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QUARTERLY STATEMENT

AS OF March 31, 2008

OF THE CONDITION AND AFFAIRS OF THE

Mercy Health Plans

NAIC Group Code 3386 (Current Period), 3386 (Prior Period) NAIC Company Code 11529 Employer's ID Number 48-1262342

Organized under the Laws of Missouri, State of Domicile or Port of Entry Missouri

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[X] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[ ]
Other[ ] Is HMO Federally Qualified? Yes[ ] No[ ] N/A[X]

Incorporated/Organized 09/12/2002 Commenced Business 10/17/2002

Statutory Home Office 14528 S. Outer 40, Suite 300 (Street and Number), Chesterfield, MO 63017-5705 (City, or Town, State and Zip Code)

Main Administrative Office 14528 S. Outer 40, Suite 300 (Street and Number)
Chesterfield, MO 63017-5705 (City or Town, State and Zip Code) (314)214-8100 (Area Code) (Telephone Number)

Mail Address 14528 S. Outer 40, Suite 300 (Street and Number or P.O. Box), Chesterfield, MO 63017-5705 (City, or Town, State and Zip Code)

Primary Location of Books and Records 14528 S. Outer 40, Suite 300 (Street and Number)
Chesterfield, MO 63017-5705 (City, or Town, State and Zip Code) (314)214-8100 (Area Code) (Telephone Number)

Internet Website Address mercyhealthplans.com

Statutory Statement Contact George Aloysius Schneider (Name) (314)214-8140 (Area Code)(Telephone Number)(Extension)
George.Schneider@Mercy.Net (E-Mail Address) (314)214-8239 (Fax Number)

OFFICERS

Name	Title	
Robert Reade Vogel	President	#
Charles Sayel Gilham	Secretary	
George Aloysius Schneider	CFO & Treasurer	
Kenneth Michael Treash	COO	

OTHERS

DIRECTORS OR TRUSTEES

Ronald Boughton Ashworth
Anthony James Budzinski II
Thomas Hamilton Hale MD
Timothy Jay Johnsen
Robert Reade Vogel
Ronnie Dale Brownsworth MD
Margaret Denielle DeNarvaez
James Robert Jaacks
Mark Lewis Lane

State of Missouri
County of St. Louis ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Robert Reade Vogel	Charles Sayel Gilham	George Aloysius Schneider
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	CFO & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 2008

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

(Notary Public Signature)

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
1. Bonds	2,746,707		2,746,707	3,252,013
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 $.....0 encumbrances)				
5. Cash ($.....0), cash equivalents ($.....0) and short-term investments ($.....37,532,425)	37,532,425		37,532,425	37,078,578
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)	40,279,132		40,279,132	40,330,591
11. Title plants less $.....0 charged off (for Title insurers only)				
12. Investment income due and accrued	151,212		151,212	206,417
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	3,749,277	1,053,610	2,695,667	2,464,617
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	45,800		45,800	118,708
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon	2,106,376		2,106,376	1,170,460
16.2 Net deferred tax asset	890,090	2,003	888,087	801,278
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets ($.....0)	32,503	32,503		
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	526,518		526,518	679,247
22. Health care ($.....676,649) and other amounts receivable	999,673	323,024	676,649	872,065
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)	48,780,581	1,411,140	47,369,441	46,643,383
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	48,780,581	1,411,140	47,369,441	46,643,383
DETAILS OF WRITE-INS				
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)	22,279,232	347,784	22,627,016	19,767,820
2.	Accrued medical incentive pool and bonus amounts	281,049		281,049	252,050
3.	Unpaid claims adjustment expenses	519,193		519,193	417,772
4.	Aggregate health policy reserves	60,641		60,641	150,636
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	2,696,700		2,696,700	2,523,882
9.	General expenses due or accrued	303,144		303,144	124,623
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 $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,154,199		1,154,199	1,480,524
16.	Payable for securities				
17.	Funds held under reinsurance treaties with ($.....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	133,733		133,733	133,733
21.	Aggregate write-ins for other liabilities (including $.....0 current)				
22.	Total liabilities (Lines 1 to 21)	27,427,891	347,784	27,775,675	24,851,040
23.	Aggregate write-ins for special surplus funds	XXX	XXX		
24.	Common capital stock	XXX	XXX	1,600,000	1,600,000
25.	Preferred capital stock	XXX	XXX		
26.	Gross paid in and contributed surplus	XXX	XXX	33,574,313	33,574,313
27.	Surplus notes	XXX	XXX		
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
29.	Unassigned funds (surplus)	XXX	XXX	(15,580,546)	(13,381,970)
30.	Less treasury stock, at cost:				
	30.1 .....0 shares common (value included in Line 24 $.....0)	XXX	XXX		
	30.2 .....0 shares preferred (value included in Line 25 $.....0)	XXX	XXX		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	19,593,767	21,792,343
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	47,369,442	46,643,383
DETAILS OF WRITE-INS					
2101.	0				
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.		XXX	XXX		
2302.		XXX	XXX		
2303.		XXX	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX		
2801.		XXX	XXX		
2802.		XXX	XXX		
2803.		XXX	XXX		
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	220,062	188,381	799,642
2.	Net premium income (including $.....0 non-health premium income)	XXX	62,638,635	47,576,967	207,421,984
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	62,638,635	47,576,967	207,421,984
Hospital and Medical:					
9.	Hospital/medical benefits	439,124	28,569,644	23,290,562	101,018,011
10.	Other professional services	8,507	553,479	284,740	2,045,238
11.	Outside referrals				
12.	Emergency room and out-of-area	28,144	1,831,078	1,125,046	6,075,452
13.	Prescription drugs	105,111	6,838,568	5,615,263	23,397,654
14.	Aggregate write-ins for other hospital and medical		20,137,475	13,632,448	60,267,282
15.	Incentive pool, withhold adjustments and bonus amounts		55,399	15,400	231,175
16.	Subtotal (Lines 9 to 15)	580,886	57,985,643	43,963,458	193,034,812
Less:					
17.	Net reinsurance recoveries		42,166	12,394	162,175
18.	Total hospital and medical (Lines 16 minus 17)	580,886	57,943,477	43,951,064	192,872,637
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....1,532,929 cost containment expenses		2,434,270	956,916	7,317,929
21.	General administrative expenses		5,316,591	4,675,405	18,029,960
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)			(1,243,462)	(1,798,326)
23.	Total underwriting deductions (Lines 18 through 22)	580,886	65,694,338	48,339,924	216,422,200
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,055,703)	(762,957)	(9,000,216)
25.	Net investment income earned		382,133	455,049	1,842,652
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		382,133	455,049	1,842,652
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)	XXX	(2,673,570)	(307,908)	(7,157,564)
31.	Federal and foreign income taxes incurred	XXX	(935,916)	(105,154)	(3,090,059)
32.	Net income (loss) (Lines 30 minus 31)	XXX	(1,737,654)	(202,754)	(4,067,505)
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.	Global Capitation		20,137,475	13,600,972	60,267,282
1402.	Mental Health Capitation			31,476	
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		20,137,475	13,632,448	60,267,282
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 Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	21,792,349	20,550,318	20,550,318
34.	Net income or (loss) from Line 32	(1,737,654)	(202,754)	(4,067,505)
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	20,064		(592,519)
39.	Change in nonadmitted assets	(480,989)	(262,770)	(297,945)
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			6,200,000
	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)	(2,198,579)	(465,524)	1,242,031
49.	Capital and surplus end of reporting period (Line 33 plus 48)	19,593,770	20,084,794	21,792,349
DETAILS OF WRITE-INS				
4701.	Change in Allowance for Doubtful Accounts		1,369	
4702.	Bad Debt Expense		(1,369)	
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
	Cash from Operations		
1.	Premiums collected net of reinsurance	61,762,363	205,436,377
2.	Net investment income	745,788	1,692,938
3.	Miscellaneous income	371,532	(629,048)
4.	Total (Lines 1 to 3)	62,879,683	206,500,267
5.	Benefit and loss related payments	54,982,374	185,824,201
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	7,774,063	24,832,707
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)		(7,059,791)
10.	Total (Lines 5 through 9)	62,756,437	203,597,117
11.	Net cash from operations (Line 4 minus Line 10)	123,246	2,903,150
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	500,000	2,725,000
	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)	500,000	2,725,000
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds		732,950
	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)		732,950
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)	500,000	1,992,050
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes		
	16.2 Capital and paid in surplus, less treasury stock		6,200,000
	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)	(169,401)	8,266,827
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(169,401)	14,466,827
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	453,845	19,362,027
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	37,078,578	17,716,557
	19.2 End of period (Line 18 plus Line 19.1)	37,532,423	37,078,584

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

	Description	Amount 1	Amount 2
20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	70,201	5,861	63,487					853		
2. First Quarter	73,103	7,086	63,701					2,316		
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	220,062	20,352	193,208					6,502		
Total Member Ambulatory Encounters for Period:										
7. Physician	131,755	10,473	117,432					3,850		
8. Non-Physician	12,843	463	11,964					416		
9. Total	144,598	10,936	129,396					4,266		
10. Hospital Patient Days Incurred	7,749	425	6,845					479		
11. Number of Inpatient Admissions	2,289	81	2,117					91		
12. Health Premiums Written (a)	62,802,192	3,491,707	53,917,982					5,392,503		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	62,802,192	3,491,707	53,917,982					5,392,503		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	55,184,370	2,673,730	48,357,320					4,153,320		
18. Amount Incurred for Provision of Health Care Services	57,985,643	3,093,726	50,134,375					4,757,542		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0.

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
Individually Listed Claims Unpaid						
St Johns Physicians	10,235					10,235
Jeff City Medical Group	10,622					10,622
Barnes Jewish St Peters	10,685					10,685
St Marys Health Center	10,428	1,004				11,432
Curators of the University	11,746					11,746
Capital Reg Med Ctr					12,245	12,245
St Anthonys Medical Center	14,904	289				15,194
Bio Partners in Care		16,339				16,339
Hannibal Clinic Operations	21,151					21,151
Boone Hospital Center	24,525	539				25,064
Barnes Jewish Hospital	29,563					29,563
Missouri Baptist Medical	36,972					36,972
St Lukes Hospital	39,753					39,753
Washington University	42,535					42,535
St Johns Mercy Medical Cent	91,754					91,754
0199999 Individually Listed Claims Unpaid	354,875	18,171			12,245	385,291
0299999 Aggregate Accounts Not Individually Listed - Uncovered	33,137	2,300	359		523	36,319
0399999 Aggregate Accounts Not Individually Listed - Covered	2,122,777	147,342	23,007		33,482	2,326,608
0499999 Subtotals	2,510,789	167,813	23,366		46,250	2,748,218
0599999 Unreported claims and other claim reserves						19,878,798
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						22,627,016
0899999 Accrued Medical Incentive Pool And Bonus Amounts						281,049

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4		
	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	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
1. Comprehensive (hospital & medical)	16,080,604	34,958,808	2,569,988	18,537,887	18,650,592	18,833,763
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	658,398	3,486,560	196,542	1,322,599	854,940	934,057
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	16,739,002	38,445,368	2,766,530	19,860,486	19,505,532	19,767,820
10. Healthcare receivables (a)	462,558		697,403	302,269	1,159,961	1,306,740
11. Other non-health						
12. Medical incentive pools and bonus amounts	26,400		145,500	135,549	171,900	252,050
13. Totals	16,302,844	38,445,368	2,214,627	19,693,766	18,517,471	18,713,129

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

Notes to Financial Statement

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

No change.

NOTE 2 - ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No change.

NOTE 3 - BUSINESS COMBINATIONS AND GOODWILL

No change.

NOTE 4 - DISCONTINUED OPERATIONS

No change.

NOTE 5 - INVESTMENTS

No change.

NOTE 6 - JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change.

NOTE 7 - INVESTMENT INCOME

No change.

NOTE 8 - DERIVATIVE INSTRUMENTS

No change.

NOTE 9 - INCOME TAXES

A. Total of All Deferred Tax Assets	$ 890,090
Total of All Deferred Tax Liabilities	$ -
Total DTAs Non-Admitted as a result of SSAP 10	$ 2,003
Total DTAs Admitted	$ 888,087
Net Change in Total Non-Admitted DTAs	$ (66,742)

B. There are no Deferred Tax Liabilities

C. Current Income Tax Expense Incurred	$ (935,916)
Change in Deferred Tax Assets	$ (86,809)
Investment Tax credits	$ -
Benefits of Tax Loss Carryforwards	$ -
Adjustments in Deferred Tax Assets	$ -

D. Application of Tax Rate to Net Income	$ (935,750)
Deferred Tax Attributed to State Rate	$ -
Permanent Book to Tax Differences	$ 2,003
Temporary Book to Tax Differences	$ (86,808)
Federal Tax on State Income Tax	$ -
Tax on GAAP/STAT adjustments	$ (1,836)

E. 1. The Company's NOL utilization in 2007 $1,343,378
2. The Consolidated company's NOL carryforward as of December 31, 2007 was $(20,998,713).

F. Mercy Health Plans files a Consolidated Return with

MHP, Inc. (its parent)
Premier Benefits, Inc.

Notes to Financial Statement

Mercy Health Plans of Missouri, Inc.
Mercy MC+, Inc.
Mercy Medical Services Inc.
ForeSee Health, Inc.

The Tax Allocation Agreement of the group has been filed with the Missouri Department of Insurance. It provides for the Allocation of the consolidated group's tax liability in proportion to the positive tax liability of each company (as though it were taxed separately) bears to the total of all positive tax liabilities of the group.

NOTE 10 - INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

No change.

NOTE 11 - DEBT

No change.

NOTE 12 - RETIREMENT PLANS, DEFERRED COMPENSATION, AND OTHER POST RETIREMENT BENEFIT PLANS

No change.

NOTE 13 - CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No change.

NOTE 14 - CONTINGENCIES

No change.

NOTE 15 - LEASES

No change.

NOTE 16 - INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK

No change.

NOTE 17 - SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Mercy Health Plans had no wash sales for the first quarter 2008.

NOTE 18 - GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED A&H PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS.

No change.

NOTE 19 - DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

No change.

NOTE 20 - OTHER ITEMS

No change.

Notes to Financial Statement

NOTE 21 - EVENTS SUBSEQUENT

No change.

NOTE 22- REINSURANCE

Mercy Health Plans has renewed a stop loss reinsurance agreement with Westport Insurance Corporation of Overland Park, KS for claims incurred during the year 2008. On January 01, 2008, Westport merged into Employers Reinsurance Corporation, the previous reinsurer. The surviving entity assumed the name Westport Insurance Corporation.

NOTE 23 - RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No change.

NOTE 24 - CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

No change.

NOTE 25 - INTERCOMPANY POOLING ARRANGEMENTS

No change.

NOTE 26 - STRUCTURED SETTLEMENTS

No change.

NOTE 27 - HEALTH CARE RECEIVABLES

No change.

NOTE 28 - PARTICIPATING POLICIES

No change.

NOTE 29 - PREMIUM DEFICIENCY RESERVES

No change.

NOTE 30 - ANTICIPATED SALVAGE AND SUBROGATION

No change.

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? Yes[ ] No[X] N/A[ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006
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. 12/31/2002
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). 11/15/2003
6.4 By what department or departments?
Missouri
6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[ ] No[ ] N/A[X]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

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]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

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).

FINANCIAL

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: $ 40,539

INVESTMENT

11.1 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]
11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 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.

16. Excluding items in Schedule E - Part 3 - Special Deposits, 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 Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]
16.1 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
State Street Corporation	200 Newport Ave., North Quincy, MA 02171

16.2 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)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[ ] No[X]
16.4 If yes, give full and complete information relating thereto:

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

16.5 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

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[ ] No[X]
17.2 If no, list exceptions:
Ratings provided by S & P and Moody's and market value provided by custodian

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)
Accident and Health - Affiliates						
39845	48-0921045	01/01/2008	Westport Insurance Corporation	Overland Park, Kansas	SSL/LG	Yes[X] No[ ]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	2	3	4	5	6	7	8	9
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	L	4,771,862	239,001					5,010,863	
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	N								
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	L	52,637,827	5,153,502					57,791,329	
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	57,409,689	5,392,503					62,802,192	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 2	57,409,689	5,392,503					62,802,192	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

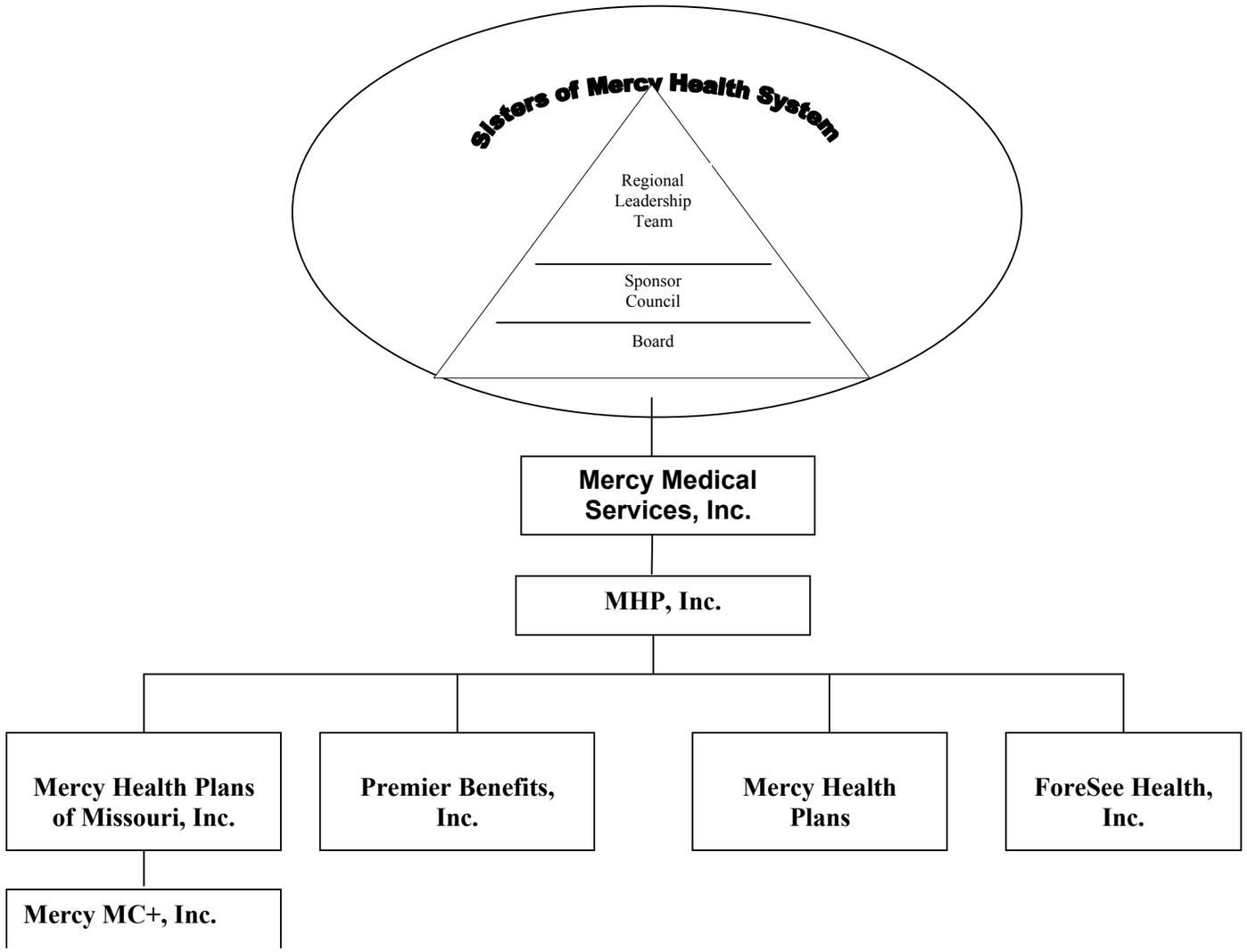
(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Sisters of Mercy Health System
Organizational Chart of MHP, Inc.
Controlled Entities
(As of 4/1/08)



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.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

11529200836500001 2008 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying va		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

		1 Year To Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest poi		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	Description	1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,252,012	5,245,628
2.	Cost of bonds and stocks acquired		732,950
3.	Accrual of discount	3,993	30,733
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of	500,000	2,725,000
7.	Deduct amortization of premium	9,298	32,299
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,746,707	3,252,012
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	2,746,707	3,252,012

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
BONDS								
1. Class 1 (a)	3,252,012		500,000	(5,305)	2,746,707			3,252,012
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	3,252,012		500,000	(5,305)	2,746,707			3,252,012
PREFERRED STOCK								
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	3,252,012		500,000	(5,305)	2,746,707			3,252,012

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. Totals	37,532,425	X X X	37,532,425	302,791	

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	37,078,578	
2.	Cost of short-term investments acquired	966,539	37,078,578
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	512,692	
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	37,532,425	37,078,578
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	37,532,425	37,078,578

SI04 Schedule DB Part F Section 1 . . . . . NONE

SI05 Schedule DB Part F Section 2 . . . . . NONE

SI06 Schedule E - Verification (Cash Equivalents) . . . . . NONE

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 3 . . . . . NONE

E04 Schedule D Part 3 . . . . . NONE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
3128X4F48	Federal Home Loan Mortgage Corp		02/08/2008	Matured	XXX	500,000	500,000.00	499,340	499,939		61		61		500,000				12,500	02/08/2008	1
0399999 Subtotal - Bonds - U.S. Governments					XXX	500,000	500,000.00	499,340	499,939		61		61		500,000				12,500	XXX	XXX
6099997 Subtotal - Bonds - Part 4					XXX	500,000	500,000.00	499,340	499,939		61		61		500,000				12,500	XXX	XXX
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
6099999 Subtotal - Bonds					XXX	500,000	500,000.00	499,340	499,939		61		61		500,000				12,500	XXX	XXX
6599998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
7299998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
7399999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
7499999 Total - Bonds, Preferred and Common Stocks					XXX	500,000	XXX	499,340	499,939		61		61		500,000				12,500	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

E06 Schedule DB Part A Section 1 . . . . . NONE

E06 Schedule DB Part B Section 1 . . . . . NONE

E07 Schedule DB Part C Section 1 . . . . . NONE

E07 Schedule DB Part D Section 1 . . . . . NONE

E08 Schedule E Part 1 Cash . . . . . NONE

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

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

ACT Actuarial Statement . . . . . NONE

AEP Amended Explanation . . . . . NONE

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
    Realized; Q4
    Unrealized; Q4; Q5
Capital Stock; Q2; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06
Cash; Q2; Q6; QE08
Cash Equivalents; Q2; Q6; QE09
Claims; Q3; Q4; Q8; Q9
Collars; QE07
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE07
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 2
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QE06; QE07
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraodinary Item; Q10, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE07
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2; Q18
Health Care Receivables; Q2; Q9; Q10, Note 27
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 24
Intercompany Pooling; Q10, Note 25
Investment Income; Q10, Note 7
    Accrued; Q2
    Earned; Q2; QSI03
    Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2
Joint Ventures; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Non Admitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parents, Subisidaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 28
Pharmaceutical Rebates; Q10, Note 27
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2
Premium Deficiency Reserves; Q10, Note 29

INDEX TO HEALTH QUARTERLY STATEMENT

Premiums and Considerations
- Advance; Q3
- Collected; Q6
- Deferred; Q2
- Direct; Q7; Q13
- Earned; Q7
- Retrospective; Q2
- Uncollected; Q2
- Unearned; Q4
- Written; Q4; Q7

Prescription Drugs; Q4
Quasi Reorganizations; Q10, Note 13
Real Estate; Q2; Q6; QE01; QSI01
Redetermination, Contracts Subject to; Q10, Note 23
Reinsurance; Q9; Q10, Note 22
- Ceded; Q3; Q12
- Funds Held; Q2
- Payable; Q3
- Premiums; Q3
- Receivable; Q2; Q4
- Unauthorized; Q3; Q5

Reserves
- Accident and Health; Q3; Q4
- Claim; Q3; Q5; Q8
- Life; Q3

Retirement Plans; Q10, Note 12
Retrospectively Rated Policies; Q10, Note 23
Risk Revenue; Q4
Salvage and Subrogation; Q10, Note 30
Servicing of Financial Assets; Q10, Note 17
Short-Term Investments; Q2; Q6; Q11.1; QSI03
Stockholder Dividends; Q5; Q6
Subsequent Events; Q10, Note 21
Surplus; Q3; Q5; Q6
Surplus Notes; Q3; Q5; Q6
Swaps; QE07
Synthetic Assets; QSI04; QSI05
Third Party Administrator; Q10, Note 19
Treasury Stock; Q3; Q5
Uninsured Accident and Health; Q2; Q3; Q10, Note 18
Wash Sales; Q10, Note 17
Withholds; Q4; Q8