

Section 3.21
Reserves

Definition of Regulated Subsidiaries

1. The Regulated Subsidiaries are listed in the first table in Section 3.05 of the Company Disclosure Letter.

Exceptions to Representation

1. As of December 31, 2004, PacifiCare Health Insurance Company of Micronesia, Inc. did not have statutory net worth in excess of 300% of its Authorized Control Level.

Section 3.22
Capital or Surplus Maintenance

1. PacifiCare Life and Health Insurance Company entered into an agreement with the Indiana Department of Insurance to maintain PacifiCare Life and Health Insurance Company's risk-based capital levels at or above 350% in connection with the Revolving Credit Agreement, effective as of June 1, 1999, by and between PacifiCare Life and Health Insurance Company and PacifiCare Health Plan Administrators, Inc.
2. PacifiCare Life and Health Insurance Company is required to maintain \$40,000,000 minimum capital in Florida pursuant to a consent order dated May 14, 2003 (Case No. 67877-03-CO) issued by the Office of Insurance Regulation of Florida.
3. PacifiCare Life Assurance Company is required to maintain risk-based capital levels at or above 250% in Colorado pursuant to an agreement with the Colorado Department of Insurance dated May 20, 2004.

Section 5.01(a)
Conduct of Business

1. The Company and its Subsidiaries may, in connection with their Part D standalone and MAPD businesses, enter into or amend distribution Contracts (eg., broker, telesales, etc.). The Company and its Subsidiaries may renew any Contracts relating to their MAPD business on substantially similar terms for 2006. The Company and its Subsidiaries may enter into or amend any Contracts relating to their Part D standalone business that are variable cost or based on sales production.
2. The Company and its Subsidiaries may, in connection with their Part D standalone business, enter into or amend marketing Contracts, consulting Contracts, advertising Contracts, website development Contracts, outsourcing Contracts and other Contracts and incur costs that are included in selling, general and administrative costs associated with such Contracts and such other costs included in selling, general and administrative costs
3. Any action the Company takes for the sole purpose of complying with Section 6.15 of the Agreement.
- 4.
5. Any action or matter listed in any subsection of Section 5.01(a) of the Company Disclosure Letter shall be deemed listed in subsections (i) – (xviii) of Section 5.01(a) of the Company Disclosure Letter notwithstanding the omission of a reference or cross reference thereto. The actions and matters have been listed in specific subsections of Section 5.01(a) of the Company Disclosure Letter only as a matter of convenience and for reference and in no way will limit or affect the Company's or its Subsidiaries' ability to engage in such actions or matters.

Section 5.01(a)(i)
Conduct of Business

- 1.

2. Repurchases by the Company, from time to time, of Company Common Stock otherwise issuable to holders of Company Common Stock, Company Restricted Stock, Company DSUs or Company RSUs to satisfy cash withholding obligations arising out of the vesting or exercise, as applicable, of such awards, as permitted by the applicable plan.

Section 5.01(a)(ii)
Conduct of Business

1. Any pledge of securities of the Company or any of its Subsidiaries (as defined in the Credit Agreement) as contemplated by the Credit Agreement or the Security Agreement, dated as of December 13, 2004, between the Grantors (as defined in the Security Agreement) and JP Morgan Chase Bank, N.A.
- 2.

a.

b.

c.

d.

3.

Section 5.01(a)(iv)
Conduct of Business

1. The Company may merge any of its wholly-owned Subsidiaries with each other, so long as the completion of any such transaction does not result in any material delay or material impediment in the receipt of any of the authorizations, consents, orders, declarations or approvals of any Governmental Authority necessary to consummate the Merger or the other transactions contemplated by the Agreement.

Section 5.01(a)(v)
Conduct of Business

- 1.
2. See Item 1 of Section 5.01(a)(ii) of the Company Disclosure Letter.

Section 5.01(a)(vi)
Conduct of Business

1.

Section 5.01(a)(vii)
Conduct of Business

1.

Section 5.01(a)(viii)
Conduct of Business

- 1.

2. Repayment of debt of the Company and its Subsidiaries contemplated by the Company's 2005 Fiscal Year Capital Plan.

Section 5.01(a)(ix)
Conduct of Business

1.

2.

3.

4.

5.

6.

Section 5.01(a)(x)
Conduct of Business

1.

2.

3.

4.

Section 5.01(a)(xii)
Conduct of Business

1. Immediately prior to the Effective Time, the Company shall cause the amended and restated rabbi trust, dated October 23, 2003 with Wells Fargo Bank, N.A., to be funded in the amount sufficient to satisfy obligations under the Third Amended and Restated PacifiCare Health Systems, Inc. Non-Qualified Deferred Compensation Plan, Second Amended and Restated PacifiCare Health Systems, Inc. Statutory Restoration Plan, and PacifiCare Supplemental Executive Retirement Plan.
2. The Company may extend the term of the Senior Executive Employment Agreements which are scheduled to expire after the date of the Merger Agreement but prior to the Effective Time within the 45 day or 60 day notice period, as the case may be, contemplated by such employment agreements.
3. See item number 2 of Section 5.01(a)(ii) of the Company Disclosure Letter.
4. See item number 4 of Section 6.11(a) of the Company Disclosure Letter.
- 5.

Section 5.01(a)(xiii)
Conduct of Business

1.

Section 5.01(a)(xv)
Conduct of Business

Tax

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.

Section 5.01(a)(xvi)
Conduct of Business

Tax

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.

Section 6.02(b)
Access to Information; Confidentiality

Section 6.11(a)
Employee Matters – Bonus Plans

Bonus 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.
4. Immediately prior to the Effective Time, the Company shall pay a pro rata bonus to the participants of each bonus plan listed above for the 2005 calendar year (for the portion of such year completed through the Effective Time) in an amount equal to the product of (i) a fraction, the numerator of which is the number of days which have elapsed in the 2005 calendar year through the date on which the Effective Time occurs and the denominator of which is 365, and (ii) an amount equal to no less than each participant's target award for such year. In the event that the Effective Time occurs in 2006, (i) references to 2005 in the immediately preceding paragraph shall be deemed to refer to 2006 and (ii) the Company shall pay participants of each bonus plan listed above the full bonus such participants would have paid in respect of 2005 under the applicable bonus plan based on actual performance through December 31, 2005 on the date that such bonus is ordinarily paid by the Company under such bonus plan or, if earlier, immediately prior to the Effective Time. In connection with the foregoing, the target award that applies to each participant as of the date hereof shall not be increased.

Section 6.11(b)
Severance to Apply During the One Year Period
Following the Effective Time

PACIFICARE HEALTH SYSTEMS, INC.
SEVERANCE PLAN

a.

b.

a.

b.

Section 6.11(g)
Treatment of Certain Affected Employees

1.

2. Category IIIA

Section 9.03(c)
Definitions - Knowledge

1. Howard G. Phanstiel
2. Joseph S. Konowiecki
3. Bradford A. Bowlus
4. Gregory W. Scott
5. Chris Karkenny
6. Jaquelyn Kosecoff
7. Peter McKinley
8. Jim Modaff
9. Katherine Feeny
10. Samuel Ho
11. Ed Feaver
12. Michael Henderson
13. Peter Reynolds
14. Glenn Terwilliger
15. James Frey
16. Sharon Garrett

PARENT DISCLOSURE LETTER

Capitalized terms used but not defined in this Parent 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 Parent 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 Parent 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 Parent Disclosure Letter notwithstanding the omission of a reference or cross reference thereto.

Matters reflected in this Parent 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 Parent Material Adverse Effect or to the "ordinary course of business."

Any item of information disclosed in the Parent 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 Parent 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 Parent Disclosure Letter as set forth in the Agreement.

Section 4.03

Authority: Noncontravention

\$1,000,000,000 Five Year Revolving Credit Facility among Parent, the Lenders Party Thereto, JPMorgan Chase Bank, as Administrative Agent, and the other Agents, dated June 30, 2004.

Section 4.03(d)

Parent Material Adverse Effect

In Re: Managed Care Litigation: MDL No. 1334.

Section 4.04(f)

Governmental Authorizations/Consents

- A. **State Regulatory Approvals:** The following state regulatory filings and/or approvals must be sought:
1. The approval of the Arizona Insurance Director after filing of a Form A statement with regard to PacifiCare of Arizona, Inc.
 2. The approval of the California Commissioner of Insurer after filing of a Form A statement with regard to PacifiCare Life & Health Insurance Company.
 3. The approval of the Department of Managed Health Care of the State of California after filing necessary Knox-Keene Act filings with regard to PacifiCare of California, Inc., PacifiCare Dental and PacifiCare Behavioral Health of California, Inc.
 4. The approval of the Commissioner of Insurance of the State of Colorado after filing Form A statements with regard to PacifiCare Life Assurance Company, PacifiCare of Colorado, Inc. and PacifiCare Dental of Colorado, Inc.
 5. The approval of the Indiana Insurance Commissioner after filing a Form A statement with regard to PacifiCare Life & Health Insurance Company and PacifiCare Insurance Company.
 6. The approval of the Nevada Commissioner of Insurance after filing a Form A statement with regard to PacifiCare of Nevada, Inc.
 7. The approval of the Nevada State Board of Health, after filing necessary filings with regard to PacifiCare of Nevada, Inc., may be required.
 8. The approval of the Commissioner of Insurance of Oklahoma after filing a Form A statement with regard to PacifiCare of Oklahoma, Inc.
 9. The approval of the Oregon Insurance Director after filing a Form A statement with regard to PacifiCare of Oregon, Inc.
 10. The approval of the Texas Insurance Commissioner after filing a Form A statement with regard to PacifiCare of Texas, Inc. and PacifiCare Life Assurance Company.
 11. The approval of the Commissioner of Insurance of Washington after filing a Form A statement with regard to PacifiCare of Washington, Inc.
 12. The approval of the Wisconsin Insurance Commissioner after filing a Form A statement with regard to American Medical Security Life Insurance Company.

13. Approvals and/or notice filings made be required in Bermuda with regard to FHP Reinsurance Limited.

14. Approvals and/or notice filings may be required in Guam if the Company's subsidiaries in Guam have not been transferred prior to Closing.

15. Approvals and/or notice filings may be required in the Cayman Islands with regard to Salveo Insurance Company, Ltd.

B. Form E Approvals: Pre-acquisition notifications on Forms E must be filed in each of the states where such filings are statutorily required.

C. DEA Approvals: In connection with a change of ownership and/or control, notification, consent, approval, certification and/or licensure filings with the Deputy Assistant Administrator, Office of Diversion Control, Drug Enforcement Administration, Department of Justice, Washington D.C. and the Special Agent in Charge may be required to be made for RxSolutions, Inc. to continue to be licensed as a pharmacy in accordance with the laws of each applicable jurisdiction.

D. Pharmacy Approvals: In connection with a change of ownership and/or control, notification, consent, approval, certification and/or licensure filings with the pharmacy boards may be required to be made for RxSolutions, Inc. to continue to be licensed as a pharmacy in accordance with the laws of each applicable jurisdiction.

E. Third Party Administrator Approvals: Notification, consent, approval, certification and/or licensure filings with respect to third-party administrator licenses held by *Continental Plan Services, Inc.*, *American Medical Security Life Insurance Company*, *RxSolutions, Inc.*, *PacifiCare Behavioral Health, Inc.*, *PacifiCare Health Plan Administrators, Inc.* and *PacifiCare International Limited* may be required to be made in conjunction with a change of ownership and/or control in order for such companies to continue to be qualified as third party administrators in accordance with the laws of each applicable jurisdiction.

F. Insurance Producer and Benefit Administrator and Insurance Services Approvals: Notification, consent, approval, certification and/or licensure filings with respect to an insurance producer license and a benefit administrator and insurance services license held by *Continental Plan Services, Inc.* may be required to be made in conjunction with a change of ownership and/or control in order for such company to continue to be qualified as an insurance producer and a benefit administrator and insurance services entity in accordance with laws of each applicable jurisdiction.

G. Employee Benefit Plan Administrator Approvals: Notification, consent, approval, certification and/or licensure filings with respect to an employee benefit plan administrator license held by *Continental Plan Services, Inc.* may be required to be made in conjunction with a change of ownership and/or control in order for such company to continue to be qualified as an employee benefit plan administrator in accordance with the laws of each applicable jurisdiction.

H. **Private Review Agent Approvals:** Notification, consent, approval, certification and/or licensure filings with respect to private review agent licenses held by American Medical Security Life Insurance Company may be required to be made in conjunction with a change of ownership and/or control in order for such company to continue to be qualified as a private review agent in accordance with the laws of each applicable jurisdiction.

I. **Utilization Review Agent Approvals:** Notification, consent, approval, certification and/or licensure filings with respect to utilization review agent licenses held by *American Medical Security Life Insurance Company, PacifiCare Behavioral Health, Inc.* and *PacifiCare Health Plan Administrators, Inc.* may be required to be made in conjunction with a change of ownership and/or control in order for such companies to continue to be qualified as utilization review agents in accordance with the laws of each applicable jurisdiction.

J. **CMS Approvals:** Any and all contracts and other agreements with CMS relating to the Medicare Advantage Program or any CMS demonstration projects may require prior notice and/or consent from CMS in connection with the change of ownership and/or control of the Company.

K. **Vendor of Risk Management Services Approvals:** Notification, consent, approval, certification and/or licensure filings with respect to vendor of risk management services licenses held by Continental Plan Services, Inc. may be required to be made in conjunction with a change of ownership and/or control in order for such companies to continue to be qualified as vendor of risk management services in accordance with the laws of each applicable jurisdiction.

L. **United States Office of Personnel Management:** 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 4.08

Litigation

1. See Item 7 — “Legal Matters” (other than the first and fourth paragraphs thereof) and Item 8 — Note 12: “Commitments and Contingencies”—“Government Regulation,” (other than the first and fourth paragraphs thereof) from Parent’s Form 10-K filed with the SEC on March 1, 2005.

2. See PART II, Item 1. — “Legal Proceedings” (other than the third, fourth and fifth paragraphs thereof) from Parent’s Form 10-Q filed with the SEC on May 5, 2005.

Section 9.03(c)

Definitions - Knowledge

1. William W. McGuire, M.D.
2. Stephen J. Hemsley
3. Patrick J. Erlandson
4. David J. Lubben
5. Richard H. Anderson
6. Tracy L. Bahl
7. William A. Munsell
8. Lois E. Quam
9. Robert J. Sheehy
10. David S. Wichmann

Section 3.10(a)
Contracts

1. Supplemental Executive Retirement Plan, effective as of January 1, 2002, as amended December 17, 2003

Section 3.10(b)
Contracts - General

1. Other than as provided for in the last sentence of this Item 1, any Contracts listed in any subsection of Section 3.10(b) of the Company Disclosure Letter shall be deemed listed in any other subsection of Section 3.10(b) of the Company Disclosure Letter notwithstanding the omission of a reference or cross reference thereto. Other than as provided for in the last sentence of this Item 1, the Contracts have been listed in specific subsections of Section 3.10(b) of the Company Disclosure Letter only as a matter of convenience and for reference and in no way will limit or affect the representations and warranties of the Company in Section 3.10(b) of the Agreement. No Contracts shall be deemed listed in Section 3.10(b)(ii) other than the Contracts listed in Section 3.10(b)(ii) of the Company Disclosure Letter.

Section 3.10(b)(i)
Contracts - General

1. Amendment No. 7 to Consulting Services Contract, effective as of January 31, 2005, by and between Company and
2. Consulting Services Agreement, effective as of January 8, 1997, by and between Company and
3. Services Contract, effective as of April 1, 2001, by and between Company and
4. Sixteenth Amendment to Services Contract, effective as of August 30, 2002, by and between Company and
5. Twentieth Amendment to Service Contract, effective as of August 1, 2003, by and between Company and
6. Twenty First Amendment to Service Contract, effective as of March 1, 2004, by and between Company and
7. Amendment Five to the General Services Agreement, effective as of December 10, 2002, by and between Company and
8. Amendment Four to the General Services Agreement, effective as of August 26, 2002, by and between Company and
9. Amendment One to the General Services Agreement, effective as of August 13, 2002, by and between Company and
10. Amendment Seven to the General Services Agreement, effective as of May 22, 2003, by and between Company and
11. Amendment Six to the General Services Agreement, effective as of August 25, 2003, by and between Company and
12. Amendment Three to the General Services Agreement, effective as of October 10, 2002, by and between Company and
13. Amendment Two to the General Services Agreement, effective as of October 10, 2002, by and between Company and
14. General Services Agreement, effective April 1, 2002, by and between Company and
15. General Services Agreement, effective as of December 1, 2004, by and between Company and
16. General Services Agreement, effective as of November 2, 2002, by and among PacifiCare Health Systems, Inc. & Associated Companies and
17. Professional Services Agreement, effective as of August 8, 2000, by and between Company and
18. Statement of Work PHS032301-2227, dated March 31, 2001, between Company and
19. Amendment to Consulting Services Agreement, effective as of February 13, 2004, by and between Company and
20. Consulting Services Agreement, effective as of October 23, 2003, by and between Company and

21. Master Services Agreement, effective as of May 20, 2003, by and between PacifiCare Health Plan Administrators, Inc. and
22. Consulting Agreement, dated May 1, 2002, by and between Company and
23. Amendment, effective May 1, 2004, to Consulting Agreement, dated May 1, 2002, by and between Company and
24. Agreement, effective as of August 14, 2000, by and between Company and
25. Master Services Agreement, effective as of May 20, 2002, by and between Company and
26. Print Production Agreement, effective as of March 15, 2003, by and between Company and
27. Professional Services Agreement, effective as of May 10, 2000, by and between Company and
28. Print Production Agreement, effective as of March 15, 2003, by and between Company and
29. Print Production Agreement, effective as of March 15, 2003, by and between Company and
30. Authorization Letter BPT.02.10.01, effective as October 28, 2002, by and between Company and
31. Authorization Letter IFS.02.12.01, effective as of September 1, 2002, by and between Company and
32. Fifth Amendment To Master Services Agreement, effective November 7, 2004, by and between Company and
33. Master Services Agreement, dated as of December 8, 1999, by and between Company and
34. Purchase and Sale Agreement, effective as of May 25, 2005, by and between American Security Group, Inc. and
35. Software License and Service Agreement, effective as of November 19, 1999, by and between Company and
36. First Addendum, dated October 25, 2004, to Software License and Service Agreement, effective as of November 19, 1999, by and between Company and
37. Scope of Work, effective March 27, 2005, by and between Company and
38. Subject Matter Advisory Services Agreement, effective February 17, 2005, by and between Company and
39. U.S. Customer Services Master Agreement No. SW120199BB, effective as of April 1, 2000, by and between Company and
40. Master Services Agreement, effective as of June 2, 2003, by and between Company and
41. Print Production Agreement, effective as of March 15, 2003, by and between Company and

42. Offer Letter, effective as of May 25, 2005, by and between
43. Pricing Agreement, effective April 14, 2005, between PacifiCare Health Systems and
and
44. Pricing Agreement Amendment, dated June 21, 2001, by and between PacifiCare Health
Systems, Inc. and and
45. National Price Program Agreement, dated May 30, 2001, between PacifiCare
Health Systems and
46. Pricing Account Agreement, effective December 6, 1999, between PacifiCare Health
Systems and
47. Corporate Pricing Program Agreement, dated May 18, 2001, between PacifiCare
Health Systems and
48. Bonus Weight Envelope Program Addendum, dated November 21, 2003, between
PacifiCare Health Systems and
49. Home Delivery Addendum, dated May 30, 2001, between PacifiCare Health Systems and
50. Consulting Agreement, dated November 17, 1999, by and between Company and
51. Engagement Schedule, effective as of June 17, 2002, by and between Company and
52. Customer Agreement, dated November 24, 1998, between IBM and PacifiCare Health Systems,
Inc.
53. Customer Agreement, dated June 21, 1999, between IBM and PacifiCare Health Systems, Inc.
54. Statement of WorkRXS99-S-030, effective December 1, 1999, by and between RxSolutions dba
Prescription Solutions and International Business Machines Corp
55. Statement of Work for Network Services, effective December 31, 2001, by and between Company
and IBM Global Services
56. Master Services Agreement, effective as of April 12, 2004, by and between Company and
57. Consulting Services Agreement, effective October 31, 2003, by and between Company and
58. Master Services Agreement, effective as of February 7, 2002, by and between Company and
59. ASP Agreement, effective as of October 1, 2004, by and between Company and
60. Master Services Agreement, effective August 1, 2004, between PacifiCare Health Systems, Inc.
and
61. General Services Agreement, effective July 15, 2004, between and PacifiCare
Health Systems, Inc.
62. Print Production Agreement, effective as of March 15, 2003, by and between Company and
63. Amendment #002 to the Agreement for Products and Services, ISC98-G-001, dated March 19,
1998, by and between Company and

64. Amendment #005, effective as of June 1, 2003, to the Agreement for Products and Services, ISC98-G-001, dated March 19, 1998, by and between Company and
65. Schedules and Exhibits to Application Service Provider Agreement, dated as of June 14, 2003, by and between Company and
66. Amendment #003, effective as of March 31, 2003, to the Agreement for Products and Services, ISC98-G-001, dated March 19, 1998, by and between Company and - SOW
(Scope of Work) included
67. Escrow Agreement, effective as of April 4, 2000, by and between
, Company and
68. Amendment #002, effective as of June 30, 2004, to the Application Service Provider Agreement, dated as of June 14, 2003, by and between Company and
69. Application Service Provider Agreement, dated as of June 14, 2003, by and between Company and
70. Print Production Agreement, effective as of March 15, 2003, by and between Company and
71. Premier Support Services Description, dated December 21, 1999, between Company and
as an attachment to the Master Services Agreement Number 96-00224
72. Consulting Services Agreement, dated June 16, 2004, between Company and
73. Statement of Work, Pegasys Project, effective as of October 8, 2004, by and between Company and
pursuant to the Master Services Agreement
74. Master Services Agreement, effective as of October 8, 2004, by and between Company and
75. Print Production Agreement, effective as of March 15, 2003, by and between Company and
76. Service and Maintenance Agreement effective as of June 30, 2000, by and between Company and
77. General Services Agreement, Janitorial/Day Porter Cleaning Services, effective April 1, 2004, between
and PacifiCare Health Systems, Inc. (
) and Addendum No. 1 thereto
78. Neonatal Management Services Agreement, effective as of October 1, 2002, by and between
PacifiCare Health Plan Administrators and
79. Amendment No. 1 to Independent Contractor Agreement, effective as of February 13, 2004, by and between Company and
80. Independent Contractor Agreement, effective as of January 1, 2003, by and between Company and
81. General Services Agreement, effective as of December 22, 2004, by and between Company and
82. Consulting Services Agreement, effective as of June 10, 1998, by and between Company and
83. First Amendment to the Business Recovery Services Agreement, effective as of May 17, 1999, by and between Company and
84. Software Maintenance Agreement and Subscription Order, effective as of December 16, 1997, by and between Company and

85. Business Recovery Services Agreement, effective as of May 17, 1997, by and between Company and
86. Fourth Amendment to the Business Recovery Services Agreement, effective as of March 1, 2004, by and between Company and
87. Amendment to Consulting Services Agreement, effective as of January 14, 2005, by and between Company and PricewaterhouseCoopers LLP
88. Consulting Services Agreement, effective as of September 24, 2004, by and between Company and PricewaterhouseCoopers, LLP
89. Independent Contractor Agreement, effective as of January 1, 2003, by and between Company and
90. Consulting Services Agreement, effective as of May 5, 2005, by and between RxSolutions d/b/a/ Prescription Solutions and
91. Work Order 001, dated May 5, 2005, between RxSolutions d/b/a/ Prescription Solutions and
92. Addendum No. 7 to Consulting Services Agreement, dated October 1, 2003, effective as of April 9, 2004, by and between Company and
93. Addendum No. 8 to Consulting Services Agreement, dated October 1, 2003, effective as of April 9, 2004, by and between Company and
94. Addendum No.1 to Consulting Services Agreement, dated October 1, 2003, effective as of January 1, 2005, by and between Company and
95. Addendum No.2 to Consulting Services Agreement, dated October 1, 2003, effective as of March 31, 2005, by and between Company and
96. Consulting Agreement, effective as of October 1, 2003, by and between Company and
97. Master Service Agreement, effective as of September 1, 2002, by and between Company and
98. Addendum No. 1 to Master Agreement for the Provision, Installation, & Maintenance of Telecommunication Services, effective as of April 17, 2001, by and between Company and
99. Master Agreement for the Provision, Installation, & Maintenance of Telecommunication Services, effective as of April 17, 2001, by and between Company and
100. Letter Agreement extending the Master Agreement for the Provision, Installation, & Maintenance of Telecommunication Services, effective as of March 22, 2004, by and between Company and
101. Internet Access Service Agreement, effective as of January 6, 2004, by and between Company and
102. Customer Communication Services Agreement, effective as of June 2, 2002, by and between Company and
103. Supplement for Octel Support Services Plan, effective as of March 1, 2003, by and between Company and
104. Partnership Agreement, effective as of April 1, 2004, by and between Company and

105. Print Production Agreement, effective as of March 15, 2003, by and between Company and
106. Master Service Agreement, effective as of May 12, 2003, by and between Company and
107. Professional Consulting Services Agreement, effective as of March 14, 2003, by and between Company and
108. Master Terms of Service, effective August 18, 1999, by and between Company and
109. Addendum to Schedule C to Recovery Services Agreement, dated October 1, 2004, between Company and
110. Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc.
111. Addendum for Global Network Services to Recovery Services Agreement dated October 1, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc. (signed October 12, 2004).
112. Planning Solutions Addendum to Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc.
113. Letter agreement clarifying recently executed Planning Solutions Addendum with (Addendum executed October 12, 2004), executed November 9, 2004, between and PacifiCare Health Systems, Inc.
114. Schedule A Governed by Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc., and Addenda
115. Schedule B Governed by Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc., and Addendum
116. Schedule C Governed by Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc.
117. Schedule D Governed by Recovery Services Agreement, dated October 12, 2004, effective October 1, 2004, between and PacifiCare Health Systems, Inc., and Addendums
118. Schedule A Governed by Recovery Services Agreement, dated December 14, 2004, effective January 1, 2005, between and PacifiCare Health Systems, Inc.
119. Schedule B Governed by Recovery Services Agreement, dated December 14, 2004, effective January 1, 2005, between and PacifiCare Health Systems, Inc.
120. Administrative Service Agreement, effective as of December 19, 2002, by and between Company and
121. First Amendment to Administrative Services Agreement, dated December 19, 2002, effective as of January 1, 2005, by and between Company and
122. General Services Agreement (Corporate Shuttle Services), dated January 11, 2005, by and between Company and
123. Master Service Agreement, effective as of March 15, 2004, by and between Company and

124. Print Production Agreement, effective as of March 15, 2003, by and between Company and
125. Print Production Agreement, effective as of March 15, 2003, by and between Company and
126. Master Preferred Escrow Agreement, effective October 11, 2001, between
and (Schedule E to System and Maintenance Agreement)
127. Amended and Restated Remote Access and Security Agreement, dated June 13, 2005, by and
between and PacifiCare Health Systems, Inc. (Schedule F to System and
Maintenance Agreement)
128. Master Professional Services Agreement, dated June 13, 2005, between and
PacifiCare Health Systems, Inc.
129. Agreement for the Purchase of Services, dated April 30, 2003, between and
PacifiCare Health Systems #900893
130. Print Production Agreement, effective as of March 15, 2003, by and between Company and
131. Print Production Agreement, effective as of March 15, 2003, by and between Company and
132. Services Agreement, effective as of August 5, 2003, by and between PacifiCare Health Plan
Administrators, Inc. and
133. Payer Agreement, dated as of October 10, 2000, between and
PacifiCare Health Systems, Inc. and Subsidiaries
134. Addendum to Agreement between and PacifiCare Health Systems and
Subsidiaries, dated as of October 10, 2000.
135. Statement of Work for Speech Initiative Project, effective as of May 23, 2005, by and between
RxSolutions, Inc. and
136. Statement of Work Maintenance and Support and Speech Initiative Project and IVR System,
effective as of May 23, 2005, by and between RxSolutions, Inc. and
137. First Amendment to Administrative Services Agreement, effective as of January 1, 2005, by and
between PacifiCare Health Plan Administrators, Inc. and
138. Consulting Agreement, dated December 12, 2004, between and PacifiCare
Health Systems, Inc.
139. Amendment to Consulting Agreement, dated January 18, 2005, between and
PacifiCare Health Systems, Inc.
140. Amended and Restated Master Services Agreement, effective as of September 30, 2004, between
and PacifiCare Health Systems, Inc.
141. Professional Service Agreement, effective as of April 12, 2004, by and between Company and
142. Purchase and Sale Agreement, effective May 16, 2005, by and between New Cingular Wireless
Flight Operations, LLC and Company
143. Ancillary Medical Professional Coverage, effective March 1, 2005, between
and PacifiCare Health Insurance Company of Micronesia, and endorsements thereto

144. Caregiver Services Agreement, dated March 1, 2003, by and between SeniorCo, Inc. and , as amended
145. The following are additional vendors of the Company or any of its Subsidiaries that receive payments by the Company and/or its Subsidiaries of more than \$750,000 on an annual basis pursuant to standard purchase orders and/or invoices approved by relevant signature authority:
 - a.
 - b.
 - c.
 - d.
146. See Sections 3.10(b)(ii) through 3.10(b)(xiii) and Sections 3.10(b)(xvii) through 3.10(b)(xx) of the Company Disclosure Letter.

Intercompany Agreements

147. 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, substantially in the form provided.
148. Tax Allocation Agreement, effective as of January 1, 2002, by and between PacifiCare Health Systems, Inc. and PacifiCare Life and Health Insurance Company
149. Tax Allocation Agreements by and between PacifiCare Health Systems, Inc. and each of American Medical Security Group, Inc. and its subsidiaries, substantially in the form provided.
150. Assignment and Assumption Agreement (PLAC), effective as of January 1, 2004, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Southwest Operations, Inc.
151. Assignment and Assumption Agreement (PCTX), effective as of January 1, 2004, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Southwest Operations, Inc.
152. Assignment and Assumption Agreement (PCOK), effective as of January 1, 2004, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Southwest Operations, Inc.
153. Revolving Credit Agreement, effective as of June 1, 1999, by and between PacifiCare Life and Health Insurance Company and PacifiCare Health Plan Administrators, Inc.
154. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Washington, Inc.
155. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Oregon, Inc.
156. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Texas, Inc.
157. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Oklahoma, Inc.
158. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Arizona, Inc.
159. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Nevada, Inc.
160. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of Colorado, Inc.

161. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare Health Insurance Company of Micronesia, Inc.
162. Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and PacifiCare of California.
163. Excess Risk Reinsurance Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and Salveo Insurance Company, Ltd.
164. HMO Excess Risk Retrocession Agreement, effective as of January 1, 2003, by and between PacifiCare Life Assurance Company and Salveo Insurance Company, Ltd.
165. Assumption Reinsurance Agreement, effective as of January 1, 1999, by and between PacifiCare Life Assurance Company and PacifiCare Life and Health Insurance Company.
166. Reinsurance Agreement Medical Care Expense Benefits, effective as of January 1, 1998, by and between PacifiCare Life Assurance Company and PacifiCare Life and Health Insurance Company.
167. Quota Share Coinsurance Agreement, effective as of April 27, 2005, by and between PacifiCare Life and Health Insurance Company and American Medical Security Group Life Insurance Company.

Section 3.10(b)(ii)
Non-Competition and Exclusivity Agreements

1.

2.

3.

4.

5.

6.

7. Agreements listed on Exhibit A to the letter to Parent, dated July 6, 2005, which were made available to the individuals designated by Parent pursuant to the Addendum, dated June 4, 2005, as amended, to the Confidentiality Agreement, dated May 24, 2005. By agreement of the parties, the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.

Section 3.10(b)(iii)
Affiliate Agreements

1. Master Services Agreement, Disease Management, dated May 25, 2005, between PacifiCare Health Plan Administrators, Inc. and Alere Medical Incorporated

Section 3.10(b)(iv)
Licenses

1. See Section 3.14(c) of the Company Disclosure Letter.

Section 3.10(b)(v)
Confidentiality Agreements

1. The Company provided redacted copies of all confidentiality agreements (other than those entered into in the ordinary course of business) pursuant to which the Company agreed not to acquire assets or securities of a third party, or pursuant to which a third party agreed not to acquire assets or securities of the Company, as Exhibit A to the letter to Parent, dated July 4, 2005. By agreement of the parties, the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.

Section 3.10(b)(vi)
Consents or Notices

1. The Credit Agreement
2. Security Agreement (the "Security Agreement"), dated as of December 13, 2004, between the Grantors (as defined in the Security Agreement) and JP Morgan Chase Bank, N.A.
3. The Intellectual Property Security Agreement, dated December 13, 2004
4. The 10¾% Base Indenture
5. The 10¾% Supplemental Indenture
6. The 10¾% Second Supplemental Indenture
7. The 10¾% Third Supplemental Indenture
8. The 10¾% Fourth Supplemental Indenture
9. The 10¾% Fifth Supplemental Indenture
10. The 3% Indenture
11. 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
12. 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
13. 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
14. 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
15. 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
16. 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
17. 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
18. 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
19. 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
20. 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

21. 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
22. 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
23. 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
24. 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
25. Engagement Letter, dated April 8, 2005, between PacifiCare Health Systems, Inc. and
26. Engagement Letter, dated December 13, 2004, between KPMG and PacifiCare Health Systems, Inc.
27. Master Services Agreement, effective September 4, 1997, between and PacifiCare Health Systems, Inc.
28. Exhibit G (Wireless Information Navigator Advantage Licensing and Product Support) and Exhibit H () to Corporate Digital Advantage Agreement, effective as of August 14, 2000, by and between PacifiCare Health Systems, Inc. and
29. Master Lease Agreement, effective as of October 9, 2003, by and between PacifiCare Health Systems, Inc. and Bay4 Capital, LLC, as amended October 17, 2003
30. Professional Services Agreement, effective as of May 10, 2000, by and between PacifiCare Health Systems, Inc. and
31. Agreement for PCS Service and Equipment, effective as of June 6, 2000, by and between PacifiCare Health Systems, Inc. and
32. Valued Added Distribution Agreement, effective as of January 31, 2002, by and between PacifiCare Health Systems, Inc. and
33. Customer Agreement, dated November 24, 1998, between IBM and PacifiCare Health Systems, Inc.
34. Customer Agreement, dated June 21, 1999, between IBM and PacifiCare Health Systems, Inc.
35. Comprehensive Healthcare Payment System Database License Agreement, effective as of July 8, 1997, by and between PacifiCare Health Systems, Inc. and
36. ASP Agreement, effective as of October 1, 2004, by and between PacifiCare Health Systems, Inc. and
37. Select Master Agreement , effective March 22, 1998, between PacifiCare Health Systems, Inc. and
38. Installment Agreement No. I971090, dated October 13, 1997, by and between PacifiCare Health Systems, Inc. and , as amended
39. Consulting Services Agreement, dated June 16, 2004, between PacifiCare Health Systems, Inc. and
40. Professional Services Agreement, effective as of June 8, 2000, by and between PacifiCare Health Systems, Inc. and

41. Software License and Services Agreement, effective December 15, 1995, between PacifiCare Health Systems, Inc. and
42. Software Maintenance Agreement and Subscription Order, effective as of December 16, 1997, by and between PacifiCare Health Systems, Inc. and
43. Perpetual License Agreement, effective as of September 9, 1993, by and between PacifiCare Health Systems, Inc. and
44. Master License Agreement, effective as of January 4, 2000, by and between PacifiCare Health Systems, Inc. and
45. Internet Access Service Agreement, effective as of January 6, 2004, by and between PacifiCare Health Systems, Inc. and
46. Customer Communication Services Agreement, effective as of June 2, 2002, by and between PacifiCare Health Systems, Inc. and
47. Professional Consulting Services Agreement, effective as of March 14, 2003, by and between PacifiCare Health Systems, Inc. and
48. Software Access Rights Agreement, effective as of September 16, 2002, by and between and PacifiCare Health Systems, Inc.
49. Master Terms of Service, effective August 18, 1999, by and between PacifiCare Health Systems, Inc. and
50. Addendum to Master Terms of Service, effective as of August 18, 1999, by and between PacifiCare Health Systems, Inc. and
51. Software License Agreement, dated June 7, 2002, between and PacifiCare Health Systems, Inc.
52. Master Services Agreement, Disease Management, dated May 25, 2005, between PacifiCare Health Plan Administrators, Inc. and
53. Multifunctional Equipment Maintenance Agreement, effective August 1, 2004 between and PacifiCare Health Systems, Inc., as amended.
54. Cost Per Copy Non-Cancelable Rental Agreement, dated October 14, 2004, between and PacifiCare Health Systems, Inc.
55. License Agreement, dated January 1, 2004, between and PacifiCare Health Systems, Inc.
56. Maintenance Agreement, dated January 1, 2004, between and PacifiCare Health Systems, Inc. and Exhibit B (Third Party License Provisions and Agreements)
57. Master Services Agreement, dated January 1, 2004, between PacifiCare Health Systems, Inc. and The
58. Consulting Agreement, dated November 17, 1999, by and between PacifiCare Health Systems, Inc. and
59. End User Software license Agreement, effective as of June 20, 2000, by and between PacifiCare Health Systems, Inc. and
60. Service and Maintenance Agreement, effective as of June 30, 2000, by and between PacifiCare Health Systems, Inc. and
61. Major Account Lease Agreement, effective as of December 21, 2001, by and between PacifiCare Health Systems, Inc. and , as amended

62. License and Services Agreement, effective as of March 29, 2001, by and between PacifiCare Health Systems, Inc. and
63. Software License Agreement, dated June 7, 2002, between and PacifiCare Health Systems, Inc.
64. Customer Agreement Supplement for IBM Support Family Services, dated June 1, 1999, between IBM and PacifiCare Health Systems, Inc.
65. IBM Statement of Work for Services, dated June 21, 1999, between PacifiCare Data Center and International Business Machines Corporation
66. ASCII Files license Agreement, effective as of August 26, 2002, by and between PacifiCare Health Systems, Inc. and
67. Corporate Volume Agreement, dated as of November 11, 2003, between PacifiCare Health Systems, Inc. and , as amended
68. Corporate Travel Agreement, dated June 18, 2002, between PacifiCare Health Systems and , as amended
69. Limited Travel Agency Agreement, dated June 20, 2002, among , PacifiCare Health Systems, Inc. and
70. General Services Agreement, effective as of November 2, 2002, by and among PacifiCare Health Systems, Inc. & Associated Companies and
71. Addendum to General Services Agreement, dated March 21, 2002, between PacifiCare Health Systems, Inc. and
72. General Services Agreement, dated September 1, 2003, between PacifiCare Health Systems, Inc. and
73. Corporate Procurement Contract Signature Sheet , dated January 11, 2005, between PacifiCare Health Systems, Inc. and General Services Agreement (Corporate Shuttle Services)
74. Agreement for Document Management Services, dated April 27, 2005, by and between PacifiCare Health Plan Administrators, Inc. and
75. General Services Agreement, Employee Relocation Services, effective December, 2004, by and between PacifiCare Health Systems, Inc. on behalf of itself and its Associated Companies and
76. General Services Agreement, Janitorial/Day Porter Cleaning Services, effective April 1, 2004, between and PacifiCare Health Systems, Inc. () and Addendum No. 1 thereto
77. Letter of Agreement, dated March 24, 2005, between PacifiCare Health Systems, Inc. and
78. Payer Agreement, dated as of October 10, 2000, between and PacifiCare Health Systems and Subsidiaries
79. Professional Services Agreement, dated December 20, 2002, between PacifiCare Health Systems, Inc. and
80. Contract for Services, dated March 31, 2004, between PacifiCare Health Systems, Inc. and
81. Contract for Services, dated March 31, 2004, between PacifiCare Health Systems, Inc. and
82. General Services Agreement, dated September 1, 2004, between PacifiCare Health Systems, Inc. and

83. Pricing Agreement, dated April 13, 2005, by and between _____ and
and Pacificare Health Systems, Inc.
84. Pricing Agreement Amendment, dated June 21, 2001, by and between PacifiCare Health
Systems, Inc. and _____ and
85. National Pricing Account Agreement, dated December 7, 1999, by and between
and PacifiCare Health Systems, Inc.
86. Corporate Pricing Program Agreement, dated May 29, 2001, by and between
Pacificare Health Systems, Inc. and _____
87. Bonus Weight Envelope Program Addendum, dated November 21, 2003, by and between
PacifiCare Health Systems, Inc. and _____
88. CMS Demonstration Project HeartPartners Program Disease Management Services Agreement,
effective as of January 1, 2004, by and between _____ and PacifiCare Health Plan
Administrators, Inc.
89. National Records Management and Services Agreement, dated as of September 1, 2001, between
and PacifiCare Health Systems, Inc.
90. Services Agreement, dated as of July 1, 1999, between PacifiCare Health Systems, Inc. and
PacifiCare of California and _____
91. Certain of the confidentiality agreements referenced in Section 3.10(b)(v).
92. Agreements listed on Exhibit A to the letter to Parent, dated July 6, 2005, which were made
available to the individuals designated by Parent pursuant to the Addendum, dated June 4, 2005,
as amended, to the Confidentiality Agreement, dated May 24, 2005. By agreement of the parties,
the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.
93. See Sections 3.04 and 3.10(b)(xx) of the Company Disclosure Letter.

Section 3.10(b)(vii)
Joint Ventures, Partnerships and Co-Investments

1. Alere Medical Incorporated Stock Purchase Agreement, dated May 25, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated
2. Master Services Agreement, Disease Management, dated May 25, 2005, between PacifiCare Health Plan Administrators, Inc. and Alere Medical Incorporated
3. Warrant Purchase Agreement, dated May 25, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated, together with Form of Warrant
4. Sixth Amended and Restated Investors' Rights Agreement, dated May 25, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated
5. Fifth Amended and Restated Right of First Refusal and Co-Sale Agreement, dated May 25, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated

6. Fourth Amended and Restated Voting Agreement, dated May 25, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated
7. Amended and Restated Warrant to Purchase Shares of Alere Medical Incorporated Capital Stock, dated May 31, 2005, between PacifiCare Health Systems, Inc. and Alere Medical Incorporated

Section 3.10(b)(viii)
Orders and Contracts with Governmental Agencies

1. Consent Order of the Florida Office of Insurance Regulation of the Financial Services Commission, Department of Financial Services, dated May 14, 2003, regarding PacifiCare Life and Health Insurance Company, Case No. 67877-03-CO.
2. Agreement by and between Indiana Department of Insurance and PacifiCare Life and Health Insurance Company to maintain PacifiCare Life and Health Insurance Company's risk-based capital levels at or above 350% in connection with the Revolving Credit Agreement, effective as of June 1, 1999, by and between PacifiCare Life and Health Insurance Company and PacifiCare Health Plan Administrators, Inc.
3. Letter from the Office of Insurance Commissioner of the State of Washington, dated December 10, 2004, regarding PacifiCare of Washington, Inc.
4. Letter Agreement with the Colorado Department of Insurance, dated May 20, 2004, regarding PacifiCare Life Assurance Company.

Section 3.10(b)(ix)
Leases and Licenses

1. McDonnell Douglas Realty Company Lease, dated December 14, 1990, between The Realty Associates Fund VI LP and PacifiCare Health Systems, Inc., for the premises located at 5995 Plaza Drive, Cypress, CA, as amended to date
2. Lease Agreement, dated June 28, 1991, between CMD Realty Investment Fund IV, L.P., and PacifiCare Health Systems, Inc. for the premises located at 410 N. 44th Street, Phoenix, AZ, as amended to date
3. Standard Form Lease Agreement, dated August 21, 1991, between Yukon Van Nuys, Inc. and PacifiCare Health Systems, Inc., for the premises located at 5990 Sepulveda, Van Nuys, CA, as amended to date
4. Harbor Gateway Business Center Hi-Tech/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, as amended to date
5. Office Lease, dated December 28, 1992, between Light Street Partners, LLP and PacifiCare Health Systems, Inc., for the premises located at Five Center Pointe Drive, Lake Oswego, OR, as amended to date
6. Office Lease, dated December 20, 1994, between C.J. Segerstrom & Sons and PacifiCare Health Systems, Inc., for the premises located at 3100 Lake Center, Santa Anna, CA , as amended to date
7. Lease, dated January 31, 1995, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 10803 Hope Street, Cypress, CA , as amended to date
8. Single Tenant Industrial Lease (Triple Net), dated August 4, 1995, between Bedford Property Investors, Inc. and PacifiCare Health Systems, Inc., for the premises located at 4601 East Hilton Avenue, Phoenix, AZ, as amended to date
9. 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, OR, as amended to date
10. Office Lease, dated June 11, 1996, between and Prentiss Properties Real Estate Fund I, L.P. and PacifiCare Health Systems, Inc., for the premises located at 6455 Yosemite Drive, Englewood, CO, as amended to date
11. Lease, dated May 8, 1997, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 10700 Valley View, Cypress, CA, as amended to date
12. Lease, dated May 8, 1997, between and PacifiCare Health Systems, Inc. and Warland Investments Company, for the premises located at 6100 Gateway Drive, Cypress, CA, as amended to date
13. Built-to-Suit Office Lease, dated September 2, 1997, between Square Six Partnership Limited and PacifiCare Health Systems, Inc., for the premises located at 333 Inverness Drive South, Englewood, CO, as amended to date
14. Industrial Lease Agreement, dated December 27, 1999, between Industrial Developments International, Inc. and PacifiCare Health Systems, Inc., for the premises located at 2858 Loker Ave, Carlsbad, CA, as amended to date
15. Lease, dated January 31, 2000, between Warland Investments Company and PacifiCare Health Systems, Inc., for the premises located at 6251 Katella Ave, Cypress, CA, as amended to date
16. Built-to-Suit Office Lease, dated February 10, 2000, between Wells Operating Partnership LP and PacifiCare Health Systems, Inc., for the premises located at 6200 Northwest Parkway, San Antonio, TX, as amended to date

17. 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, Phoenix, AZ, as amended to date
18. Office Lease, dated July 6, 2001, between LBA-VF III, LLC and PacifiCare Health Systems, Inc., for the premises located at 5757 Plaza Drive, Cypress, CA, as amended to date
19. Lease, dated September 7, 2001, between Von-Karman-Irvine Associates, LLC and PacifiCare Health Systems, Inc., for the premises located at 2300 Main Street Irvine, CA, as amended to date
20. 10 Year Lease, dated June 24, 2002, between Bomac North West Limited and PacifiCare International Limited, for the premises located at Letterkenny Business Park, Liseman, Ireland, as amended to date
21. 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, CA, as amended to date
22. Lease Agreement, dated as of (undated) 1995, between McCarren Center, L.C. and PacifiCare Health Systems, Inc., for the premises located at 700 Warm Springs Road, Las Vegas, NV, as amended to date
23. Lease Schedule No. 1 to Master Lease Agreement, effective as of October 9, 2003, and amended by the parties on October 17, 2003, by and between PacifiCare Health Systems, Inc. and Bay4 Capital, LLC
24. Master Lease Agreement, effective as of October 9, 2003, by and between PacifiCare Health Systems, Inc. and Bay4 Capital, LLC
25. Lease Agreement, effective as of February 22, 2000, by and between PacifiCare Health Systems, Inc. and Xerox Corporation
26. Lease, dated as of June 15, 2005, between Banc of America Leasing & Capital, LLC and Pacificare Health Systems, Inc.
27. Assignment of Purchase Agreement, by and among and
PacifiCare Health Systems, Inc. and
28. Pay Proceeds Letter, dated June 15, 2005, from PacifiCare Health Systems, Inc. to
29. Payment Plan Agreement, dated August 30, 2002, by PacifiCare Health Systems, Inc. and
30. See Section 3.14(c) of the Company Disclosure Letter.

Intercompany PLHIC Master License Agreements

31. Master License Agreement, effective as of January 1, 2002, by and between PacifiCare Life and Health Insurance Company and PacifiCare Health Insurance Company of Micronesia, Inc.
32. Master License Agreement, effective as of October 1, 1999, by and between PacifiCare Life and Health Insurance Company and PacifiCare International Limited
33. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Arizona, Inc.
34. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Washington, Inc.
35. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Texas, Inc.
36. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Behavioral Health, Inc.

37. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Behavioral Health of California, Inc.
38. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Dental of Colorado, Inc.
39. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Nevada, Inc.
40. Master License Agreement, effective as of December 31, 1997, by and between PacifiCare Life and Health Insurance Company and PacifiCare of California
41. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Dental and Vision, Inc., now known as PacifiCare Dental
42. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Oregon, Inc.
43. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and SecureHorizons USA, Inc.
44. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Oklahoma, Inc.
45. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare of Colorado, Inc.
46. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Life Assurance Company
47. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Pharmacy Centers, Inc., now known as RxSolutions, Inc.
48. Master License Agreement, effective as of October 1, 1998, by and between PacifiCare Life and Health Insurance Company and PacifiCare Health Plan Administrators, Inc.

Section 3.10(b)(x)
Outsourcing Contracts

1. Agency Labor Agreement, dated June 13, 2005, by and between PacifiCare Health Systems, Inc. and
2. Master Services Agreement, Disease Management, dated May 25, 2005, between PacifiCare Health Plan Administrators, Inc. and
3. Master Services Agreement, effective as of May 20, 2003, by and between PacifiCare Health Plan Administrators, Inc. and
4. Services Agreement, dated as of July 1, 1999, between PacifiCare Health Systems, Inc. and PacifiCare of California and
5. Agreement for Document Management Services, effective April 27, 2005, PacifiCare Health Plan Administrators, Inc. and
6. General Fulfillment Services Agreement, effective as of March 22, 2005, by and between PacifiCare Health Plan Administrators, Inc. and
7. Multifunctional Equipment Maintenance Agreement, effective August 1, 2004, between and PacifiCare Health Systems, Inc. (and Amendment # 1)
8. General Services Agreement, effective December, 2004, by and between Company and
9. Master Administrative Services Agreement, effective as of October 10, 2003, by and between PacifiCare Health Plan Administrators, Inc. and
10. Engagement Letter, dated April 8 2005, between PacifiCare Health Systems, Inc. and
11. Engagement Letter, dated June 5, 2002, from to Bharat Patel regarding tax opinion
12. First Amendment to the Letter of Agreement, effective as of May 24, 2005, by and between Company and
13. Letter of Agreement, effective as of March 24, 2005, by and between Company and
14. Engagement Letter, dated April 7, 2005, between PacifiCare Health Systems, Inc. and
15. Network Pricing Management Services Agreement, effective as of February 14, 2003, by and between Company, and
16. Contract for Services, effective as of July 3, 2003, by and between PacifiCare Health Plan Administrators, Inc. and
17. National Records Management and Services Agreement, dated as of September 1, 2001, between and PacifiCare Health Systems, Inc.
18. Master Services Agreement, effective September 4, 1997, between and PacifiCare Health System
19. Omnibus Amendment to Service Agreements, effective as of June 1, 2004, including statement of work, fee schedule and business associate addendum, by and between and PacifiCare Health Systems, Inc.
20. Administrative Services Agreement, dated April 28, 2005, between PacifiCare Health Plan Administrators, Inc. and

21. Software License Agreement, effective as of December 9, 1993, by and between Company and
22. Advertising Agency Agreement, effective as of January 1, 2002, between
and PacifiCare Health Systems, Inc.
23. Information Technology Services Agreement, dated as of December 31, 2001, between the
PacifiCare Health Systems, Inc. and
24. IBM Network Services SOW Addendum 6, dated June 16, 2005, with Pacificare Health Systems,
Inc.
25. Information Technology Services Agreement, dated as of January 11, 2002, between the
PacifiCare Health Systems, Inc. and Keane, Inc.
26. Master Services Agreement, Disease Management, dated May 25, 2005, between PacifiCare
Health Plan Administrators, Inc. and
27. Amendment Extending Monitoring System Agreements, effective January 1, 2005, by
and among PacifiCare of California, PacifiCare of Oregon, Inc., PacifiCare of
Texas, Inc., and PacifiCare of Washington, Inc.
28. Monitoring Agreement, effective as of January 1, 2002, by and between PacifiCare of
Oklahoma and
29. Monitoring Agreement, effective as of January 1, 2002, by and between PacifiCare of
Oregon and
30. Monitoring Agreement, effective as of April 1, 2002, by and between PacifiCare of Arizona
Incorporated and
31. Monitoring Agreement, effective as of January 1, 2002, by and between PacifiCare of Texas
and
32. Monitoring Agreement, effective as of January 1, 2002, by and between PacifiCare of
Washington and
33. Monitoring Agreement, effective as of January 1, 2002, by and between PacifiCare of
California and
34. Monitoring Agreement, effective as of September 1, 2002, by and between PacifiCare
Health Plan Administrators and
35. Monitoring Agreement, effective as of April 1, 2002, by and between PacifiCare of
Colorado Incorporated and
36. Amendment Extending Monitoring Agreement, effective as of January 1, 2005, by and
between PacifiCare of California and
37. Disease Management Agreement, effective as of December 1, 2002, by and between PacifiCare of
Washington, PacifiCare of Oregon and
38. Disease Management Agreement, effective as of April 30, 2002, by and between PacifiCare of
Colorado and
39. Amendment to Oncology Disease Program Services Agreement, dated April 30, 2002, effective as
of July 2, 2002, by and between PacifiCare of Colorado and
40. Disease Management Agreement, effective as of February 1, 2002, by and between PacifiCare of
California and
41. Disease Management Agreement, effective as of August 1, 2002, by and between PacifiCare of
Arizona

42. Amendment to Oncology Disease Management Services Agreement, effective as of December 1, 2002, by and between PacifiCare of Washington, PacifiCare of Oregon and
43. Disease Management Agreement, effective as of September 1, 2002, by and between PacifiCare Health Plan Administrators and
44. CMS Demonstration Project HeartPartners Program Disease Management Services Agreement, effective as of January 1, 2004, by and between _____ and PacifiCare Health Plan Administrators Inc.
45. OHMS/CAD Agreement, effective as of January 1, 2001, by and between PacifiCare of Washington and
46. OHMS/CAD Agreement, effective as of May 1, 2002, by and between PacifiCare of Arizona and
47. OHMS/CAD Agreement, effective as of January 1, 2001, by and between PacifiCare of Oregon and
48. OHMS/CAD Agreement, effective as of July 1, 2002, by and between PacifiCare of Colorado and
49. OHMS/CAD Agreement, effective as of January 1, 2001, by and between PacifiCare of California and
50. OHMS/CAD Agreement, effective as of May 10, 2001, by and between PacifiCare of Texas and
51. Consent to Management (Charter) Agreement and Assignment, dated June 15, 2005, by and among Banc of America Leasing & Capital, LLC, Pacificare Health Systems, Inc. and

Administrative Services Agreements

52. Administrative and Solicitor Firm Services Agreement, effective as of January 1, 2003, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of California
53. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Texas, Inc.
54. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Washington, Inc.
55. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Oregon, Inc.
56. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Oklahoma, Inc.
57. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Arizona, Inc.
58. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare of Nevada, Inc.
59. Management and Administrative Services Agreement, effective as of January 1, 1994, by and between TakeCare Administrative Services Corporation, now known as PacifiCare Health Plan Administrators, Inc. and Comprecare Health Care Services, Inc., now known as PacifiCare of Colorado, Inc.
60. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Life and Health Insurance Company

61. Management and Administrative Services Agreement, effective as of January 1, 1999, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Life Assurance Company
62. Behavioral Health Services Support Agreement, effective as of January 1, 2005, by and among PacifiCare Health Plan Administrators, Inc., PacifiCare Behavioral Health, Inc. and PacifiCare Southwest Operations, Inc.
63. Administrative and Solicitor Firm Services Agreement, effective as of October 1, 2000, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Dental
64. Management and Administrative Services Agreement, effective as of October 23, 1997, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Dental of Colorado, Inc.
65. Management and Administrative Services Agreement, effective as of June 1, 2005, by and between PacifiCare Health Plan Administrators, Inc. and American Medical Security Life Insurance Company
66. Management and Administrative Services Agreement, effective as of July 1, 2004, by and between PacifiCare Health Plan Administrators, Inc. and PacifiCare Behavioral Health, Inc.
67. Behavioral Health Services Agreement, effective as of January 1, 1995, by and between PacifiCare Behavioral Health, Inc. and PacifiCare of Washington, Inc.
68. Behavioral Health Services Agreement, effective as of October 1, 1996, by and between PacifiCare Behavioral Health, Inc. and PacifiCare of Oregon, Inc.
69. Behavioral Health Services Agreement, effective as of July 1, 1997, by and between PacifiCare Behavioral Health, Inc. and PacifiCare of Oklahoma, Inc.
70. Behavioral Health Services Agreement, effective as of July 1, 2000, by and between PacifiCare Behavioral Health, Inc. and PacifiCare of California
71. Services Agreement, dated January 1, 2005, by and between PacifiCare Southwest Operations, Inc. and PacifiCare Health Plan Administrators, Inc.

RxSolutions Pharmaceuticals Services Agreements

72. Pharmaceutical Services Agreement, effective as of February 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Arizona, Inc.
73. Pharmaceutical Services Agreement, effective as of July 1, 1993, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of California
74. Pharmaceutical Services Agreement, effective as of June 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Colorado, Inc.
75. Pharmaceutical Services Agreement, effective as of January 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Nevada, Inc.
76. Pharmaceutical Services Agreement, effective as of June 1, 1997, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Oklahoma, Inc.
77. Pharmaceutical Services Agreement, effective as of January 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Oregon, Inc.
78. Pharmaceutical Services Agreement, effective as of June 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Texas, Inc.

79. Pharmaceutical Services Agreement, effective as of January 1, 1998, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and PacifiCare of Washington, Inc.
80. Pharmaceutical Services Agreement, effective as of June 1, 2001, by and between RxSolutions, Inc. dba Prescription Solutions and PacifiCare Life Assurance Company
81. Pharmaceutical Services Agreement, effective as of May 1, 1993, by and between PacifiCare Pharmacy Centers, Inc. (now known as RxSolutions, Inc.) dba Prescription Solutions and Columbia General Life Insurance Company (now known as PacifiCare Life and Health Insurance Company)

Section 3.10(b)(xi)
Advisor Contracts

1. Engagement Letter, dated April 8, 2005, between PacifiCare Health Systems, Inc. and
2. Engagement Letter, dated June 5, 2002, from _____ to Bharat Patel regarding tax opinion
3. Engagement Letter, dated April 7, 2005, between PacifiCare Health Systems, Inc. and Ernst & Young LLP
4. Engagement Letter, dated July 12, 1996, by and between Cooley Godward Castro Huddleson & Tatum and Lloyd E. Ross, Chairman of the Special Committee of the Board of Directors of PacifiCare Health Systems, Inc.
5. Engagement Letter, dated June 24, 2005, between _____ and PacifiCare Health Systems, Inc.
6. Amended and Restated Master Services Agreement, effective as of September 30, 2004, between _____, and Pacificare Health Systems, Inc.
7. Amended and Restated Legal Services Agreement, effective as of May 28, 2002, by and between K & R Law Group LLP and Company
8. Engagement Letter, dated December 13, 2004, between KPMG and PacifiCare Health Systems
9. Engagement Letter, dated September 1, 2003, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
10. Engagement Letter, dated September 13, 2004, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
11. Engagement Letter, dated December 6, 2004, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
12. Engagement Letter, dated February 1, 2005, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
13. Engagement Letter, dated May 19, 2005, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
14. Engagement Letter, dated as of July 8, 2003, by and among _____ (as named therein) and the _____ (as named therein, including _____)
15. Amendment to Consulting Services Agreement, effective as of January 14, 2005, by and between _____ Company and PricewaterhouseCoopers LLP
16. Letter, dated June 2, 2000, by and between PacifiCare Health Systems, Inc. and PricewaterhouseCoopers LLP
17. A copy of the engagement letter between Pacificare Health Systems, Inc. and Skadden, Arps, Slate, Meagher & Flom LLP has not been made available to Parent, though a summary of the economics of that arrangement has been provided to Parent.
18. Engagement Letter, dated June 30, 2005, between PacifiCare Health Systems, Inc. and Morgan Stanley & Co. Incorporated

Section 3.10(b)(xii)
Indemnification Contracts

1. The Company and its Subsidiaries are a party to many ordinary course contracts with standard indemnification provisions.
2. Indemnification Agreements with the following:
 - a.
 - b.
 - c.
 - d. Bradford Bowlus
 - e.
 - f.
 - g.
 - h.
 - i.
 - j.
 - k.
 - l.
 - m.
 - n.
 - o.
 - p.
 - q.
 - r. Joseph Konowiecki
 - s. Jacqueline Kosecoff
 - t.
 - u. Howard G. Phanstiel
 - v. Peter A. Reynolds
 - w.
 - x. Gregory W. Scott
 - y.
 - z.
 - aa.
 - bb.
 - cc.
 - dd.
 - ee.
 - ff.

3. Agreement and Plan of Merger, dated as of September 15, 2004, between the Pacific Health Systems, Inc., Ashland Acquisition Corp., and American Medical Security Group, Inc. and Disclosure Letters
4. Engagement Letter, dated September 1, 2003, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
5. Engagement Letter, dated September 13, 2004, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
6. Engagement Letter, dated December 6, 2004, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
7. Engagement Letter, dated February 1, 2005, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
8. Engagement Letter, dated May 19, 2005, from MTS Health Partners, L.P. to PacifiCare Health Systems, Inc.
9. Engagement Letter, dated June 30, 2005, between PacifiCare Health Systems, Inc. and Morgan Stanley & Co. Incorporated

Section 3.10(b)(xiii)
Indebtedness and Guaranties

1. Credit Agreement
2. 10¼% Indenture
3. 3% Indenture
4. Master Asset Transfer Agreement, dated as of November 29, 2004, by and among Pacific Life Insurance Company and Pacific Life & Annuity Company and PacifiCare Life and Health Insurance Company

Section 3.10(b)(xiv)
Largest Provider Contracts

1. The largest Contracts of the Company and its Subsidiaries with facilities and capitated Providers (including hospitals and medical groups) in the states of California, Texas, Arizona and Colorado (measured in terms of total projected payments by the Company and its Subsidiaries during the year ending December 31, 2005) that, in the aggregate, represent at least 60% of the total projected 2005 payments by the Company and its Subsidiaries to such Providers in each of such states and (ii) the largest Contracts of the Company and its Subsidiaries with such Providers in the states of Oklahoma, Oregon, Nevada and Washington (measured in terms of total projected payments by the Company and its Subsidiaries during the year ending December 31, 2005) that, in the aggregate, represent at least 50% of the total projected 2005 payments by the Company and its Subsidiaries to such Providers in each of such states made available to the individuals designated by Parent pursuant to the Addendum, dated June 4, 2005, as amended, to the Confidentiality Agreement, dated May 24, 2005. By agreement of the parties, the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.

Section 3.10(b)(xv)
Largest Customer Contracts

1. The Contracts of the Company and its Subsidiaries with the 20 largest customers in California and the 10 largest customers in the Other Core States in the aggregate (in each case measured in terms of total projected payments to the Company and its Subsidiaries during the year ending December 31, 2005) made available to the individuals designated by Parent pursuant to the Addendum, dated June 4, 2005, as amended, to the Confidentiality Agreement, dated May 24, 2005. By agreement of the parties, the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.

Section 3.10(b)(xvi)
Largest Broker Contracts

1. The Contracts of the Company and its Subsidiaries with the 20 largest brokers, the 10 largest general agents and the largest broker for American Medical Security Group, Inc. (measured in terms of total projected payments by the Company and its Subsidiaries during the year ending December 31, 2005) made available to the individuals designated by Parent pursuant to the Addendum, dated June 4, 2005, as amended, to the Confidentiality Agreement, dated May 24, 2005. By agreement of the parties, the Contracts described in the previous sentence are not listed in this Company Disclosure Letter.

Section 3.10(b)(xvii)
Risk Sharing; Retroactive Premiums

1. Many of the customer Contracts of the Company and its Subsidiaries for the Company's mid and large group segments entered into in the ordinary course could reasonably be expected to result in retroactive premiums or similar adjustments.
2. See Section 3.10(b)(xviii) of the Company Disclosure Letter.

Section 3.10(b)(xviii)
Reinsurance Contracts

1. Major Medical Excess of Loss Reinsurance Contract between Pacific Life Insurance Company and Pacific Life & Annuity Company and American Re-Insurance Company; and Addenda and Endorsements thereto
2. Group Life and Group Accidental Death & Dismemberment Reinsurance Agreement, effective as of July 1, 2002, between Pacific Life & Annuity Company and Pacific Life Insurance Company and Swiss Re Life & Health America, Inc., and endorsements thereto and Letter Agreement, dated March 30, 2005, between Pacific Life & Annuity Company and Pacific Life Insurance Company and Swiss Re Life & Health America, Inc.
3. Major Medical Excess of Loss Reinsurance Agreement, effective July 1, 2004, between United Wisconsin Life Insurance Company and American Medical Security Insurance Company of Georgia and American Re-Insurance Company, and Addendum thereto
4. Group Life and Accidental Death and Dismemberment Excess of Less Reinsurance Agreement DWVD. No.800015/03, dated as of January 1, 2003, by and between United Wisconsin Life Insurance Company, American Medical Security, Inc. and Swiss Re Life and Health America Inc.
5. Agreement of Reinsurance, effective September 1, 2002, between Pacificare Life Assurance Company and Continental Assurance Company and CNA Group Life Assurance Company; Letter, dated November 24, 2003, from CNA Insurance Companies to PacifiCare Health Plan Administrators, Inc.; Letter, dated November 24, 2003, from CNA Insurance Companies to PacifiCare Health Plan Administrators, Inc.; Novation Agreement, effective as of January 1, 2004, among Pacificare Life Assurance Company, Continental Assurance Company and CNA Group Life Assurance Company, now known as Hartford Life Group Insurance Company
6. Excess Group Life Reinsurance Agreement Reference # 110683, effective January 1, 2002, between Pacificare Life Assurance Company and Reliastar Life Insurance Company Policy Term

Section 3.10(b)(xix)
Medicare/Medicaid Contracts

1. Amendment to Medicare Managed Care Contract Pursuant to Section 1860D-31 of the Social Security Act for the Operation of a Medicare-Approved Prescription Drug Discount Card -- Mutual Modification Agreement, dated effective May 1, 2004, by and between the Centers for Medicare and Medicaid Services (CMS) and PacifiCare of Nevada, Inc./Secure Horizons.
2. Amendment to Medicare Managed Care Contract Pursuant to Section 1860D-31 of the Social Security Act for the Operation of a Medicare-Approved Prescription Drug Discount Card -- Mutual Modification Agreement, dated May 1, 2004, by and between the Centers for Medicare and Medicaid Services (CMS) and PacifiCare of Arizona, Inc./Secure Horizons.
3. Standard Form of Contract With Eligible Medicare+Choice (M+C) Organization Pursuant to sections 1851 through 1859 of the Social Security Act for the operation of a Medicare+Choice coordinated care plan(s) between each of the Company's HMO affiliates and Centers for Medicare & Medicaid Services. The Company's HMO affiliates are the following:
 - a. PacifiCare of Arizona, Inc.
 - b. PacifiCare of California
 - c. PacifiCare of Colorado, Inc.
 - d. PacifiCare of Nevada, Inc.
 - e. PacifiCare of Oklahoma, Inc.
 - f. PacifiCare of Oregon, Inc.
 - g. PacifiCare of Texas, Inc.
 - h. PacifiCare of Washington, Inc.

Section 3.10(b)(xx)
Office of Personnel Management Contracts

1. Contract for Federal Employees Health Benefits Contract No. CS 2825, effective January 1, 1998, between United States Office of Personnel Management and PacifiCare Asia Pacific, as amended on January 1, 2004
2. Contract for Federal Employees Health Benefits Contract No. CS 2885, effective January 1, 2004, between United States Office of Personnel Management and PacifiCare Southwest Region (Oklahoma & Texas), as amended on January 1, 2004
3. Contract for Federal Employees Health Benefits Contract No. CS 2886, effective January 1, 2004, between United States Office of Personnel Management and PacifiCare of Oregon, as amended on January 1, 2004
4. Contract for Federal Employees Health Benefits Contract No. CS 2884, effective January 1, 2004, between United States Office of Personnel Management and PacifiCare of Desert Region (Arizona and Nevada), as amended on January 1, 2004
5. Contract for Federal Employees Health Benefits Contract No. CS 1761, effective January 1, 1978, between United States Office of Personnel Management and PacifiCare of Colorado, Inc., as amended on January 1, 2004
6. Contract for Federal Employees Health Benefits Contract No. CS 1937, effective January 1, 1983, between United States Office of Personnel Management and PacifiCare of California, as amended on January 1, 2004

Section 3.10(c)
Violations; Breaches; and Deficiencies

1.

2.

3.