

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012 ¹

Closed Network

	2nd Quarter 2011 Members at End of Quarter	3rd Quarter 2011 Members at End of Quarter	4th Quarter 2011 Members at End of Quarter	1st Quarter 2012 Members at End of Quarter	Member Change 4th Qtr. 11 to 1st Qtr. 12	Percent Change 4th Qtr. 11 to 1st Qtr. 12	1st Quarter 2012 Share of Massachusetts HMO Market
COMPARISON OF 1ST QUARTER MEMBERSHIP TO LAST THREE QUARTERS							
Aetna Health Inc. ²	1,886	1,919	1,877	1,507	(370)	-19.71%	0.1%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. ³	540,635	529,916	522,646	509,901	(12,745)	-2.44%	24.2%
Boston Medical Center Health Plan, Inc.	251,584	238,846	229,026	227,268	(1,758)	-0.77%	10.8%
CeltiCare Health Plan of Massachusetts, Inc.	32,926	34,304	35,719	35,925	206	0.58%	1.7%
ConnectiCare of Massachusetts, Inc.	2,884	2,836	2,857	2,739	(118)	-4.13%	0.1%
Fallon Community Health Plan, Inc.	153,925	153,286	151,374	147,515	(3,859)	-2.55%	7.0%
Harvard Pilgrim Health Care, Inc.	308,600	307,889	307,091	301,265	(5,826)	-1.90%	14.3%
Health New England, Inc.	87,909	89,718	90,155	93,071	2,916	3.23%	4.4%
Neighborhood Health Plan, Inc.	237,600	242,922	241,806	245,887	4,081	1.69%	11.7%
Network Health, LLC ⁴	0	173,514	178,901	207,632	28,731	16.06%	9.9%
Tufts Associated HMO, Inc. ⁵	334,847	337,650	336,180	334,144	(2,036)	-0.61%	15.9%
UnitedHealthcare of New England, Inc.	28	32	30	29	(1)	-3.33%	0.0%
Totals	1,952,824	2,112,832	2,097,662	2,106,883	9,221	0.44%	100.0%

PPO

	2nd Quarter 2011 Members at End of Quarter	3rd Quarter 2011 Members at End of Quarter	4th Quarter 2011 Members at End of Quarter	1st Quarter 2012 Members at End of Quarter	Member Change 4th Qtr. 11 to 1st Qtr. 12	Percent Change 4th Qtr. 11 to 1st Qtr. 12	1st Quarter 2012 Share of Massachusetts HMO Market
COMPARISON OF 1ST QUARTER MEMBERSHIP TO LAST THREE QUARTERS							
Aetna Health Inc. ²	1,487	1,419	1,429	1,331	(98)	-6.86%	1.0%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. ³	100,471	101,084	101,748	97,857	(3,891)	-3.82%	73.3%
Boston Medical Center Health Plan, Inc.	0	0	0	0	0	0.00%	0.0%
CeltiCare Health Plan of Massachusetts, Inc.	0	0	0	0	0	0.00%	0.0%
ConnectiCare of Massachusetts, Inc.	339	326	326	314	(12)	-3.68%	0.2%
Fallon Community Health Plan, Inc.	297	238	244	222	(22)	-9.02%	0.2%
Harvard Pilgrim Health Care, Inc.	29,982	30,260	29,642	28,247	(1,395)	-4.71%	21.2%
Health New England, Inc.	1,714	1,662	1,647	1,928	281	17.06%	1.4%
Neighborhood Health Plan, Inc.	0	0	0	0	0	0.00%	0.0%
Network Health, LLC ⁴	0	0	0	0	0	0.00%	0.0%
Tufts Associated HMO, Inc. ⁵	3,774	3,763	3,653	3,046	(607)	-16.62%	2.3%
UnitedHealthcare of New England, Inc.	1,488	1,265	1,168	608	(560)	-47.95%	0.5%
Totals	139,552	140,017	139,857	133,553	(6,304)	-4.51%	100.0%

¹ Information reported by HMOs as of the end of the first quarter of 2012 based upon the Massachusetts Division of Insurance's "Guidelines for Reporting Membership & Utilization Statistics - Version 6.0" that instructs HMOs to exclude members for whom the HMO did not bear any financial risk.

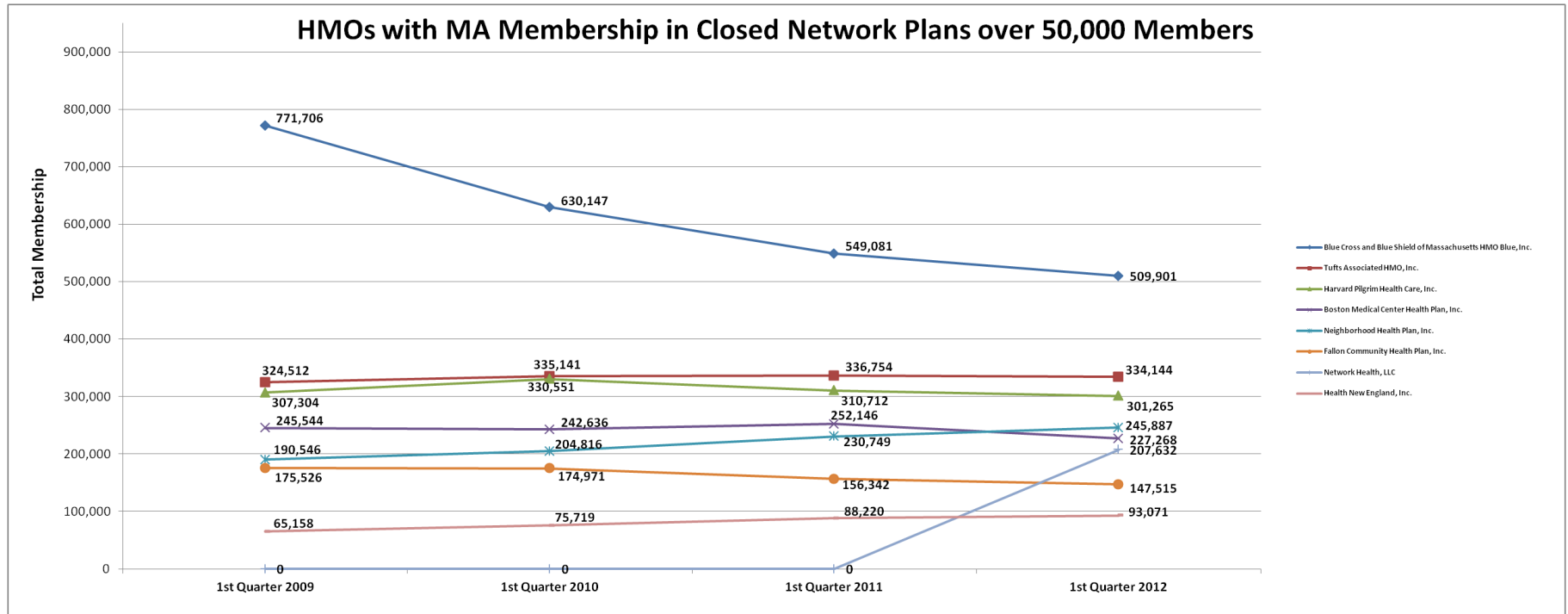
² Effective September 1, 2010, Aetna Health Inc. ceased offering small group health plans in Massachusetts and will begin nonrenewing all small group health business as of April 1, 2011.

³ 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.

⁴ Network Health, LLC was not licensed until October 1, 2011. The 3rd quarter 2011 membership report includes Network Health, LLC for the first time.

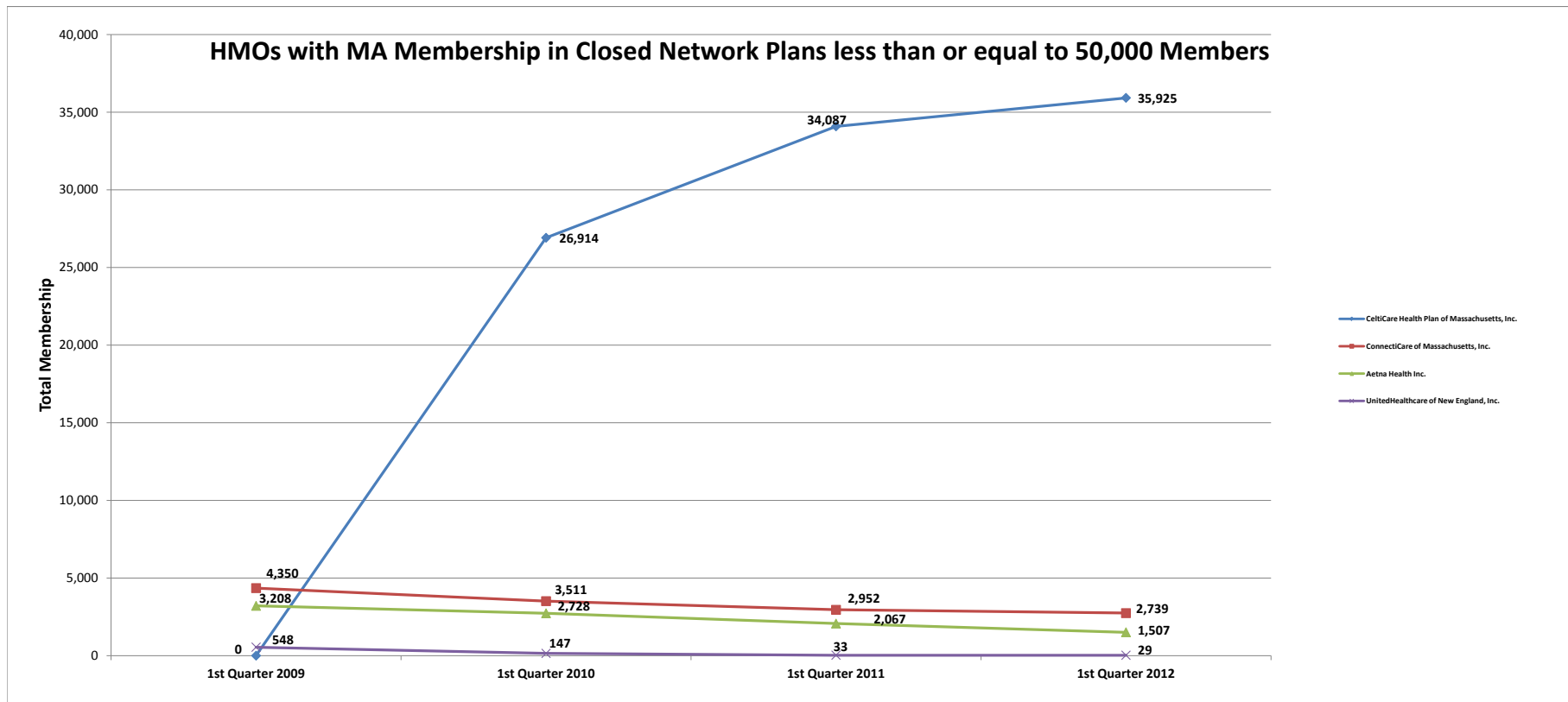
⁵ Doing business as Tufts Associated Health Plan ("TAHMO") and as Tufts Health Plan (THP").

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012¹



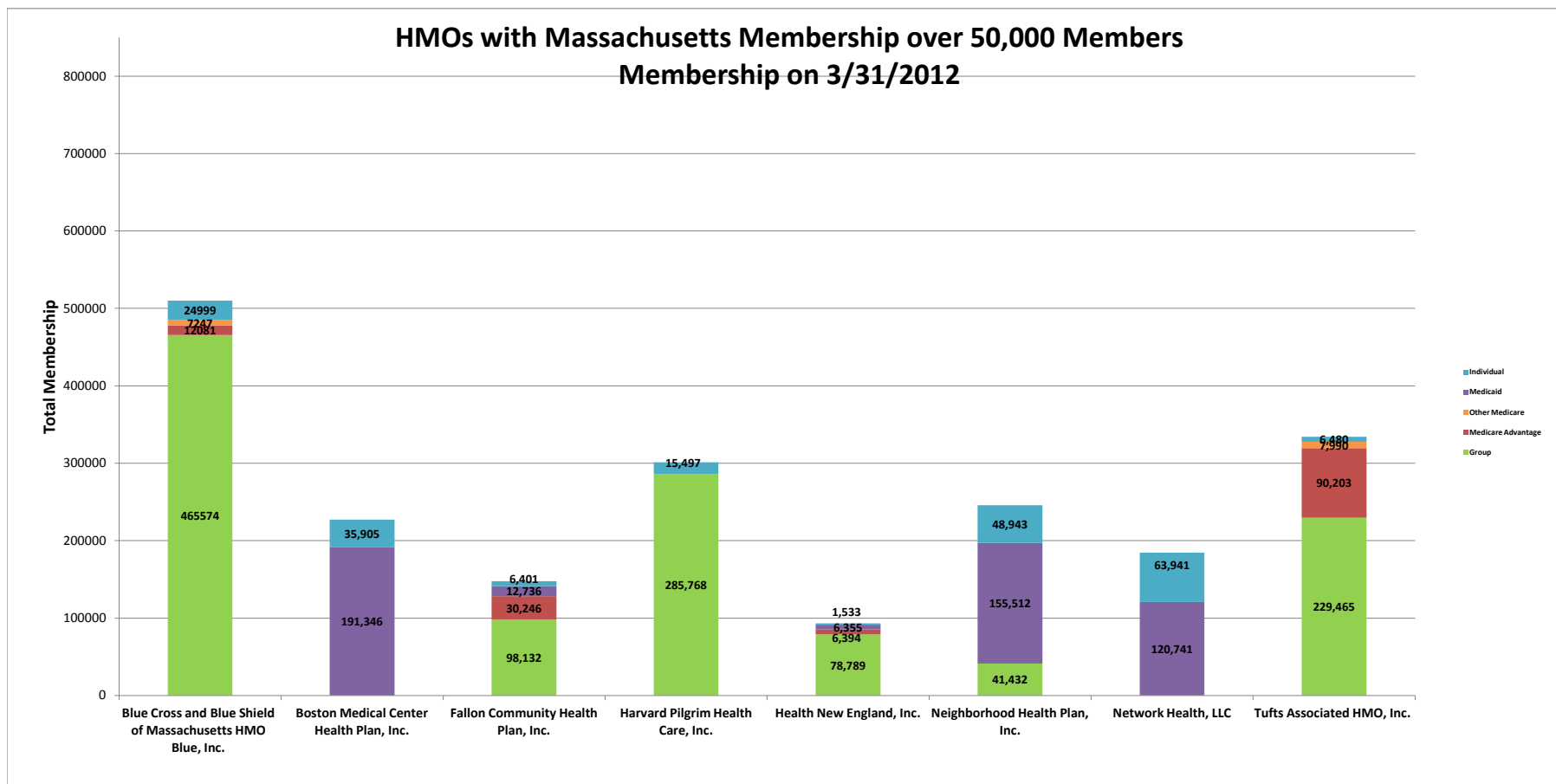
¹ Network Health, LLC was not licensed until October 1, 2011. The 3rd quarter 2011 membership report includes Network Health, LLC for the first time.

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012 ¹



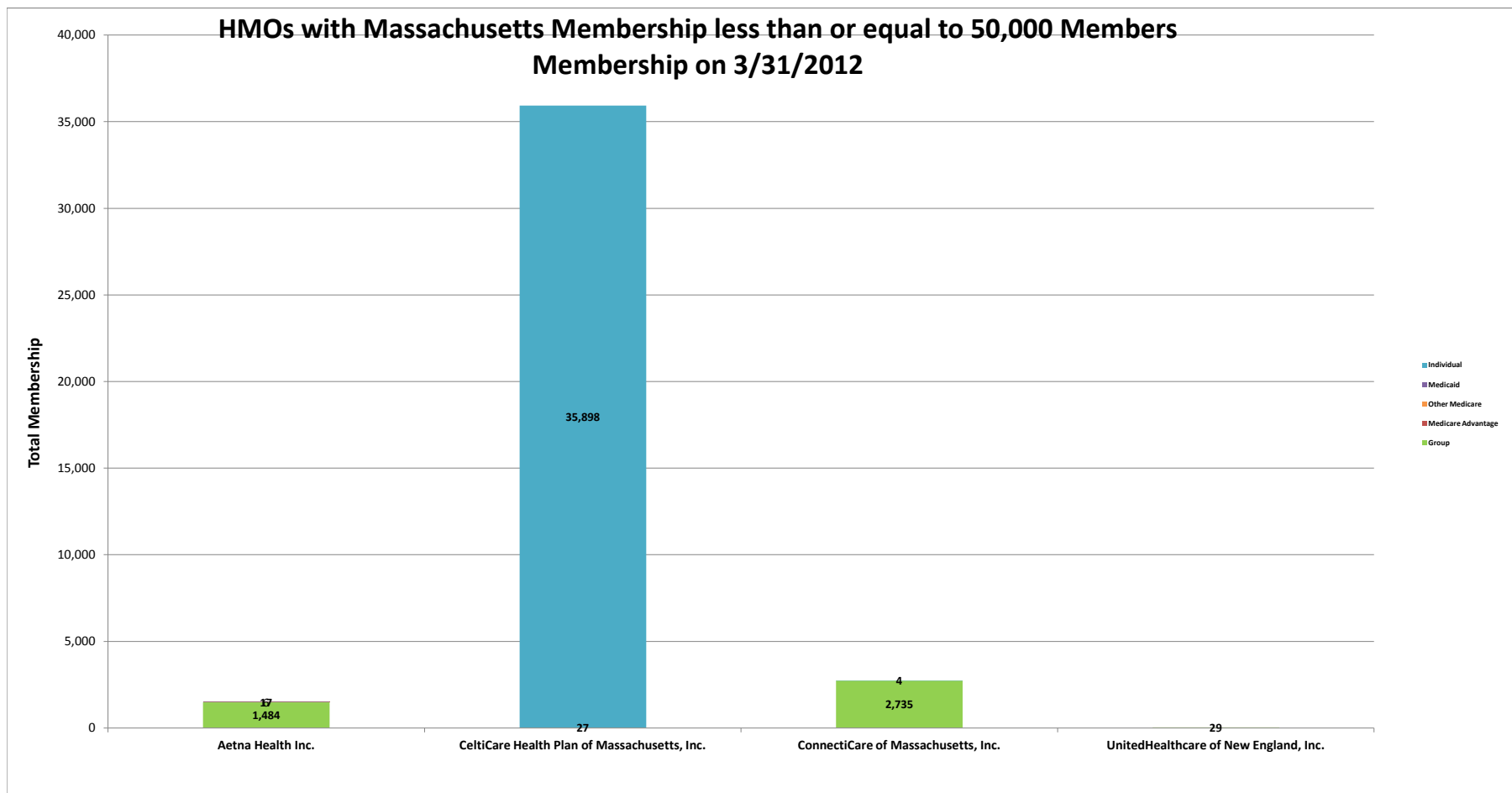
¹ CeltiCare Health Plan of Massachusetts, Inc. was not licensed until 2009. The 4th quarter 2009 membership report includes CeltiCare Health Plan of Massachusetts, Inc. for the first time.

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012 ¹



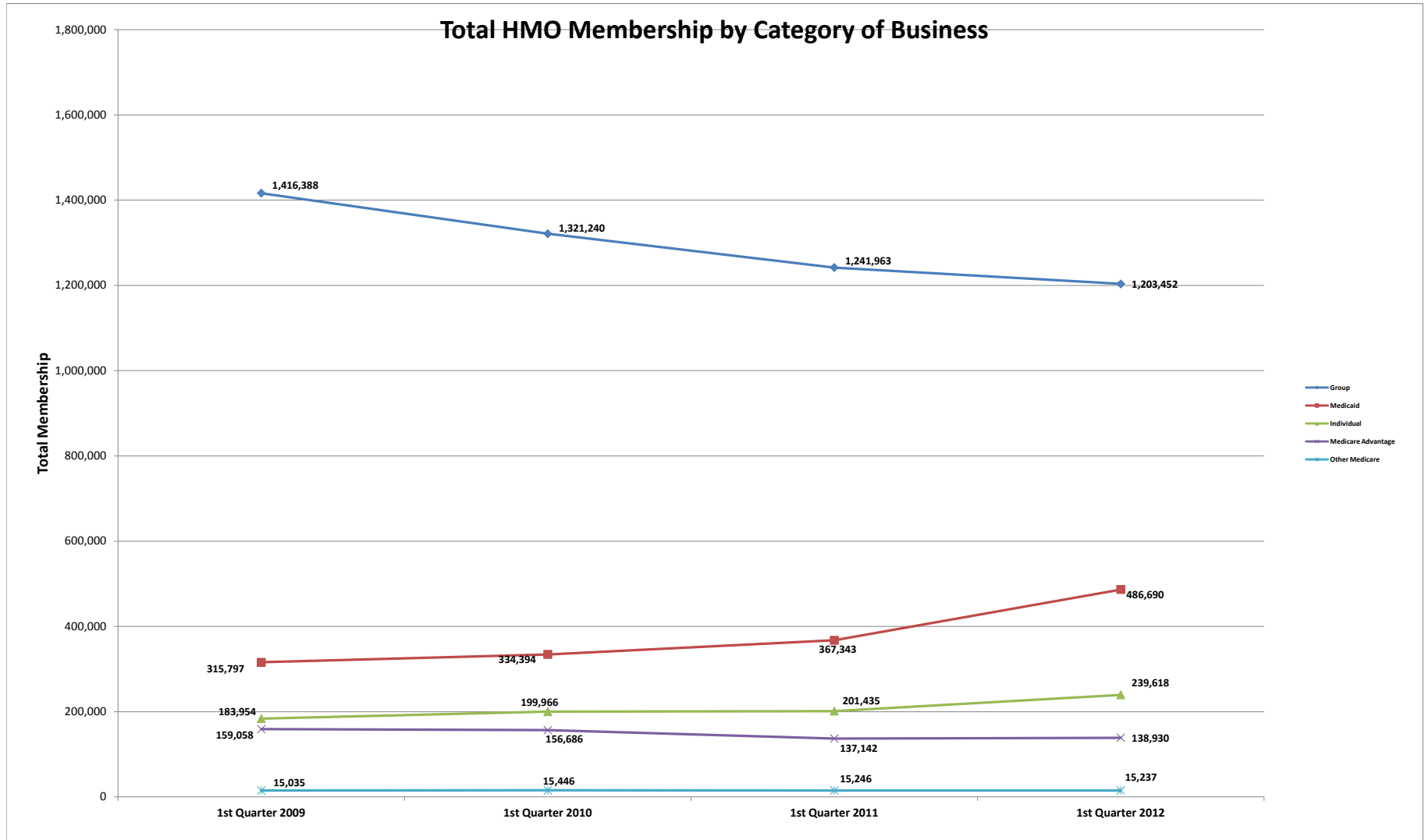
¹ Individual membership includes enrollment in Commonwealth Care for Boston Medical Center Health Plan, Inc., Fallon Community Health Plan, Inc., Neighborhood Health Plan, Inc., and Network Health, LLC.

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012 ¹



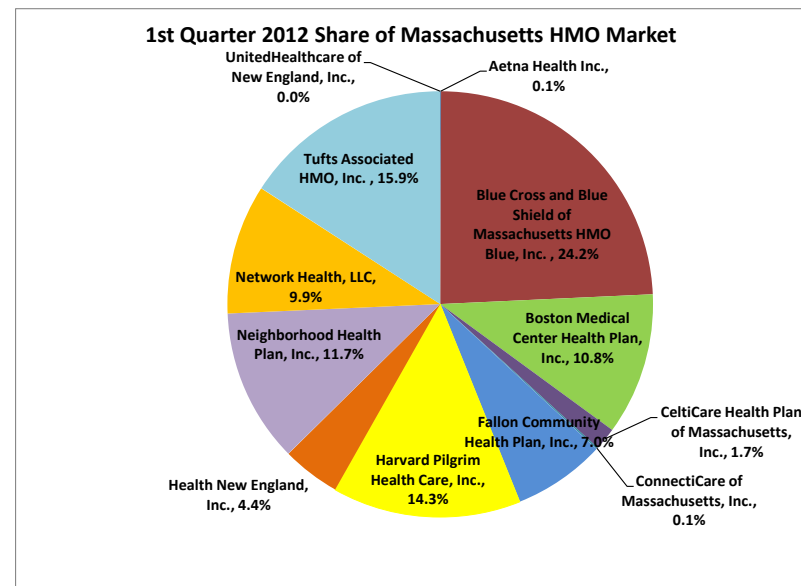
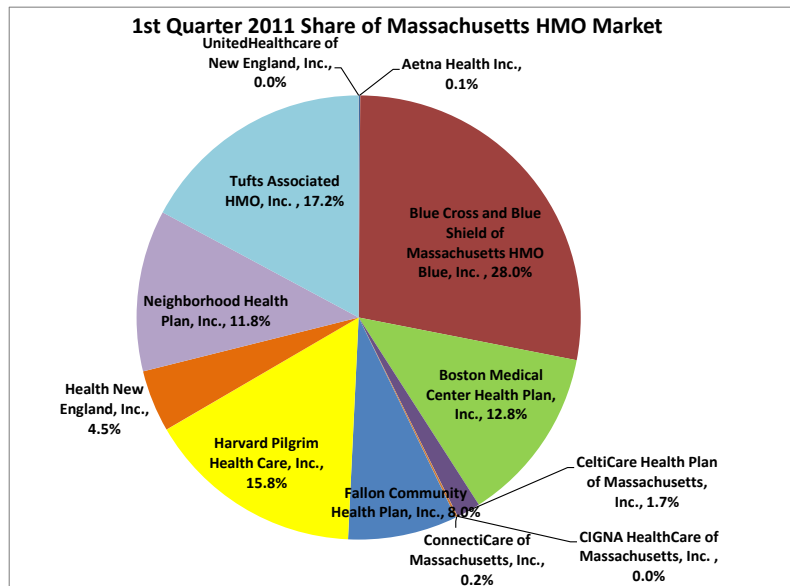
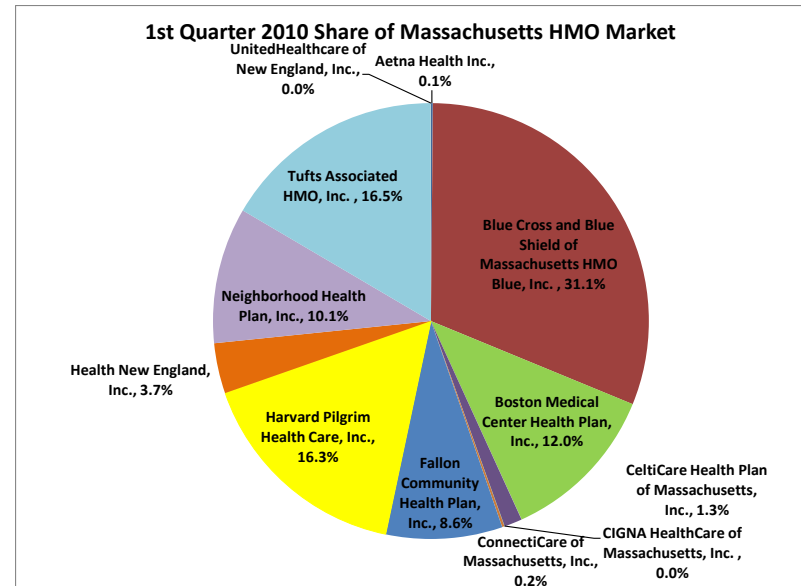
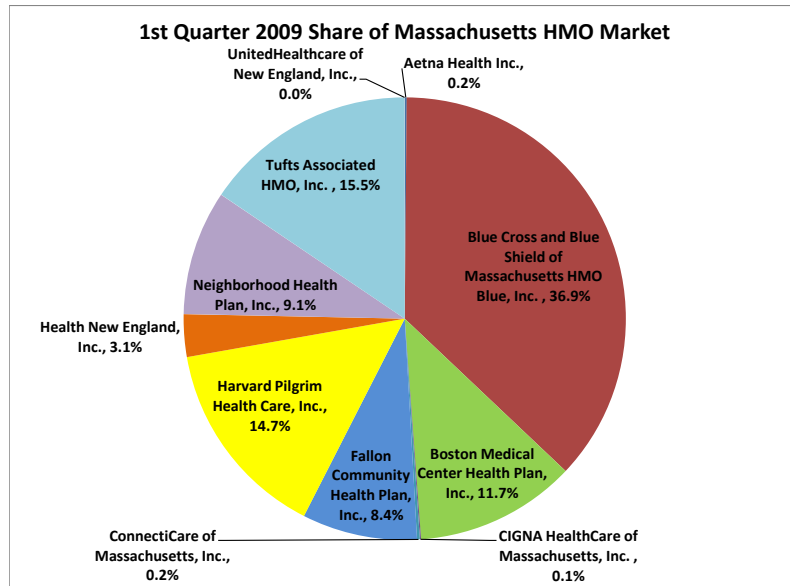
¹ Individual membership includes enrollment in Commonwealth Care for CeltiCare Health Plan of Massachusetts, Inc.

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012 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., CeliCare Health Plan of Massachusetts, Inc., and Network Health, LLC.

Massachusetts Division of Insurance
Quarterly Report of Membership in Health Maintenance Organizations
as of March 31, 2012¹



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. for the first time.