



**ASSETS**

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	3,097,225		3,097,225	3,096,106
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2 Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3 Properties held for sale (less \$.....0 encumbrances) .....				
5. Cash (\$.....4,003,542), cash equivalents (\$.....0) and short-term investments (\$.....0) .....	4,003,542		4,003,542	3,043,928
6. Contract loans (including \$.....0 premium notes) .....				
7. Other invested assets .....				
8. Receivables for securities .....				
9. Aggregate write-ins for invested assets .....				
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	7,100,767		7,100,767	6,140,034
11. Title plants less \$.....0 charged off (for Title insurers only) .....				
12. Investment income due and accrued .....	98,212		98,212	50,170
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....				
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....				
13.3 Accrued retrospective premiums .....				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....				
14.2 Funds held by or deposited with reinsured companies .....				
14.3 Other amounts receivable under reinsurance contracts .....				
15. Amounts receivable relating to uninsured plans .....	628,741		628,741	510,045
16.1 Current federal and foreign income tax recoverable and interest thereon .....				
16.2 Net deferred tax asset .....				
17. Guaranty funds receivable or on deposit .....				
18. Electronic data processing equipment and software .....				
19. Furniture and equipment, including health care delivery assets (\$.....0) .....				
20. Net adjustments in assets and liabilities due to foreign exchange rates .....				
21. Receivables from parent, subsidiaries and affiliates .....	677		677	
22. Health care (\$.....1,755) and other amounts receivable .....	1,755		1,755	
23. Aggregate write-ins for other than invested assets .....				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	7,830,152		7,830,152	6,700,249
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26. Total (Lines 24 and 25) .....	7,830,152		7,830,152	6,700,249
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301. ....				
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....				

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded) .....	793,053		793,053	243,979
2. Accrued medical incentive pool and bonus amounts .....				
3. Unpaid claims adjustment expenses .....	648,332		648,332	504,439
4. Aggregate health policy reserves .....	15,018		15,018	
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....	413,737		413,737	
9. General expenses due or accrued .....	30,654		30,654	33,059
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	307,523		307,523	467,175
16. Payable for securities .....				
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers) .....				
18. Reinsurance in unauthorized companies .....				
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Liability for amounts held under uninsured plans .....	97,945		97,945	
21. Aggregate write-ins for other liabilities (including \$.....0 current) .....				
22. Total liabilities (Lines 1 to 21) .....	2,306,262		2,306,262	1,248,652
23. Aggregate write-ins for special surplus funds .....	X X X	X X X		
24. Common capital stock .....	X X X	X X X	100	100
25. Preferred capital stock .....	X X X	X X X		
26. Gross paid in and contributed surplus .....	X X X	X X X	2,989,400	2,989,400
27. Surplus notes .....	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
29. Unassigned funds (surplus) .....	X X X	X X X	2,534,390	2,462,097
30. Less treasury stock, at cost:				
30.1 .....0 shares common (value included in Line 24 \$.....0) .....	X X X	X X X		
30.2 .....0 shares preferred (value included in Line 25 \$.....0) .....	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30) .....	X X X	X X X	5,523,890	5,451,597
32. Total Liabilities, capital and surplus (Lines 22 and 31) .....	X X X	X X X	7,830,152	6,700,249
<b>DETAILS OF WRITE-INS</b>				
2101. ....				
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page .....				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....				
2301. ....	X X X	X X X		
2302. ....	X X X	X X X		
2303. ....	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	X X X	X X X		
2801. ....	X X X	X X X		
2802. ....	X X X	X X X		
2803. ....	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above) .....	X X X	X X X		

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months .....	X X X	1,122	
2. Net premium income (including \$.....0 non-health premium income) .....	X X X	712,123	
3. Change in unearned premium reserves and reserves for rate credits .....	X X X		
4. Fee-for-service (net of \$.....0 medical expenses) .....	X X X		
5. Risk revenue .....	X X X		
6. Aggregate write-ins for other health care related revenues .....	X X X		
7. Aggregate write-ins for other non-health revenues .....	X X X		
8. Total revenues (Lines 2 to 7) .....	X X X	712,123	
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		435,046	
10. Other professional services .....		136,854	
11. Outside referrals .....			
12. Emergency room and out-of-area .....		15,482	
13. Prescription drugs .....		20,348	
14. Aggregate write-ins for other hospital and medical .....		20	
15. Incentive pool, withhold adjustments and bonus amounts .....			
16. Subtotal (Lines 9 to 15) .....		607,750	
<b>Less:</b>			
17. Net reinsurance recoveries .....			
18. Total hospital and medical (Lines 16 minus 17) .....		607,750	
19. Non-health claims (net) .....			
20. Claims adjustment expenses, including \$.....(71,656) cost containment expenses .....		(33,185)	(63,839)
21. General administrative expenses .....		119,581	(50,269)
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....			
23. Total underwriting deductions (Lines 18 through 22) .....		694,146	(114,108)
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	17,977	114,108
25. Net investment income earned .....		73,754	46,927
26. Net realized capital gains (losses) less capital gains tax of \$.....0 .....			
27. Net investment gains or (losses) (Lines 25 plus 26) .....		73,754	46,927
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....			
29. Aggregate write-ins for other income or expenses .....			
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X	91,731	161,035
31. Federal and foreign income taxes incurred .....	X X X	19,438	46,054
32. Net income (loss) (Lines 30 minus 31) .....	X X X	72,293	114,981
<b>DETAILS OF WRITE-INS</b>			
0601. ....	X X X		
0602. ....	X X X		
0603. ....	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X		
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X		
0701. ....	X X X		
0702. ....	X X X		
0703. ....	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X		
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X		
1401. Miscellaneous Medical Expense .....		20	
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		20	
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....			
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....			

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year .....	5,451,597	4,956,514	4,956,514
34. Net income or (loss) from Line 32 .....	72,293	114,981	480,361
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....		14,722	14,722
40. Change in unauthorized reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....			
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....			
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....			
48. Net change in capital and surplus (Lines 34 to 47) .....	72,293	129,703	495,083
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	5,523,890	5,086,217	5,451,597
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....			

**CASH FLOW**

		1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>			
1.	Premiums collected net of reinsurance .....	1,140,878	
2.	Net investment income .....	24,593	191,918
3.	Miscellaneous income .....		
4.	Total (Lines 1 to 3) .....	1,165,471	191,918
5.	Benefit and loss related payments .....	60,431	(10,333)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	145,426	(548,687)
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....		
10.	Total (Lines 5 through 9) .....	205,857	(559,020)
11.	Net cash from operations (Line 4 minus Line 10) .....	959,614	750,938
<b>Cash from Investments</b>			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....		1,400,000
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....		
12.7	Miscellaneous proceeds .....		
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....		1,400,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....		1,894,531
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....		1,894,531
14.	Net increase (or decrease) in contract loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....		(494,531)
<b>Cash from Financing and Miscellaneous Sources</b>			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....		(298,618)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....		(298,618)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	959,614	(42,211)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	3,043,928	3,086,139
19.2	End of period (Line 18 plus Line 19.1) .....	4,003,542	3,043,928

**Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:**

Description		Amount 1	Amount 2
20.0001	.....		

## EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....										
2. First Quarter .....	562							562		
3. Second Quarter .....										
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	1,122							1,122		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	231							231		
8. Non-Physician .....	13							13		
9. Total .....	244							244		
10. Hospital Patient Days Incurred .....	169							169		
11. Number of Inpatient Admissions .....	19							19		
12. Health Premiums Written (a) .....	714,763							714,763		
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	714,763							714,763		
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	58,739							78,440	(19,701)	
18. Amount Incurred for Provision of Health Care Services .....	607,750							607,750		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....714,763.

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
<b>Individually Listed Claims Unpaid</b>						
Rx America .....	15,191					15,191
0199999 Individually Listed Claims Unpaid .....	15,191					15,191
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	43,158					43,158
0499999 Subtotals .....	58,349					58,349
0599999 Unreported claims and other claim reserves .....						734,704
0699999 Total Amounts Withheld .....						
0799999 Total Claims Unpaid .....						793,053
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....						
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....		80,195		529,373		
7. Title XIX - Medicaid .....	(19,701)		263,680		243,979	243,979
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	(19,701)	80,195	263,680	529,373	243,979	243,979
10. Healthcare receivables (a) .....		1,755				
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....						
13. Totals .....	(19,701)	78,440	263,680	529,373	243,979	243,979

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

## Notes to Financial Statement

Unison Health Plan of Tennessee, Inc., (the Company) has noted no significant change since prior year-end for Notes 1 through 17 B., 19 through 23 and 25 through 31 for the quarter ended March 31, 2007. See Notes 17 C., 18 and 24 below.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities:

C. The Company has no wash sales.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans:

(1) The Company initiated operations on January 1, 2007 with its first Medicare Advantage enrolled member effective on that date.

(a) Through March 31, 2007 revenue of \$73,346 was recorded related to the Medicare Part D component of the Medicare Advantage product. Premium is received primarily from the Centers for Medicare & Medicaid Services. Small monthly premium amounts are also received from members related to Part D coverage.

(b) The Company recorded amounts payable for Low Income Subsidy (Cost-Sharing Portion) and Part D reinsurance coverage of \$49,630 and \$48,315, respectively, at March 31, 2007.

(c) Not applicable

(d) Not applicable

24. Retrospectively Rated Contract Subject to Re-determination:

A. Under the Company's Medicare Advantage Part D Program, certain amounts are subject to retrospective premium adjustment. The Company computes accrued retrospective premium adjustments through a comparison of its actual costs under the program compared to the target amount. The amount reported as Accrued Return Retrospective Premiums at March 31, 2007, is \$15,018.

B. The amount of net premiums written by the Company at March 31, 2007 that are subject to retrospective rating features was \$73,346, that represented 10.2% of the total net premiums written. These premiums are related to the Company's Medicare Advantage Part D program. No other premiums written by the company are subject to retrospective rating features.

# GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes[ ] No[ ] N/A[X]
  
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[ ] No[X]
- 2.2 If yes, date of change: .....
  
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[ ] No[X]  
If yes, complete the Schedule Y - Part 1 - organizational chart.
  
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes[ ] No[X] N/A[ ]
  
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ..... 08/12/2005 .....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ..... 06/30/2005 .....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ..... 03/24/2006 .....
- 6.4 By what department or departments?  
Tennessee Department of Commerce and Insurance
  
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[ ] No[X]
- 7.2 If yes, give full information
  
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	.....	Yes[ ] No[X]				

### FINANCIAL

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
  - (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
  - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
  - (c) Compliance with applicable governmental laws, rules and regulations;
  - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
  - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes[ ] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
  
- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 677

### INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes[ ] No[X]
- 11.2 If yes, explain:
  
- 12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]
- 12.2 If yes, give full and complete information relating thereto:
  
- 13. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
- 14. Amount of real estate and mortgages held in short-term investments: \$..... 0
  
- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
- 15.2 If yes, please complete the following:

## GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
15.21 Bonds .....		
15.22 Preferred Stock .....		
15.23 Common Stock .....		
15.24 Short-Term Investments .....		
15.25 Mortgages Loans on Real Estate .....		
15.26 All Other .....		
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26) .....		
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above .....		

16.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]  
 16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]  
 If no, attach a description with this statement.

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
First Tennessee Bank National Association .....	Memphis, TN .....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes[ ] No[X]  
 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....	.....	.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]  
 18.2 If no, list exceptions:

**SCHEDULE A - VERIFICATION****Real Estate**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Increase (decrease) by adjustment .....		
3.	Cost of acquired .....		
4.	Cost of additions to and permanent improvements .....		
5.	Total profit (loss) on sales .....		
6.	Increase (decrease) by foreign exchange adjustment .....		
7.	Amount received on sales .....		
8.	Book/adjusted carrying value at end of current period .....		
9.	Total valuation allowance .....		
10.	Subtotal (Lines 8 plus 9) .....		
11.	Total nonadmitted amounts .....		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) .....		

**NONE****SCHEDULE B - VERIFICATION****Mortgage Loans**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year .....		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount and mortgage interest points and commitment fees .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column) .....		

**NONE****SCHEDULE BA - VERIFICATION****Other Invested Assets**

Description		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book/adjusted carrying value of long-term invested assets at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3) .....		

**NONE****SCHEDULE D - VERIFICATION****Bonds and Stocks**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	3,096,106	2,599,920
2.	Cost of bonds and stocks acquired .....		1,894,531
3.	Accrual of discount .....	1,119	2,824
4.	Increase (decrease) by adjustment .....		
5.	Increase (decrease) by foreign exchange adjustment .....		
6.	Total profit (loss) on disposal .....		
7.	Consideration for bonds and stocks disposed of .....		1,400,000
8.	Amortization of premium .....		1,169
9.	Book/adjusted carrying value, current period .....	3,097,225	3,096,106
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....	3,097,225	3,096,106
12.	Total nonadmitted amounts .....		
13.	Statement value .....	3,097,225	3,096,106

## SCHEDULE D - PART 1B

**Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....	3,096,106			1,119	3,097,225			3,096,106
2. Class 2 .....								
3. Class 3 .....								
4. Class 4 .....								
5. Class 5 .....								
6. Class 6 .....								
7. Total Bonds .....	3,096,106			1,119	3,097,225			3,096,106
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	3,096,106			1,119	3,097,225			3,096,106

**14 Schedule DA Part 1 ..... NONE**

**14 Schedule DA Part 2 Verification ..... NONE**

**15 Schedule DB Part F Section 1 ..... NONE**

**16 Schedule DB Part F Section 2 ..... NONE**

## SCHEDULE S - CEDED REINSURANCE

### Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>Accident and Health - Non-affiliates</b>						
77828 .....	57-0523959 .....	01/01/2007 .....	COMPANION LIFE INS CO .....	Columbia, SC .....	SSL/L/I .....	Yes[X] No [ ] .....

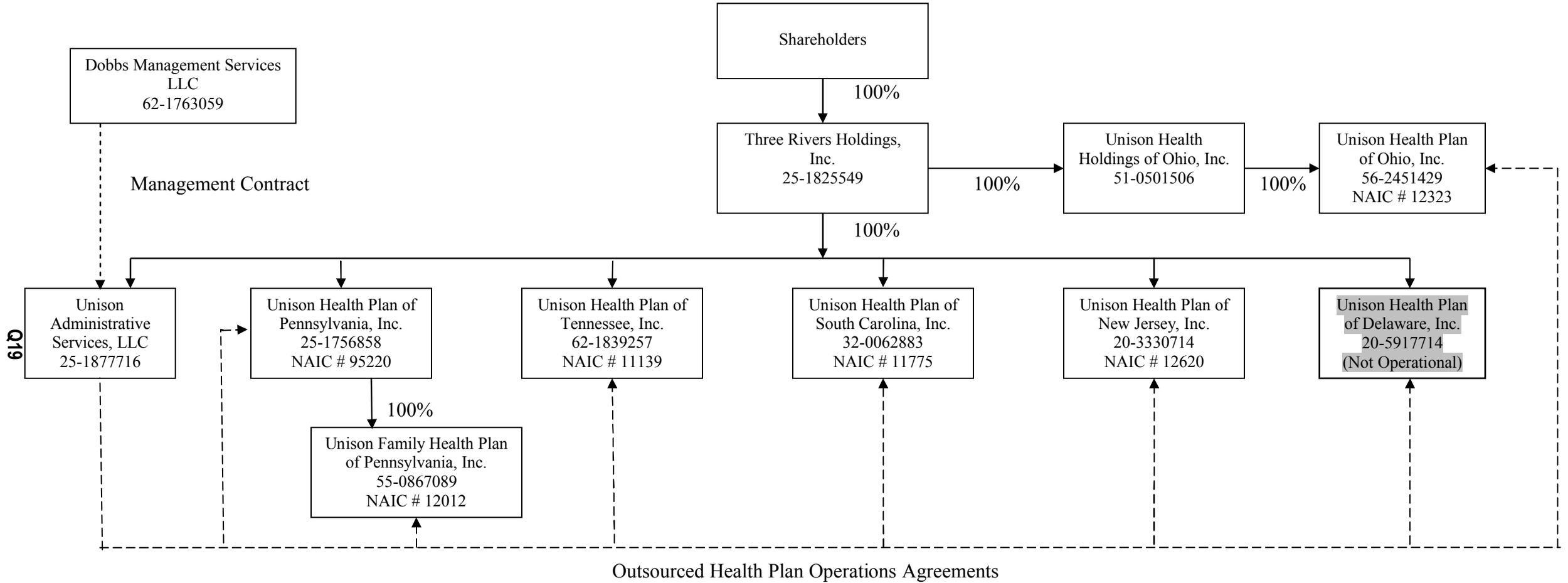
# SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

## Current Year to Date - Allocated by States and Territories

		Direct Business Only							
		1 Is Insurer Licensed (Yes or No)	2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7
State, Etc.									
1.	Alabama (AL)	No							
2.	Alaska (AK)	No							
3.	Arizona (AZ)	No							
4.	Arkansas (AR)	No							
5.	California (CA)	No							
6.	Colorado (CO)	No							
7.	Connecticut (CT)	No							
8.	Delaware (DE)	No							
9.	District of Columbia (DC)	No							
10.	Florida (FL)	No							
11.	Georgia (GA)	No							
12.	Hawaii (HI)	No							
13.	Idaho (ID)	No							
14.	Illinois (IL)	No							
15.	Indiana (IN)	No							
16.	Iowa (IA)	No							
17.	Kansas (KS)	No							
18.	Kentucky (KY)	No							
19.	Louisiana (LA)	No							
20.	Maine (ME)	No							
21.	Maryland (MD)	No							
22.	Massachusetts (MA)	No							
23.	Michigan (MI)	No							
24.	Minnesota (MN)	No							
25.	Mississippi (MS)	No							
26.	Missouri (MO)	No							
27.	Montana (MT)	No							
28.	Nebraska (NE)	No							
29.	Nevada (NV)	No							
30.	New Hampshire (NH)	No							
31.	New Jersey (NJ)	No							
32.	New Mexico (NM)	No							
33.	New York (NY)	No							
34.	North Carolina (NC)	No							
35.	North Dakota (ND)	No							
36.	Ohio (OH)	No							
37.	Oklahoma (OK)	No							
38.	Oregon (OR)	No							
39.	Pennsylvania (PA)	No							
40.	Rhode Island (RI)	No							
41.	South Carolina (SC)	No							
42.	South Dakota (SD)	No							
43.	Tennessee (TN)	Yes		714,763				714,763	
44.	Texas (TX)	No							
45.	Utah (UT)	No							
46.	Vermont (VT)	No							
47.	Virginia (VA)	No							
48.	Washington (WA)	No							
49.	West Virginia (WV)	No							
50.	Wisconsin (WI)	No							
51.	Wyoming (WY)	No							
52.	American Samoa (AS)	No							
53.	Guam (GU)	No							
54.	Puerto Rico (PR)	No							
55.	U.S. Virgin Islands (VI)	No							
56.	Northern Mariana Islands (MP)	No							
57.	Canada (CN)	No							
58.	Aggregate other alien (OT)	X X X							
59.	Subtotal	X X X		714,763				714,763	
60.	Reporting entity contributions for Employee Benefit Plans	X X X							
61.	<b>Total (Direct Business)</b>	<b>(a) 1</b>		<b>714,763</b>				<b>714,763</b>	
<b>DETAILS OF WRITE-INS</b>									
5801.		X X X							
5802.		X X X							
5803.		X X X							
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X							
5899.	<b>TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)</b>	<b>X X X</b>							

(a) Insert the number of yes responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



Q19

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

**RESPONSE**

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



11139200736500001

2007

Document Code: 365

**OVERFLOW PAGE FOR WRITE-INS**

---

<b>E01</b>	<b>Schedule A Part 2</b> .....	<b>NONE</b>
<b>E01</b>	<b>Schedule A Part 3</b> .....	<b>NONE</b>
<b>E02</b>	<b>Schedule B Part 1</b> .....	<b>NONE</b>
<b>E02</b>	<b>Schedule B Part 2</b> .....	<b>NONE</b>
<b>E03</b>	<b>Schedule BA Part 1</b> .....	<b>NONE</b>
<b>E03</b>	<b>Schedule BA Part 2</b> .....	<b>NONE</b>
<b>E04</b>	<b>Schedule D Part 3</b> .....	<b>NONE</b>
<b>E05</b>	<b>Schedule D Part 4</b> .....	<b>NONE</b>
<b>E06</b>	<b>Schedule DB Part A Section 1</b> .....	<b>NONE</b>
<b>E06</b>	<b>Schedule DB Part B Section 1</b> .....	<b>NONE</b>
<b>E07</b>	<b>Schedule DB Part C Section 1</b> .....	<b>NONE</b>
<b>E07</b>	<b>Schedule DB Part D Section 1</b> .....	<b>NONE</b>

**SCHEDULE E - PART 1 - CASH****Month End Depository Balances**

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
<b>open depositories</b>									
PNC Bank - Operating Account .....	Monroeville, PA .....		5.097	24,593	11,752	2,101,387	2,402,139	3,337,271	X X X
PNC Bank - ASO Account .....	Monroeville, PA .....		4.950	26,277		207,711	128,270	664,149	X X X
First Tennessee Bank .....	Memphis, TN .....					902,956	55,122	2,122	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories .....		X X X	X X X	50,870	11,752	3,212,054	2,585,531	4,003,542	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....		X X X	X X X						X X X
0299999 Totals - Suspended Depositories .....		X X X	X X X						X X X
0399999 Total Cash On Deposit .....		X X X	X X X	50,870	11,752	3,212,054	2,585,531	4,003,542	X X X
0499999 Cash in Company's Office .....		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash .....		X X X	X X X	50,870	11,752	3,212,054	2,585,531	4,003,542	X X X

**E09 Schedule E Part 2 Cash Equivalents ..... NONE**

**Supp1 Medicare Part D Coverage Supplement ..... NONE**

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