Massachusetts Division of Insurance Quarterly Report of Membership in Closed Network HMO Products and PPO Products offered through an HMO as of March 31, 2014 1

Closed Network

COMPARISON OF 4th QUARTER MEMBERSHIP TO THOSE OF PRIOR THREE QUARTERS	2nd Quarter 2013 Members at End of Quarter	3rd Quarter 2013 Members at End of Quarter	4th Quarter 2013 Members at End of Quarter	1st Quarter 2014 Members at End of Quarter	Member Change 3rd Qtr. 13 to 4th Qtr. 13	Percent Change 3rd Qtr. 13 to 4th Qtr. 13	1st Quarter 2014 Share of Massachusetts Closed Network Market
Aetna Health Inc. ²	1,116	1,147	1,076	1,106	30	2.79%	0.05%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. ³	497,997	498,294	503,278	493,289	(9,989)	-1.98%	22.43%
Boston Medical Center Health Plan, Inc.	280,229	282,278	290,748	308,087	17,339	5.96%	14.01%
CeltiCare Health Plan of Massachusetts, Inc.	15,166	12,265	11,969	40,115	28,146	235.16%	1.82%
ConnectiCare of Massachusetts, Inc.	2,649	2,592	2,496	2,268	(228)	-9.13%	0.10%
Fallon Community Health Plan, Inc.	153,826	151,149	151,089	146,534	(4,555)	-3.01%	6.66%
Harvard Pilgrim Health Care, Inc.	257,648	252,476	246,446	231,177	(15,269)	-6.20%	10.51%
Health New England, Inc.	102,369	103,597	103,848	106,675	2,827	2.72%	4.85%
Minuteman Health, Inc.⁴				761			0.03%
Neighborhood Health Plan, Inc.	256,540	265,040	272,962	306,098	33,136	12.14%	13.92%
Network Health, LLC	220,024	219,308	220,795	241,295	20,500	9.28%	10.97%
Tufts Associated HMO, Inc. 5	317,850	314,901	311,870	321,628	9,758	3.13%	14.63%
Totals	2,105,414	2,103,047	2,116,577	2,199,033	82,456	3.90%	100.00%

PPO

PPO							
COMPARISON OF 4th QUARTER MEMBERSHIP TO THOSE OF PRIOR THREE QUARTERS	2nd Quarter 2013 Members at End of Quarter	3rd Quarter 2013 Members at End of Quarter	4th Quarter 2013 Members at End of Quarter	1st Quarter 2014 Members at End of Quarter	Member Change 3rd Qtr. 13 to 4th Qtr. 13	Percent Change 3rd Qtr. 13 to 4th Qtr. 13	1st Quarter 2014 Share of Massachusetts PPO Market
Aetna Health Inc. ²	901	502	323	189	(134)	-41.49%	0.1%
Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. ³	110,281	113,087	116,030	125,172	9,142	7.88%	80.5%
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.	269	270	304	278	(26)	-8.55%	0.2%
Fallon Community Health Plan, Inc.	124	122	124	29	(95)	-76.61%	0.0%
Harvard Pilgrim Health Care, Inc.	26,120	25,992	25,600	24,919	(681)	-2.66%	16.0%
Health New England, Inc.	3,100	3,111	3,162	2,844	(318)	-10.06%	1.8%
Minuteman Health, Inc. ⁴				17			0.0%
Neighborhood Health Plan, Inc.	0	0	0	0	0	0.00%	0.0%
Network Health, LLC	0	0	73	0	(73)	-100.00%	0.0%
Tufts Associated HMO, Inc. ⁵	2,485	2,310	2,203	2,050	(153)	-6.95%	1.3%
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Totals	143,280	145,394	147,819	155,498	7,679	5.19%	100.0%

Information reported by HMOs as of the end of the first quarter of 2014 based upon the Massachusetts Division of Insurance's "Guidelines for Reporting Membership & Utilization Statistics - Version 6.1" 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 began nonrenewing all small group health business as of April 1, 2011.

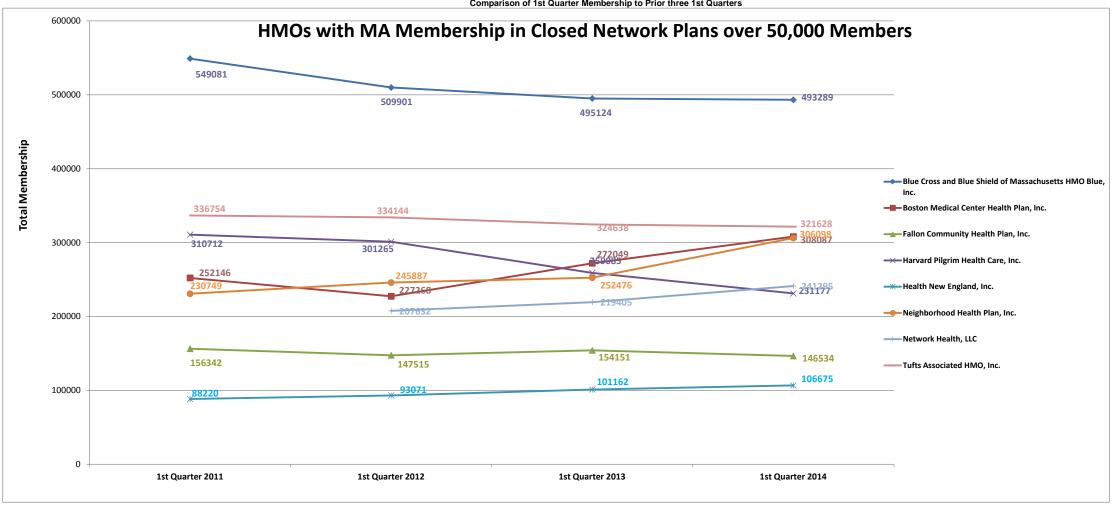
³ Formerly a line of business of Blue Cross and Blue Shield of Massachusetts, Inc. ("BCBSMA"). Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. was created as a separate corporate entity for BCBSMA's HMO line of business effective January 1, 2005.

⁴ Membership in plans offered by Minuteman Health, Inc. began January 1, 2014

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

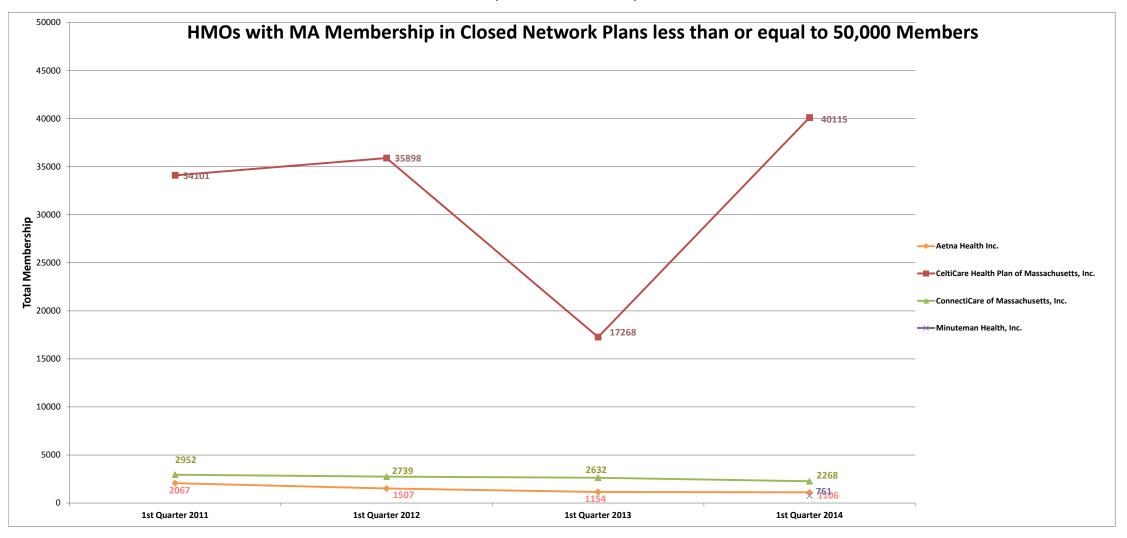
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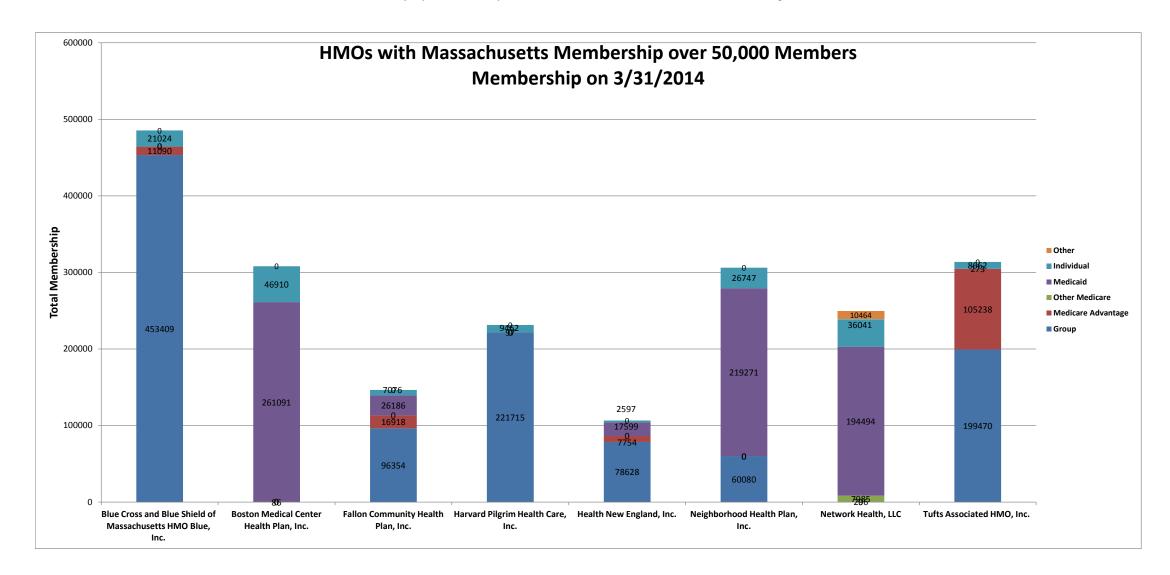
Comparison of 1st Quarter Membership to Prior three 1st Quarters



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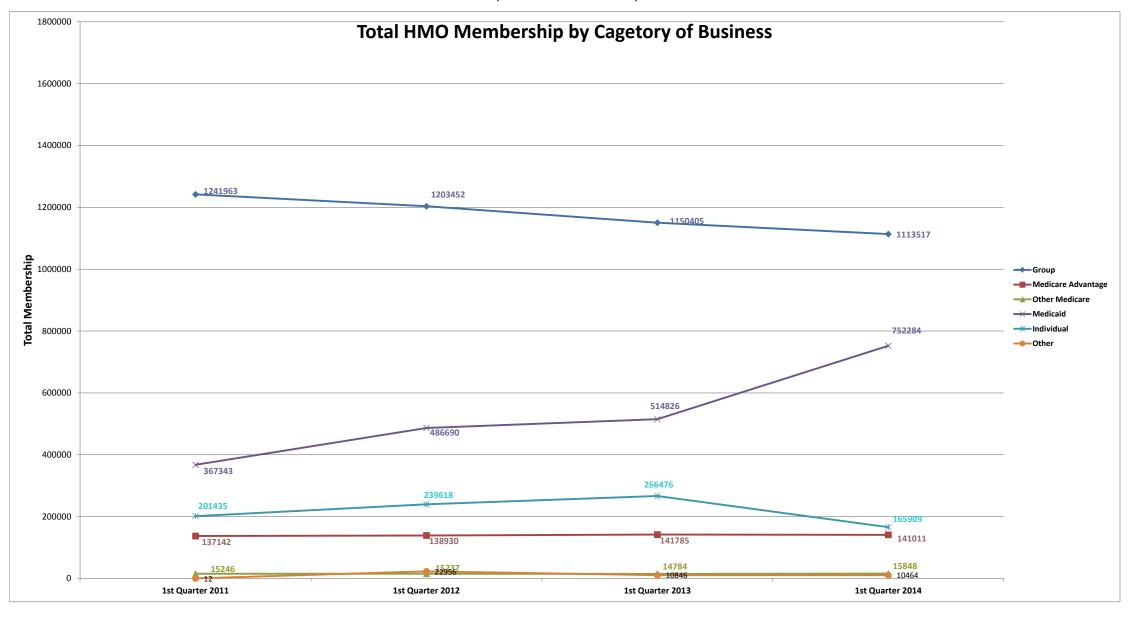
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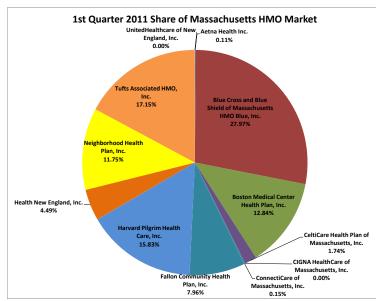


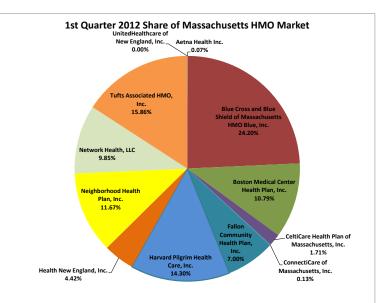


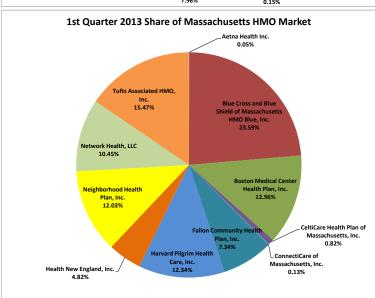
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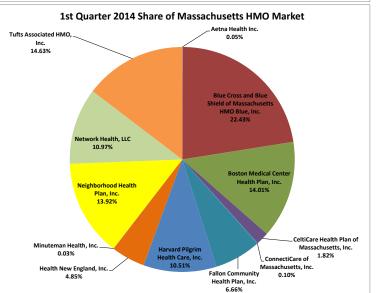


Massachusetts Division of Insurance









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.

² Minuteman Health, Inc.'s membership did not begin until January 1, 2014. The 1st quarter 2014 membership report includes Minuteman Health, Inc. for the first time.