

STATEMENT FOR THE PERIOD ENDING **MARCH 31, 2009**

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION ION / 2. DIVISION **CONSOLIDATED**

(Location)

EXHIBIT II (Filed Annually and Quarterly)

ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES

Indicate Reporting Period: Current Quarter

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 150,037 | 17,659 | 132,378 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 452,254 | 53,905 | 398,349 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 501,345,197 | 19,224,120 | 482,121,077 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 501,325,735 | 19,223,374 | 482,102,361 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 1,792,175 | 0 | 1,792,175 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 441,312 | 0 | 441,312 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 503,559,222 | 19,223,374 | 484,335,848 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 407,692,753 | 14,863,810 | 392,828,943 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 407,692,753 | 14,863,810 | 392,828,943 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,592,225 | 167,425 | 4,424,800 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 45,956,309 | 1,675,492 | 44,280,817 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 458,241,287 | 16,706,727 | 441,534,560 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 45,317,935 | 2,516,647 | 42,801,288 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 2,036,351 | 78,084 | 1,958,267 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 241,974 | 9,279 | 232,695 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,278,325 | 87,363 | 2,190,962 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 47,596,260 | 2,604,010 | 44,992,250 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 16,440,761 | 630,422 | 15,810,339 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 31,155,499 | 1,973,588 | 29,181,911 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| NON-TAXABLE COMMERCIAL RISK ENROLLEES..... | | 0 | (Examples of non-taxable enrollees are State | | | 0 | # of Enrollees in C3-Pt D included in C3-Basic | | | |
| NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... | | 0 | of Texas enrollees and Federal employees.) | | | 0 | # of Member Months in C3-Pt D included in C3-Basic | | | |

* Other (identify products(s); eg PPO): 0

STATEMENT FOR THE PERIOD ENDING **MARCH 31, 2009**

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION ION / 2. DIVISION **CONSOLIDATED**

(Location)

EXHIBIT II (Filed Annually and Quarterly)

ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES

Indicate Reporting Period: Year-to-Date

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 150,037 | 17,659 | 132,378 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 452,254 | 53,905 | 398,349 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 501,345,197 | 19,224,120 | 482,121,077 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 501,325,735 | 19,223,374 | 482,102,361 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 1,792,175 | 0 | 1,792,175 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 441,312 | 0 | 441,312 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 503,559,222 | 19,223,374 | 484,335,848 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 407,692,753 | 14,863,810 | 392,828,943 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 407,692,753 | 14,863,810 | 392,828,943 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,592,225 | 167,425 | 4,424,800 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 45,956,309 | 1,675,492 | 44,280,817 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 458,241,287 | 16,706,727 | 441,534,560 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 45,317,935 | 2,516,647 | 42,801,288 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 2,036,351 | 78,084 | 1,958,267 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 241,974 | 9,279 | 232,695 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,278,325 | 87,363 | 2,190,962 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 47,596,260 | 2,604,010 | 44,992,250 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 16,440,761 | 630,422 | 15,810,339 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 31,155,499 | 1,973,588 | 29,181,911 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| NON-TAXABLE COMMERCIAL RISK ENROLLEES..... | | 0 | (Examples of non-taxable enrollees are State | | | 0 | # of Enrollees in C3-Pt D included in C3-Basic | | | |
| NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... | | 0 | of Texas enrollees and Federal employees.) | | | 0 | # of Member Months in C3-Pt D included in C3-Basic | | | |

* Other (identify products(s); eg PPO): 0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **MARCH 31, 2009**

OF THE **PacifiCare of Texas, Inc.**

REPORT FOR DIVISION: **Dallas**

(Location)

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|---|-------------|------------------------------------|------------|-----------------------------|---------------------|---------------------|--|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 97,205 | 0 | 7,321 | 0 | 0 | 0 | 3,544 | 86,340 | 0 | 0 |
| 2. First Quarter | 99,701 | 0 | 7,647 | 0 | 0 | 0 | 3,437 | 88,617 | 0 | 0 |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 0 | | | | | | | | | |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 300,109 | 0 | 23,109 | 0 | 0 | 0 | 10,337 | 266,663 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 140,135 | 0 | 6,815 | 0 | 0 | 0 | 3,908 | 129,412 | 0 | 0 |
| 8. Non-Physician | 15,423 | 0 | 372 | 0 | 0 | 0 | 209 | 14,842 | 0 | 0 |
| 9. Total | 155,558 | 0 | 7,187 | 0 | 0 | 0 | 4,117 | 144,254 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 4,605 | 0 | 752 | 0 | 0 | 0 | 337 | 3,516 | 0 | 0 |
| 11. Number of Inpatient Admissions | 882 | 0 | 188 | 0 | 0 | 0 | 84 | 610 | 0 | 0 |
| 12. Health Premiums Written | 335,367,303 | 0 | 8,154,072 | 0 | 0 | 0 | 4,470,930 | 322,742,301 | 0 | 0 |
| 13. Life Premiums Direct | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Property & Casualty Premiums Written | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. Health Premiums Earned | 336,567,024 | 0 | 8,154,072 | 0 | 0 | 0 | 4,470,930 | 323,942,022 | 0 | 0 |
| 16. Property/Casualty Premiums Earned | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. Amount Paid for Provision of Health Care Services | 246,604,549 | 0 | 6,887,769 | 0 | 0 | 0 | 3,767,160 | 235,949,620 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 272,718,610 | 0 | 6,241,708 | 0 | 0 | 0 | 3,508,690 | 262,968,212 | 0 | 0 |

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Dallas

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 99,701 | 11,084 | 88,617 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 300,111 | 33,448 | 266,663 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 335,367,303 | 12,625,002 | 322,742,301 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 335,354,284 | 12,624,512 | 322,729,772 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 1,199,721 | 0 | 1,199,721 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 295,424 | 0 | 295,424 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 336,849,429 | 12,624,512 | 324,224,917 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 272,718,610 | 9,750,399 | 262,968,211 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 272,718,610 | 9,750,399 | 262,968,211 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 3,072,010 | 109,953 | 2,962,057 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 30,742,880 | 1,100,341 | 29,642,539 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 306,533,500 | 10,960,693 | 295,572,807 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 30,315,929 | 1,663,819 | 28,652,110 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,362,186 | 51,280 | 1,310,906 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 161,864 | 6,093 | 155,771 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 1,524,050 | 57,373 | 1,466,677 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 31,839,979 | 1,721,192 | 30,118,787 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 10,997,799 | 414,015 | 10,583,784 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 20,842,180 | 1,307,177 | 19,535,003 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Dallas

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 99,701 | 11,084 | 88,617 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 300,111 | 33,448 | 266,663 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 335,367,303 | 12,625,002 | 322,742,301 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 335,354,284 | 12,624,512 | 322,729,772 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 1,199,721 | 0 | 1,199,721 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 295,424 | 0 | 295,424 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 336,849,429 | 12,624,512 | 324,224,917 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 272,718,610 | 9,750,399 | 262,968,211 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 272,718,610 | 9,750,399 | 262,968,211 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 3,072,010 | 109,953 | 2,962,057 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 30,742,880 | 1,100,341 | 29,642,539 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 306,533,500 | 10,960,693 | 295,572,807 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 30,315,929 | 1,663,819 | 28,652,110 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,362,186 | 51,280 | 1,310,906 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 161,864 | 6,093 | 155,771 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 1,524,050 | 57,373 | 1,466,677 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 31,839,979 | 1,721,192 | 30,118,787 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 10,997,799 | 414,015 | 10,583,784 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 20,842,180 | 1,307,177 | 19,535,003 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **MARCH 31, 2009**

OF THE **PacifiCare of Texas, Inc.**

REPORT FOR DIVISION: **Houston**

(Location)

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|--|------------|------------------------------------|------------|-----------------------------|---------------------|---------------------|--|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 962 | 0 | 922 | 0 | 0 | 0 | 0 | 40 | 0 | 0 |
| 2. First Quarter | 1,294 | 0 | 1,253 | 0 | 0 | 0 | 0 | 41 | 0 | 0 |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 0 | | | | | | | | | |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 4,330 | 0 | 4,206 | 0 | 0 | 0 | 0 | 124 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 820 | 0 | 760 | 0 | 0 | 0 | 0 | 60 | 0 | 0 |
| 8. Non-Physician | 21 | 0 | 14 | 0 | 0 | 0 | 0 | 7 | 0 | 0 |
| 9. Total | 841 | 0 | 774 | 0 | 0 | 0 | 0 | 67 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 139 | 0 | 137 | 0 | 0 | 0 | 0 | 2 | 0 | 0 |
| 11. Number of Inpatient Admissions | 34 | 0 | 34 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Health Premiums Written | 952,666 | 0 | 803,144 | 0 | 0 | 0 | 0 | 149,522 | 0 | 0 |
| 13. Life Premiums Direct | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Property & Casualty Premiums Written | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. Health Premiums Earned | 953,221 | 0 | 803,144 | 0 | 0 | 0 | 0 | 150,077 | 0 | 0 |
| 16. Property/Casualty Premiums Earned | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. Amount Paid for Provision of Health Care Services | 787,730 | 0 | 678,418 | 0 | 0 | 0 | 0 | 109,312 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 736,613 | 0 | 614,784 | 0 | 0 | 0 | 0 | 121,829 | 0 | 0 |

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Houston

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 1,294 | 1,253 | 41 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 4,330 | 4,206 | 124 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 952,666 | 803,144 | 149,522 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 952,629 | 803,113 | 149,516 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 556 | 0 | 556 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 137 | 0 | 137 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 953,322 | 803,113 | 150,209 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 736,613 | 614,784 | 121,829 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 736,613 | 614,784 | 121,829 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 8,367 | 6,995 | 1,372 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 83,732 | 69,999 | 13,733 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 828,712 | 691,778 | 136,934 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 124,610 | 111,335 | 13,275 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 3,869 | 3,262 | 607 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 460 | 388 | 72 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 4,329 | 3,650 | 679 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 128,939 | 114,985 | 13,954 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 31,241 | 26,338 | 4,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 97,698 | 88,647 | 9,051 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Houston

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 1,294 | 1,253 | 41 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 4,330 | 4,206 | 124 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 952,666 | 803,144 | 149,522 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 952,629 | 803,113 | 149,516 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 556 | 0 | 556 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 137 | 0 | 137 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 953,322 | 803,113 | 150,209 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 736,613 | 614,784 | 121,829 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 736,613 | 614,784 | 121,829 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 8,367 | 6,995 | 1,372 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 83,732 | 69,999 | 13,733 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 828,712 | 691,778 | 136,934 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 124,610 | 111,335 | 13,275 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 3,869 | 3,262 | 607 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 460 | 388 | 72 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 4,329 | 3,650 | 679 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 128,939 | 114,985 | 13,954 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 31,241 | 26,338 | 4,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 97,698 | 88,647 | 9,051 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **MARCH 31, 2009**

OF THE **PacifiCare of Texas, Inc.**

REPORT FOR DIVISION: **San Antonio**

(Location)

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|--|-------------|------------------------------------|------------|-----------------------------|---------------------|---------------------|--|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 47,478 | 0 | 2,286 | 0 | 0 | 0 | 2,595 | 42,597 | 0 | 0 |
| 2. First Quarter | 48,448 | 0 | 2,421 | 0 | 0 | 0 | 2,307 | 43,720 | 0 | 0 |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 0 | | | | | | | | | |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 146,028 | 0 | 7,452 | 0 | 0 | 0 | 7,014 | 131,562 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 68,923 | 0 | 2,850 | 0 | 0 | 0 | 2,226 | 63,847 | 0 | 0 |
| 8. Non-Physician | 8,225 | 0 | 551 | 0 | 0 | 0 | 352 | 7,322 | 0 | 0 |
| 9. Total | 77,148 | 0 | 3,401 | 0 | 0 | 0 | 2,578 | 71,169 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 2,205 | 0 | 242 | 0 | 0 | 0 | 228 | 1,735 | 0 | 0 |
| 11. Number of Inpatient Admissions | 419 | 0 | 61 | 0 | 0 | 0 | 57 | 301 | 0 | 0 |
| 12. Health Premiums Written | 164,517,370 | 0 | 2,078,196 | 0 | 0 | 0 | 3,209,920 | 159,229,254 | 0 | 0 |
| 13. Life Premiums Direct | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Property & Casualty Premiums Written | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. Health Premiums Earned | 165,109,269 | 0 | 2,078,196 | 0 | 0 | 0 | 3,209,920 | 159,821,153 | 0 | 0 |
| 16. Property/Casualty Premiums Earned | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. Amount Paid for Provision of Health Care Services | 120,869,021 | 0 | 1,755,458 | 0 | 0 | 0 | 2,704,645 | 116,408,918 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 133,848,779 | 0 | 1,590,799 | 0 | 0 | 0 | 2,519,077 | 129,738,903 | 0 | 0 |

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

San Antonio

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 48,448 | 4,728 | 43,720 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 146,028 | 14,466 | 131,562 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 164,517,370 | 5,288,116 | 159,229,254 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 164,510,984 | 5,287,911 | 159,223,073 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 591,898 | 0 | 591,898 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 145,751 | 0 | 145,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 165,248,633 | 5,287,911 | 159,960,722 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 133,848,779 | 4,109,876 | 129,738,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 133,848,779 | 4,109,876 | 129,738,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 1,507,426 | 46,055 | 1,461,371 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 15,085,434 | 460,889 | 14,624,545 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 150,441,639 | 4,616,820 | 145,824,819 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 14,806,994 | 671,091 | 14,135,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 668,232 | 21,479 | 646,753 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 79,404 | 2,552 | 76,852 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 747,636 | 24,031 | 723,605 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 15,554,630 | 695,122 | 14,859,508 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 5,395,067 | 173,415 | 5,221,652 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 10,159,563 | 521,707 | 9,637,856 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

San Antonio

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 48,448 | 4,728 | 43,720 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 146,028 | 14,466 | 131,562 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 164,517,370 | 5,288,116 | 159,229,254 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 164,510,984 | 5,287,911 | 159,223,073 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 591,898 | 0 | 591,898 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 145,751 | 0 | 145,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 165,248,633 | 5,287,911 | 159,960,722 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 133,848,779 | 4,109,876 | 129,738,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 133,848,779 | 4,109,876 | 129,738,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 1,507,426 | 46,055 | 1,461,371 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 15,085,434 | 460,889 | 14,624,545 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 150,441,639 | 4,616,820 | 145,824,819 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 14,806,994 | 671,091 | 14,135,903 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 668,232 | 21,479 | 646,753 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 79,404 | 2,552 | 76,852 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 747,636 | 24,031 | 723,605 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 15,554,630 | 695,122 | 14,859,508 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 5,395,067 | 173,415 | 5,221,652 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 10,159,563 | 521,707 | 9,637,856 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| NON-TAXABLE COMMERCIAL RISK ENROLLEES..... | | 0 | (Examples of non-taxable enrollees are State | | | 0 | # of Enrollees in C3-Pt D included in C3-Basic | | | |
| NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... | | 0 | of Texas enrollees and Federal employees.) | | | 0 | # of Member Months in C3-Pt D included in C3-Basic | | | |

* Other (identify products(s); eg PPO): 0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **MARCH 31, 2009**

OF THE **PacifiCare of Texas, Inc.**

REPORT FOR DIVISION: **Austin**

(Location)

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|--|------------|------------------------------------|------------|-----------------------------|---------------------|---------------------|--|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 495 | 0 | 495 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. First Quarter | 594 | 0 | 594 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 0 | | | | | | | | | |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 1,785 | 0 | 1,785 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8. Non-Physician | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Total | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 58 | 0 | 58 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Number of Inpatient Admissions | 15 | 0 | 15 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Health Premiums Written | 507,858 | 0 | 507,858 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. Life Premiums Direct | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Property & Casualty Premiums Written | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. Health Premiums Earned | 507,858 | 0 | 507,858 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Property/Casualty Premiums Earned | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. Amount Paid for Provision of Health Care Services | 428,989 | 0 | 428,989 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 388,751 | 0 | 388,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Austin

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|----------|--|---|--------|---|------------------------------------|--------------------------------------|-------------------------------------|-------------|----------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 594 | 594 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 1,785 | 1,785 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 507,858 | 507,858 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 507,838 | 507,838 | 0 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 507,838 | 507,838 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 388,751 | 388,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 388,751 | 388,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,423 | 4,423 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 44,263 | 44,263 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 437,437 | 437,437 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 70,401 | 70,401 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 2,063 | 2,063 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 245 | 245 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,308 | 2,308 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 72,709 | 72,709 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 16,654 | 16,654 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 56,055 | 56,055 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Austin

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

| | 1. Total | 2. COMMERCIAL RISK (Omit Provider HMO Business) | 3. MEDICARE (Omit Provider HMO Business) | | 4. MEDICAID (Omit Provider HMO Business) | 5. POINT OF SERVICE RIDER COVERAGE | 6. ASSUMED RISK (as Provider HMO) | 7. CHILDREN'S HEALTH INSURANCE PLAN | 8. NON-RISK | 9. OTHER |
|--|-------------|--|--|--------|---|---|--|---|----------------|-------------|
| | | | BASIC | PART D | | | | | | |
| 1. ENROLLEES AT THE END OF REPT PERIOD..... | 594 | 594 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 1,785 | 1,785 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 507,858 | 507,858 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 507,838 | 507,838 | 0 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6. Fee-for-service (gross revenues)..... | 0 | XXXXXXXX | 0 | 0 | 0 | XXXXXXXX | XXXXXXXX | XXXXXXXX | 0 | 0 |
| 7. Risk revenue..... | 0 | XXXXXXXX | 0 | 0 | XXXXXXXX | XXXXXXXX | 0 | XXXXXXXX | XXXXXXXX | 0 |
| 8. Aggregate write-in for other health related revenues..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Aggregate write-in for other revenue (excluding investment income)..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. TOTAL REVENUE (L4 to L9)..... | 507,838 | 507,838 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 388,751 | 388,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Net reinsurance recoveries..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 13. TOTAL MEDICAL & HOSP (L11 less L12)..... | 388,751 | 388,751 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,423 | 4,423 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 44,263 | 44,263 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 16. Increase in reserves for A&H contracts..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16)..... | 437,437 | 437,437 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 70,401 | 70,401 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 2,063 | 2,063 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 245 | 245 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,308 | 2,308 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 22. Aggregate write-in for other expenses..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22)..... | 72,709 | 72,709 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 16,654 | 16,654 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 56,055 | 56,055 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 0 # of Member Months in C3-Pt D included in C3-Basic

* Other (identify products(s); eg PPO): 0