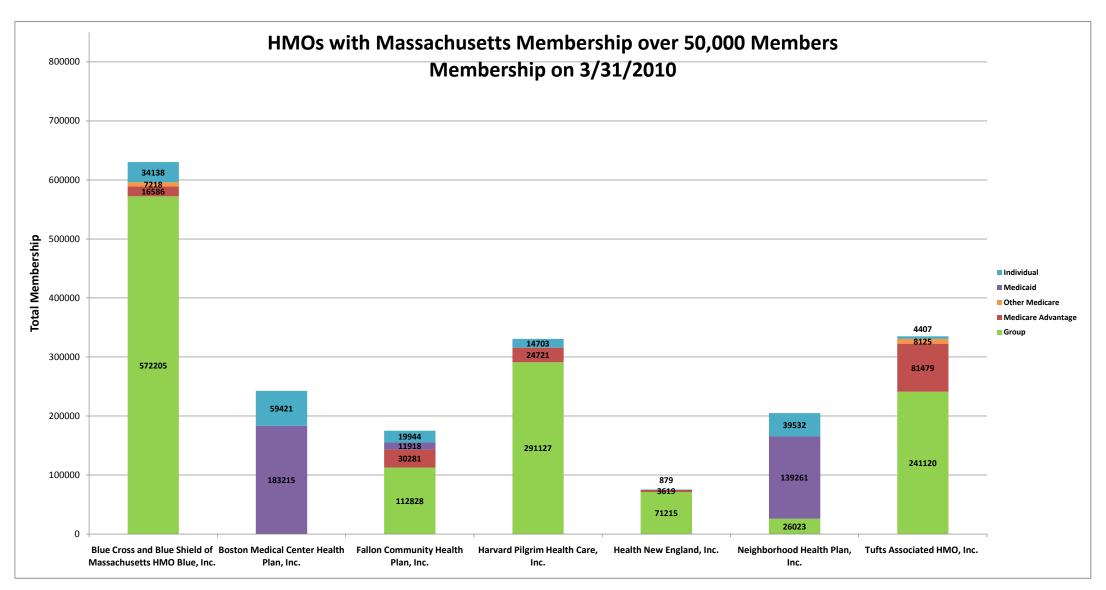


¹ Under Massachusetts law, Boston Medical Center Health Plan, Inc. was not required to be licensed until 2008, even though the carrier may have had members prior to that time. The 4th quarter 2008 membership report includes Boston Medical Center Health Plan, Inc. for the first time.

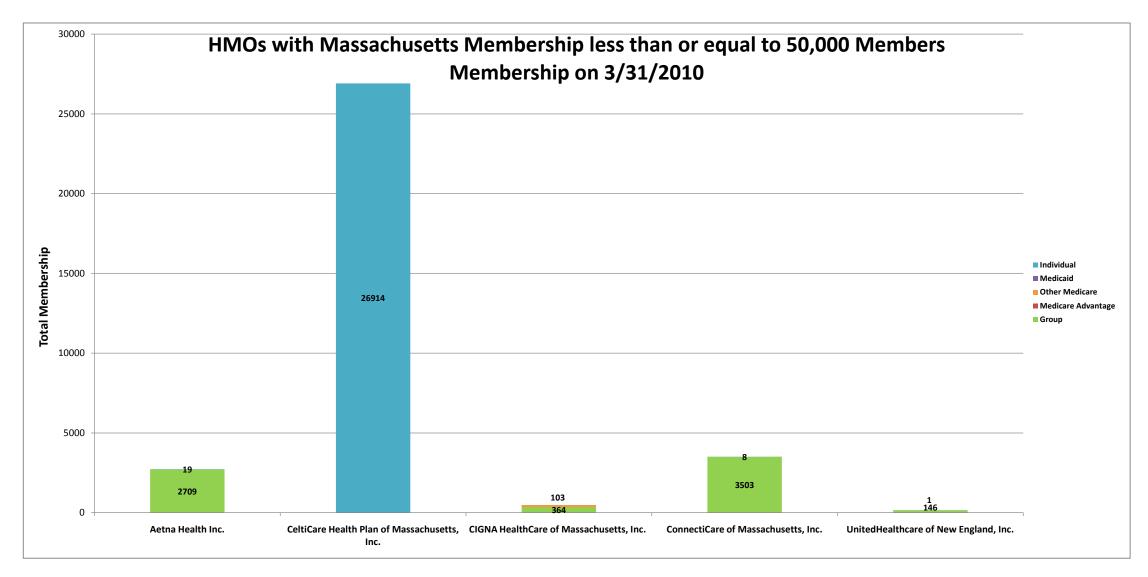
Massachusetts Division of Insurance Quarterly Report of Health Maintenance Organization Membership in Closed Network Health Plans as of March 31, 2010 1



¹ CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 4th quarter 2009 membership report includes CeltiCare Health Plan of Massachusetts, Inc. for the first time.

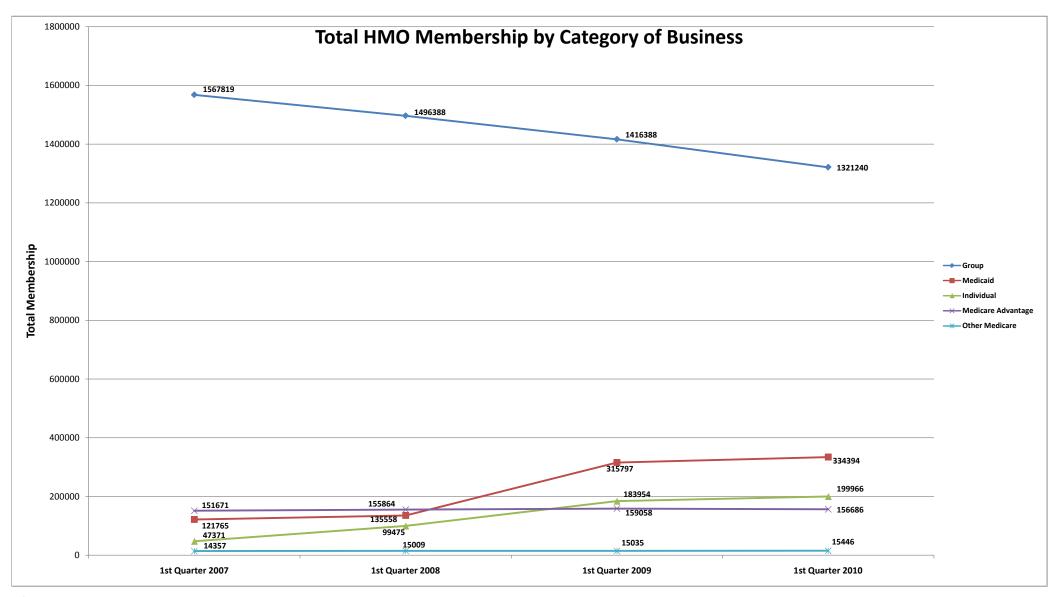


¹ Individual membership includes enrollment in Commonwealth Care for Boston Medical Center Health Plan, Inc., Fallon Community Health Plan, Inc., and Neighborhood Health Plan, Inc.



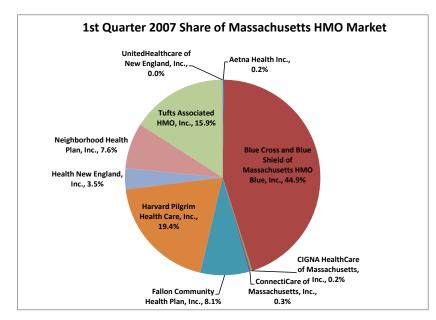
¹ Individual membership includes enrollment in Commonwealth Care for CeltiCare Health Plan of Massachusetts, Inc.

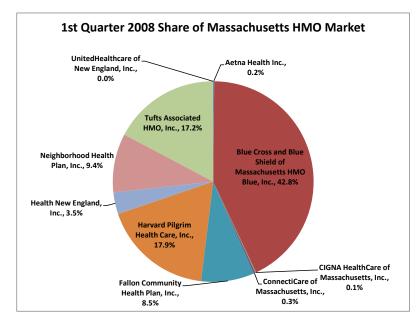
Massachusetts Division of Insurance Quarterly Report of Health Maintenance Organization Membership in Closed Network Health Plans as of March 31, 2010 1

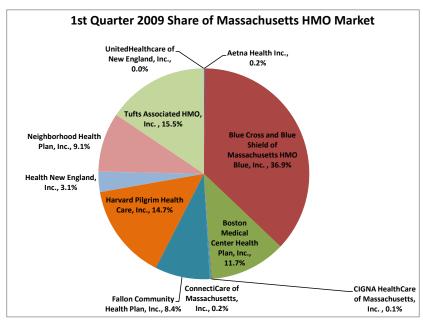


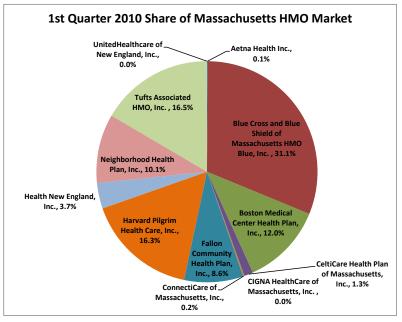
¹ Individual membership includes enrollment in Commonwealth Care for Boston Medical Center Health Plan, Inc., Fallon Community Health Plan, Inc., Neighborhood Health Plan, Inc., and CeltiCare Health Plan of Massachusetts, Inc.

Massachusetts Division of Insurance Quarterly Report of Health Maintenance Organization Membership in Closed Network Health Plans as of March 31, 2010 1









¹ 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 Under Massachusetts law, Boston Medical Center Health Plan, Inc. was not required to be licensed until 2008, even though the carrier may have had members prior to that time. The 1st quarter 2009 membership report includes Boston Medicare Center Health Plan, Inc. for the first time.

³ CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 1st quarter 2010 membership report includes CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 1st quarter 2010 membership report includes CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 1st quarter 2010 membership report includes CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009.