Nongroup Membership	Type	MA	MA	2002 - 2003
Total Membership	of	Members	Members	MEMBER
	Plan	as of 12/31/02	as of 12/31/03	DIFFERENCE
Aetna Life Insurance Company	Medical	0	0	0
Aetna Life Insurance Company	Pref Prov	14	9	(5)
Aetna Health Inc.	НМО	257	113	(144)
Blue Cross and Blue Shield of MA, Inc. (PPO Blue Direct)	Pref Prov	3,287	3,536	249
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - PPO Basic Blue Direct)	Pref Prov	29	483	454
Blue Cross and Blue Shield of MA, Inc. (HMO Blue - HMO Blue Direct)	НМО	16,239	18,007	1,768
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - HMO Basic Blue Direct)	НМО	5,363	7,965	2,602
CIGNA HealthCare of Massachusetts, Inc.	НМО	273	362	89
Fallon Community Health Plan, Inc. (Std. Plan)	НМО	924	943	19
Fallon Community Health Plan, Inc. (Alt. Plan - Independent Plan 1000)	НМО	0	119	119
Gerber Life Insurance Company	Medical	1	5	4
(The) Guardian Life Insurance Company of America	Medical	1	2	1
(The) Guardian Life Insurance Company of America	Pref Prov	12	15	3
Harvard Pilgrim Health Care, Inc. (Std. Plan)	НМО	5,401	5,372	(29)
Harvard Pilgrim Health Care, Inc. (Alt. Plan - Nongroup Low Option)5	НМО	2,727	3,621	894
Health New England, Inc.	НМО	760	748	(12)
John Alden Life Insurance Company	Medical	0	0	0
John Alden Life Insurance Company	Pref Prov	3	0	(3)
(The) MEGA Life and Health Insurance Company	Medical	0	0	0
New England Life Insurance Company	Medical	0	0	0
New England Life Insurance Company	Pref Prov	0	0	0
Tufts Associated HMO, Inc.	НМО	1,474	1,283	(191)
United HealthCare Insurance Company	Medical	18	15	(3)
United HealthCare Insurance Company	Pref Prov	26	27	1
United HealthCare of New England, Inc.	НМО	117	101	(16)
Total Members		36,926	42,726	5,800
Massachusetts Population <sup>6</sup>		6,421,800	6,433,422	
Market Penetration Rate 7		0.58%	0.66%	

Nongroup Membership	Туре	MA	MA	2002 - 2003
Total Subscribers	of	Subscribers	Subscribers	Subscriber
	Plan	as of 12/31/02	as of 12/31/03	DIFFERENCE
Aetna Life Insurance Company	Medical	0	0	0
Aetna Life Insurance Company	Pref Prov	12	9	(3)
Aetna Health Inc.	HMO	208	91	(117)
Blue Cross and Blue Shield of MA, Inc. (PPO Blue Direct)	Pref Prov	2,155	2,229	74
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - PPO Basic Blue Direct)	Pref Prov	22	344	322
Blue Cross and Blue Shield of MA, Inc. (HMO Blue - HMO Blue Direct)	НМО	9,908	10,765	857
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - HMO Basic Blue Direct)	НМО	3,464	5,040	1,576
CIGNA HealthCare of Massachusetts, Inc.	НМО	230	311	81
Fallon Community Health Plan, Inc. (Std. Plan)	НМО	761	766	5
Fallon Community Health Plan, Inc. (Alt. Plan - Independent Plan 1000)	НМО	0	84	84
Gerber Life Insurance Company	Medical	1	2	1
(The) Guardian Life Insurance Company of America	Medical	1	2	1
(The) Guardian Life Insurance Company of America	Pref Prov	9	12	3
Harvard Pilgrim Health Care, Inc. (Std. Plan)	НМО	4,135	4,175	40
Harvard Pilgrim Health Care, Inc. (Alt. Plan - Nongroup Low Option) 5	НМО	2,185	2,915	730
Health New England, Inc.	НМО	678	688	10
John Alden Life Insurance Company	Medical	0	0	0
John Alden Life Insurance Company	Pref Prov	3	0	(3)
(The) MEGA Life and Health Insurance Company	Medical	0	0	0
New England Life Insurance Company	Medical	0	0	0
New England Life Insurance Company	Pref Prov	0	0	0
Tufts Associated HMO, Inc.	НМО	1,217	1,051	(166)
United HealthCare Insurance Company	Medical	15	10	(5)
United HealthCare Insurance Company	Pref Prov	21	23	2
United HealthCare of New England, Inc.	НМО	100	85	(15)
Total Subscribers		25,125	28,602	3,477

Nongroup Membership Total Dependents	Type	MA Dependents	MA Dependents	2002 - 2003 Dependent
Total Dependents	Plan	as of 12/31/02	as of 12/31/03	DIFFERENCE
Aetna Life Insurance Company	Medical	0	0	0
Aetna Life Insurance Company	Pref Prov	2	0	(2)
Aetna Health Inc.	НМО	49	22	(27)
Blue Cross and Blue Shield of MA, Inc. (PPO Blue Direct)	Pref Prov	1,132	1,307	175
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - PPO Basic Blue Direct)	Pref Prov	7	139	132
Blue Cross and Blue Shield of MA, Inc. (HMO Blue - HMO Blue Direct)	HMO	6,331	7,242	911
Blue Cross and Blue Shield of MA, Inc. (Alt. Plan - HMO Basic Blue Direct)	НМО	1,899	2,925	1,026
CIGNA HealthCare of Massachusetts, Inc.	HMO	43	51	8
Fallon Community Health Plan, Inc. (Std. Plan)	НМО	163	177	14
Fallon Community Health Plan, Inc. (Alt. Plan)	HMO	0	35	35
Gerber Life Insurance Company	Medical		3	3
(The) Guardian Life Insurance Company of America	Medical	0	0	0
(The) Guardian Life Insurance Company of America	Pref Prov	3	3	0
Harvard Pilgrim Health Care, Inc. (Std. Plan)	HMO	1,266	1,197	(69)
Harvard Pilgrim Health Care, Inc. (Alt. Plan - Nongroup Low Option)5	НМО	542	706	164
Health New England, Inc.	HMO	82	60	(22)
John Alden Life Insurance Company	Medical	0	0	0
John Alden Life Insurance Company	Pref Prov	0	0	0
(The) MEGA Life and Health Insurance Company	Medical	0	0	0
New England Life Insurance Company	Medical	0	0	0
New England Life Insurance Company	Pref Prov	0	0	0
Tufts Associated HMO, Inc.	НМО	257	232	(25)
United HealthCare Insurance Company	Medical	3	5	2
United HealthCare Insurance Company	Pref Prov	5	4	(1)
United HealthCare of New England, Inc.	HMO	17	16	(1)
Total Dependents	_	11,801	14,124	2,323

As of April 14, 2004 Page 1

Represents membership in guaranteed issue nongroup health plans subject to M.G.L. c. 176M excluding membership in guaranteed issue health plans available only on a group conversion basis (please see separate report for this information).

Blue Cross and Blue Shield of Massachusetts, Inc. began offering PPO Basic Blue Direct for coverage effective December 1, 2001.

Fallon Community Health Plan, Inc. began offering Independent Care 1000 utilizing the Fallon Select Care Network for coverage effective December 1, 2003.

Harvard Pligrim Health Care, Inc. began offering Nongroup Low Option for coverage effective December 1, 2001.

Table 3. Annual Estimates of Population Change for Counties of Massachusetts and County Rankings: July 1, 2002 to July 1, 2003 (CO-EST2003-03-25). Source: Population Division, U.S. Census Bureau. Release Date: April 9, 2004

Total members in Massachusetts divided by the respective annual estimated population in Massachusetts.