

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 30, 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..... | 151,895 | 17,436 | 134,459 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 455,147 | 52,472 | 402,675 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 493,495,831 | 19,052,266 | 474,443,565 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 493,065,336 | 19,035,800 | 474,029,536 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | (2,218,621) | 0 | (2,218,621) | 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)..... | 490,846,715 | 19,035,800 | 471,810,915 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 391,517,342 | 17,829,233 | 373,688,109 | 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)..... | 391,517,342 | 17,829,233 | 373,688,109 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,448,669 | 201,389 | 4,247,280 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 44,483,942 | 2,013,806 | 42,470,136 | 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)..... | 440,449,953 | 20,044,427 | 420,405,526 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 50,396,762 | (1,008,628) | 51,405,390 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,497,061 | 56,845 | 1,440,216 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 786,107 | 31,257 | 754,850 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,283,168 | 88,101 | 2,195,067 | 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)..... | 52,679,930 | (920,526) | 53,600,456 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 18,338,721 | 722,963 | 17,615,758 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 34,341,209 | (1,643,490) | 35,984,699 | 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 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..... | 151,895 | 17,436 | 134,459 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 1,360,776 | 159,216 | 1,201,560 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 1,423,748,374 | 57,364,619 | 1,366,383,755 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 1,422,335,051 | 57,307,675 | 1,365,027,376 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 2,623,299 | 0 | 2,623,299 | 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)..... | 1,424,958,350 | 57,307,675 | 1,367,650,675 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 1,185,532,743 | 48,394,165 | 1,137,138,578 | 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)..... | 1,185,532,743 | 48,394,165 | 1,137,138,578 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 12,955,879 | 528,867 | 12,427,012 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 129,567,174 | 5,289,011 | 124,278,163 | 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)..... | 1,328,055,796 | 54,212,042 | 1,273,843,754 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 96,902,554 | 3,095,632 | 93,806,922 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 5,384,981 | 216,968 | 5,168,013 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 1,252,695 | 50,473 | 1,202,222 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 6,637,676 | 267,440 | 6,370,236 | 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)..... | 103,540,230 | 3,363,073 | 100,177,157 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 36,160,926 | 1,456,969 | 34,703,957 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 67,379,304 | 1,906,103 | 65,473,201 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| NON-TAXABLE COMMERCIAL RISK ENROLLEES..... | | 0 | (Examples of non-taxable enrollees are State of Texas enrollees and Federal employees.) | | | | 0 | # of Enrollees in C3-Pt D included in C3-Basic | | |
| NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... | | 0 | | | | | 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 **SEPTEMBER 30, 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 | 0 | | | | | | | | | |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 101,036 | 0 | 7,669 | 0 | 0 | 0 | 3,357 | 90,010 | 0 | 0 |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 904,045 | 0 | 69,231 | 0 | 0 | 0 | 30,464 | 804,350 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 434,897 | 0 | 21,671 | 0 | 0 | 0 | 11,989 | 401,237 | 0 | 0 |
| 8. Non-Physician | 46,754 | 0 | 1,547 | 0 | 0 | 0 | 895 | 44,312 | 0 | 0 |
| 9. Total | 481,651 | 0 | 23,218 | 0 | 0 | 0 | 12,884 | 445,549 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 13,846 | 0 | 2,567 | 0 | 0 | 0 | 1,141 | 10,138 | 0 | 0 |
| 11. Number of Inpatient Admissions | 2,567 | 0 | 583 | 0 | 0 | 0 | 259 | 1,725 | 0 | 0 |
| 12. Health Premiums Written | 952,309,272 | 0 | 24,499,813 | 0 | 0 | 0 | 13,122,550 | 914,686,909 | 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 | 954,065,365 | 0 | 24,499,813 | 0 | 0 | 0 | 13,122,550 | 916,443,002 | 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 | 780,360,341 | 0 | 20,879,737 | 0 | 0 | 0 | 10,404,334 | 749,076,270 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 793,119,960 | 0 | 21,469,600 | 0 | 0 | 0 | 10,425,143 | 761,225,217 | 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..... | 101,036 | 11,026 | 90,010 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 302,195 | 32,636 | 269,559 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 330,113,032 | 12,510,223 | 317,602,809 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 329,825,056 | 12,499,407 | 317,325,649 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | (1,485,193) | 0 | (1,485,193) | 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)..... | 328,339,863 | 12,499,407 | 315,840,456 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 261,838,911 | 11,812,720 | 250,026,191 | 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)..... | 261,838,911 | 11,812,720 | 250,026,191 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 2,975,400 | 133,558 | 2,841,842 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 29,752,160 | 1,335,524 | 28,416,636 | 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)..... | 294,566,471 | 13,281,802 | 281,284,669 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 33,773,392 | (782,395) | 34,555,787 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,001,455 | 37,343 | 964,112 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 525,820 | 20,506 | 505,314 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 1,527,275 | 57,849 | 1,469,426 | 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)..... | 35,300,667 | (724,546) | 36,025,213 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 12,266,808 | 474,438 | 11,792,370 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 23,033,859 | (1,198,984) | 24,232,843 | 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..... | 101,036 | 11,026 | 90,010 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 904,045 | 99,695 | 804,350 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 952,309,272 | 37,622,363 | 914,686,909 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 951,363,935 | 37,585,016 | 913,778,919 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 1,756,093 | 0 | 1,756,093 | 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)..... | 953,120,028 | 37,585,016 | 915,535,012 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 793,119,959 | 31,894,742 | 761,225,217 | 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)..... | 793,119,959 | 31,894,742 | 761,225,217 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 8,665,766 | 346,855 | 8,318,911 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 86,663,274 | 3,468,777 | 83,194,497 | 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)..... | 888,448,999 | 35,710,374 | 852,738,625 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 64,671,029 | 1,874,642 | 62,796,387 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 3,601,877 | 142,297 | 3,459,580 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 837,896 | 33,102 | 804,794 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 4,439,773 | 175,399 | 4,264,374 | 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)..... | 69,110,802 | 2,050,041 | 67,060,761 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 24,187,129 | 955,548 | 23,231,581 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 44,923,673 | 1,094,493 | 43,829,180 | 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 **SEPTEMBER 30, 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 | 0 | | | | | | | | | |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 1,292 | 0 | 1,250 | 0 | 0 | 0 | 0 | 42 | 0 | 0 |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 12,094 | 0 | 11,721 | 0 | 0 | 0 | 0 | 373 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 3,855 | 0 | 3,669 | 0 | 0 | 0 | 0 | 186 | 0 | 0 |
| 8. Non-Physician | 283 | 0 | 262 | 0 | 0 | 0 | 0 | 21 | 0 | 0 |
| 9. Total | 4,138 | 0 | 3,931 | 0 | 0 | 0 | 0 | 207 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 440 | 0 | 435 | 0 | 0 | 0 | 0 | 5 | 0 | 0 |
| 11. Number of Inpatient Admissions | 100 | 0 | 99 | 0 | 0 | 0 | 0 | 1 | 0 | 0 |
| 12. Health Premiums Written | 3,443,689 | 0 | 3,019,929 | 0 | 0 | 0 | 0 | 423,760 | 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 | 3,444,503 | 0 | 3,019,929 | 0 | 0 | 0 | 0 | 424,574 | 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 | 2,920,742 | 0 | 2,573,706 | 0 | 0 | 0 | 0 | 347,036 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 2,999,079 | 0 | 2,646,415 | 0 | 0 | 0 | 0 | 352,664 | 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..... | 1,292 | 1,250 | 42 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 3,880 | 3,755 | 125 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 1,136,887 | 989,747 | 147,140 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 1,135,906 | 988,894 | 147,012 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | (688) | 0 | (688) | 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)..... | 1,135,218 | 988,894 | 146,324 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 1,038,567 | 922,734 | 115,833 | 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)..... | 1,038,567 | 922,734 | 115,833 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 11,915 | 10,598 | 1,317 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 119,140 | 105,975 | 13,165 | 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)..... | 1,169,622 | 1,039,307 | 130,315 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | (34,404) | (50,413) | 16,009 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 3,384 | 2,937 | 447 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 1,873 | 1,639 | 234 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 5,257 | 4,576 | 681 | 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)..... | (29,147) | (45,837) | 16,690 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 43,269 | 37,806 | 5,463 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | (72,416) | (83,643) | 11,227 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

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

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..... | 1,292 | 1,250 | 42 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 12,094 | 11,721 | 373 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 3,443,689 | 3,019,929 | 423,760 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 3,440,271 | 3,016,931 | 423,340 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 814 | 0 | 814 | 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)..... | 3,441,085 | 3,016,931 | 424,154 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 2,999,079 | 2,646,415 | 352,664 | 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)..... | 2,999,079 | 2,646,415 | 352,664 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 31,696 | 27,842 | 3,854 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 316,980 | 278,437 | 38,543 | 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)..... | 3,347,755 | 2,952,694 | 395,061 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 93,330 | 64,237 | 29,093 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 13,025 | 11,422 | 1,603 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 3,030 | 2,657 | 373 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 16,055 | 14,079 | 1,976 | 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)..... | 109,385 | 78,316 | 31,069 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 87,464 | 76,701 | 10,763 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 21,921 | 1,615 | 20,306 | 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 **SEPTEMBER 30, 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 | 0 | | | | | | | | | |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 48,978 | 0 | 2,366 | 0 | 0 | 0 | 2,204 | 44,408 | 0 | 0 |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 439,352 | 0 | 22,386 | 0 | 0 | 0 | 20,129 | 396,837 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 212,885 | 0 | 7,007 | 0 | 0 | 0 | 7,922 | 197,956 | 0 | 0 |
| 8. Non-Physician | 22,953 | 0 | 500 | 0 | 0 | 0 | 591 | 21,862 | 0 | 0 |
| 9. Total | 235,838 | 0 | 7,507 | 0 | 0 | 0 | 8,513 | 219,818 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 6,586 | 0 | 830 | 0 | 0 | 0 | 754 | 5,002 | 0 | 0 |
| 11. Number of Inpatient Admissions | 1,211 | 0 | 189 | 0 | 0 | 0 | 171 | 851 | 0 | 0 |
| 12. Health Premiums Written | 466,487,082 | 0 | 6,044,466 | 0 | 0 | 0 | 9,169,530 | 451,273,086 | 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 | 467,296,050 | 0 | 5,987,042 | 0 | 0 | 0 | 9,169,530 | 452,139,478 | 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 | 381,939,396 | 0 | 5,102,400 | 0 | 0 | 0 | 7,270,146 | 369,566,850 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 388,091,929 | 0 | 5,246,546 | 0 | 0 | 0 | 7,284,686 | 375,560,697 | 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..... | 48,978 | 4,570 | 44,408 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 147,306 | 14,315 | 132,991 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 161,740,214 | 5,046,598 | 156,693,616 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 161,599,112 | 5,042,237 | 156,556,875 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | (732,740) | 0 | (732,740) | 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)..... | 160,866,372 | 5,042,237 | 155,824,135 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 128,169,351 | 4,815,567 | 123,353,784 | 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)..... | 128,169,351 | 4,815,567 | 123,353,784 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 1,455,965 | 53,904 | 1,402,061 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 14,558,747 | 539,017 | 14,019,730 | 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)..... | 144,184,063 | 5,408,488 | 138,775,575 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 16,682,309 | (366,251) | 17,048,560 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 490,706 | 15,049 | 475,657 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 257,590 | 8,286 | 249,304 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 748,296 | 23,335 | 724,961 | 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)..... | 17,430,605 | (342,916) | 17,773,521 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 6,009,543 | 191,619 | 5,817,924 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 11,421,062 | (534,535) | 11,955,597 | 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..... | 48,978 | 4,570 | 44,408 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 439,352 | 42,515 | 396,837 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 466,487,082 | 15,213,996 | 451,273,086 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 466,024,010 | 15,198,893 | 450,825,117 | 0 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 |
| 5. Change in unearned premium reserve & reserve for rate credits..... | 866,392 | 0 | 866,392 | 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)..... | 466,890,402 | 15,198,893 | 451,691,509 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 388,091,929 | 12,531,232 | 375,560,697 | 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)..... | 388,091,929 | 12,531,232 | 375,560,697 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 4,244,511 | 140,264 | 4,104,247 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 42,447,852 | 1,402,728 | 41,045,124 | 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)..... | 434,784,292 | 14,074,224 | 420,710,068 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 32,106,110 | 1,124,669 | 30,981,441 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,764,373 | 57,543 | 1,706,830 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 410,442 | 13,386 | 397,056 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,174,815 | 70,929 | 2,103,886 | 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)..... | 34,280,925 | 1,195,598 | 33,085,327 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 11,848,024 | 386,411 | 11,461,613 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 22,432,901 | 809,187 | 21,623,714 | 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 **SEPTEMBER 30, 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 | 0 | | | | | | | | | |
| 3. Second Quarter | 0 | | | | | | | | | |
| 4. Third Quarter | 590 | 0 | 590 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5. Current Year | 0 | | | | | | | | | |
| 6. Current Year Member Months | 5,285 | 0 | 5,285 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 1,654 | 0 | 1,654 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8. Non-Physician | 118 | 0 | 118 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9. Total | 1,772 | 0 | 1,772 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. Hospital Patient Days Incurred | 196 | 0 | 196 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Number of Inpatient Admissions | 45 | 0 | 45 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12. Health Premiums Written | 1,508,331 | 0 | 1,508,331 | 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 | 1,508,331 | 0 | 1,508,331 | 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 | 1,285,461 | 0 | 1,285,461 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 1,321,776 | 0 | 1,321,776 | 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..... | 590 | 590 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 1,766 | 1,766 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 505,698 | 505,698 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 505,260 | 505,260 | 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)..... | 505,260 | 505,260 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 470,513 | 470,513 | 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)..... | 470,513 | 470,513 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 5,390 | 5,390 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 53,895 | 53,895 | 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)..... | 529,798 | 529,798 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | (24,538) | (24,538) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 1,515 | 1,515 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 824 | 824 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 2,339 | 2,339 | 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)..... | (22,199) | (22,199) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 19,100 | 19,100 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | (41,299) | (41,299) | 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..... | 590 | 590 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. MEMBER MONTHS..... | 5,285 | 5,285 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3. Direct premium income..... | 1,508,331 | 1,508,331 | 0 | 0 | 0 | 0 | XXXXXXXX | 0 | XXXXXXXX | 0 |
| 4. Net premium income..... | 1,506,834 | 1,506,834 | 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)..... | 1,506,834 | 1,506,834 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. Hospital & medical..... | 1,321,776 | 1,321,776 | 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)..... | 1,321,776 | 1,321,776 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Claims adjustment expenses..... | 13,906 | 13,906 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. General administrative expenses..... | 139,068 | 139,068 | 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)..... | 1,474,750 | 1,474,750 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 18. NET UNDERWRITING GAIN/LOSS (L10 less L17)..... | 32,084 | 32,084 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 19. Net investment income earned..... | 5,705 | 5,705 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 20. Net realized capital gains/losses..... | 1,327 | 1,327 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 21. NET INVESTMENT GAINS/LOSSES (L19 to L20)..... | 7,032 | 7,032 | 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)..... | 39,116 | 39,116 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 24. Extraordinary items & federal & foreign income taxes incurred..... | 38,309 | 38,309 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 25. NET INCOME/LOSS (L30 less L31)..... | 807 | 807 | 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