Exhibit III.E

EMPIRE PLAN ENROLLMENT BY REGION

STATE ENROLLEES*:

	COVERED LIVES				PERCENT OF TOTAL			
REGION	**ENROLLEE**	**SPOUSES**	**CHILDREN**	**TOTAL**	**ENR**	**SPO**	**CHILD**	**TOTAL**
LOWER NEW YORK	107,341	49,509	69,996	226,846	33.5%	32.5%	37.4%	34.4%
CENTRAL NEW YORK	57,307	28,876	37,427	123,610	17.9%	19.0%	20.0%	18.7%
CAPITAL & ADIRONDACK	60,496	27,932	32,500	120,928	18.9%	18.4%	17.4%	18.3%
WESTERN NEW YORK	31,332	15,086	17,322	63,740	9.8%	9.9%	9.3%	9.7%
MID HUDSON	25,357	13,269	18,443	57,069	7.9%	8.7%	9.9%	8.7%
TOTAL NEW YORK STATE	**281,833**	**134,672**	**175,688**	**592,193**	**88.0%**	**88.5%**	**94.0%**	**89.8%**
OUT-OF-STATE - 10 MOST POPULUS	31,131	14,687	9,869	55,687	9.7%	9.7%	5.3%	8.4%
OUT-OF=STATE - REMAINING STATES	6,538	2,482	956	9,976	2.0%	1.6%	0.5%	1.5%
TOTAL OUT-OF-STATE	**37,669**	**17,169**	**10,825**	**65,663**	**11.8%**	**11.3%**	**5.8%**	**10.0%**
Out of Country	**311**	**113**	**66**	**490**	**0.1%**	**0.1%**	**0.0%**	**0.1%**
UNKNOWN / INVALID	**540**	**203**	**399**	**1,142**	0.2%	0.1%	0.2%	0.2%
TOTAL STATE ENROLLEES	**320,353**	**152,157**	**186,978**	**659,488**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

PA ENROLLEES:

	COVERED LIVES				PERCENT OF TOTAL			
REGION	**ENROLLEE**	**SPOUSES**	**CHILDREN**	**TOTAL**	**ENR**	**SPO**	**CHILD**	**TOTAL**
LOWER NEW YORK	146,147	81,464	92,091	319,702	73.9%	74.9%	83.2%	76.6%
CENTRAL NEW YORK	1,764	959	719	3,442	0.9%	0.9%	0.6%	0.8%
CAPITAL & ADIRONDACK	3,799	1,732	1,109	6,640	1.9%	1.6%	1.0%	1.6%
WESTERN NEW YORK	286	103	36	425	0.1%	0.1%	0.0%	0.1%
MID HUDSON	18,917	11,202	13,719	43,838	9.6%	10.3%	12.4%	10.5%
TOTAL PA	**170,913**	**95,460**	**107,674**	**374,047**	**86.4%**	**87.8%**	**97.3%**	**89.6%**
OUT-OF-STATE - 10 MOST POPULUS	22,476	11,409	2,606	36,491	11.4%	10.5%	2.4%	8.7%
OUT-OF=STATE - REMAINING STATES	4,292	1,819	352	6,463	2.2%	1.7%	0.3%	1.5%
TOTAL OUT-OF-STATE	**26,768**	**13,228**	**2,958**	**42,954**	**13.5%**	**12.2%**	**2.7%**	**10.3%**
Out of Country	**59**	**22**	**6**	**87**	**0.0%**	**0.0%**	**0.0%**	**0.0%**
UNKNOWN / INVALID	**92**	**50**	**59**	**201**	0.0%	0.0%	0.1%	0.0%
TOTAL PA ENROLLEES	**197,832**	**108,760**	**110,697**	**417,289**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

TOTAL ENROLLEES:

	COVERED LIVES				PERCENT OF TOTAL			
REGION	**ENROLLEE**	**SPOUSES**	**CHILDREN**	**TOTAL**	**ENR**	**SPO**	**CHILD**	**TOTAL**
LOWER NEW YORK	253,488	130,973	162,087	546,548	48.9%	50.2%	54.5%	50.8%
CENTRAL NEW YORK	59,071	29,835	38,146	127,052	11.4%	11.4%	12.8%	11.8%
CAPITAL & ADIRONDACK	64,295	29,664	33,609	127,568	12.4%	11.4%	11.3%	11.8%
WESTERN NEW YORK	31,618	15,189	17,358	64,165	6.1%	5.8%	5.8%	6.0%
MID HUDSON	44,274	24,471	32,162	100,907	8.5%	9.4%	10.8%	9.4%
TOTAL NEW YORK STATE	**452,746**	**230,132**	**283,362**	**966,240**	**87.4%**	**88.2%**	**95.2%**	**89.7%**
OUT-OF-STATE - 10 MOST POPULUS	53,607	26,096	12,475	92,178	10.3%	10.0%	4.2%	8.6%
OUT-OF=STATE - REMAINING STATES	10,830	4,301	1,308	16,439	2.1%	1.6%	0.4%	1.5%
TOTAL OUT-OF-STATE	**64,437**	**30,397**	**13,783**	**108,617**	**12.4%**	**11.7%**	**4.6%**	**10.1%**
Out of Country	**370**	**135**	**72**	**577**	**0.1%**	**0.1%**	**0.0%**	**0.1%**
UNKNOWN / INVALID	632	253	458	1,343	0.1%	0.1%	0.2%	0.1%
TOTAL EMPIRE PLAN ENROLLEES	**518,185**	**260,917**	**297,675**	**1,076,777**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

*Includes GSEU

Source: NYBEAS October 2007