

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **JUNE 30, 2010**

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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	155,039	14,661	0	140,378	0	0	0	0	0	0
2. MEMBER MONTHS.....	465,488	44,082	0	421,406	0	0	0	0	0	0
3. Direct Premium Income.....	510,376,155	15,852,793	0	494,523,362	0	0	XXXXXXX	0	0	0
4. Net Premium Income.....	509,819,882	15,835,647	0	493,984,235	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	2,669,876	(30,257)	0	2,700,133	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	512,489,758	15,805,390	0	496,684,368	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	402,987,857	13,942,655	0	389,045,202	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	402,987,857	13,942,655	0	389,045,202	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	8,153,787	281,365	0	7,872,422	0	0	0	0	0	0
15. General Administrative Expenses.....	45,430,854	1,567,827	0	43,863,027	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).....	456,572,498	15,791,848	0	440,780,650	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	55,917,260	13,542	0	55,903,718	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,292,516	40,896	0	1,251,620	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	372	372	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	57,210,148	54,810	0	57,155,338	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	20,856,697	(241,132)	0	21,097,829	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	36,353,451	295,942	0	36,057,509	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.)			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0				0				

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STATEMENT FOR THE PERIOD ENDING **JUNE 30, 2010**

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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	155,039	14,661	0	140,378	0	0	0	0	0	0
2. MEMBER MONTHS.....	920,388	81,364	0	839,024	0	0	0	0	0	0
3. Direct Premium Income.....	1,022,483,984	30,353,196	0	992,130,788	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,021,465,474	30,322,961	0	991,142,513	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(3,635,527)	(30,257)	0	(3,605,270)	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	1,017,829,947	30,292,704	0	987,537,243	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	804,975,473	26,233,075	0	778,742,398	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	804,975,473	26,233,075	0	778,742,398	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	15,919,457	518,794	0	15,400,663	0	0	0	0	0	0
15. General Administrative Expenses.....	88,764,094	2,892,703	0	85,871,391	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).....	909,659,024	29,644,572	0	880,014,452	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	108,170,923	648,132	0	107,522,791	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	3,136,055	93,096	0	3,042,959	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	372	372	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	111,307,350	741,600	0	110,565,750	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	38,410,900	255,918	0	38,154,982	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	72,896,450	485,682	0	72,410,768	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			0				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **JUNE 30, 2010**

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	101,476	0	7,661	0	0	0	3,306	90,509	0	0
2. First Quarter	0									
3. Second Quarter	101,653	0	7,567	0	0	0	114	93,972	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	604,599	0	41,560	0	0	0	1,379	561,660	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	265,578	0	13,440	0	0	0	628	251,510	0	0
8. Non-Physician	30,135	0	1,167	0	0	0	58	28,910	0	0
9. Total	295,713	0	14,607	0	0	0	686	280,420	0	0
10. Hospital Patient Days Incurred	7,372	0	819	0	0	0	32	6,521	0	0
11. Number of Inpatient Admissions	1,344	0	188	0	0	0	7	1,149	0	0
12. Health Premiums Written	681,083,138	0	16,354,505	0	0	0	575,936	664,152,697	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	678,669,697	0	16,354,505	0	0	0	575,936	661,739,256	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	520,568,596	0	13,770,710	0	0	0	514,449	506,283,437	0	0
18. Amount Incurred for Provision of Health Care Services	536,667,366	0	14,971,364	0	0	0	389,869	521,306,133	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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	101,653	7,681	0	93,972	0	0	0	0	0	0
2. MEMBER MONTHS.....	304,964	22,867	0	282,097	0	0	0	0	0	0
3. Direct Premium Income.....	339,745,216	8,701,718	0	331,043,498	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	339,374,877	8,692,280	0	330,682,596	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	1,790,655	(16,876)	0	1,807,531	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	341,165,532	8,675,404	0	332,490,128	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	268,950,414	8,516,033	0	260,434,381	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	268,950,414	8,516,033	0	260,434,381	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	5,424,588	154,636	0	5,269,952	0	0	0	0	0	0
15. General Administrative Expenses.....	30,224,412	861,651	0	29,362,760	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).....	304,599,414	9,532,321	0	295,067,093	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	36,566,118	(856,916)	0	37,423,034	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	860,162	22,304	0	837,858	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	372	372	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	37,426,652	(834,240)	0	38,260,892	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	13,638,847	(484,453)	0	14,123,300	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	23,787,806	(349,787)	0	24,137,593	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	101,653	7,681	0	93,972	0	0	0	0	0	0
2. MEMBER MONTHS.....	604,599	42,939	0	561,660	0	0	0	0	0	0
3. Direct Premium Income.....	681,083,138	16,930,441	0	664,152,697	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	680,404,702	16,913,576	0	663,491,126	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(2,430,318)	(16,876)	0	(2,413,442)	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	677,974,384	16,896,700	0	661,077,684	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	536,667,366	15,361,233	0	521,306,133	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	536,667,366	15,361,233	0	521,306,133	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	10,598,893	289,373	0	10,309,520	0	0	0	0	0	0
15. General Administrative Expenses.....	59,097,565	1,613,495	0	57,484,070	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).....	606,363,824	17,264,101	0	589,099,723	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	71,610,560	(367,401)	0	71,977,961	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	2,088,946	51,927	0	2,037,019	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	372	372	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	73,699,878	(315,102)	0	74,014,980	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	25,432,990	(108,738)	0	25,541,728	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	48,266,888	(206,364)	0	48,473,252	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			0				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **JUNE 30, 2010**

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	1,288	0	1,246	0	0	0	0	42	0	0
2. First Quarter	0									
3. Second Quarter	1,794	0	1,750	0	0	0	0	44	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	9,066	0	8,805	0	0	0	0	261	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	2,964	0	2,847	0	0	0	0	117	0	0
8. Non-Physician	261	0	248	0	0	0	0	13	0	0
9. Total	3,225	0	3,095	0	0	0	0	130	0	0
10. Hospital Patient Days Incurred	177	0	174	0	0	0	0	3	0	0
11. Number of Inpatient Admissions	41	0	40	0	0	0	0	1	0	0
12. Health Premiums Written	2,645,176	0	2,336,981	0	0	0	0	308,195	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	2,644,056	0	2,336,981	0	0	0	0	307,075	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	2,202,706	0	1,967,769	0	0	0	0	234,937	0	0
18. Amount Incurred for Provision of Health Care Services	2,381,245	0	2,139,337	0	0	0	0	241,908	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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	1,794	1,750	0	44	0	0	0	0	0	0
2. MEMBER MONTHS.....	5,629	5,498	0	131	0	0	0	0	0	0
3. Direct Premium Income.....	1,528,188	1,374,317	0	153,871	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,526,561	1,372,858	0	153,703	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,494)	(2,330)	0	836	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	1,525,067	1,370,528	0	154,538	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	1,463,915	1,342,865	0	121,050	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	1,463,915	1,342,865	0	121,050	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	26,630	24,180	0	2,449	0	0	0	0	0	0
15. General Administrative Expenses.....	148,408	134,761	0	13,647	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).....	1,638,953	1,501,807	0	137,146	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(113,886)	(131,279)	0	17,392	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	4,092	3,703	0	389	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	(109,794)	(127,576)	0	17,782	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(62,100)	(68,662)	0	6,562	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(47,694)	(58,914)	0	11,220	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	1,794	1,750	0	44	0	0	0	0	0	0
2. MEMBER MONTHS.....	9,066	8,805	0	261	0	0	0	0	0	0
3. Direct Premium Income.....	2,645,176	2,336,981	0	308,195	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	2,642,541	2,334,653	0	307,888	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(3,450)	(2,330)	0	(1,120)	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	2,639,091	2,332,323	0	306,768	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	2,381,245	2,139,337	0	241,908	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	2,381,245	2,139,337	0	241,908	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	44,727	39,943	0	4,784	0	0	0	0	0	0
15. General Administrative Expenses.....	249,393	222,718	0	26,675	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).....	2,675,365	2,401,998	0	273,367	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(36,274)	(69,675)	0	33,401	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	8,113	7,168	0	945	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	(28,161)	(62,507)	0	34,346	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(9,718)	(21,570)	0	11,852	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(18,443)	(40,937)	0	22,494	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			0				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

STATEMENT AS OF **JUNE 30, 2010**

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	49,105	0	2,283	0	0	0	2,168	44,654	0	0
2. First Quarter	0									
3. Second Quarter	51,017	0	2,544	0	0	0	2,111	46,362	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	303,520	0	13,633	0	0	0	12,784	277,103	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	134,320	0	4,409	0	0	0	5,825	124,086	0	0
8. Non-Physician	15,177	0	383	0	0	0	531	14,263	0	0
9. Total	149,497	0	4,792	0	0	0	6,356	138,349	0	0
10. Hospital Patient Days Incurred	3,783	0	269	0	0	0	297	3,217	0	0
11. Number of Inpatient Admissions	698	0	62	0	0	0	69	567	0	0
12. Health Premiums Written	337,745,440	0	4,255,677	0	0	0	5,819,868	327,669,895	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	336,524,472	0	4,225,417	0	0	0	5,819,868	326,479,187	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	258,539,070	0	3,557,857	0	0	0	5,198,533	249,782,680	0	0
18. Amount Incurred for Provision of Health Care Services	265,002,071	0	3,868,063	0	0	0	3,939,651	257,194,357	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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	51,017	4,655	0	46,362	0	0	0	0	0	0
2. MEMBER MONTHS.....	153,163	13,986	0	139,177	0	0	0	0	0	0
3. Direct Premium Income.....	168,562,151	5,236,159	0	163,325,992	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	168,378,426	5,230,491	0	163,147,936	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	881,722	(10,044)	0	891,766	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	169,260,148	5,220,447	0	164,039,702	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	132,037,290	3,547,520	0	128,489,770	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	132,037,290	3,547,520	0	128,489,770	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	2,692,991	92,970	0	2,600,020	0	0	0	0	0	0
15. General Administrative Expenses.....	15,004,668	518,048	0	14,486,620	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).....	149,734,948	4,158,538	0	145,576,410	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	19,525,200	1,061,909	0	18,463,291	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	426,854	13,482	0	413,373	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	19,952,055	1,075,391	0	18,876,664	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	7,312,239	344,273	0	6,967,967	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	12,639,815	731,118	0	11,908,697	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	51,017	4,655	0	46,362	0	0	0	0	0	0
2. MEMBER MONTHS.....	303,520	26,417	0	277,103	0	0	0	0	0	0
3. Direct Premium Income.....	337,745,440	10,075,545	0	327,669,895	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	337,409,008	10,065,509	0	327,343,499	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,200,752)	(10,044)	0	(1,190,708)	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	336,208,256	10,055,465	0	326,152,791	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	265,002,071	7,807,714	0	257,194,357	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	265,002,071	7,807,714	0	257,194,357	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	5,258,569	172,210	0	5,086,359	0	0	0	0	0	0
15. General Administrative Expenses.....	29,320,860	960,214	0	28,360,646	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).....	299,581,500	8,940,138	0	290,641,362	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	36,626,756	1,115,327	0	35,511,429	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,035,898	30,903	0	1,004,995	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	37,662,654	1,146,230	0	36,516,424	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	12,996,943	395,541	0	12,601,402	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	24,665,711	750,689	0	23,915,022	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	575	575	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,731	1,731	0	0	0	0	0	0	0	0
3. Direct Premium Income.....	540,600	540,600	0	0	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	540,018	540,018	0	0	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,007)	(1,007)	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	539,011	539,011	0	0	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	536,238	536,238	0	0	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	536,238	536,238	0	0	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	9,577	9,577	0	0	0	0	0	0	0	0
15. General Administrative Expenses.....	53,367	53,367	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).....	599,182	599,182	0	0	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(60,171)	(60,171)	0	0	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,407	1,407	0	0	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	(58,764)	(58,764)	0	0	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(32,298)	(32,298)	0	0	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(26,466)	(26,466)	0	0	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	575	575	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	3,203	3,203	0	0	0	0	0	0	0	0
3. Direct Premium Income.....	1,010,229	1,010,229	0	0	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,009,223	1,009,223	0	0	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,007)	(1,007)	0	0	0	0	0	0	0	0
6. Fee-for-Service (gross revenues).....	0	XXXXXXXX	0	0	0	0	XXXXXXXX	XXXXXXXX	XXXXXXXX	0
7. Risk Revenue.....	0	XXXXXXXX	0	0	0	XXXXXXXX	XXXXXXXX	0	XXXXXXXX	0
8. Agg write-in for Other Health Related Revenues.....	0	0	0	0	0	0	0	0	0	0
9. Aggregate write-ins for other non-health revenues.....	0	0	0	0	0	0	0	0	0	0
10. TOTAL REVENUE (L4 to L9).....	1,008,216	1,008,216	0	0	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	924,791	924,791	0	0	0	0	0	0	0	0
12. Net Reins Recoveries Incurred.....	0	0	0	0	0	0	0	0	0	0
13. TOTAL MEDICAL & HOSP (L11 less L12).....	924,791	924,791	0	0	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	17,267	17,267	0	0	0	0	0	0	0	0
15. General Administrative Expenses.....	96,276	96,276	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).....	1,038,334	1,038,334	0	0	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(30,118)	(30,118)	0	0	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	3,098	3,098	0	0	0	0	0	0	0	0
20. Aggregate write-ins for other expenses.....	0	0	0	0	0	0	0	0	0	0
21. INCOME/LOSSES after cap. gains tax before FIT Items (L18 to L20).....	(27,020)	(27,020)	0	0	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(9,324)	(9,324)	0	0	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(17,696)	(17,696)	0	0	0	0	0	0	0	0
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			* Other (identify products(s); eg Non-Risk Business, PPO):				
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			0				