

## COMPANY DISCLOSURE LETTER

Capitalized terms used but not defined in this Company Disclosure Letter shall have the respective meanings ascribed to such terms in the Agreement and Plan of Merger, dated as of July 6, 2005, by and among UnitedHealth Group Incorporated, Point Acquisition LLC and PacifiCare Health Systems, Inc. (the "Agreement").

Any fact or condition disclosed in any section of this Company Disclosure Letter in such a way as to make its relevance to a representation or representations made elsewhere in the Agreement or information called for by another section of this Company Disclosure Letter reasonably apparent shall be deemed to be an exception to such representation or representations or to be disclosed on such other section of this Company Disclosure Letter notwithstanding the omission of a reference or cross reference thereto.

Matters reflected in this Company Disclosure Letter are not necessarily limited to matters required by the Agreement to be reflected herein. Such additional matters are set forth for informational purposes and do not necessarily include other matters of a similar informational nature. Any disclosure of a fact or circumstance shall not establish, or constitute an admission of, the materiality of such fact or such circumstance or such fact's or circumstance's consequence or relevance to materiality, to a Company Material Adverse Effect or to the "ordinary course of business."

Any item of information disclosed in the Company Disclosure Letter shall be subject to the terms of the Confidentiality Agreement.

Headings and numbers (other than numerical references to sections and subsections of the Agreement) have been inserted in some of the sections of this Company Disclosure Letter for convenience of reference only; and such headings or numbers (other than numerical references to sections and subsections of the Agreement) shall not have the effect of amending or changing the express description of the section of this Company Disclosure Letter as set forth in the Agreement.

**Section 3.01**  
**Organization, Standing and Corporate Power**

1. The Company has not made available to Parent any minutes of special meetings of the Company Board or of any committees of the Company Board since January 1, 2005 that refer to the Merger or other possible strategic ventures relating to the Company.
2. Copies of the minutes of the Executive Committee of the Company Board were made available to Parent with references to the Merger and other possible strategic ventures of the Company redacted.
5. Minutes of meetings since and including May 19, 2005 have not been made available to Parent.

**Section 3.02**  
**Subsidiaries; Investments**

<b>Name</b>	<b>State/Jurisdiction of Formation</b>	<b>States/Jurisdictions in which Subsidiary is Qualified or Licensed to do Business</b>
American Medical Security Group, Inc.	Wisconsin	AZ, AR, GA, IL, IN, KS, MD, MI, MO, NE, NM, OK, PA, TN, TX, VA, WV and WI
American Medical Security Life Insurance Company	Wisconsin	AL, AZ, AR, CA, CO, DE, D.C., FL, GA, ID, IL, IN, IA, KS, KY, LA, MD, MI, MN, MS, MO, MT, NE, NV, NM, NC, ND, OH, OK, OR, PA, SC, SD, TN, TX, UT, VA, WA, WV, WI and WY
Continental Plan Services, Inc.	Wisconsin	AZ, AR, CA, FL, GA, IL, IN, IA, KS, KY, LA, MD, MI, MN, MS, MO, NE, NV, NJ, NM, NC, ND, OH, OK, PA, SC, SD, TN, TX, UT, WV and WI
Covantage, LLC	Delaware	DE
FHP Reinsurance Limited	Bermuda	Bermuda
Nurse Healthline, Inc.	Wisconsin	WI
PacifiCare Advantage, Inc.	Delaware	DE
PacifiCare Asia Pacific Insurance Brokers, Inc.	Guam	Guam
PacifiCare Behavioral Health of California, Inc.	Delaware	CA, DE and HI
PacifiCare Behavioral Health, Inc.	Delaware	AZ, CA, CO, CT, DE, FL, ME, MA, NV, NH, NJ, NM, NY, OK, OR, PA, RI, TX, UT and WA
PacifiCare Behavioral Health of New Jersey, Inc.	New Jersey	NJ
PacifiCare Behavioral Health NY IPA, Inc.	New York	NY
PacifiCare Dental	California	CA
PacifiCare Dental of Colorado, Inc.	Colorado	CO
PacifiCare eHoldings, Inc.	California	CA
PacifiCare Health Insurance Company of Micronesia, Inc.	Guam	Guam

Name	State/Jurisdiction of Formation	States/Jurisdictions in which Subsidiary is Qualified or Licensed to do Business
PacifiCare Health Plan Administrators, Inc.	Indiana	AL, AK, AZ, AK, CA, CO, CT (licensure application pending), DE, D.C., FL, GA, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA (licensure application pending), WA, WI, WV and WY
PacifiCare Health Systems Foundation	California	CA, CO, KY, NV, OR, TX and WA
PacifiCare Insurance Company	Indiana	IN and NY (licensure application pending)
PacifiCare International Limited	Ireland	Ireland, OR and TX
PacifiCare Life and Health Insurance Company	Indiana	AL, AK, AZ, AR, CA, CO, CT, DE, D.C., FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NJ, NV, NH, NM, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI and WY
PacifiCare Life Assurance Company	Colorado	AZ, CA, CO, Guam, IL, IN, KY, Mariana Islands, NJ, NV, NM, OH, OK, OR, Saipan, TX, UT and WA
PacifiCare of Arizona, Inc.	Arizona	AZ
PacifiCare of California	California	CA
PacifiCare of Colorado, Inc.	Colorado	CO
PacifiCare of Nevada, Inc.	Nevada	NV
PacifiCare of Oklahoma, Inc.	Oklahoma	OK
PacifiCare of Oregon, Inc.	Oregon	OR
PacifiCare of Texas, Inc.	Texas	TX
PacifiCare of Washington, Inc.	Washington	WA
PacifiCare Southwest Operations, Inc.	Delaware	DE
RxSolutions, Inc.	California	AL, AK, AZ, AK, CA, CO, CT, DE, FL, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, WA, WV, WI and WY
Salveo Holding, LLC	Delaware	DE
Salveo Insurance Company, Ltd.	Cayman Islands	Cayman Islands

Name	State/Jurisdiction of Formation	States/Jurisdictions in which Subsidiary is Qualified or Licensed to do Business
SecureHorizons USA, Inc.	California	CA
SeniorCo, Inc.	Delaware	AZ, CA, CO, DE, D.C., IL, KS, ME, NV, NC, OH, OK, OR, TX and WA
Union Health Solutions, Inc.	California	CA

The outstanding shares of capital stock of all of the following Subsidiaries have been pledged as part of that certain Credit Agreement, dated as of December 13, 2004, between PacifiCare Health Systems, Inc., the Subsidiary Guarantors party thereto, the Lenders party thereto and JPMorgan Chase Bank as Administrative Agent and Collateral Agent (the "Credit Agreement"):

Subsidiary	Stock owned by	Class of Stock	Par Value	Stock Certificate No(s)	Number of Shares	Percentage of Outstanding Shares
American Medical Security Group, Inc.	PacifiCare Health Systems, Inc.	Common Stock	None	1000	100	100%
American Medical Security Life Insurance Company	American Medical Security Group, Inc.	Common Stock	\$2.00	10	3,000,000	100%
Continental Plan Services, Inc.	American Medical Security Group, Inc.	Common Stock	\$.01	3	1,000	100%
Nurse Healthline, Inc.	American Medical Security Group, Inc.	Common Stock	\$.01	3	1,000	100%
PacifiCare Behavioral Health, Inc.	PacifiCare Health Systems, Inc.	Common Stock	\$0.01	4	100,000	100%
PacifiCare Dental of Colorado, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	None	2	1,000	100%
PacifiCare eHoldings, Inc.	PacifiCare Health Systems, Inc.	Common Stock	None	1	60,000	100%
	PacifiCare Health Systems, Inc.	Common Stock	None	2	37,500	100%
PacifiCare Health Insurance Company of Micronesia, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$2.50	5	8,261,428	99.9%

Subsidiary	Stock owned by	Class of Stock	Par Value	Stock Certificate No(s)	Number of Shares	Percentage of Outstanding Shares
PacifiCare Health Plan Administrators, Inc.	PacifiCare Health Systems, Inc.	Common Stock	\$0.01	3	1,000	100%
PacifiCare Life Assurance Company	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$100.00	1	30,000	100%
PacifiCare of Colorado, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$0.10	1	1,000	100%
PacifiCare of Nevada, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$1.00	3	1,000	100%
PacifiCare of Texas, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$1.00	1	1,239,090	100%
PacifiCare Southwest Operations, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	\$0.01	1	1,000	100%
RxSolutions, Inc.	PacifiCare Health Systems, Inc.	Common Stock	None	2	10,000	100%
SecureHorizons USA, Inc.	PacifiCare Health Plan Administrators, Inc.	Common Stock	None	3	15,000	100%
SeniorCo, Inc.	PacifiCare eHoldings, Inc.	Common Stock	\$0.001	21	19,381,800	100%
	PacifiCare eHoldings, Inc.	Preferred Stock	\$0.001	PA-2	1,242,600	100%

The Company directly or indirectly owns capital stock or other equity or voting interests in the following companies:

Name	Percentage of Ownership	Owned by
Alere Medical Incorporated, a California corporation	21.1%*	PacifiCare Health Systems, Inc.

\* Includes 16,068,245 shares of non-voting preferred stock and warrants to purchase 1,000,000 shares of non-voting preferred stock.

Guam Surgicenter, LLC, a Guam limited liability company	31.06%	PacifiCare Health Insurance Company of Micronesia, Inc.
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**Section 3.03(b)**  
**Capital Structure**

1. Rights of participants under the Amended and Restated 2001 Employee Stock Purchase Plan to purchase Company Common Stock.
2. Rights of employees of the Company to cause the Company to issue deferred stock units in lieu of cash otherwise payable to them under the 2003 Management Incentive Compensation Plan of Pacificare Health Systems, Inc.
3. Rights of Howard G. Phanstiel to continue to defer salary into deferred stock units pursuant to the Third Amended and Restated Stock Unit Deferred Compensation Plan and/or the 2005 Equity Incentive Plan.



**Section 3.03(c)**

**Capital Structure**

1. The Company may withhold consideration otherwise payable to holders of Company Restricted Shares, Company DSUs or Company RSUs to satisfy the Company's tax withholding obligations in accordance with the applicable plan and applicable law.

**Section 3.03(d)**  
**Convertible Debentures**

1. The aggregate principal amount is \$135,000,000.
2. The aggregate amount of accrued and unpaid interest is \$832,500.
3. Each \$1,000 of the debentures is convertible into 47.619 shares of Company Common Stock.

**Section 3.04**  
**Authority; Noncontravention**

1. Credit Agreement, dated as of December 13, 2004, between PacifiCare Health Systems, Inc., the Subsidiary Guarantors party thereto, the Lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, J.P. Morgan Securities Inc., as Sole Lead Arranger and Sole Bookrunner, Morgan Stanley Senior Funding, Inc., as Syndication Agent and Co-Arranger and CIBC, Inc., the Bank of New York, and Wells Fargo Bank, N.A., as Co-Documentation Agents (the "Credit Agreement").
2. Indenture, dated as of May 21, 2002, among PacifiCare Health Systems, Inc., as issuer of 10 ¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., Rx-Connect, Inc. and SeniorCo, Inc., as initial subsidiary guarantors, and State Street Bank and Trust Company of California, N.A., as trustee (the "10¾% Base Indenture").
3. Supplemental Indenture, dated as of September 15, 2003, by and among PacifiCare Health Systems, Inc., as issuer of 10 ¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., Rx-Connect, Inc., and SeniorCo, Inc., as initial subsidiary guarantors, RxSolutions, Inc., PacifiCare Behavioral Health, Inc. and Secure Horizons USA, Inc., as PHPA subsidiary guarantors, U.S. Bank National Association, as successor to the State Street Bank and Trust Company of California, N.A., as trustee (the "10¾% Supplemental Indenture").
4. Second Supplemental Indenture, dated as of November 19, 2003, by and among PacifiCare Health Systems, Inc., as issuer of 10 ¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., MEDeMORPHUS Healthcare Solutions, Inc. (formerly known as Rx-Connect, Inc.) and SeniorCo, Inc., as initial subsidiary guarantors, RxSolutions, Inc., PacifiCare Behavioral Health, Inc. and Secure Horizons USA, Inc., as PHPA subsidiary guarantors, PacifiCare of Arizona, Inc. and PacifiCare of Oklahoma, Inc., as additional subsidiary guarantors, U.S. Bank National Association, as successor to the State Street Bank and Trust Company of California, N.A., as trustee (the "10¾% Second Supplemental Indenture").
5. Third Supplemental Indenture, dated as of January 14, 2004, by and among PacifiCare Health Systems, Inc., as issuer of 10¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., MEDeMORPHUS Healthcare Solutions, Inc. (formerly known as Rx-Connect, Inc.), SeniorCo, Inc., RxSolutions, Inc., PacifiCare Behavioral Health, Inc., Secure Horizons USA, Inc., PacifiCare of Arizona, Inc. and PacifiCare of Oklahoma, Inc., as existing subsidiary guarantors, PacifiCare Southwest Operations, Inc., as additional subsidiary guarantor, U.S. Bank National Association, as successor to the State Street Bank and Trust Company of California, N.A., as trustee (the "10¾% Third Supplemental Indenture").
6. Fourth Supplemental Indenture, dated as of December 13, 2004, by and among PacifiCare Health Systems, Inc., as issuer of 10 ¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., MEDeMORPHUS Healthcare Solutions, Inc. (formerly known as Rx-Connect, Inc.), SeniorCo, Inc., RxSolutions, Inc., PacifiCare Behavioral Health, Inc., Secure Horizons USA, Inc., PacifiCare of Arizona, Inc., PacifiCare of Oklahoma, Inc., and PacifiCare Southwest Operations, Inc., as existing subsidiary guarantors, American Medical Security Group, Inc., as additional subsidiary guarantor, U.S. Bank National Association, as successor to the State Street Bank and Trust Company of California, N.A., as trustee (the "10¾% Fourth Supplemental Indenture").
7. Fifth Supplemental Indenture, dated as of March 11, 2005, by and among PacifiCare Health Systems, Inc., as issuer of 10 ¾% Senior Notes due 2009, PacifiCare Health Plan Administrators, Inc., PacifiCare eHoldings, Inc., MEDeMORPHUS Healthcare Solutions, Inc. (formerly known as Rx-Connect, Inc.), SeniorCo, Inc., RxSolutions, Inc., PacifiCare Behavioral Health, Inc., Secure Horizons USA, Inc., PacifiCare of Arizona, Inc., PacifiCare of Oklahoma, Inc., PacifiCare Southwest Operations, Inc. and American Medical Security Group, Inc., as existing subsidiary guarantors, Nurse Healthline, Inc. and Continental Plan Services, Inc. as additional subsidiary guarantors and U.S. Bank National Association, as successor to the State Street Bank and Trust

Company of California, N.A., as trustee (the "10<sup>3</sup>/<sub>4</sub>% Fifth Supplemental Indenture", and together with the 10<sup>3</sup>/<sub>4</sub>% Base Indenture, the 10<sup>3</sup>/<sub>4</sub>% Supplemental Indenture, the 10<sup>3</sup>/<sub>4</sub>% Second Supplemental Indenture, the 10<sup>3</sup>/<sub>4</sub>% Third Supplemental Indenture and the 10<sup>3</sup>/<sub>4</sub>% Fourth Supplemental Indenture, the "10<sup>3</sup>/<sub>4</sub>% Indenture").

8. Indenture, dated as of November 22, 2002, between PacifiCare Health Systems, Inc. and U.S. Bank National Association (as Trustee) relating to the 3% Convertible Subordinated Debentures due 2032 (the "3% Indenture").
9. Lease, dated as of June 15, 2005, between Banc of America Leasing & Capital, LLC, as Lessor and Pacificare Health Systems, Inc., as Lessee.
10. See Sections 3.10(b)(vi) and Section 3.12(i) of the Company Disclosure Letter. For the avoidance of doubt and notwithstanding anything else in this Company Disclosure Letter to the contrary, Parent and the Company acknowledge that the reference in this Item 10 to Section 3.10(b)(vi) of the Company Disclosure Letter shall not include any subsections of Section 3.10(b) except for subsection (vi) thereof.

#### **Real Estate Leases**

1. McDonnell Douglas Realty Company Lease, dated December 14, 1990, between The Realty Associates Fund VI, L.P. and PacifiCare Health Systems, Inc., for the premises located at 5995 Plaza Drive, Cypress, California, as amended to date
2. Office Lease, dated December 28, 1992, between Light Street Partners, L.L.P. and PacifiCare Health Systems, Inc., for the premises located at Five Center Pointe Drive, Lake Oswego, Oregon, as amended to date
3. Office Lease, dated June 11, 1996, between Prentiss Properties Real Estate Fund I, L.P. and PacifiCare Health Systems, Inc., for the premises located at 6455 Yosemite Drive, Englewood, Colorado, as amended to date
4. Industrial Lease Agreement, dated December 27, 1999, between Industrial Development International, Inc. and PacifiCare Health Systems, Inc., for the premises located at 2858 Loker Avenue, Carlsbad, California, as amended to date
5. Lease, dated January 31, 1995, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 10803 Hope Street, Cypress, California, as amended to date
6. Lease, dated July 14, 2004, between Marvin L. Oates, as Co-Trustee of the Marvin L. Oates Trust, and PacifiCare Health Systems, Inc., for the premises located at 10801 Walker Street, Cypress, California, as amended to date
7. Office Lease, dated December 20, 1994, between C.J. Segerstrom & Sons and PacifiCare Health Systems, Inc., for the premises located at 3100-3120 Lake Center, Santa Ana, California, as amended to date
8. Office Lease, dated June 1, 2000, between City Square Associates, LLC and PacifiCare Health Systems, Inc., for the premises located at 4000 North Central Avenue, as amended to date
9. Single Tenant Industrial lease, dated August 4, 1995, between Bedford Property Investors, Inc. and PacifiCare Health Systems, Inc., for the premises located at 4601 East Hilton Avenue, Phoenix, Arizona, as amended to date
10. Lease, dated May 8, 1997, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 10700 Valley View, Cypress, California, as amended to date
11. Harbor Gateway Business Center Hi-Technology/Research and Development Building Lease, dated April 2, 1992, between C.J. Segerstrom & Sons and PacifiCare Health Systems, Inc. for the premises located at 3515 Harbor Boulevard, Costa Mesa, California, as amended to date

12. Lease, dated May 8, 1997, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 6100 Gateway Drive, Cypress, California, as amended to date
13. Lease, dated January 31, 2000, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 6251 Katella Avenue, Cypress, California, as amended to date
14. Lease Agreement, dated May 7, 1996, between Evergreen Corporate Center, LLC and PacifiCare Health Systems, Inc., for the premises located at 20510 N.W. Evergreen Parkway, Hillsboro, Oregon, as amended to date
15. Lease of Office Space, dated January 1, 1997, between Rocky Point Joint Venture and PacifiCare Health Systems, Inc., for the premises located at 2701 North Rocky Point Drive, Tampa, Florida, as amended to date
16. Full Service Office Lease, dated October 31, 2003, between Bedford Property Investors, Inc. and PacifiCare Health Systems, Inc., for the premises located at 5190 Neil Road Suite 420, Reno, Nevada, as amended to date
17. Lease Agreement, dated February 9, 2001, between Canwood Corporate Center, L.L.C. and PacifiCare Health Systems, Inc., for the premises located at 29219 Canwood Street, Suite 200, Agoura Hills, California, as amended to date
18. Standard Form Office Lease, dated March 12, 1993, between TIAA Realty Inc. and PacifiCare Health Systems, Inc., for the premises located at 2180 Harvard Street, Sacramento, California, as amended to date
19. Island Corporate Center Lease, dated November 13, 1989, between EOP-Island Corporate Center and PacifiCare Health Systems, Inc., for the premises located at 7525 SE 24th, Mercer Island, Washington, as amended to date
20. Lease, dated May 31, 2005, between CDA Rotunda Partners, L.L.C. and PacifiCare Health Systems, Inc., for the premises located at 1201 K Street, Suite 1020, Sacramento, California, as amended to date
21. Sublease, dated April 27, 2004, between Civil Justice Association of California and PacifiCare Health Systems, Inc., for the premises located at 1201 K Street, Suite 1980, Sacramento, California, as amended to date
22. Sublease Agreement, dated October 12, 2001, between Countrywide Credit Industries, Inc. and PacifiCare Health Systems, Inc., for the premises located at 35 N. Lake Avenue, Suite 500, Pasadena, California, as amended to date
23. Office Lease Agreement, dated July 15, 1993, between Triad One Limited Partnership and PacifiCare Health Systems, Inc., for the premises located at 7666 East 61st Street, Suite 500, Tulsa, Oklahoma, as amended to date
24. Agreement of Lease, dated January 19, 2001, between Sixth Avenue Center Investors and PacifiCare Health Systems, Inc., for the premises located at 4313 6th Avenue S.E., Olympia, Washington, as amended to date
25. Gateway III Lease, dated November 15, 1989, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 6330/6400 Gateway Drive, Cypress, California, as amended to date

**Section 3.04(c)(i)**

**Authority: Noncontravention**

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**Section 3.04(c)(ii)**

**Authority: Noncontravention**

1. In re Managed Care Litigation, U.S. District Court for the Southern District of Florida, Miami Division, MDL: 00-1334-MD (Moreno) (Master Case-Miami)
2. Vivian Gadson, et al. v. American Medical Security, et al., Case No. CV-02-1601, Circuit Court of Montgomery County, Alabama
3. Stephen and Anne Parker, et al. v. American Medical Security, et al., Case No. CV-04-1-1980-42, Superior Court of Cobb County, Georgia
4. Evelyn Addison, et al. v. American Medical Security, et al., Case No. 001445-AB, Circuit Court of the 15th Judicial Circuit, Palm Beach County, Florida

**Section 3.05**  
**Regulated Subsidiaries**

<b>Regulated Subsidiary</b>	<b>States/Jurisdictions Domiciled or Commercially Domiciled</b>	<b>States/Jurisdictions in which Regulated Subsidiary has Health Plan or Insurance License</b>
American Medical Security Life Insurance Company	Wisconsin	AL, AZ, AR, CA, CO, DE, D.C., FL, GA, ID, IL, IN, IA, KS, KY, LA, MD, MI, MN, MS, MO, MT, NE, NV, NM, NC, ND, OH, OK, OR, PA, SC, SD, TN, TX, UT, VA, WA, WV, WI and WY
PacifiCare Dental of Colorado, Inc.	Colorado	CO
PacifiCare Health Insurance Company of Micronesia, Inc.	Guam	Guam
PacifiCare Insurance Company	Indiana	IN (COA application pending) and NY (expansion application pending)
PacifiCare Life and Health Insurance Company	Indiana and commercially domiciled in California	AL, AK, AZ, AR, CA, CO, CT, DE, D.C., FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NC, ND, OH, OK, OR, PA, Puerto Rico (licensure application pending), RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI and WY
PacifiCare Life Assurance Company	Colorado (and commercially domiciled in Texas)	AZ, CA, CO, Guam, IL, IN, KY, Mariana Islands, NV, NJ, NM, OH, OK, OR, Saipan, TX, UT and WA
PacifiCare of Arizona, Inc.	Arizona	AZ
PacifiCare of Colorado, Inc.	Colorado	CO
PacifiCare of Nevada, Inc.	Nevada	NV
PacifiCare of Oklahoma, Inc.	Oklahoma	OK
PacifiCare of Oregon, Inc.	Oregon	OR
PacifiCare of Texas, Inc.	Texas	TX
PacifiCare of Washington, Inc.	Washington	WA
Salveo Insurance Company, Ltd.	Cayman Islands	Cayman Islands

The following Subsidiaries shall not be deemed to be included in the definition of "Regulated Subsidiaries" for purposes of the Agreement:

<b>Subsidiary</b>	<b>States/Jurisdictions Domiciled or Commercially Domiciled</b>	<b>States/Jurisdictions in which Subsidiary has Health Plan or Insurance License</b>
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<b>Subsidiary</b>	<b>States/Jurisdictions Domiciled or Commercially Domiciled</b>	<b>States/Jurisdictions in which Subsidiary has Health Plan or Insurance License</b>
PacifiCare Behavioral Health of California, Inc.	Delaware	CA
PacifiCare Dental	California	CA
PacifiCare of California	California	CA

**Section 3.05(f)**

**Governmental Authorizations/Consents**

1. Filings required with the California Department of Managed Health Care pursuant to Section 1352 of the Knox-Keene Health Care Service Act of 1975 for the following entities: PacifiCare Behavioral Health of California, Inc., PacifiCare Dental, and PacifiCare of California.
2. Filing with the Nevada State Board of Health pursuant to Nevada Revised Statutes Section 695C.140 for PacifiCare of Nevada, Inc.
3. Form E filings to be made in states where required.
4. Any filings with the United States Office of Personnel Management with respect to the contracts listed in Section 3.10(b)(xx) of the Company Disclosure Letter where required.

**Section 3.06(a)**  
**SEC Documents**

1. See Item 1 of Section 3.10(a) of the Company Disclosure Letter.

**Section 3.06(b)**

**No Undisclosed Liabilities**

1. See Item 1 of Section 3.08 and Items 1 to 14, 16 and 17 of Section 3.09 of the Company Disclosure Letter.

**Section 3.08**  
**Absence of Certain Changes or Events**

1. Since the date of the Filed Company SEC Documents, the following changes occurred to the litigation disclosed in the Filed Company SEC Documents:
  - a. In re Managed Care Litigation, U.S. District Court of the Southern District of Florida, Miami Division, MDL: 00-1334-MD (Moreno) (Master Case-Miami). See PART I, Item 1— Note 8 of the Notes to Condensed Consolidated Financial Statements (other than the sections entitled “Other Litigation” and “Provider Instability and Insolvency”) from the Company’s Form 10-Q for the quarterly period ended March 31, 2005, filed with the SEC on May 4, 2005.
  - b. Ronald Allen Gass v. Wellpoint Health Networks, Inc., et al. No. BC318704. Deeanna Foster et al., v. WellPoint Health Networks, Inc., et al. (05-3324, C.D.Cal). On July 19, 2004, Ronald Gass filed a complaint in the California Superior Court of Los Angeles County, California, against our subsidiary, PacifiCare of California, Inc. as well as eleven other managed care companies. The fifth amended complaint alleges a single cause of action under California Business and Professions Code section 17200, et seq. Specifically, plaintiffs allege that hospitals, by placing liens on third-party recoveries obtained by MCO members, were collecting more money from the members than the hospitals were entitled to receive under their contracts with the MCOs. Plaintiffs further allege that the MCOs were permitting the hospitals to file such liens (or at least not preventing them from doing so), and the MCOs’ failure to prevent this hospital practice amounted to illegal, unfair and fraudulent conduct by the MCOs in violation of California Business and Professions Code Sec. 17200, et seq. On June 3, 2005, PacifiCare filed a demurrer as to each of the claims alleged in the fifth amended complaint. On March 28, 2005, Deeanna Foster filed a complaint in the California Superior Court of Los Angeles County, California, against PacifiCare of California as well as eleven other managed care companies. On April 28, 2005, the case was removed to the U.S. District Court for the Central District of California. On May 31, 2005, plaintiffs Deanna Foster, Gerado Gomez, Arlene Isaccs, Maria Esquivel and Thelma Thomas filed their first amended complaint. Plaintiffs, who are not members of a PacifiCare health plan, allege that the defendants violated provisions sections 502(a)(1)(B) and 503(a)(3) of ERISA. Specifically, the First Amended Complaint alleges that the defendants engage in unfair business practices by permitting hospitals to collect full or partial payment for a patient’s emergency medical care from the patient (through a lien on a third-party recovery) or from a Med-Pay provision in an auto or homeowner’s policy. Plaintiffs seeks class certification. No responsive pleadings have been filed. PacifiCare denies all material allegations in the lawsuit and intends to defend this litigation vigorously.

**Section 3.09**  
**Litigation**

1. In re Managed Care Litigation, U.S. District Court for the Southern District of Florida, Miami Division, MDL: 00-1334-MD (Moreno) (Master Case-Miami).
2. Ronald Allen Gass v. Wellpoint Health Networks, Inc., et al. No. BC318704. Decanna Foster et al., v. WellPoint Health Networks, Inc., et al. No. BC331007.
3. Ruby Saucedo et al., v. PacifiCare of California and Primax Recoveries, Inc. (04-CV-9354, C.D. Cal.).
4. Vivian Gadson, et al. v. American Medical Security, et al., Case No. CV-02-1601, Circuit Court of Montgomery County, Alabama
5. Stephen and Anne Parker, et al. v. American Medical Security, et al., Case No. CV-04-1-1980-42, Superior Court of Cobb County, Georgia
6. Evelyn Addison, et al. v. American Medical Security, et al., Case No. 001445-AB, Circuit Court of the 15th Judicial Circuit, Palm Beach County, Florida
7. Knight, Sherry & Dean vs. AMS, UWLIC, AMS Trust & AmSouth Bank; Case No. 030924482, Circuit Court of Salt Lake County, Utah
8. Drake, Jennifer, Gary Drake & Tyler Drake vs. Thomas W. Tufts, M.D., Thomas W. Tufts, M.D., P.A. d/b/a Tufts Mammography Center, & AHP, Inc.; Case No. 0216817 03, Circuit Court of Broward County, Florida
9. 42 individually filed rate cases filed by the law firm of Mann, Cowan & Potter, P.C. Global in Alabama on or before the date of the Agreement.
10. 29 individually filed rate cases filed by the law firm of Hollis & Wright, P.C. Global in Alabama on or before the date of the Agreement.
11. Irwin v. AdvancePCS, Inc. et al.
12. Employment related arbitrations and disputes disclosed to Parent, which the Company has identified as opened on the following dates on its list of Employment Related Arbitration: March 23, 2005, March 19, 2005, February 18, 2005, February 1, 2005, January 27, 2005, January 20, 2005, January 7, 2005, December 13, 2004, December 7, 2004, October 27, 2004, October 20, 2004, October 14, 2004, July 27, 2004, July 7, 2004, June 21, 2004, June 8, 2004, May 5, 2004, March 18, 2004, March 10, 2004, February 25, 2004, January 29, 2004, January 28, 2004, December 10, 2002, August 1, 2002, July 2, 2002, April 2, 2002, July 12, 2001, and June 1, 2000.
13. Member disputes:
  - a.
  - b.
  - c.
  - d.

- e.
- 14. Provider Disputes:
  - a.
  - b.
  - c.
  - d.
  - e.
  - f.
  - g.
  - h.
  - i.
  - j.
  - k.
  - l.
- 15. See Item 1 of Section 3.08 and Sections 3.13(b) and 3.13(g) of the Company Disclosure Letter.
- 16. See Item 15 — Note 13: “Contingencies” (other than the sections entitled “Other Litigation” and “Provider Instability and Insolvency”) from the Company’s Form 10-K for the fiscal year ended December 31, 2004, filed with the SEC on February 25, 2005.
- 17. See PART I, Item 1— Note 8 of the Notes to Condensed Consolidated Financial Statements (other than the sections entitled “Other Litigation” and “Provider Instability and Insolvency”) from Company’s Form 10-Q for the quarterly period ended March 31, 2005, filed with the SEC on May 4, 2005.

**Section 3.10(a)**  
**Contracts**

**SEE ATTACHED DOCUMENT FOR  
SECTION 3.10 OF THE COMPANY DISCLOSURE LETTER.**



**Section 3.12(a)**  
**Employee Benefit Plans**

**Equity Plans and Agreements**

1. 1996 Stock Option Plan for Officers and Key Employees of PacifiCare Health Systems, Inc.
2. Form of Restricted Stock Grant Notice and Restricted Stock Grant Agreement under the 1996 Stock Option Plan for Officers and Key Employees of PacifiCare Health Systems, Inc., as amended to date
3. Form of Stock Option Agreement under the 1996 Stock Option Plan for Officers and Key Employees of PacifiCare Health Systems, Inc., as amended to date
4. 2000 Employee Plan of PacifiCare Health Systems, Inc.
5. Form of Restricted Stock Grant Notice and Restricted Stock Grant Agreement under the 2000 Employee Plan of PacifiCare Health Systems, Inc., as amended to date
6. Form of Stock Option Agreement under the 2000 Employee Plan of PacifiCare Health Systems, Inc., as amended to date
7. Amended and Restated 2000 Non-Employee Directors Stock Plan
8. Form of Stock Option Agreement under the Amended and Restated 2000 Non-Employee Directors Stock Plan of PacifiCare Health Systems, Inc., as amended to date
9. Amended and Restated 1996 Non-Officer Directors Stock Plan
10. Form of Stock Option Agreement under the Amended and Restated 1996 Non-Officer Directors Stock Option Plan of PacifiCare Health Systems, Inc., as amended to date
11. Amended 1997 Premium Priced Stock Option Plan of PacifiCare Health Systems, Inc.
12. Amended and Restated 2001 Employee Stock Purchase Plan
13. PacifiCare Health Systems, Inc. 2005 Equity Incentive Plan

**Incentive Plans**

1. 2003 Incentive Bonus Plan of PacifiCare Health Systems, Inc.
2. 2003 Management Incentive Compensation Plan of PacifiCare Health Systems, Inc.
3. Results Sharing Program of PacifiCare Health Systems, Inc.

**Deferred Compensation Plans**

1. Third Amended and Restated PacifiCare Health Systems, Inc. Stock Unit Deferred Compensation Plan, dated January 1, 2002
2. Third Amended and Restated PacifiCare Health Systems, Inc. Non-Qualified Deferred Compensation Plan
3. Second Amended and Restated PacifiCare Health Systems, Inc. Statutory Restoration Plan
4. PacifiCare Supplemental Executive Retirement Plan
5. Amended and Restated Rabbi Trust Agreement by and between PacifiCare Health Systems, Inc. and Wells Fargo Bank, N.A, dated October 23, 2003

**Qualified Retirement Plans**

1. PacifiCare Health Systems, Inc. 401(k) Savings and Profit Sharing Plan

### Severance Agreements

1. Severance Agreement entered into January 11, 2000
2. Severance Agreement entered into October 9, 2000
3. Severance Agreement entered into January 3, 2000
4. Severance Agreement entered into October 9, 2000
5. Severance Agreement entered into October 26, 2000
6. Severance Agreement entered into December 14, 1999
7. Severance Agreement entered into July 10, 2000
8. Severance Agreement entered into May 19, 2000
9. Severance Agreement entered into October 26, 2000

### Severance Plans

1. PacifiCare Health Systems, Inc. Severance Plan

### Employment Agreements

1. Senior Executive Employment Agreement , dated as of March 30, 2004, between PacifiCare Health Systems, Inc. and Howard G. Phanstiel (as amended, January 1, 2005)
2. Senior Executive Employment Agreement , dated as of August 1, 2004, between PacifiCare Health Systems, Inc. and Gregory W. Scott
3. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and Bradford A. Bowlus
4. Senior Executive Employment Agreement , effective as of July 22, 2005, between PacifiCare Health Systems, Inc. and Jackie Kosecoff, Ph.D
5. Senior Executive Employment Agreement, dated as of March 31, 2005, between PacifiCare Health Systems, Inc. and Katherine F. Feeny
6. Senior Executive Employment Agreement, dated as of January 1, 2005, between PacifiCare Health Systems, Inc. and Joseph S. Konowiecki
7. Senior Executive Employment Agreement , dated as of December 2, 2002, between PacifiCare Health Systems, Inc. and Sharon D. Garrett (as amended January 1, 2005)
8. Senior Executive Employment Agreement , dated as of October 3, 2004, between PacifiCare Health Systems, Inc. and Peter A. Reynolds
9. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and James Frey
10. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and Sam W. Ho
11. Senior Executive Employment Agreement , dated as of April 28, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
12. Senior Executive Employment Agreement , dated as of September 23, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
13. Senior Executive Employment Agreement , dated as of March 31, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005 and February 22, 2005)
14. Senior Executive Employment Agreement , dated as of August 8, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)

15. Senior Executive Employment Agreement , dated as of March 31, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
16. Senior Executive Employment Agreement , dated as of March 31, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
17. Senior Executive Employment Agreement , dated as of March 31, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
18. Senior Executive Employment Agreement , dated as of January 29, 2005, between PacifiCare Health Systems, Inc. and
19. Senior Executive Employment Agreement , dated as of April 8, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
20. Senior Executive Employment Agreement , dated as of May 19, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
21. Senior Executive Employment Agreement , dated as of December 4, 2004, between PacifiCare Health Systems, Inc. and
22. Senior Executive Employment Agreement , dated as of March 31, 2004, between PacifiCare Health Systems, Inc. and (as amended January 1, 2005)
23. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and
24. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and
25. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and
26. Senior Executive Employment Agreement , dated as of March 1, 2005, between PacifiCare Health Systems, Inc. and
27. Senior Executive Employment Agreement , dated as of June 1, 2005, between PacifiCare Health Systems, Inc. and
28. Senior Executive Employment Agreement , dated as of July 1, 2005, between PacifiCare Health Systems, Inc. and
29. Senior Executive Employment Agreement , dated as of December 10, 2004, between PacifiCare Health Systems, Inc. and
30. Senior Executive Employment Agreement , dated as of December 10, 2004, between PacifiCare Health Systems, Inc. and

Other Employee Benefit Plans, Programs and Arrangements

1. PacifiCare Health Systems Employee Benefit Plan (including group medical, prescription drug, vision, mental health and chiropractic benefits)
2. Dental Coverage
3. Paid Time Off
4. Holiday, Jury Duty and Bereavement Pay
5. Business Travel Accident Insurance
6. Health Care Spending Account
7. Dependent Care Spending Account
8. Dependent Care Subsidy

9. Tuition Reimbursement
10. Personal Choices Account
11. Short-Term Disability Insurance
12. Long-Term Disability Insurance
13. Basic Term Life Insurance
14. Supplemental Life Insurance
15. Child/Dependent Life Insurance
16. Spouse/Domestic Partner Life Insurance
17. Accidental Death and Dismemberment Insurance
18. Employee Assistance Program
19. Beneficiary Assistance Program
20. A Solution for Caregivers
21. PacifiCare HealthCredits
22. Credit Union/Savings Bonds
23. PacifiCare Foundation
24. Outplacement Services

**Section 3.12(i)**  
**Employee Benefit Plans**

1. With respect to the Equity Plans and Agreements listed on Section 3.12(a) of the Company Disclosure Letter and the individual stock option agreements and restricted stock grant agreements outstanding thereunder, each plan and agreement contains provisions related to a change of control (the consummation of the transaction will accelerate vesting of all outstanding awards that are unvested as of the Effective Time).
2. The Third Amended and Restated Stock Unit Deferred Compensation Plan listed on Section 3.12(a) of the Company Disclosure Letter provides that, upon the occurrence of a change of control, the stock unit account balance of each participant will be paid to the participant in a lump sum as soon as possible after such change of control.
3. The PacifiCare Supplemental Executive Retirement Plan listed on Section 3.12(a) of the Company Disclosure Letter contains provisions related to a change of control that will accelerate the payment and vesting of benefits to any participant whose employment is terminated by the Company without cause within 24 months of a change of control.
4. With respect to the severance agreements listed on Section 3.12(a) of the Company Disclosure Letter, each such agreement contains provisions related to a termination of employment following a change of control. To the extent a termination occurs following a change of control, payment may be required as a result of the transactions contemplated by the Agreement.
5. The PacifiCare Severance Plan listed in the "Severance Plans" section of Section 3.12(a) of the Company Disclosure Letter contains provisions related to payment of benefits upon a termination of employment following a change of control. With respect to certain employees eligible for enhanced change of control severance benefits, if a termination occurs following a change of control, payments may be required as a result of the transactions contemplated by the Agreement as set forth in more detail in Section 6.11(b) of the Company Disclosure Letter.
6. The agreements listed in the "Employment Agreements" section of Section 3.12(a) of the Company Disclosure Letter contain provisions related to payment of benefits upon a termination of employment by the Company without cause or by the executive for good cause within 24 months of a change of control. To the extent a termination occurs following a change of control, payments may be required as a result of the transactions contemplated by the Agreement.
7. The Company provided a list of actions taken since January 1, 2005 by the Company to increase compensation or benefits payable after the date of the Agreement to any officer having the title of Senior Vice President or higher of the Company, as Exhibit A to the letter to Parent, dated July 5, 2005.

**Section 3.12(l)**  
**Employee Benefit Plans**

1. The Senior Executive Employment Agreements and PacifiCare Supplemental Executive Retirement Plan listed on Section 3.12(a) of the Company Disclosure Letter contain provisions related to payment of benefits upon a termination of employment following a change of control. To the extent payments are made pursuant to such agreements as a result of a termination of employment following a change of control, a portion of such payments may not be deductible by reason of Section 280G of the Code. In addition, the Equity Plans and Agreements listed on Section 3.12(a) of the Company Disclosure Letter contain provisions related to the acceleration of vesting of awards upon a change of control. To the extent such acceleration of vesting constitutes a parachute payment, such payments may not be deductible by reason of Section 280G of the Code.
2. Amounts with respect to 385,000 stock options granted to Joseph Konowiecki prior to the date of his becoming employed by the Company which vest after the date on which he joined the Company will not be deductible by the Company by reason of Section 162(m) of the Code.
3. The chief executive officer and other employees of the Company who would be considered "covered employees" under Section 162(m) of the Code have received stock option grants under non-shareholder approved plans. Amounts with respect to these stock option grants will not be deductible by the Company by reason of Section 162(m) of the Code. Information regarding this disclosure was provided in the letter to Parent, dated July 5, 2005.
4. All grants of restricted stock made to employees of the Company who would be considered "covered employees" under Section 162(m) of the Code will not be deductible by the Company by reason of Section 162(m) of the Code. Information regarding this disclosure was provided in the letter to Parent, dated July 5, 2005.

Section 3.13(b)  
Taxes

- 1.
  
2. The Company and certain of its Subsidiaries are involved in the following court proceeding involving the denial of royalty payments by the relevant tax authorities of the State of Oregon: PacifiCare Health Systems, Inc., PacifiCare Life Assurance Co., and PacifiCare Life and Health Insurance Co. v. Department of Revenue, State of Oregon, Oregon Tax Court Magistrate Division, No. 040024B.
  
- 3.
  
4. Information regarding the disclosure in this Section 3.13(b) of the Company Disclosure Letter was provided in a letter to Parent, dated July 6, 2005.

**Section 3.13(d)**

**Taxes**

1. Tax Allocation Agreements by and between PacifiCare Health Systems, Inc. and each of its Subsidiaries, other than PacifiCare Life and Health Insurance Company and American Medical Security Group, Inc. and its subsidiaries, in the form made available to Parent.
2. Tax Allocation Agreement, effective as of January 1, 2002, by and between PacifiCare Health Systems, Inc. and PacifiCare Life and Health Insurance Company.
3. Tax Allocation Agreements by and between PacifiCare Health Systems, Inc. and each of American Medical Security Group, Inc. and its subsidiaries, in the form made available to Parent.



**Section 3.13(e)**

**Taxes**

1. In July 2004, PacifiCare Health Plan Administrators, Inc. distributed all of the stock of its wholly-owned subsidiaries, PacifiCare Behavioral Health, Inc. and Rx Solutions, Inc., to the Company in a transaction with respect to which the Company received a private letter ruling from the IRS to the effect that such distributions qualify for tax-free treatment under Section 355 of the Code.

**Section 3.13(f)**

**Taxes**

1. Since 1997, the Company has acquired the following Subsidiaries which, prior to such acquisitions by the Company, were members of an affiliated group of corporations within the meaning of Section 1504 of the Code, other than the affiliated group of which the Company is the common parent:

Entity	Year of Acquisition
FHP International Corporation	1997
ANTERO Health Plan	1999
Harris Methodist Texas Health Plan, Inc.	2000
Harris Methodist Insurance Company, Inc.	2000
American Medical Security Group, Inc.	2004

**Section 3.13(g)**

**Taxes**

- 1.
  
2. The Company and certain of its Subsidiaries are involved in the following court proceeding involving the denial of royalty payments by the relevant tax authorities of the State of Oregon: PacifiCare Health Systems, Inc., PacifiCare Life Assurance Co., and PacifiCare Life and Health Insurance Co. v. Department of Revenue, State of Oregon, Oregon Tax Court Magistrate Division, No. 040024B.
  
- 3.
  
4. The Company and the following Subsidiaries have agreed to extend the statutory period of limitations for the assessment or collection of taxes:

**Federal Taxes**

<b>Entity</b>	<b>Tax Years</b>	<b>Statutory Extension</b>	<b>Type of Tax</b>
Company and Subsidiaries	1998 – 2001	12/31/05 <sup>1</sup>	Income
American Medical Security Group, Inc.	1998 - 2001	8/31/06	Income

**State Taxes**

<b>Entity</b>	<b>State</b>	<b>Tax Years</b>	<b>Statutory Extension</b>	<b>Type of Tax</b>
PacifiCare Health Plan Administrators, Inc.	California	10/1/01 – 9/30/02	1/31/06	Sales/Use
PacifiCare of California	California	10/1/01 – 9/30/02	1/31/06	Sales/Use
Rx Solutions, Inc.	California	10/1/01 – 9/30/02	1/31/06	Sales/Use
PacifiCare Dental	California	4/1/02 – 9/30/02	1/31/06	Sales/Use
PacifiCare Behavioral Health of California, Inc.	California	4/1/02 – 9/30/02	1/31/06	Sales/Use
PacifiCare Behavioral Health, Inc.	California	4/1/02 – 9/30/02	1/31/06	Sales/Use
PacifiCare Behavioral Health, Inc.	California	7/1/01 – 6/30/02	10/31/05	Sales/Use
Rx Solutions, Inc.	Texas	4/1/01 – 10/31/01	12/20/05	Sales/Use
PacifiCare Life & Health Insurance Company	Texas	2000	6/30/05	Premium
PacifiCare Life Assurance Company	Texas	2000	6/30/05	Premium
PacifiCare of Texas, Inc.	Texas	2000	6/30/05	Premium

<sup>1</sup> The IRS has requested an extension to December 31, 2005, which the Company is considering granting.

**Section 3.14(b)**  
**Intellectual Property – Patents, Trademarks and Copyrights**

**PATENTS, TRADEMARKS AND TRADE NAMES,  
COPYRIGHTS, LICENSES AND DOMAIN NAMES**

**Patents**

<u>Company</u>	<u>Patents</u>	<u>Country</u>	<u>Applic. No.</u>	<u>Filing Date</u>
PacifiCare Health Systems, Inc.	Quality Rating Tool for the HealthCare Industry	U.S.	10/086,557	02/28/2002
PacifiCare Health Systems, Inc.	Quality Rating Tool for Hospitals	U.S.	10/729,223	12/04/2003

**Federal Trademarks**

<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
American Medical Security Group, Inc.	AFORDABLE GROUP	76024041	2721851	04/12/200	06/03/2003
American Medical Security Group, Inc.	AFORDABLEONE	75911673	2622843	02/07/2000	09/24/2002
American Medical Security Group, Inc.	AGENT ESSENTIALS	78429704	N/A	06/04/2004	N/A
PacifiCare Health Systems, Inc.	ALERT	76271432	2685553	06/13/2001	02/11/2003
American Medical Security Group, Inc.	AMERICAN ACCESS	76234874	2575863	04/02/2001	06/04/2002
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY	75001048	2056818	10/03/1999	04/29/1997
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY & Design	76322485	2805428	10/08/2001	01/13/2004
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY GROUP & Design	76322487	2830470	10/08/2001	04/06/2004
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY LIFE INSURANCE	78442400	N/A	06/28/2004	N/A
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY RX FOR GOOD HEALTH & Design	73800358	1612329	05/15/1989	09/04/1990
American Medical Security Group, Inc.	AMS & Design	76322913	2660784	10/08/2001	12/10/2002
American Medical Security Group, Inc.	AMS AGENT ESSENTIALS	78429709	N/A	06/03/2004	N/A

<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
American Medical Security Group, Inc.	AMS CHOICES	78296284	2862944	09/04/2003	7/13/2004
American Medical Security Group, Inc.	AMS CHOICES. DEFINED CONTRIBUTION AT WORK	78170156	2740614	10/02/2002	07/22/2003
American Medical Security Group, Inc.	AMS GROUPTENTAL CHOICE & Design	76190290	2558472	01/05/2001	04/09/2002
American Medical Security Group, Inc.	AMS GROUPTMED CHOICE & Design	76119482	2577595	08/30/2000	06/11/2002
American Medical Security Group, Inc.	ASSOCIATE ADVANTAGE HEALTH PLAN	76048325	2679531	05/15/2000	01/28/2003
PacifiCare Health Systems, Inc.	CARING IS GOOD. DOING SOMETHING IS BETTER	76564314	NA	11/24/2003	NA
PacifiCare Health Systems, Inc.	CARING WITH DEVOTION. SERVING WITH COMMITMENT	78615177	N/A	04/22/2005	N/A
PacifiCare Health Systems, Inc.	CARING WITH DEVOTION. SERVING WITH COMMITMENT. (In Korean Characters)	78542052	N/A	01/04/2005	N/A
American Medical Security Group, Inc.	CHERISHED MOMENTS	74541257	1968913	06/23/1994	04/16/1996
American Medical Security Group, Inc.	COBRACARE	75623468	2619266	01/18/1999	09/17/2002
PacifiCare Life and Health Insurance Company	COVANTAGE	74562377	1977319	05/28/1996	05/28/1996
PacifiCare Health Systems, Inc.	DENTALSTRATEGIES (stylized)	76523244	NA	06/11/2003	NA
PacifiCare Health Systems, Inc.	DISEASE MANAGEMENT SOLUTIONS	76593014	NA	05/19/2004	NA
PacifiCare Health Systems, Inc.	EVALUATE YOUR HEALTH	76544302	NA	09/11/2003	NA
PacifiCare Health Systems, Inc.	EVALUE SU SALUD	76544304	NA	09/11/2003	NA
American Medical Security Group, Inc.	GOOD HEALTH TRUST OF AMERICA	76095801	2660300	07/25/2000	12/10/2002
American Medical Security Group, Inc.	GROUPTENTALCHOICE	75644098	2681504	02/19/1999	01/28/2003
PacifiCare Health Systems, Inc.	HEALTH CREDITS	76544303	NA	09/11/2003	NA
American Medical Security Group, Inc.	HEALTHWRAP	75911651	2745607	02/07/2000	08/05/2003

<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
PacifiCare Health Systems, Inc.	HEALTHY RENEWAL PASS	76432681	2798947	07/22/2002	12/23/2003
PacifiCare Life and Health Insurance Company	HELPING YOU NAVIGATE LIFE'S CHALLENGE	75549634	2281622	09/08/1998	09/28/1999
PacifiCare Health Systems, Inc.	HORIZONS <sup>2</sup>	75724475	NA	06/09/1999	NA
PacifiCare Health Systems, Inc.	HORIZONS <sup>3</sup>	75873140	NA	12/16/1999	NA
PacifiCare Life and Health Insurance Company	HORIZONS	74245897	1778897	02/13/1992	06/29/1993
American Medical Security Group, Inc.	IT'S YOUR CHOICE	75175344	2215696	10/01/1996	01/05/1999
PacifiCare Health Systems, Inc.	LIFE STRATEGIES	76389525	2767874	04/01/2002	09/23/2003
PacifiCare Health Systems, Inc.	MEDEMORPHUS	76405153	2766369	05/09/2002	09/23/2003
PacifiCare Health Systems, Inc.	MEDEMORPHUS HEALTHCARE SOLUTIONS	76426509	2779183	06/11/2000	11/04/2003
American Medical Security Group, Inc.	MEDONE	76106003	2616667	08/09/2000	09/10/2002
American Medical Security Group, Inc.	MEDONE CHOICE	76106004	2611610	08/09/2000	08/27/2002
American Medical Security Group, Inc.	MEDONE HSAVINGS	78371153	N/A	02/20/2004	N/A
American Medical Security Group, Inc.	MEDONE Plus	78137668	2702728	06/21/2002	04/01/2003
American Medical Security Group, Inc.	MEDONE SECURITY	78406196	N/A	04/22/2004	N/A
PacifiCare Health Systems, Inc.	MORE THAN OUR NAME, IT'S OUR GOAL	76419257	2693225	06/11/2002	03/04/2003
American Medical Security Group, Inc.	NURSE HEALTHLINE INC. & Design	78134599	2921438	06/11/2002	01/25/2005
PacifiCare Life and Health Insurance Company	P Design	73603762	1427961	06/12/1986	02/03/1987

<sup>2</sup> Prosecution suspended due to opposition.

<sup>3</sup> Prosecution suspended due to opposition.

<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
PacifiCare Life and Health Insurance Company	PACIFICARE	73486684	1323908	06/25/1984	03/05/1985
PacifiCare Health Systems, Inc.	PACIFICARE	76253095	2671296	05/07/2001	01/07/2003
PacifiCare Health Systems, Inc.	PACIFICARE ADVANCED ANALYTIX	76523806	NA	06/11/2003	NA
PacifiCare Health Systems, Inc.	PACIFICARE BEHAVIORAL HEALTH SIGNATURE VALUE	76532350	NA	07/25/2003	NA
PacifiCare Life and Health Insurance Company	PACIFICARE EXPRESS REFERRALS	75281234	2243444	04/25/1997	05/04/1999
PacifiCare Health Systems, Inc.	PACIFICARE PERKS	76558400	NA	10/27/2003	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATURE SAVINGS	78417695	NA	04/12/2004	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREALTERNATIVES	76470015	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREEXPRESS	76469996	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREFREEDOM	76469997	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREINDEPENDENCE	76469993	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREOPTIONS	76469999	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREPASS	76470003	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREPOS	76469998	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE SIGNATUREVALUE	76470014	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	PACIFICARE VIRTUAL HEALTH CLUB	76544143	NA	09/11/2003	NA
PacifiCare Health Systems, Inc.	PAL	76183593	2606949	12/20/2000	08/13/2002
PacifiCare Health Systems, Inc.	PART D AND ME	78662154	NA	06/30/2005	NA
PacifiCare Health Systems, Inc.	PERSONAL ASSISTANT NETWORK	76522494	NA	06/13/2003	NA

<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
PacifiCare Health Systems, Inc.	PHARMACY BENEFIT INSIDER	76389570	NA	03/29/2002	NA
PacifiCare Health Systems, Inc.	PREOCUPARNOS POR SU SALUD ES IMPORTANTE, Y HACER ALGO AL RESPECTO ES AUN MEJOR	78615183	N/A	04/22/2005	N/A
PacifiCare Health Systems, Inc.	PRESCRIBING FOCUS	76183320	2644073	12/20/2000	10/29/2002
PacifiCare Life and Health Insurance Company	PRESCRIPTION SOLUTIONS	74389650	1888829	05/13/1993	04/11/1995
PacifiCare Life and Health Insurance Company	PRESCRIPTION SOLUTIONS	74572843	1917044	09/13/1994	09/05/1995
PacifiCare Health Systems, Inc.	QUALITY INDEX	76062874	2529340	06/06/2000	01/15/2002
PacifiCare Health Systems, Inc.	REAL-WORLD PROSPECTIVE OUTCOMES RESEARCH	76402271	NA	04/30/2002	NA
PacifiCare Health Systems, Inc.	RX NEWS	76183591	2614375	08/31/2000	09/03/2002
PacifiCare Health Systems, Inc.	RX PRESCRIPTION SOLUTIONS & Design	76120652	2832357	08/31/2000	04/13/2004
PacifiCare Health Systems, Inc.	RX SOLUTIONS & Design	76120653	2847841	08/31/2000	06/01/2004
PacifiCare Health Systems, Inc.	RX SOLUTIONS	76107232	2847829	08/09/2000	06/01/2004
PacifiCare Life and Health Insurance Company	SECURE HORIZONS	73540653	1375260	05/31/1985	12/10/1985
PacifiCare Health Systems, Inc.	SECURE HORIZONS <sup>4</sup>	75873139	NA	12/16/1999	NA
PacifiCare Health Systems, Inc.	SECURE HORIZONS SECURE GOLD	78495816	N/A	10/07/2004	N/A
PacifiCare Health Systems, Inc.	SECUREADVANTAGE FROM PACIFICARE (Stylized)	76470015	NA	11/25/2002	NA
PacifiCare Health Systems, Inc.	SECURE HORIZONS	75873138	2806841	12/16/1999	01/20/2004

<sup>4</sup> Prosecution suspended due to opposition. Such trademark relates only to financial services and not health insurance related services.



<u>Company</u>	<u>Trademarks</u>	<u>Serial No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
PacifiCare Life and Health Insurance Company	SECURE HORIZONS (Stylized)	74575438	1911733	09/19/1994	08/15/1995
American Medical Security Group, Inc.	SECUREPREFERRED	75911672	2608554	02/07/2000	08/20/2002
PacifiCare Health Systems, Inc.	SENIOR BUDDY	76272483	NA	06/15/2001	NA
PacifiCare Health Systems, Inc.	SENIORFIT	76208152	NA	02/09/2001	NA
PacifiCare Health Systems, Inc.	TAKING CHARGE OF ASTHMA	76459401	2752622	10/15/2002	08/19/2003
PacifiCare Health Systems, Inc.	TAKING CHARGE OF DEPRESSION & Design	75819876	2521668	10/12/1999	12/25/2001
PacifiCare Health Systems, Inc.	TAKING CHARGE OF DEPRESSION & Design	76208827	2515113	02/12/2001	12/04/2001
PacifiCare Life and Health Insurance Company	TAKING CHARGE OF DIABETES & Design	75538079	2342526	08/17/1998	04/18/2000
PacifiCare Life and Health Insurance Company	TAKING CHARGE OF YOUR HEALTH & Design	75543208	2365744	08/26/1998	07/11/2000
PacifiCare Life and Health Insurance Company	TAKING CHARGE OF YOUR HEART HEALTH & Design	75543207	2344671	08/26/1998	04/25/2000
American Medical Security Group, Inc.	TRAVEL CARE	76022406	2778868	04/10/2000	11/04/2003
American Medical Security Group, Inc.	WE'RE ALL ABOUT YOU	78233108	N/A	04/02/2003	N/A
PacifiCare Health Systems, Inc.	WE'RE LISTENING	76210833	2623787	02/14/2001	09/24/2002
PacifiCare Health Systems, Inc.	WE'RE LISTENING & Design	76210832	2731174	02/14/2001	07/01/2003
PacifiCare Health Systems, Inc.	WOMEN'S HEALTHSOLUTIONS	76333090	2803806	11/01/2001	01/06/2004

**State Trademarks**

<u>Company</u>	<u>Trademark</u>	<u>State</u>	<u>Reg. No</u>	<u>Reg. Date</u>
American Medical Security Group, Inc.	AMERICAN MEDICAL SECURITY, INC	WI	881102	11/02/1988
PacifiCare of Texas, Inc.	JUSTONE	TX	58818	07/14/1999

<u>Company</u>	<u>Trademark</u>	<u>State</u>	<u>Reg. No</u>	<u>Reg. Date</u>
PacifiCare Life and Health Insurance Company	PACIFICARE & Design	WA	16241	01/14/1986
PacifiCare Life and Health Insurance Company	PACIFICARE	CA	44571	05/02/1995
PacifiCare Life and Health Insurance Company	PACIFICARE	TX	47127	02/06/1987
PacifiCare Life and Health Insurance Company	PACIFICARE	OR	S20908	06/13/1986
PacifiCare Life and Health Insurance Company	PACIFICARE & P Design	WA	16566	06/23/1986
PacifiCare Health Systems, Inc.	PACIFICARE	AZ	43842	03/15/2000
PacifiCare Health Systems, Inc.	PACIFICARE	CO	19991218811	11/22/1999
PacifiCare Health Systems, Inc.	PACIFICARE	NV	32280	08/26/1999
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	CA	056164	05/02/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	OK	32337	05/02/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	WA	030574	05/01/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	NV	34726	05/09/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	OR	535888	04/30/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	AZ	46157	04/30/2002
PacifiCare Behavioral Health, Inc.	PACIFICARE BEHAVIORAL HEALTH SPECTRUM	CO	20021113388	04/30/2002
PacifiCare Health Systems, Inc.	PREFERRED PLAN	IL	80299	04/10/1997
PacifiCare Health Systems, Inc.	PREFERRED PLAN OF ILLINOIS	IL	78971	04/08/1997
RxSolutions, Inc.	PRESCRIPTION SOLUTIONS & Design	NV	31992	05/14/1999

<u>Company</u>	<u>Trademark</u>	<u>State</u>	<u>Reg. No</u>	<u>Reg. Date</u>
PacifiCare Pharmacy Care Centers, Inc.	PRESCRIPTION SOLUTIONS & Design	LA	N/A	11/18/1997
PacifiCare Health Systems, Inc.	SECHUREHORIZONS	AZ	43841	03/15/2000
PacifiCare Health Systems, Inc.	SECURE HORIZONS	CO	19991157886	08/23/1999
PacifiCare Health Systems, Inc.	SECURE HORIZONS	NV	32281	08/26/1999
PacifiCare Life and Health Insurance Company	SECURE HORIZONS	CA	44570	05/02/1995
PacifiCare of Washington, Inc.	SECURE HORIZONS (Stylized)	WA	23135	05/16/1994
PacifiCare of Washington, Inc.	SECURE HORIZONS (Stylized)	WA	23136	05/16/1994
PacifiCare of Texas, Inc.	SECHUREHORIZONS OFFERED BY PACIFICARE OF TEXAS, INC.	TX	57234	10/22/1997
PacifiCare of Texas, Inc.	SENIOR FIESTA	TX	56590	05/15/1997

**Foreign Trademarks**

<u>Company</u>	<u>Trademarks</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Filing Date</u>
PacifiCare Health Systems, Inc.	PacifiCare	Ireland	214374	08/11/1999

**Common Law Trademarks**

<u>Company</u>	<u>Trademarks</u>	<u>Company</u>	<u>Trademarks</u>
PacifiCare Health Systems, Inc. and related entities	A SOLUTION FOR CAREGIVERS HALLELEJAH HEALTHBEAT HEALTHBEAT PACIFICARE DENTAL & VISION SAFESTART SECUREADVANTAGE	American Medical Security Group, Inc. and related entities	Nurse Healthline, Inc. Universal Choice AMS' Qualified Choice MedOne Associate Program GroupMedChoice Essential Choice AMS Producer AMS Career Track AMS Marketer AMS Agent Insider AMS Rewards

**Trade Names**

<b>Company</b>	<b>Trade Name</b>	<b>State/County</b>	<b>Reg. No.</b>	<b>Issue Date</b>	
PacifiCare Behavioral Health, Inc.	Life Strategies	Arizona; Maricopa Co., and Pima Co.	2003-1465187 20032130613	10/21/2003 11/04/03	
		California; Orange Co. Clerk/Recorder	20036962358	10/20/2003	
		Colorado; Secretary of State	20031332673	10/21/2003	
		Nevada; Clark Co.	No file number	10/20/2003	
		Oklahoma; Secretary of State	2312020899	10/21/2003	
		PBH	Pennsylvania; Dept of State, Corp. Bureau	3177513	10/17/2003
			Texas; Dallas County; Texas Secretary of State	No Number 10319706	10/28//2003 10/17/2003
			Washington State; Dept. of Licensing	601-605-795	10/17/2000
		PacifiCare Behavioral Health Administrators	Oregon; Secretary of State; all counties	778 427-80	9/14/2004
			Washington State; Dept. of Licensing	601-605-795	10/17/2000
	PacifiCare Health Plan Administrators, Inc.	Dental Strategies	California; Orange Co. Clerk/Recorder	20036951765	07/16/2003
			Arizona; Maricopa Co.; Pima Co.	2003-0951734 20031480151	07/18/2003 08/01/2003
			Colorado; Secretary of State	20031228555	07/16/2003
Nevada; Clark Co.; Washoe Co.			No file number No file number	07/21/2003 07/18/2003	
Oklahoma; Secretary of State			2300389426	07/15/2003	
Oregon; Secretary of State			160952-91	07/15/2003	
			3156744	07/15/2003	
			Pennsylvania; Department of State, Corporation Bureau	5441406	07/15/2003

Company	Trade Name	State/County	Reg. No.	Issue Date
		Texas; Office of the Secretary of State; and Dallas County Clerk – for all counties	No file number	08/19/2003
			600 611 339	07/16/2003
	PacifiCare Dental and Vision Administrators	Washington State; Dept. of Licensing	99-0546738	06/07/1999
		Arizona; Maricopa Co.; Pima Co.	19991110320	06/10/1999
			20046971573	01/20/2004
		California; Orange Co. Clerk/Recorder	No file number	05/28/2004
		Nevada; Clark Co.; Washoe Co.	No file number	05/28/2004
			670424-82	12/26/2002
		Oregon; Secretary of State; all counties		
			601611339	01/19/1999
		Washington State; Dept. of Licensing		
			54414-06	01/15/1999
	Covantage	Texas; Office of the Secretary of State; Dallas and Travis County Clerks	No file number	02/01/1999
			No file number	02/11/1999
			99-0546739	06/07/1999
	PacifiCare Dental	Arizona; Maricopa Co.; Pima Co.	19991110318	06/10/1999
			20046988237	06/02/2004
		California; Orange Co. Clerk/Recorder	No file number	05/28/2004
		Nevada; Clark Co.; Washoe Co.	No file number	05/28/2004
			20046989647	06/14/2004
	PacifiCare Dental Insurance Marketing	California; Orange Co. Clerk/Recorder		
			20046977199	03/04/2004
	PacifiCare Insurance Marketing	California; Orange Co. Clerk/Recorder		
			99-0546741	06/07/1999
		Arizona; Maricopa Co.; Pima Co.	19991110319	06/10/1999
	PacifiCare Vision		20046988237	06/02/2004
		California; Orange Co. Clerk/Recorder		
			No file number	05/28/2004
		Nevada; Clark Co.; Washoe Co.	No file number	05/28/2004
			20006828509	04/27/2005

<b>Company</b>	<b>Trade Name</b>	<b>State/County</b>	<b>Reg. No.</b>	<b>Issue Date</b>
	PacifiCare Dental & Vision	California; Orange Co. Clerk/Recorder	2000682536	04/27/2005
	PacifiCare Dental & Vision	California; Orange Co. Clerk/Recorder	199929901794	11/09/1999
	Seniorplan	Ohio; Secretary of State		
RxSolutions, Inc.	Prescription Solutions	California; Orange Co. Clerk/Recorder	20006844788	10/25/2000
SeniorCo, Inc.	Senior.com	California; Orange Co. Clerk/Recorder	20006838022	08/22/2000
	Senior.com Insurance Services	California; Orange Co. Clerk/Recorder	20006838022	08/22/2000
	Seniorcom Insurance Services	California; Orange Co. Clerk/Recorder	20006838023	08/22/2000
PacifiCare Dental	Dental Strategies of California	California; Orange Co. Clerk/Recorder	20036951764	07/16/2003
	PacifiCare Dental and Vision	California; Orange Co. Clerk/Recorder	20046001089	09/15/2004
	PacifiCare Dental of California	California; Orange Co. Clerk/Recorder	20056026691	04/27/2005
PacifiCare Behavioral Health of California, Inc.	Life Strategies of California	California; Orange Co. Clerk/Recorder	20036962359	10/20/2003
PacifiCare of Oregon, Inc.	PacifiCare	Oregon; Secretary of State; all counties	455992-89	05/06/2003
	Secure Horizons	Oregon; Secretary of State; all counties	455993-88	05/06/2003
PacifiCare of Nevada, Inc.	PacifiCare	Nevada; Clark Co.; Washoe Co.	No file number No file number	06/25/2001 06/25/2001
	Secure Horizons	Nevada; Clark Co.; Washoe Co.	No file number No file number	09/18/2000 11/20/2000
PacifiCare of Texas, Inc.	PacifiCare	Texas; Office of the Secretary of State; and Dallas County Clerk -- for	No file number No file number	06/25/2001 06/25/2001

<b>Company</b>	<b>Trade Name</b>	<b>State/County</b>	<b>Reg. No.</b>	<b>Issue Date</b>
	Secure Horizons	all counties Texas; Office of the Secretary of State; and Dallas County Clerk – for all counties	No file number No file number	09/14/2000 09/14/2000
PacifiCare of Washington, Inc.	PacifiCare	Washington State; Dept. of Licensing	600559308	01/25/2001
	Secure Horizons	Washington State; Dept. of Licensing	600559308	09/15/2000
PacifiCare of Arizona, Inc.	PacifiCare	Arizona; Maricopa Co.; Pima Co.	20010562496 20011230452	06/26/2001 06/26/2001
	Secure Horizons	Arizona; Maricopa Co.; Pima Co.	20000715236 20001840539	09/18/2000 09/21/2000
PacifiCare of California	PacifiCare	California; Orange Co. Clerk/Recorder	20006839853	09/08/2000
	Secure Horizons	California; Orange Co. Clerk/Recorder	20056026692	04/27/2005
PacifiCare of Oklahoma, Inc.	PacifiCare	Oklahoma; Secretary of State	No file number	07/05/2001
	PacifiCare Health Options	Oklahoma; Secretary of State	495529	11/19/1990
	PacifiCare of Oklahoma	Oklahoma; Secretary of State	436453	09/03/1985
	Secure Horizons	Oklahoma; Secretary of State	442531	03/03/1986
PacifiCare of Colorado, Inc.	Secure Horizons	Colorado; Secretary of State	20011003569	01/05/2001
PacifiCare Health Insurance Company of Micronesia, Inc.	PacifiCare Asia Pacific	Guam	No file number	01/19/2001
PacifiCare Behavioral Health of New Jersey, Inc.	PacifiCare Behavioral Health	New Jersey; Secretary of State	0100913650	10/24/2003
PacifiCare Health Systems Foundation	PacifiCare Foundation	California; Orange Co. Clerk/Recorder	20036949261	06/24/2003

<u>Company</u>	<u>Trade Name</u>	<u>State/Country</u>	<u>Reg. No.</u>	<u>Issue Date</u>
	PacifiCare Health Systems Foundation	Colorado; Secretary of State	19981025558	02/09/1998

**Copyrights**

<u>Company</u>	<u>Copyrights</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SeniorCo, Inc.	OnLine Community Management System	U.S.	TX5-053-913	06/26/1988
PacifiCare Health Systems, Inc.	T.R.A.C.K. – excellence through service	U.S.	TXu-349-076	11/25/1988
PacifiCare Health Systems, Inc.	The Track Game	U.S.	VAu-145-535	11/25/1988

**Material Licenses**

<u>Company</u>	<u>Licenses</u>	<u>Title</u>	<u>Date</u>	<u>Parties</u>
PacifiCare Health Systems, Inc.	License to Use Trademarks	License and Administrative Services Agreement	10/01/1998	PHS and PacifiCare Life and Health Insurance Company
SecureHorizons USA, Inc.	License to Use Trademarks	Master License Agreement	10/01/1998	SecureHorizons USA, Inc. and PacifiCare Life and Health Insurance Company
RxSolutions, Inc.	License to Use Trademarks	Master License Agreement	10/01/1998	RxSolutions, Inc. and PacifiCare Life and Health Insurance Company

**Registered Internet Domain Names**

<u>Domain Name</u>	<u>Owner</u>
asolutionforcaregivers.com	PacifiCare Health Systems, Inc.
bestcareonline.com	PacifiCare Health Systems, Inc.
bestcareonline.net	PacifiCare Health Systems, Inc.
bestcareonline.org	PacifiCare Health Systems, Inc.
bhproviderdirectory.com	PacifiCare Health Systems, Inc.
bhproviderdirectory.info	PacifiCare Health Systems, Inc.
bhproviderdirectory.net	PacifiCare Health Systems, Inc.
caregiversolutions.net	PacifiCare Health Systems, Inc.
caregiversolutions.org	PacifiCare Health Systems, Inc.
care-navigator.com	PacifiCare Health Systems, Inc.



<u>Domain Name</u>	<u>Owner</u>
carenavigator.net	PacifiCare Health Systems, Inc.
carenavigator.org	PacifiCare Health Systems, Inc.
caringsgood.com	PacifiCare Health Systems, Inc.
ce-clinician.com	PacifiCare Health Systems, Inc.
ce-health.com	PacifiCare Health Systems, Inc.
ce-md.com	PacifiCare Health Systems, Inc.
ce-physician.com	PacifiCare Health Systems, Inc.
diseasemanagementsolutions.com	PacifiCare Health Systems, Inc.
diseasemanagementsolutions.net	PacifiCare Health Systems, Inc.
diseasemanagementsolutions.org	PacifiCare Health Systems, Inc.
familyrxsolutions.com	PacifiCare Health Systems, Inc.
figtreeconsulting.com	PacifiCare Health Systems, Inc.
figtreeconsulting.net	PacifiCare Health Systems, Inc.
figtreeconsulting.org	PacifiCare Health Systems, Inc.
grouphealthpacificare.com	PacifiCare Health Systems, Inc.
healthinsurancepacificare.com	PacifiCare Health Systems, Inc.
idiagnostics.com	PacifiCare Health Systems, Inc.
i-encounters.com	PacifiCare Health Systems, Inc.
ilabtests.com	PacifiCare Health Systems, Inc.
i-labtests.com	PacifiCare Health Systems, Inc.
individualhealthpacificare.com	PacifiCare Health Systems, Inc.
injectablesolutions.com	PacifiCare Health Systems, Inc.
injectablesolutions.net	PacifiCare Health Systems, Inc.
injectablesolutions.org	PacifiCare Health Systems, Inc.
injectiblesolutions.com	PacifiCare Health Systems, Inc.
injectiblesolutions.net	PacifiCare Health Systems, Inc.
injectiblesolutions.org	PacifiCare Health Systems, Inc.
lifestrategies.us	PacifiCare Health Systems, Inc.
lifestrategiesonline.com	PacifiCare Health Systems, Inc.
lifestrategiesonline.info	PacifiCare Health Systems, Inc.
lifestrategiesonline.net	PacifiCare Health Systems, Inc.
lifestrategiesonline.org	PacifiCare Health Systems, Inc.
mobilebusiness.com	PacifiCare Health Systems, Inc.
mobileprescriber.com	PacifiCare Health Systems, Inc.
mobileprescribing.com	PacifiCare Health Systems, Inc.
mobilerprescribing.com	PacifiCare Health Systems, Inc.
mobilrxer.com	PacifiCare Health Systems, Inc.
mprescriber.com	PacifiCare Health Systems, Inc.
mxrxer.com	PacifiCare Health Systems, Inc.
mxring.com	PacifiCare Health Systems, Inc.
mypacificare.com	PacifiCare Health Systems, Inc.
mypacificare.net	PacifiCare Health Systems, Inc.
mypacificare.org	PacifiCare Health Systems, Inc.
mypacificare.us	PacifiCare Health Systems, Inc.
mypacificaredental.com	PacifiCare Health Systems, Inc.
mypacificarevision.com	PacifiCare Health Systems, Inc.
mypacificcare.com	PacifiCare Health Systems, Inc.
mypacificcare.net	PacifiCare Health Systems, Inc.
mypacificcare.org	PacifiCare Health Systems, Inc.
mysecurehoizon.com	PacifiCare Health Systems, Inc.

<u>Domain Name</u>	<u>Owner</u>
mysecurehoizon.net	PacifiCare Health Systems, Inc.
mysecurehoizon.org	PacifiCare Health Systems, Inc.
mysecurehorizon.com	PacifiCare Health Systems, Inc.
mysecurehorizon.net	PacifiCare Health Systems, Inc.
mysecurehorizon.org	PacifiCare Health Systems, Inc.
mysecurehorizons.com	PacifiCare Health Systems, Inc.
mysecurehorizons.net	PacifiCare Health Systems, Inc.
mysecurehorizons.org	PacifiCare Health Systems, Inc.
mysecurehorizons.us	PacifiCare Health Systems, Inc.
pacificare.com	PacifiCare Health Systems, Inc.
pacificare.org	PacifiCare Health Systems, Inc.
pacificareaccounts.com	PacifiCare Health Systems, Inc.
pacificareaccounts.info	PacifiCare Health Systems, Inc.
pacificareaccounts.net	PacifiCare Health Systems, Inc.
pacificareaccounts.org	PacifiCare Health Systems, Inc.
pacificareasia.com	PacifiCare Health Systems, Inc.
pacificareasia.net	PacifiCare Health Systems, Inc.
pacificarebehavioralhealth.com	PacifiCare Health Systems, Inc.
pacificarebenefitmanager.com	PacifiCare Health Systems, Inc.
pacificarebenefitmanager.info	PacifiCare Health Systems, Inc.
pacificarebenefitmanager.net	PacifiCare Health Systems, Inc.
pacificarebenefitmanager.org	PacifiCare Health Systems, Inc.
pacificarebenefitmanagers.com	PacifiCare Health Systems, Inc.
pacificarebroker.com	PacifiCare Health Systems, Inc.
pacificarebroker.info	PacifiCare Health Systems, Inc.
pacificarebroker.net	PacifiCare Health Systems, Inc.
pacificarebroker.org	PacifiCare Health Systems, Inc.
pacificarebrokers.com	PacifiCare Health Systems, Inc.
pacificareclub.us	PacifiCare Health Systems, Inc.
pacificaredecisionmaker.com	PacifiCare Health Systems, Inc.
pacificaredecisionmaker.info	PacifiCare Health Systems, Inc.
pacificaredecisionmaker.net	PacifiCare Health Systems, Inc.
pacificaredecisionmaker.org	PacifiCare Health Systems, Inc.
pacificaredecisionmakers.com	PacifiCare Health Systems, Inc.
pacificaredental.com	PacifiCare Health Systems, Inc.
pacificare-dental.com	PacifiCare Health Systems, Inc.
pacificaredental.net	PacifiCare Health Systems, Inc.
pacificaredental.org	PacifiCare Health Systems, Inc.
pacificaredental.us	PacifiCare Health Systems, Inc.
pacificareespanol.com	PacifiCare Health Systems, Inc.
pacificarehealth.com	PacifiCare Health Systems, Inc.
pacificare-health.com	PacifiCare Health Systems, Inc.
pacificarehealthcare.com	PacifiCare Health Systems, Inc.
pacificarehealthinsurance.com	PacifiCare Health Systems, Inc.
pacificarehealthsystem.com	PacifiCare Health Systems, Inc.
pacificarehealthsystems.biz	PacifiCare Health Systems, Inc.
pacificarehealthsystems.info	PacifiCare Health Systems, Inc.
pacificarehealthsystems.net	PacifiCare Health Systems, Inc.
pacificarehealthsystems.org	PacifiCare Health Systems, Inc.
pacificarehealthsystems.us	PacifiCare Health Systems, Inc.

<u>Domain Name</u>	<u>Owner</u>
pacificare-insurance.com	PacifiCare Health Systems, Inc.
pacificarelatino.com	PacifiCare Health Systems, Inc.
pacificarelifestrategies.com	PacifiCare Health Systems, Inc.
pacificarelifestrategies.info	PacifiCare Health Systems, Inc.
pacificarelifestrategies.net	PacifiCare Health Systems, Inc.
pacificarelifestrategies.org	PacifiCare Health Systems, Inc.
pacificarelifestrategies.us	PacifiCare Health Systems, Inc.
pacificaremifamilia.com	PacifiCare Health Systems, Inc.
pacificarerxsolutions.com	PacifiCare Health Systems, Inc.
pacificarerxsolutions.net	PacifiCare Health Systems, Inc.
pacificarespanol.com	PacifiCare Health Systems, Inc.
pacificaresurvey.com	PacifiCare Health Systems, Inc.
pacificarevision.com	PacifiCare Health Systems, Inc.
pacificare-vision.com	PacifiCare Health Systems, Inc.
pacificarevision.net	PacifiCare Health Systems, Inc.
pacificarevision.org	PacifiCare Health Systems, Inc.
pacificarevision.us	PacifiCare Health Systems, Inc.
pacific-care.com	PacifiCare Health Systems, Inc.
pacificcare.net	PacifiCare Health Systems, Inc.
pacificcare.org	PacifiCare Health Systems, Inc.
pacificcarehealth.com	PacifiCare Health Systems, Inc.
palmclinician.com	PacifiCare Health Systems, Inc.
palm-md.com	PacifiCare Health Systems, Inc.
parkstone.org	PacifiCare Health Systems, Inc.
parkstonecom.com	PacifiCare Health Systems, Inc.
parkstonecom.net	PacifiCare Health Systems, Inc.
parkstonecommunications.net	PacifiCare Health Systems, Inc.
pbhi.com	PacifiCare Behavioral Health, Inc.
pbhi.us	PacifiCare Health Systems, Inc.
pclh.com	PacifiCare Health Systems, Inc.
perscriptionsolution.com	PacifiCare Health Systems, Inc.
perscriptionsolution.net	PacifiCare Health Systems, Inc.
perscriptionsolution.org	PacifiCare Health Systems, Inc.
perscriptionsolutions.com	PacifiCare Health Systems, Inc.
perscriptionsolutions.net	PacifiCare Health Systems, Inc.
perscriptionsolutions.org	PacifiCare Health Systems, Inc.
perscriptionsolution.com	PacifiCare Health Systems, Inc.
perscriptionsolution.net	PacifiCare Health Systems, Inc.
perscriptionsolution.org	PacifiCare Health Systems, Inc.
perscriptionsolutions.com	PacifiCare Health Systems, Inc.
perscriptionsolutions.net	PacifiCare Health Systems, Inc.
perscriptionsolutions.org	PacifiCare Health Systems, Inc.
pharmacybenefitinsider.biz	PacifiCare Health Systems, Inc.
pharmacybenefitinsider.com	PacifiCare Health Systems, Inc.
pharmacybenefitinsider.net	PacifiCare Health Systems, Inc.
pharmacybenefitinsider.org	PacifiCare Health Systems, Inc.
phs.com	PacifiCare Health Systems, Inc.
phsinternal.com	PacifiCare Health Systems, Inc.
pocketclinician.com	PacifiCare Health Systems, Inc.
pocketprescriber.com	PacifiCare Health Systems, Inc.

<u>Domain Name</u>	<u>Owner</u>
pparis.com	PacifiCare Health Systems, Inc.
prescriptionsolution.com	PacifiCare Health Systems, Inc.
prescriptionsolution.net	PacifiCare Health Systems, Inc.
prescriptionsolution.org	PacifiCare Health Systems, Inc.
prescription-solutions.com	PacifiCare Health Systems, Inc.
prescriptionsolutions.net	PacifiCare Health Systems, Inc.
prescription-solutions.net	PacifiCare Health Systems, Inc.
prescriptionsolutions.org	PacifiCare Health Systems, Inc.
prescription-solutions.org	PacifiCare Health Systems, Inc.
prescriptionsolutions.us	PacifiCare Health Systems, Inc.
prescriptionsolution.com	PacifiCare Health Systems, Inc.
prescriptionsolution.net	PacifiCare Health Systems, Inc.
prescriptionsolution.org	PacifiCare Health Systems, Inc.
prescriptionsolutions.com	PacifiCare Health Systems, Inc.
prescriptions-solutions.com	PacifiCare Health Systems, Inc.
prescriptionsolutions.net	PacifiCare Health Systems, Inc.
prescriptionsolutions.org	PacifiCare Health Systems, Inc.
qclinician.com	PacifiCare Health Systems, Inc.
qnurse.com	PacifiCare Health Systems, Inc.
q-nurse.com	PacifiCare Health Systems, Inc.
q-patient.com	PacifiCare Health Systems, Inc.
qualitytherapist.com	PacifiCare Health Systems, Inc.
qualitytherapist.net	PacifiCare Health Systems, Inc.
rx-change.com	PacifiCare Health Systems, Inc.
rx-change.net	PacifiCare Health Systems, Inc.
rx-connect.com	PacifiCare eHoldings, Inc.
rxsol.com	PacifiCare Health Systems, Inc.
rxsol.net	PacifiCare Health Systems, Inc.
rxsol.org	PacifiCare Health Systems, Inc.
rxsol.us	PacifiCare Health Systems, Inc.
rxsolutions.com	PacifiCare Health Systems, Inc.
rxsolutions.org	PacifiCare Health Systems, Inc.
rxxsolutions.com	PacifiCare Health Systems, Inc.
securehorizon.com	PacifiCare Health Systems, Inc.
secure-horizon.com	PacifiCare Health Systems, Inc.
securehorizon.net	PacifiCare Health Systems, Inc.
secure-horizon.net	PacifiCare Health Systems, Inc.
securehorizon.org	PacifiCare Health Systems, Inc.
secure-horizon.org	PacifiCare Health Systems, Inc.
securehorizons.com	PacifiCare Health Systems, Inc.
secure-horizons.com	PacifiCare Health Systems, Inc.
securehorizons.net	PacifiCare Health Systems, Inc.
secure-horizons.net	PacifiCare Health Systems, Inc.
securehorizons.org	PacifiCare Health Systems, Inc.
secure-horizons.org	PacifiCare Health Systems, Inc.
securehorizonsclub.us	PacifiCare Health Systems, Inc.
securehorizonsusa.com	PacifiCare Health Systems, Inc.
securehorizonsusa.net	PacifiCare Health Systems, Inc.
securehorizonsusa.org	PacifiCare Health Systems, Inc.
seniorbuddy.net	PacifiCare Health Systems, Inc.

<u>Domain Name</u>	<u>Owner</u>
seniorbuddy.org	PacifiCare Health Systems, Inc.
seniorbuddy.us	PacifiCare Health Systems, Inc.
shusa.com	PacifiCare Health Systems, Inc.
shusa.net	PacifiCare Health Systems, Inc.
shusa.org	PacifiCare Health Systems, Inc.
shusa.us	PacifiCare Health Systems, Inc.
smallgrouphealthpacificare.com	PacifiCare Health Systems, Inc.
solutionsrx.com	PacifiCare Health Systems, Inc.
solutionsrx.net	PacifiCare Health Systems, Inc.
solutionsrx.org	PacifiCare Health Systems, Inc.
wheresmycash.com	PacifiCare Health Systems, Inc.
yourlifestrategies.net	PacifiCare Health Systems, Inc.
yourlifestrategies.org	PacifiCare Health Systems, Inc.

**Section 3.14(c)**  
**Intellectual Property – Software and Licenses**

**I. IP LICENSE**

1. Software License Agreement, effective as of May 23, 2005, by and between Company and
2. Software License and Maintenance Agreement, effective as of December 17, 1999, by and between Company and
3. Software License Agreement, effective as of July 26, 2000, by and between Company and
4. Addendum No. 1, effective December 15, 2004, to the Master Agreement Terms and Conditions including the ELS by and between PacifiCare of California and
5. Enterprise License Schedules, effective December 22, 2003, by and between PacifiCare of California and
6. Purchase, License and Service Agreement, effective April 1, 1994, by and between PacifiCare of California and
7. Agreement of Subcontractor of PacifiCare to be bound by terms and conditions of Value Added Distribution Agreement, effective March 21, 2002, by and between Company, and IBM, Inc.
8. Amendment to Value Added Distribution Agreement, effective August 1, 1998, and amended on March 27, 2002, by and between Company and
9. Valued Added Distribution Agreement, effective as of January 31, 2002, by and between Company and
10. Software License Agreement, effective December 13, 1995, by and between PacifiCare of California as a successor in interest to FHP, Inc. and
11. Software License Agreement, effective December 13, 1995, by and between FHCP, Inc. and
12. Attachment for IBM Global Services' Network Services, dated November 24, 1998, between PacifiCare Health Systems, Inc. and International Business Machines Corporation
13. Comprehensive Healthcare Payment System Database License Agreement, effective as of July 1, 1996, by and between FHP Life Insurance Company, Inc. and
14. Comprehensive Healthcare Payment System Database License Agreement, effective as of July 8, 1997, by and between Company and
15. Addendum to the Comprehensive Healthcare Payment System Database License Agreement, effective as of February 2, 1998, by and between Company and
16. Addendum to the Comprehensive Healthcare Payment System Database License Agreement, effective as of March 30, 1998, by and between Company and
17. Master Services and License Agreement, effective as of April 1, 2003, by and between Company and
18. License Agreement, effective as of January 1, 2004, by and between Company and
19. Variable License/Enterprise License Confirmation, dated July 23, 1997

20. Volume License Confirmations dated October 1998 - April 2000
21. Volume License Confirmations dated May 31, 2000
22. Volume License Confirmations dated May 2001 - June 2002
23. Volume License Confirmations dated September 2002 - December 2002
24. Volume License Confirmations dated April 17, 2003
25. Volume License Confirmations dated May 10, 2003
26. Volume License Confirmations dated July 1, 2003
27. Volume License Confirmation dated August 15, 2003
28. Volume License Confirmation dated October 28, 2003
29. Select Master Agreement, effective March 22, 1998, between Company and
  
30. Addendum A to Select Master Agreement, effective March 22, 1998, between Company and
31. Installment Agreement No. I971090, dated October 13, 1997, by and between Company and
32. Amendment #1, dated October 13, 1997, to Installment Agreement No. I971090, dated October 13, 1997, by and between Company and
33. Amendment #2, dated December 20, 1999, to Installment Agreement No. I971090, dated October 13, 1997, by and between Company and
34. Amendment to Master License Agreement, dated February 16, 2005, by and between Company and
35. Second Amendment to Master License Agreement, dated January 21, 2005, by and between Company and
36. Schedule 6.b, Consulting Agreement, dated as of April 15, 2003, by and between Company for and on behalf of present and all future subsidiaries, and
37. Master License Agreement, dated April 15, 2003, by and between Company for and on behalf of all present and future subsidiaries, and
38. Exhibit D, Business Associate Addendum to the Master License Agreement by and between PacifiCare Health Plan Administrators, Inc. for and on behalf of all present and future subsidiaries, and
39. Professional Services Agreement, effective as of June 8, 2000, by and between Company and
40. End User Software license Agreement, effective as of June 20, 2000, by and between Company and
41. End User License Agreement, effective as of April 7, 2004, by and between Company and
42. Master Services Agreement, effective as of April 7, 2004, by and between Company and
43. Notification of Assignment Letter, dated October 4, 2002, pursuant to Payment Plan Agreement
44. Notification of Assignment Letter, dated October 22, 2002, pursuant to Payment Plan Agreement

45. Network License Addendum, effective November 30, 1999, between Company and
46. Amendment Two to the Software License and Services Agreement between Company and
47. Ordering Document, effective October 10, 2001, between Company and relating to Software License and Services Agreement
48. Ordering Document, effective August 26, 2003, between Company and relating to Software License and Services Agreement
49. Payment Plan Agreement by Company and dated August 30, 2002
50. Software License and Services Agreement, effective December 15, 1995, between Company and
51. Ordering Document, effective June 28, 2002, between Company and relating to Software License and Services Agreement
52. Perpetual Software Agreement, effective as of September 9, 1993, by and between Company and
53. Master License Agreement, effective as of January 4, 2000, by and between Company and
54. First Amendment to Major Account Lease Agreement, effective as of May 21, 2003, by and between Company and
55. Major Account Lease Agreement, effective as of December 21, 2001, by and between Company and
56. Master Service Agreement, effective as of July 7, 2003, by and between Company and
57. Software License Agreement, effective as of December 20, 2002, by and between Company and
58. Software Access Rights Agreement, effective as of September 16, 2002, by and between Company and
59. Facets License Agreement, dated June 3, 1995, between and PacifiCare Behavioral Health, Inc.
60. Letter Agreement amending the Facets License Agreement, dated March 18, 1999, between and PacifiCare Behavioral Health, Inc.
61. Second Amendment to Facets License Agreement, dated March 18, 2003, by and among PacifiCare Health Systems, Inc. and PacifiCare Behavioral Health, Inc.
62. Third Amendment to Facets License Agreement, dated July 15, 2003, by and among PacifiCare Health Systems, Inc. and PacifiCare Behavioral Health, Inc.
63. Fourth Amendment to Facets License Agreement, dated September 28, 2004, by and among PacifiCare Health Systems, Inc. and PacifiCare Behavioral Health, Inc.
64. Amended and Restated System License and Maintenance Agreement, effective June 13, 2005, between and PacifiCare Health Systems, Inc.
65. Addendum to Master Software System Agreement, Software Program License Agreement, and Software Systems Support Agreement, dated June 20, 2003, between and PacifiCare Health Systems, Inc.



66. License and Services Agreement, effective as of March 29, 2001, by and between Company and
67. License Agreement, effective as of September 25, 1995, by and between Company and
68. ASCII Files license Agreement, effective as of August 26, 2002, by and between Company and
69. Master Services and License Agreement, effective as of August 31, 2002, by and between Company and
70. License and Services Agreement, effective as of October 3, 2003, between and PacifiCare Health Plan Administrators, Inc., acting on behalf of itself and its affiliates and subsidiary corporations
71. First Amendment to License and Services Agreement, effective as of October 1, 2004, between and PacifiCare Health Plan Administrators, Inc. acting on behalf of itself and its affiliates and subsidiary corporations
72. Addendum to Master Terms of Service, effective as of August 18, 1999, by and between Company and
73. Software License Agreement, effective as of December 9, 1993, by and between Company and
74. Master Services Agreement, effective as of May 25, 2005, by and between RxSolutions, Inc. and
75. End User Software License Agreement Speech Initiative Project, effective as of May 23, 2005, by and between RxSolutions, Inc. and
76. Service Authorization Order Form (Statement of Work), effective March 17, 2003, between and PacifiCare Health Systems, Inc.
77. Control License Agreement, effective as of February 13, 2002, by and between Company and
78. Claim Check 5.0.3.0 Software Compile Service Offering, dated September 26, 2002, between and PacifiCare Health Solutions, Inc.
79. — Oral contract between the Company and pursuant to which the Company procures goods and/or services which are paid via invoices approved by relevant signature authority. The aggregate payments made to 2005 on an annualized basis is approximately \$1,665,000. in

80. II. APPLICATIONS OWNED BY THE COMPANY

Application Name	Description	Application Owner
AP/PO ROSS	Supports PacifiCare Corporate Disbursement Operations administrative functions. Core functions include the order entry and payment of PHS corporate trade payables, Broker Commissions, Claim, Capitation, and Commercial and Subscriber Billing payables.	Company
AR ROSS (CSTI)	Supports PacifiCare managed care administrative functions. The ROSS AR application is used to manage AR for NICE managed care, individual Secure Horizons product lines of business.	Company
AR/PeopleSoft	Enhancements made to standard product.	Company
Auto Reconciliation	Automatic Reconciliation of monthly group Billing, payments and KPI reporting.	Company
BottomLine	Supports PacifiCare Corporate Administration. This is used to format and print checks and EOPs for the NICE, ROSS, PDV, RIMS and ILIAD applications. It sends Positive Pay files to banking institutions. It can be used to send ACH (EFT) payment transaction	Company
Broker Commission System	Produces Monthly commission and payables statements.	Company
Call Center ACD	Supports handling of in/outbound calls in regional call centers by routing and queing calls according to business rules.	Company
CarePlanner	MEDecision is a third party utilization case and disease management product. This product supports a range of requirements for medical management departments including pre-admission certification, referral management, outpatient certification and concur.	Company
Case Management - Northwest Region	The Case Management System allows for the tracking and documentation of all clinical case management cases. Users are able enter clinical narratives documenting phone calls and/or letters sent or received during the process.	Company
Case Management - Southwest Region	The Case Management System allows for the tracking and documentation of all clinical case management cases. Users are able enter clinical narratives documenting phone calls and/or letters sent or received during the process.	Company
Case Management - Western Region	The Case Management System allows for the tracking and documentation of all clinical case management cases. Users are able enter clinical narratives documenting phone calls and/or letters sent or received during the process.	Company
Centralized Provider System	Tracks Provider Credentialing, contract and network information that the Iliad system does not contain.	Company
Claims Data Entry VB Application	Front-end application to log claims into the NICE system.	Company

Claims Research Application	Online form submission and tracking utility designed to provide instant information on the progress of customer requests. Uses a queuing system to route forms to appropriate departments and link additional forms together in a binder.	Company
Claims Workflow and Dispatch	Claims Workflow automates and manages the complete lifecycles of paper and EDI claims from the time the EDI transmission or Images and Data from the outsource vendor is sent to the workflow application and is adjudicated or returned as group return.	Company
CM Reports	Reporting system for Case Management.	Company
CMS Secure Horizons Reconciliation	Reconciles Member Month Report from CMS to membership data.	Company
Colorado ROSS	Supports PacifiCare corporate administrative functions. Core functions include receiving general information from ILIAD Claims, Capitation, Billing and Broker Commission systems. Colorado ROSS is used to manage corporate financial reporting.	Company
Computer Telephony Integration Enterprise Routing	Supports enterprise routing and load balancing of inbound calls according to predefined business rules.	Company
Computer Telephony Integration Screenpop	The Computer Telephony Integration (CTI) system allows synchronization of voice calls with customer data by providing CSA's with a "screen pop" to their computer screens as a call is transferred to their phone.	Company
Correspondence Tracking Database	Used to track outbound correspondence from within Member Services.	Company
CSAM	Provides administrative support to sales and marketing department to manage sales and renewal process for all products.	Company
Customer Service Help Desk	Used for tracking Customer Service Associate (CSA) calls.	Company
Customer Service System (Classic)	An integrated call in tracking system that is used to track calls in and out for the Regional Call Center.	Company
Customer Service System (Forte)	An integrated call intracking system that is used to track calls in and out for the Regional Call Center.	Company
Electronic Report Distribution	Supports PacifiCare Information Distribution Center. This is a generalized report distribution system used to distribute reports electronically from multiple IT applications to multiple PacifiCare operations departments.	Company
Employer Portal	Provides access to Commercial Invoices for the employer groups via the Internet (BizCast)	Company
Fee Schedule Application	Allows for the maintenance of fee schedules to be loaded to the NICE system.	Company

Genelco Group+ Supplemental Programs and Processes	Supplemental programs and processes called via user exits from the Genelco Group+ application or executed in batch jobs. These programs are used for administration of Stop Loss business and included the following functions: Large Claim Notification Tracking; Accounting and Treasury Interfaces; Renewal Information Requests; 5500 Information Letters; Commission 1099s; Stop Loss Agreement production; Reimbursement ACH Transactions; Underwriting, Actuarial, and Financial Reporting; Check, Statements, and EOB formatting; Delinquency Follow-up Process; Various Online files for data capture: Affiliates, Group Level Data, Hospital Information at the Claim Benefit Line level, PPO/UR/PBM Vendors; PRISM Interface; OSCAR Interface; and Specific Corridor Option (SCO) Automatic Account Accumulator Synchronization.	Company
GL ROSS	Supports PacifiCare corporate administrative functions. Core functions include receiving general information from NICE Claims, Capitation, Billing and Broker Commission systems. ROSS GA is used to manage corporate financial reporting and statements.	Company
HARRIS Archive	Copy of the old Harris mainframe application. It is used for researching information from the Harris Data Warehouse.	Company
HR Job Postings	Internet and Intranet HR job postings and search application.	Company
Human Resources Information System	Supports PacifiCare Corporate Human Resources administrative functions. HR, benefits and payroll applications from PeopleSoft (HRMS). The next version will be Web/HTML-based.	Company
ILIAD Authorizations	Supports Central & Desert regions' HMO, POS & Secure medical management and claims processing functions. Captures authorization, referral, pre-cert, concurrent review and case management data for medical services.	Company
ILIAD Auto Reconciliation	Performs an automated comparison and reconciliation between employer billings and premium payments required to support the PHS business.	Company
ILIAD Autointerest Calculator	The ILIAD autointerest calculator allows different delinquency requirements for paper versus EDI. In Colorado, the paper claims require interest after 45 days while EDI claims are overdue after 30 days. The ZZPEN line should be excluded from the system.	Company
ILIAD Benefits	Stores benefit structures and rider structures, co-pays and limits.	Company
ILIAD Billing	Generates individual and employer group invoices required to support the PHS business.	Company
ILIAD Billing Reconciliation Commercial	Application which is used to reconcile Commercial Employer Group monthly invoices & payments. Sr. Recon used to reconcile CMS reply file.	Company
ILIAD Broker	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting	Company

	resources.	
ILIAD Capitation	Supports PacifiCare managed care administrative functions. Core functions in ILIAD include Membership, CMS MMR data, Billing premiums, Claims, Providers, Provider Contracts, Rate Control, Capitation, Member Months, and Data Warehouse applications.	Company
ILIAD Claims	ILIAD supports most of the core managed care administrative functions, which includes Membership, Benefits, Premium Billing, Providers, Provider Contract, Auths, Capitation, and Claims. ILIAD Claims system supports electronic and paper claims with the ab	Company
ILIAD Claims and Encounters	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD CMS	Reconciles MMR data from CMS with ILIAD data. Reports discrepancies and provides online query capability.	Company
ILIAD Codes	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD Common MDR Fee Schedule	The Ingenix MDR fee schedule and geozip files are uploaded annually in a common ILIAD directory (all regions utilize the same fee schedule). The Colorado provider records are setup to apply 80 percentile of MDR while the Arizona provider records are set.	Company
ILIAD Config / Benefit Plans	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD Data Warehouse	Provides decision support reporting functionality. This is the reporting system that pulls information from Iliad core application.	Company
ILIAD Easy Pay	Allows money to be deducted from members accounts who have elected surepay option of payment.	Company
ILIAD EDI	Translates proprietary EDI files into appropriate Iliad system formats.	Company
ILIAD Eligibility	Generates listings of eligible membership and membership changes and supports IVR.	Company
ILIAD Employer Group Maintenance	Provides on-line maintenance functions required to support the employer group information and premium rates.	Company
ILIAD Employer Services	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company

ILIAD Encounters	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD Enrollment	Provides on-line member enrollment functions required to support the PHS HMO, PPO and POS business.	Company
ILIAD HBOC Claim Check	ClaimCheck (formerly GMIS, now owned by McKesson/HBOC) off-the-shelf software has been integrated with the ILIAD claims adjudication programs designed to eliminate the overpayment of claims through automated claims auditing.	Company
ILIAD ID Cards	Generates member ID cards to support to PHS HMO business.	Company
ILIAD Letter Writer	The ILIAD system includes a letter writer application. The ILIAD Claims Technology team utilizes letter writer to update letter content. The application is basically a text processing utility (TPU).	Company
ILIAD Medical Management	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is an "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD Member Call System	An integrated call intracking system that is used to track calls in and out for the Regional Call Center.	Company
ILIAD Member Extract System	Used to pull Commercial Members for mailings	Company
ILIAD Membership	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
ILIAD PCP Member Rollover Program	The ILIAD PCP member rollover program allows PacifiCare to automatically move members from the old PCP/PMG to a new PCP/PMG. The rollover program allows the end user to automatically flag members for new ID cards and it automatically updates the member profiles.	Company
ILIAD Production QZ/QTP	Ad-hoc reporting tool used to extract or report data from production.	Company
ILIAD Providers	Provides administrative support for primary managed care functions required to support the PHS HMO line of business. (Includes contracts and demographics).	Company
ILIAD Report Management	Electronic report distribution for Employer Group Invoices.	Company
ILIAD Sales and Marketing	ILIAD application acquired with the FHP/PacifiCare acquisition in 1995. It is a "highly-customized" variation of DISCORP that has been developed and maintained primarily through the use of consulting resources.	Company
Individual Plan Underwriting Applications	Supports PacifiCare IT administrative functions. Used by Underwriting to track and process all individual plan applications in a workflow management capacity.	Company

Individual Solutions Underwriting System	Supports PacifiCare IT administrative functions. ISUS (Individual Solutions Underwriting System), is a database application which is utilized by the Small Group/Individual Plan Underwriting and Membership Accounting Services departments.	Company
Information Reporting Request	This allows regional employees to request informational reports from Regional and track their status.	Company
Integrated Financial System	Supports PacifiCare corporate administrative functions. Core functions will include receiving general information from ILIAD Claims, Capitation, Billing and Broker Commission systems when fully implemented in July 2003.	Company
Internet Provider Directory	Internet Provider Directory application available to members and providers for enrollment and referral purposes.	Company
Internet Provider Eligibility	Provides access for the Providers to verify member eligibility and benefit information available through MyPacifiCare (InterNET site).	Company
Internet Provider Quality Index	Searchable database of provider quality indicators available.	Company
Letter Database	Generates Health Services Letters.	Company
Letter Tracking Database	Supports the tracking of Secure Horizon memberships in generating welcome and disenrollment letters	Company
Management Reporting Database	Summary tables of NICE Data Warehouse providing income statement like reporting capabilities by employer group and providers. The application acronym is MRD.	Company
Medical Management - CRMS	Supports Medical Management and Appeals and Grievances by capturing member and provider call information.	Company
Medical Management - Mercator	Translates proprietary EDI transactions into acceptable formats for MEDInform while producing daily exception and production reports for the business users.	Company
Member Portal - Member Self Service	Internet application that will allow members in the Southwest, Northwest and West regions to request replacement ID cards, request an address change, request a PCP change, review and print common forms, submit emails to customer service, and view benefits.	Company
Member Services (Western Region)	Provides Member Services personnel with ad hoc retrieval to Claims and Enrollments documents, provides screen navigation, minimizes key strokes, and provides letter generation.	Company
Meridian Data Repository	Data Repository for Meridian claims data.	Company
Meridian Health Care Management	Service bureau contracted to process claims for directly contracted providers in the Northwest and Western regions. In addition, Meridian supports utilization management, referral processing and utilization review by PacifiCare.	Company
My PacifiCare - Employee Directory, Paging	Intranet resource for paging PacifiCare employees with PHS supplied pagers.	Company

MyPacifiCare for Employees	Intranet Portal for PacifiCare Employees. Provides a common browser interface and link to various PacifiCare sites (e.g. Employee Services, Information Services, Regional centers, Org chart, industry news, etc.).	Company
Network Management Repository	Manages, through version control, provider contracts, templates and alternative languages used to provide contract rating (PADV).	Company
NICE Authorizations	Utilized only to support claims processing, automated interfaces transfer and populate authorization data from MEDecision to NICE.	Company
NICE Benefits	Stores benefit structures and rider structures, co-pays and limits.	Company
NICE Billing Reconciliation	Performs an automated comparison and reconciliation between employer billings and premium payments required to support the PHS business.	Company
NICE Broker Commissions	Calculates broker commissions based on membership enrollments.	Company
NICE Capitation	Supports PacifiCare managed care administrative functions. Core functions in NICE include Membership and Billing Rates, CMS Reply [MMR], Benefits, Claims, General Accounting, Providers, Provider Contracts, Rate Control, Capitation, and Cap Reports Distribution.	Company
NICE Capitation Reports Distribution	Supports PacifiCare managed care administrative functions. The Capitation Reports Distribution database is a repository for maintaining report distribution information for providers. It is maintained by a VB data entry front end.	Company
NICE Claims	Supports PacifiCare managed care administrative functions. Core functions in NICE include Membership, Benefits, Enrollment/Billing, Claims, Providers, Provider Contract, Auths, Capitation, and Broker Commission.	Company
NICE Claims Group Returns	Provides administrative support for primary managed care functions required to support the PHS HMO line of business. With the implementation of logging of group returns project by 12/2002, this database will no longer be populated with new data.	Company
NICE Commercial Billing	Generates employer group invoices required to support the PHS business.	Company
NICE Coupon billing	Provides administrative support in the generation of coupons.	Company
NICE Data Warehouse	Provides decision support reporting functionality. This is the reporting system that pulls integrates information from NICE and HCPS core applications.	Company
NICE EDI	Collection of programs providing translation of proprietary EDI files into appropriate NICE formats.	Company
NICE Eligibility 270/271	A real-time application that supports the retrieval and reporting of PHS member eligibility and benefit information to providers via third party vendor connections such as WebMD and IVR.	Company
NICE Eligibility including TPA	Generates listings of eligible membership and membership changes.	Company



NICE Employer Group Maintenance	Provides on-line maintenance functions required to support the employer group information and premium rates.	Company
NICE Encounters	Provides administrative support for primary managed care functions required to support the PHS HMO line of business.	Company
NICE Enrollment	Provides on-line member enrollment functions required to support the PHS HMO, PPO and POS business.	Company
NICE Enrollment and Eligibility Workflow	Images documents to support enrollment and eligibility workflow for commercial enrollment activities.	Company
NICE Financial Planning 10	Supports PacifiCare managed care administrative functions. The NICE Financial Planning (FP10) application provides claim payment selection functionality to support provider settlements for managed care lines of business.	Company
NICE Financial Planning Application 98	Supports PacifiCare managed care administrative functions. The NICE Financial Planning application provides claim payment selection functionality to support provider settlements for managed care lines of business.	Company
NICE General Accounting	Supports PacifiCare managed care administrative functions. Supports the determination of financial risk for NICE Claims and general ledger account assignments for NICE Claims and Billing to support ROSS General Ledger posting.	Company
NICE Health Service Funds	Supports PacifiCare managed care administrative functions. The Health Service Fund tables in NICE are a repository of settlement terms information for contracted, managed care providers. It is maintained by a VB data entry front end.	Company
NICE ID Cards	Generates member ID cards to support to PHS HMO business.	Company
NICE Medicare Enrollment	Provides on-line member enrollment functions required to support the PHS HMO Medicare business.	Company
NICE Member Months	Supports PacifiCare managed care administrative functions. The NICE Member Months application is the source of corporate enrollment statistics for all NICE regions and lines of business.	Company
NICE Membership	(Related MAS Functions) Provides administrative support for primary managed care functions required to support the commercial line of business.	Company
NICE Office of Personnel Management Clearinghouse	Provides administrative support to maintaining federal employee membership and membership changes.	Company
NICE Provider Contracts	Provides administrative support for primary managed care functions required to support the PHS HMO line of business.	Company
NICE Provider Demographics	Displays provider demographics (eg: PC0100, CL0240, CL0081).	Company
NICE Providers	Provides administrative support for primary managed care functions required to support the PHS HMO line of business. (Includes contracts and demographics).	Company
NICE Queued Batch Enrollment	Provides automated enrollment utilizing eligibility files from employer groups.	Company

NICE Rate Control	Provides administrative support to maintaining CMS rates for each geographic region.	Company
NICE Report Manager	Provides administrative support for viewing employer group invoices on-line.	Company
NICE Security Administration	Provides administrative support for primary managed care functions required to support the PHS HMO line of business.	Company
NICE States Appeals and Grievances Content Mgmt	Document content management tool utilized by Appeals & Grievances in order to maintain appropriate documentation of member cases.	Company
NICE Subscriber Billing	Provides administrative support in generating anticipated premium revenue receipts and individual invoices.	Company
NICE Working Aged Tracking	Provides administrative support to maintaining CMS members who continue to be employed	Company
NICE/Racer - MedUnite	Interactive eligibility transaction with the trading partner. Receives HIPAA 270 from trading partner (as XML document) and responds with HIPAA 271 (as XML document).	Company
Online Reference Manual	The on-line reference manual is an Intranet based tool used by PHS Customer Service departments. It provides a single point of reference for customer service representatives to access information critical to providing prompt and accurate service to members.	Company
PacifiCare Administrative Workflow System (PAWS)	Administrative workflow is an Intranet-based application to automate the creation, approval and actions for Corporate and Western Region Facilities for Telecom Service Requests and Enterprise Security Logon Requests which are processed by Corporate IS.	Company
PacifiCare.com	Internet site for PacifiCare's partners (members, providers, brokers, employers) and consumers.	Company
PBHI Interactive Voice Response	This is an automated survey application that collects substance use screening data from PBHI members. The application is available 24x7.	Company
PDV Interactive Voice Response	IVR is a real-time application that supports various self-service option for PHS providers and members where the options include eligibility, verification, benefit information, replacement ID card requests, and member material requests.	Company
Petition	Used by Appeals/Grievance to track incoming appeals.	Company
PPO Online Provider Contracts	Tracks and displays provider contracts online.	Company
Pre-existing Conditions	Tracks pre-existing conditions of new members.	Company
PRIDE	Auditing tool used to measure performance of medical groups and providers.	Company
Priority Health Claims Lookup	Used to look up Priority Health Systems data stored in regional database.	Company
ProBase	Core system to maintain provider demographics.	Company

Provider Directories	Extract program that pulls provider data from the NICE system and reformats it for the paper directories and the Inter/Intranet. System applies numerous business rules in formatting and filtering our provider data.	Company
Provider Documentation System	Used for Provider call logging and issue tracking/followup.	Company
Provider Grievance	Use to track provider grievances and report to the Arizona DOI twice a year	Company
Provider Group Information	Provides Group information regarding current provider contracts and contacts.	Company
Provider Mini Directory	Provides online, up to the minutes provider directories for Customer Service and Sales/Marketing.	Company
Provider Portal - Provider Self-Service	Internet application that will allow providers to verify member eligibility, access forms, and links to Doctor Directory, Formulary, RxConnect, Quality Index, Health Programs and 24-hour health information.	Company
Provider Referral Directory	Provides online, up to the minutes provider handbook directories for Network Management.	Company
Provider Settlements	Supports PacifiCare managed care administrative functions. The Provider Settlements application administers periodic incentive settlement programs for managed care providers.	Company
Quality/UM Coalition Database	Utilization Management audit tracking system.	Company
Quest	A workflow management tool used to track claims reimbursement activity with capitated medical groups and support management reporting.	Company
Quotelog	Supports the maintenance of group sales and underwriting procedures.	Company
RIMS	Enhancements made to licensed product.	Company
SalesLogix	Contact Management tool for Sales.	Company
SAMM	Provides administrative support to sales and marketing department to manage sales process for Medicare business.	Company
Secure Horizons A/R	Application to support Westel access to the PeopleSoft A/R system to support Secure Horizons customer service.	Company
SecureHorizons.com	Internet site specifically targeted to SecureHorizons members and consumers interested in the Secure Horizons product line.	Company
Senior Reconciliation	This system is used to track discrepancies between CAP and the payment received from CMS.	Company
Small Group Lead Application	Small Group Leads Application: Tracking of leads mainly from the website.	Company
SR ROSS (CSTI)	Supports PacifiCare managed care administrative functions. The ROSS SR application is used to manage AR for NICE managed care, individual Commercial product lines of business.	Company
Standard Employer Reporting Package	Provides standard employer reporting.	Company

STAR Sales Application	Supports the administrative functions of maintaining client information, Request For Quote data, and tracking response to clients.	Company
TCS Agent Scheduling and Forecasting	Supports scheduling and forecasting of customer service associates in regional call centers.	Company
TeleCall	Support automated outbound calling (campaigns) for retention of Senior product offering members.	Company
The Planning System	Supports PacifiCare administrative functions. The Planning System supports planning, budgeting and forecasting processes.	Company
ThirdWave	Utilized for Appeals and Grievances case tracking in Iliad regions.	Company
Underwriting Data Repository	Produces rating models and quotes by the Underwriting Department.	Company
Underwriting Systems	Set of systems and processes used to estimate risk, review experience, and price product offerings associated with provision of insurance coverage.	Company
West Interactive Voice Response	IVR is a real-time application that supports various self-service option for PHS providers and members where the options include eligibility verification, benefit information, replacement ID card requests, and member material requests.	Company
Clinical Care Management System	Integrated clinical triage, customer service and workflow application for managing behavioral health clinical care.	PacifiCare Behavioral Health
Provider Portal	Internet application that allows providers to verify member eligibility, authorizations, access forms, and submit claims.	PacifiCare Behavioral Health
LifeCoach	Internet application that allows members to gain access to counseling resources.	PacifiCare Behavioral Health
Enterprise Eligibility	Visual Basic application to support loading / processing of employer / health plan group and/or member eligibility information.	PacifiCare Behavioral Health
Electronic Claims	Visual Basic application to support the loading / processing of electronic claims.	PacifiCare Behavioral Health
ALgorithms for Effective Reporting and Treatment	Analyzes various sources of patient data to measure treatment effectiveness.	PacifiCare Behavioral Health
Facets Data Warehouse	Provides Facets decision support reporting functionality.	PacifiCare Behavioral Health
Facets Crystal Reporting	Provides Facets operational reports.	PacifiCare Behavioral Health
Facets	Enhanced functionality surrounding licensed application.	PacifiCare Behavioral Health






C. Third-Party Infringement Claims Against PHS (other than previously disclosed opposition/litigation proceedings)


D. Settlements and Consents





Section 3.15(a)

Property and Assets – Owned Property

1. 5701 Katella Avenue, Cypress, CA 90630. Certain rights to place satellite dishes or similar technology on the property have been provided to third parties.
2. 3100 AMS Blvd., Green Bay, WI 54313

**Section 3.15(b)**  
**Property and Assets – Leased Property**

<b>LOCATION OF PROPERTY</b>	
<b>ARIZONA</b>	
	410 North 44th Street, Phoenix, AZ
	4000 N. Central Ave 2000, Phoenix, AZ
	4601 E Hilton Ave., Phoenix, AZ
<b>CALIFORNIA</b>	
	5990 Sepulveda, Van Nuys, CA
	10700 Valley View, Cypress (RCSC/Big Warland), CA
	5757 Plaza Dr, Cypress, CA
	10803 Hope Street, Cypress, CA
	2300 Main Street, Irvine, CA
	3515 Harbor Blvd, Costa Mesa, CA
	5995 Plaza Drive, Cypress, CA
	6100 Gateway, Cypress, CA
	3100/3110/3120 Lake Center, Santa Ana, CA
	6251 Katella, Cypress, CA
	10801 Walker, Cypress, CA
	2858 Loker Avenue East, Carlsbad, CA
<b>COLORADO</b>	
	6455 S. Yosemite, Englewood, CO
*	333 Inverness, Englewood, CO
<b>IRELAND</b>	
	Letterkenny Business Park, Lisnenan, Ireland
<b>NEVADA</b>	
*	700 Warm Springs, Las Vegas, NV
<b>OREGON</b>	
	Five Centerpoint Drive, Lake Oswego, OR
	20510 NW Evergreen Pkwy, Hillsboro, OR
<b>TEXAS</b>	
	6200 Northwest Parkway, San Antonio, TX

\* Part or all of the property is subleased.

**Section 3.20(a)**  
**Statutory Financial Statements**

SUBSIDIARY NAME	STATEMENT DATES
<b>American Medical Security Life Insurance Company (a Wisconsin corporation) (previously known as United Wisconsin Life Insurance Company ("UWLIC"))</b>	
Annual Statements:	Year ended December 31, 2003, filed by UWLIC Year ended December 31, 2004
Quarterly Statements:	Quarter ended March 31, 2003, filed by UWLIC Quarter ended June 30, 2003, filed by UWLIC Quarter ended September 30, 2003, filed by UWLIC Quarter ended March 31, 2004, filed by UWLIC Quarter ended June 30, 2004, filed by UWLIC Quarter ended September 30, 2004, filed by UWLIC Quarter ended March 31, 2005
<b>PacifiCare Behavioral Health of California, Inc. (a Delaware corporation)</b>	
Annual Statements:	Year ended December 31, 2003 Year ended December 31, 2004
Quarterly Statements:	Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended December 31, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended December 31, 2004 Quarter ended March 31, 2005
<b>PacifiCare Dental (a California corporation)</b>	
Annual Statements:	Year ended December 31, 2004 Year ended December 31, 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended December 31, 2003 Quarter ended March 31, 2003 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended December 31, 2004 Quarter ended March 31, 2005
<b>PacifiCare Dental of Colorado, Inc. (a Colorado corporation)</b>	
Annual Statements	Year Ended December 31, 2003 Year Ended December 31, 2004
Quarterly Statements	N/A
<b>PacifiCare Health Insurance Company of Micronesia, Inc. (a Guam corporation)</b>	
Annual Statements:	Year ended December 31, 2003 Year ended December 31, 2004
Quarterly Statements:	Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended March 31, 2005

SUBSIDIARY NAME	STATEMENT DATES
<b>PacifiCare Life and Health Insurance Company (an Indiana corporation)</b>	
Annual Statements:	Year ended December 2004 Year ended December 31, 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended March 31, 2005
<b>PacifiCare Life Assurance Company (a Colorado Corporation)</b>	
Annual Statements:	Year ended December 31, 2004 Year ended December 31, 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended March 31, 2005
<b>PacifiCare of Arizona, Inc. (an Arizona corporation)</b>	
Annual Statements:	Year ended December 31, 2004 Year ended December 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended March 31, 2005
<b>PacifiCare of California (a California corporation)</b>	
Annual Statements:	Year ended December 2004 Year ended December 31, 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended December 31, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004 Quarter ended December 31, 2004 Quarter ended March 31, 2005
<b>PacifiCare of Colorado, Inc. (a Colorado corporation)</b>	
Annual Statements:	Year ended December 31, 2004 (Amended) Year ended December 31, 2003
Quarterly Statements:	Quarter ended March 31, 2003 Quarter ended June 30, 2003 Quarter ended September 30, 2003 Quarter ended March 31, 2004 Quarter ended June 30, 2004 Quarter ended September 30, 2004

SUBSIDIARY NAME	STATEMENT DATES
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Quarter ended March 31, 2005

**PacifiCare of Nevada, Inc. (a Nevada Corporation)**

Annual Statements: Year ended December 31, 2004  
Year ended December 2003  
Quarterly Statements: Quarter ended March 31, 2003  
Quarter ended June 30, 2003  
Quarter ended September 30, 2003  
Quarter ended March 31, 2004  
Quarter ended June 30, 2004  
Quarter ended September 30, 2004  
Quarter ended March 31, 2005

**PacifiCare of Oklahoma, Inc. (an Oklahoma corporation)**

Annual Statements: Year ended December 2004  
Year ended December 31, 2003  
Quarterly Statements: Quarter ended March 31, 2003  
Quarter ended June 30, 2003  
Quarter ended September 30, 2003  
Quarter ended March 31, 2004  
Quarter ended June 30, 2004  
Quarter ended September 30, 2004  
Quarter ended March 31, 2005

**PacifiCare of Oregon, Inc. (an Oregon corporation)**

Annual Statements: Year ended December 31, 2004  
Year ended December 31, 2003  
Quarterly Statements: Quarter ended March 31, 2003  
Quarter ended June 30, 2003  
Quarter ended September 30, 2003  
Quarter ended March 31, 2004  
Quarter ended June 30, 2004  
Quarter ended September 30, 2004  
Quarter ended March 31, 2005

**PacifiCare of Texas, Inc. (a Texas corporation)**

Annual Statements: Year ended December 31, 2004  
Year ended December 31, 2003  
Quarterly Statements: Quarter ended March 31, 2003  
Quarter ended June 30, 2003  
Quarter ended September 30, 2003  
Quarter ended March 31, 2004  
Quarter ended June 30, 2004  
Quarter ended September 30, 2004  
Quarter ended March 31, 2005

**PacifiCare of Washington Inc. (a Washington corporation)**

Annual Statements: Year ended December 31, 2004  
Year ended December 31, 2003  
Quarterly Statements: Quarter ended March 31, 2003  
Quarter ended June 30, 2003  
Quarter ended September 30, 2003  
Quarter ended March 31, 2004  
Quarter ended June 30, 2004  
Quarter ended September 30, 2004

SUBSIDIARY NAME	STATEMENT DATES
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Quarter ended March 31, 2005