

TEXAS HMO SUPPLEMENT

STATEMENT FOR THE PERIOD ENDING **SEPTEMBER 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.....	155,468	14,530	0	140,938	0	0	0	0	0	0
2. MEMBER MONTHS.....	466,316	43,756	0	422,560	0	0	0	0	0	0
3. Direct Premium Income.....	495,160,937	15,766,686	0	479,394,251	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	494,658,435	15,750,699	0	478,907,736	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,019,287)	0	0	(1,019,287)	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).....	493,639,148	15,750,699	0	477,888,449	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	430,058,683	15,366,817	0	414,691,866	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).....	430,058,683	15,366,817	0	414,691,866	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	7,480,633	269,396	0	7,211,237	0	0	0	0	0	0
15. General Administrative Expenses.....	41,810,834	1,505,477	0	40,305,357	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).....	479,350,150	17,141,690	0	462,208,460	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	14,288,998	(1,390,991)	0	15,679,989	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,312,873	42,103	0	1,270,770	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).....	15,601,871	(1,348,888)	0	16,950,759	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	4,643,275	(461,942)	0	5,105,217	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	10,958,596	(886,947)	0	11,845,543	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 **SEPTEMBER 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.....	155,468	14,530	0	140,938	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,386,704	125,120	0	1,261,584	0	0	0	0	0	0
3. Direct Premium Income.....	1,517,644,921	46,119,882	0	1,471,525,039	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,516,123,909	46,073,660	0	1,470,050,249	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(4,654,814)	(30,257)	0	(4,624,557)	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).....	1,511,469,095	46,043,403	0	1,465,425,692	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	1,235,034,156	41,599,892	0	1,193,434,264	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).....	1,235,034,156	41,599,892	0	1,193,434,264	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	23,400,090	788,190	0	22,611,900	0	0	0	0	0	0
15. General Administrative Expenses.....	130,574,928	4,398,180	0	126,176,748	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).....	1,389,009,174	46,786,262	0	1,342,222,912	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	122,459,921	(742,859)	0	123,202,780	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	4,448,928	135,199	0	4,313,729	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).....	126,909,221	(607,288)	0	127,516,509	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	43,054,175	(206,024)	0	43,260,199	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	83,855,046	(401,265)	0	84,256,311	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 **SEPTEMBER 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	0									
4. Third Quarter	101,984	0	7,542	0	0	0	95	94,347	0	0
5. Current Year	0									
6. Current Year Member Months	910,357	0	64,754	0	0	0	1,072	844,531	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	400,680	0	20,246	0	0	0	469	379,965	0	0
8. Non-Physician	47,570	0	1,732	0	0	0	44	45,794	0	0
9. Total	448,250	0	21,978	0	0	0	513	425,759	0	0
10. Hospital Patient Days Incurred	11,001	0	1,505	0	0	0	25	9,470	0	0
11. Number of Inpatient Admissions	1,986	0	303	0	0	0	5	1,678	0	0
12. Health Premiums Written	1,010,713,070	0	25,165,419	0	0	0	479,359	985,068,292	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	1,007,597,044	0	25,165,419	0	0	0	479,359	981,952,266	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	829,492,801	0	21,718,841	0	0	0	469,327	807,304,634	0	0
18. Amount Incurred for Provision of Health Care Services	822,408,358	0	23,097,591	0	0	0	402,002	798,908,765	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.....	101,984	7,637	0	94,347	0	0	0	0	0	0
2. MEMBER MONTHS.....	305,758	22,887	0	282,871	0	0	0	0	0	0
3. Direct Premium Income.....	329,629,932	8,714,337	0	320,915,595	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	329,295,412	8,705,500	0	320,589,912	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(682,277)	52	0	(682,329)	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).....	328,613,135	8,705,552	0	319,907,583	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	285,740,992	8,138,360	0	277,602,632	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).....	285,740,992	8,138,360	0	277,602,632	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	4,976,235	148,897	0	4,827,338	0	0	0	0	0	0
15. General Administrative Expenses.....	27,813,264	832,096	0	26,981,168	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).....	318,530,492	9,119,353	0	309,411,139	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	10,082,643	(413,801)	0	10,496,444	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	873,927	23,250	0	850,677	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).....	10,956,571	(390,551)	0	11,347,122	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	3,286,858	(130,656)	0	3,417,514	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	7,669,712	(259,895)	0	7,929,607	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.....	101,984	7,637	0	94,347	0	0	0	0	0	0
2. MEMBER MONTHS.....	910,357	65,826	0	844,531	0	0	0	0	0	0
3. Direct Premium Income.....	1,010,713,070	25,644,778	0	985,068,292	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,009,700,114	25,619,076	0	984,081,038	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(3,112,595)	(16,824)	0	(3,095,771)	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).....	1,006,587,519	25,602,252	0	980,985,267	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	822,408,358	23,499,593	0	798,908,765	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).....	822,408,358	23,499,593	0	798,908,765	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	15,575,128	438,270	0	15,136,858	0	0	0	0	0	0
15. General Administrative Expenses.....	86,910,829	2,445,591	0	84,465,238	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).....	924,894,316	26,383,454	0	898,510,862	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	81,693,203	(781,202)	0	82,474,405	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	2,962,873	75,177	0	2,887,696	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).....	84,656,449	(705,653)	0	85,362,102	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	28,719,848	(239,394)	0	28,959,242	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	55,936,600	(466,259)	0	56,402,859	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 **SEPTEMBER 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	0									
4. Third Quarter	1,753	0	1,709	0	0	0	0	44	0	0
5. Current Year	0									
6. Current Year Member Months	14,471	0	14,079	0	0	0	0	392	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	4,578	0	4,402	0	0	0	0	176	0	0
8. Non-Physician	398	0	377	0	0	0	0	21	0	0
9. Total	4,976	0	4,779	0	0	0	0	197	0	0
10. Hospital Patient Days Incurred	332	0	327	0	0	0	0	4	0	0
11. Number of Inpatient Admissions	67	0	66	0	0	0	0	1	0	0
12. Health Premiums Written	4,144,638	0	3,688,465	0	0	0	0	456,173	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	4,143,195	0	3,688,465	0	0	0	0	454,730	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	3,557,157	0	3,183,304	0	0	0	0	373,853	0	0
18. Amount Incurred for Provision of Health Care Services	3,755,351	0	3,385,386	0	0	0	0	369,965	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.....	1,753	1,709	0	44	0	0	0	0	0	0
2. MEMBER MONTHS.....	5,405	5,274	0	131	0	0	0	0	0	0
3. Direct Premium Income.....	1,499,462	1,351,484	0	147,978	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,497,943	1,350,115	0	147,828	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(403)	(90)	0	(314)	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).....	1,497,539	1,350,026	0	147,514	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	1,374,106	1,246,049	0	128,057	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).....	1,374,106	1,246,049	0	128,057	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	25,319	23,093	0	2,226	0	0	0	0	0	0
15. General Administrative Expenses.....	141,469	129,029	0	12,440	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).....	1,540,893	1,398,171	0	142,722	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(43,354)	(48,145)	0	4,791	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	4,037	3,645	0	392	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).....	(39,317)	(44,501)	0	5,184	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(13,174)	(14,733)	0	1,559	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(26,143)	(29,768)	0	3,625	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.....	1,753	1,709	0	44	0	0	0	0	0	0
2. MEMBER MONTHS.....	14,471	14,079	0	392	0	0	0	0	0	0
3. Direct Premium Income.....	4,144,638	3,688,465	0	456,173	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	4,140,484	3,684,768	0	455,716	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(3,853)	(2,420)	0	(1,434)	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).....	4,136,630	3,682,349	0	454,282	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	3,755,351	3,385,386	0	369,965	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).....	3,755,351	3,385,386	0	369,965	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	70,046	63,036	0	7,010	0	0	0	0	0	0
15. General Administrative Expenses.....	390,862	351,747	0	39,115	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).....	4,216,258	3,800,169	0	416,089	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(79,628)	(117,820)	0	38,192	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	12,150	10,813	0	1,337	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).....	(67,478)	(107,008)	0	39,530	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(22,892)	(36,303)	0	13,411	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(44,586)	(70,705)	0	26,119	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 **SEPTEMBER 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	0									
4. Third Quarter	51,138	0	2,505	0	0	0	2,086	46,547	0	0
5. Current Year	0									
6. Current Year Member Months	456,915	0	21,292	0	0	0	18,961	416,662	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	202,407	0	6,657	0	0	0	8,288	187,462	0	0
8. Non-Physician	23,943	0	570	0	0	0	780	22,593	0	0
9. Total	226,350	0	7,227	0	0	0	9,068	210,055	0	0
10. Hospital Patient Days Incurred	5,608	0	495	0	0	0	441	4,672	0	0
11. Number of Inpatient Admissions	1,017	0	100	0	0	0	89	828	0	0
12. Health Premiums Written	501,233,826	0	6,491,761	0	0	0	8,741,490	486,000,575	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	499,696,480	0	6,491,761	0	0	0	8,741,490	484,463,229	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	412,458,997	0	5,602,669	0	0	0	8,558,545	398,297,782	0	0
18. Amount Incurred for Provision of Health Care Services	407,444,700	0	5,958,337	0	0	0	7,330,829	394,155,534	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.....	51,138	4,591	0	46,547	0	0	0	0	0	0
2. MEMBER MONTHS.....	153,395	13,836	0	139,559	0	0	0	0	0	0
3. Direct Premium Income.....	163,488,386	5,157,706	0	158,330,680	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	163,322,472	5,152,475	0	158,169,997	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(336,594)	50	0	(336,644)	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).....	162,985,878	5,152,525	0	157,833,352	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	142,442,629	5,481,452	0	136,961,177	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).....	142,442,629	5,481,452	0	136,961,177	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	2,469,800	88,127	0	2,381,673	0	0	0	0	0	0
15. General Administrative Expenses.....	13,804,239	492,491	0	13,311,748	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).....	158,716,668	6,062,069	0	152,654,599	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	4,269,209	(909,544)	0	5,178,753	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	433,453	13,753	0	419,700	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).....	4,702,662	(895,791)	0	5,598,454	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	1,375,565	(310,579)	0	1,686,144	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	3,327,098	(585,212)	0	3,912,310	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.....	51,138	4,591	0	46,547	0	0	0	0	0	0
2. MEMBER MONTHS.....	456,915	40,253	0	416,662	0	0	0	0	0	0
3. Direct Premium Income.....	501,233,826	15,233,251	0	486,000,575	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	500,731,480	15,217,984	0	485,513,496	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,537,346)	(9,994)	0	(1,527,352)	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).....	499,194,134	15,207,990	0	483,986,143	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	407,444,700	13,289,166	0	394,155,534	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).....	407,444,700	13,289,166	0	394,155,534	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	7,728,369	260,337	0	7,468,032	0	0	0	0	0	0
15. General Administrative Expenses.....	43,125,099	1,452,705	0	41,672,394	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).....	458,298,168	15,002,207	0	443,295,961	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	40,895,965	205,783	0	40,690,182	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,469,351	44,656	0	1,424,695	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).....	42,365,316	250,439	0	42,114,878	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	14,372,508	84,962	0	14,287,546	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	27,992,809	165,477	0	27,827,332	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 **SEPTEMBER 30, 2010**

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	577	0	577	0	0	0	0	0	0	0
2. First Quarter	0									
3. Second Quarter	0									
4. Third Quarter	593	0	593	0	0	0	0	0	0	0
5. Current Year	0									
6. Current Year Member Months	4,962	0	4,962	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	1,551	0	1,551	0	0	0	0	0	0	0
8. Non-Physician	133	0	133	0	0	0	0	0	0	0
9. Total	1,684	0	1,684	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	115	0	115	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	23	0	23	0	0	0	0	0	0	0
12. Health Premiums Written	1,553,388	0	1,553,388	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	1,553,388	0	1,553,388	0	0	0	0	0	0	0
Property/Casualty 16. Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	1,340,641	0	1,340,641	0	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	1,425,747	0	1,425,747	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. OTHER
			BASIC	ADVANTAGE	PART D					
1. ENROLLEES AT THE END OF REPT PERIOD.....	593	593	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,759	1,759	0	0	0	0	0	0	0	0
3. Direct Premium Income.....	543,159	543,159	0	0	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	542,608	542,608	0	0	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(12)	(12)	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).....	542,596	542,596	0	0	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	500,956	500,956	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).....	500,956	500,956	0	0	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	9,280	9,280	0	0	0	0	0	0	0	0
15. General Administrative Expenses.....	51,862	51,862	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).....	562,098	562,098	0	0	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(19,502)	(19,502)	0	0	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	1,456	1,456	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).....	(18,046)	(18,046)	0	0	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(5,965)	(5,965)	0	0	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(12,081)	(12,081)	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				

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

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.....	593	593	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	4,962	4,962	0	0	0	0	0	0	0	0
3. Direct Premium Income.....	1,553,388	1,553,388	0	0	0	0	0	XXXXXXXX	0	0
4. Net Premium Income.....	1,551,831	1,551,831	0	0	0	0	0	0	0	0
5. Change in unearned premium reserve and reserve for rate credits.....	(1,019)	(1,019)	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).....	1,550,812	1,550,812	0	0	0	0	0	0	0	0
11. Hospital & Medical Benefits.....	1,425,747	1,425,747	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).....	1,425,747	1,425,747	0	0	0	0	0	0	0	0
14. Claims Adjustment Expenses.....	26,547	26,547	0	0	0	0	0	0	0	0
15. General Administrative Expenses.....	148,138	148,138	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).....	1,600,432	1,600,432	0	0	0	0	0	0	0	0
18. NET UNDERWRITING GAIN/LOSS (L10 - L17).....	(49,620)	(49,620)	0	0	0	0	0	0	0	0
19. Net Investments Gains / (Losses).....	4,554	4,554	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).....	(45,066)	(45,066)	0	0	0	0	0	0	0	0
22. Federal and foreign income taxes incurred.....	(15,289)	(15,289)	0	0	0	0	0	0	0	0
23. NET INCOME/(LOSS) (L21 less L22).....	(29,777)	(29,777)	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				