HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2007
OF THE CONDITION AND AFFAIRS OF THE

AMERICAN DENTAL PROVIDERS OF ARKANSAS, INC.

NAIC Group Code 1219 (Current) 1219 (Prior) NAIC Company Code 11559 Employer's ID Number 58-2302163

Organized under the Laws of Arkansas, State of Domicile or Port of Entry AR

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [X] No [ ]

Incorporated/Organized 01/29/1997 Commenced Business 03/20/1997

Statutory Home Office The Corporation Company, 425 W. Capitol Avenue, Suite 1700 (Street and Number), Little Rockl , AR 72201 (City or Town, State and Zip Code)

Main Administrative Office 100 Mansell Court East, Suite 400 (Street and Number)
Roswell , GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

Mail Address 100 Mansell Court East, Suite 400 (Street and Number or P.O. Box), Roswell , GA 30076 (City or Town, State and Zip Code)

Primary Location of Books and Records 100 Mansell Court East, Suite 400 (Street and Number)
Roswell , GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

Internet Website Address www.compbenefits.com

Statutory Statement Contact Robert Coons (Name), 502-580-3497 (Area Code) (Telephone Number)
rcoons@humana.com (E-mail Address), 502-580-3497 (FAX Number)

Policyowner Relations Contact 100 Mansell Court East, Suite 400 (Street and Number)
Roswell , GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

OFFICERS

President	Gerald Lawrence Ganoni #	Vice President and Secretary	Joan Olliges Lenahan #
Sr VP, CFO & Treasurer	James Harry Bloem #	Appointed Actuary	Frank Murray Amrine #

OTHER

George Grant Bauernfeind # Vice President	John Gregory Catron # Vice President	Thomas Joseph Liston # Sr. Vice President
Jonathan Thomas Lord M.D. # Sr. Vice President	John Edward Lumpkins # Vice President	Heidi Suzanne Margulis # Sr. Vice President
Mark Matthew Matzke # Chieh Operating Officer	Steven Oscar Moya # Sr. Vice President	Kathleen Stephenson Pellegrino # VP & Asst. Secretary
Gilbert Alan Stewart # Vice President	William Joseph Tait # Vice President	Gary Dean Thompson # Vice President
Tod James Zacharias # Vice President		

DIRECTORS OR TRUSTEES

Jonathan Thomas Lord M.D. #	Michael Benedict McCallister #	James Elmer Murray #

State of Kentucky
County of Jefferson SS:

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of 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.

Gerald Lawrence Ganoni President	Joan Olliges Lenahan Vice President and Secretary	James Harry Bloem Sr VP, CFO & Treasurer

Subscribed and sworn to before me this 9th day of November, 2007

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.....

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	105,090	0	105,090	105,021
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ 0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less $ 0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less $ 0 encumbrances)	0	0	0	0
5. Cash ($ 18,618), cash equivalents ($ 0), and short-term investments ($ 150,000)	168,618	0	168,618	193,526
6. Contract loans, (including $ 0 premium notes)	0	0	0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities	0	0	0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	273,708	0	273,708	298,547
11. Title plants less $ 0 charged off (for Title insurers only)	0	0	0	0
12. Investment income due and accrued	915	0	915	1,321
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	5,711	7	5,704	1,093
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ 0 earned but unbilled premiums)	0	0	0	0
13.3 Accrued retrospective premiums	0	0	0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	0	0	0	0
14.2 Funds held by or deposited with reinsured companies	0	0	0	0
14.3 Other amounts receivable under reinsurance contracts	0	0	0	0
15. Amounts receivable relating to uninsured plans	0	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
16.2 Net deferred tax asset	1,990	815	1,175	323
17. Guaranty funds receivable or on deposit	0	0	0	0
18. Electronic data processing equipment and software	0	0	0	0
19. Furniture and equipment, including health care delivery assets ($ 0)	0	0	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
21. Receivables from parent, subsidiaries and affiliates	1,052	0	1,052	0
22. Health care ($ 0) and other amounts receivable	0	0	0	0
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	283,376	822	282,554	301,284
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
26. Total (Lines 24 and 25)	283,376	822	282,554	301,284
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ 0 reinsurance ceded)	6,461	0	6,461	235
2.	Accrued medical incentive pool and bonus amounts	0	0	0	0
3.	Unpaid claims adjustment expenses	0	0	0	0
4.	Aggregate health policy reserves	0	0	0	0
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserve	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	4,449	0	4,449	5,012
9.	General expenses due or accrued	541	0	541	767
10.1	Current federal and foreign income tax payable and interest thereon (including $ 0 on realized gains (losses))	0	0	0	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	0	0	0	0
13.	Remittances and items not allocated	0	0	0	0
14.	Borrowed money (including $ 0 current) and interest thereon $ 0 (including $ 0 current)	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates	0	0	0	1,302
16.	Payable for securities	0	0	0	0
17.	Funds held under reinsurance treaties (with $ 0 authorized reinsurers and $ 0 unauthorized reinsurers)	0	0	0	0
18.	Reinsurance in unauthorized companies	0	0	0	0
19.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
20.	Liability for amounts held under uninsured plans	0	0	0	0
21.	Aggregate write-ins for other liabilities (including $ 0 current)	0	0	0	36
22.	Total liabilities (Lines 1 to 21)	11,451	0	11,451	7,352
23.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24.	Common capital stock	XXX	XXX	100,000	100,000
25.	Preferred capital stock	XXX	XXX	0	0
26.	Gross paid in and contributed surplus	XXX	XXX	2,607,976	2,607,976
27.	Surplus notes	XXX	XXX	0	0
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29.	Unassigned funds (surplus)	XXX	XXX	(2,436,873)	(2,414,044)
30.	Less treasury stock, at cost:				
	30.1 0 shares common (value included in Line 24 $ 0)	XXX	XXX	0	0
	30.2 0 shares preferred (value included in Line 25 $ 0)	XXX	XXX	0	0
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	271,103	293,932
32.	Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	282,554	301,284
	DETAILS OF WRITE-INS				
2101.	Outstanding Checks	0	0	0	36
2102.					
2103.					
2198.	Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199.	Totals (Lines 2101 through 2103 plus 2198)(Line 21 above)	0	0	0	36
2301.		XXX	XXX		
2302.		XXX	XXX		
2303.		XXX	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399.	Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801.		XXX	XXX		
2802.		XXX	XXX		
2803.		XXX	XXX		
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899.	Totals (Lines 2801 through 2803 plus 2898)(Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
1.	Member Months	XXX	7,311	8,030
2.	Net premium income (including $ 0 non-health premium income)	XXX	100,443	73,968
3.	Change in unearned premium reserves and reserve for rate credits	XXX	563	1,630
4.	Fee-for-service (net of $ 0 medical expenses)	XXX	0	0
5.	Risk revenue	XXX	0	0
6.	Aggregate write-ins for other health care related revenues	XXX	0	0
7.	Aggregate write-ins for other non-health revenues	XXX	0	0
8.	Total revenues (Lines 2 to 7)	XXX	101,006	75,598
	Hospital and Medical:			
9.	Hospital/medical benefits	0	0	0
10.	Other professional services	0	47,994	20,769
11.	Outside referrals	0	0	0
12.	Emergency room and out-of-area	0	0	0
13.	Prescription drugs	0	0	0
14.	Aggregate write-ins for other hospital and medical	0	0	0
15.	Incentive pool, withhold adjustments and bonus amounts	0	0	0
16.	Subtotal (Lines 9 to 15)	0	47,994	20,769
	Less:			
17.	Net reinsurance recoveries	0	0	0
18.	Total hospital and medical (Lines 16 minus 17)	0	47,994	20,769
19.	Non-health claims (net)	0	0	0
20.	Claims adjustment expenses, including $ 0 cost containment expenses	0	0	0
21.	General administrative expenses	0	52,183	22,715
22.	Increase in reserves for life and accident and health contracts (including $ 0 increase in reserves for life only)	0	0	0
23.	Total underwriting deductions (Lines 18 through 22)	0	100,177	43,484
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	829	32,114
25.	Net investment income earned	0	7,726	7,738
26.	Net realized capital gains (losses) less capital gains tax of $ 0	0	0	0
27.	Net investment gains (losses) (Lines 25 plus 26)	0	7,726	7,738
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $ 0) (amount charged off $ 0)]	0	0	0
29.	Aggregate write-ins for other income or expenses	0	1,747	2,597
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	10,302	42,449
31.	Federal and foreign income taxes incurred	XXX	3,699	14,708
32.	Net income (loss) (Lines 30 minus 31)	XXX	6,603	27,741
	DETAILS OF WRITE-INS			
0601.		XXX		
0602.		XXX		
0603.		XXX		
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699.	Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0
0701.		XXX		
0702.		XXX		
0703.		XXX		
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799.	Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0
1401.				
1402.				
1403				
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499.	Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0
2901.	Administrative Income	0	1,747	2,597
2902.				
2903				
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999.	Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	1,747	2,597

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year
	CAPITAL AND SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	293,932	256,804	256,804
34.	Net income or (loss) from Line 32	6,603	27,741	37,371
35.	Change in valuation basis of aggregate policy and claim reserves	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $ 0	0	0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38.	Change in net deferred income tax	676	(149)	(444)
39.	Change in nonadmitted assets	292	213	201
40	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles	0	0	0
44.	Capital Changes:			
	44.1 Paid in	0	0	0
	44.2 Transferred from surplus (Stock Dividend)	0	0	0
	44.3 Transferred to surplus	0	0	0
45.	Surplus adjustments:			
	45.1 Paid in	0	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital	0	0	0
46.	Dividends to stockholders	(30,400)	0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	(22,829)	27,805	37,128
49.	Capital and surplus end of reporting period (Line 33 plus 48)	271,103	284,609	293,932
	DETAILS OF WRITE-INS			
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
	Cash from Operations		
1.	Premiums collected net of reinsurance	95,948	95,480
2.	Net investment income	8,194	10,494
3.	Miscellaneous income	1,748	3,328
4.	Total (Lines 1 to 3)	105,890	109,302
5.	Benefit and loss related payments	41,768	26,041
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	52,410	29,477
8.	Dividends paid to policyholders	0	0
9.	Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)	3,699	19,439
10.	Total (Lines 5 through 9)	97,877	74,957
11.	Net cash from operations (Line 4 minus Line 10)	8,013	34,345
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	105,000	0
	12.2 Stocks	0	0
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	0
	12.5 Other invested assets	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
	12.7 Miscellaneous proceeds	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	105,000	0
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	105,131	0
	13.2 Stocks	0	0
	13.3 Mortgage loans	0	0
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	105,131	0
14.	Net increase (or decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(131)	0
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
	16.5 Dividends to stockholders	30,400	0
	16.6 Other cash provided (applied)	(2,390)	(819)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(32,790)	(819)
	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)	(24,908)	33,526
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	193,526	160,000
	19.2 End of period (Line 18 plus Line 19.1)	168,618	193,526

Note: Supplemental disclosures of cash flow information for non-cash transactions:

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 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	746	0	0	0	0	746	0	0	0	0
2. First Quarter	834	0	0	0	0	834	0	0	0	0
3. Second Quarter	782	0	0	0	0	782	0	0	0	0
4. Third Quarter	756	0	0	0	0	756	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	7,311	0	0	0	0	7,311	0	0	0	0
Total Member Ambulatory Encounters for Period:										
7 Physician	0	0	0	0	0	0	0	0	0	0
8. Non-Physician	0	0	0	0	0	0	0	0	0	0
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	0	0	0	0	0	0	0	0	0	0
12. Health Premiums Written (a)	100,443	0	0	0	0	100,443	0	0	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	101,006	0	0	0	0	101,006	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	41,768	0	0	0	0	41,768	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	47,994	0	0	0	0	47,994	0	0	0	0

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

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE AMERICAN DENTAL PROVIDERS OF ARKANSAS, INC.

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
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered	0	0	0	0	0	0
0399999 Aggregate accounts not individually listed-covered	4,033	1,224	552	334	318	6,461
0499999 Subtotals	4,033	1,224	552	334	318	6,461
0599999 Unreported claims and other claim reserves						0
0699999 Total amounts withheld						0
0799999 Total claims unpaid						6,461
0899999 Accrued medical incentive pool and bonus amounts						0

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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	(9)	41,777	6	6,455	(3)	235
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	0	0	0	0	0	0
7 Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	(9)	41,777	6	6,455	(3)	235
10. Healthcare receivables (a)	0	0	0	0	0	0
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	0	0	0	0	0
13. Totals	(9)	41,777	6	6,455	(3)	235

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

There were no changes to accounting policies as of September 30, 2007

2. Accounting Changes and Corrections of Errors

There were no accounting changes as of September 30, 2007.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

The Company did not have any discontinued operations.

5. Investments

None

6. Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investment in Joint Ventures, Partnerships or Limited Liability Companies.

7. Investment Income

No investment income due and accrued was excluded from surplus.

8. Derivative Instruments

The Company has no investments in derivative instruments.

9. Income Taxes

A. The components of the net deferred tax asset/(liability) at September 30, and December 31, are as follows:

	2007	2006
Total of gross deferred tax assets	$1,990	$1,314
Total of deferred tax liabilities	0	0
Net deferred tax asset	1,990	1,314
Deferred tax asset nonadmitted	815	991
Net admitted deferred tax asset	1,175	323
(Increase) decrease in nonadmitted asset	$ 176	$ 323

B. Not applicable

C. (1) Current income taxes incurred consist of the following major components:

	2007	2006
Federal	$3,699	$19,439
Federal income taxes incurred	$3,699	$19,439

(2) The main components of the 2007 deferred tax amounts are as follows:

	Statutory	Tax	Difference	Tax Effect
DTAs				
Noncompete Agreements	$ 0	($2,997)	$2,997	$1,049
Capitation Reserves	1,380	0	1,380	483
Reserves – Allowance for Doubtful Accounts	1,310	0	1,310	459
DTAs non-admitted				
Noncompete Agreements	$ 0	$2,330	($2,330)	($816)

	Statutory	Tax	Difference	Tax Effect
DTLs	$ 0	$ 0	$ 0	$ 0

NOTES TO FINANCIAL STATEMENTS

The main components of the 2006 deferred tax amounts are as follows:

	Statutory	Tax	Difference	Tax Effect
DTAs				
Noncompete Agreements	$ 0	($3,497)	$3,497	$1,224
Capitation Reserves	107	0	107	37
Reserves – Allowance for Doubtful Accounts	150	0	150	53
DTAs non-admitted				
Noncompete Agreements	$ 0	$2,830	($2,830)	($991)

	Statutory	Tax	Difference	Tax Effect
DTLs	$ 0	$ 0	$ 0	$ 0

(3) The changes in main components of DTAs and DTLs are as follows:

DTAs Resulting From Book/Tax Differences In	2007	2006	Change
DTAs			
Noncompete Agreements	$1,049	$1,224	($175)
Capitation Reserves	483	37	446
Reserves – Allowance for Doubtful Accounts	459	53	406
DTAs non-admitted	(816)	(991)	$175

DTLs Resulting From Book/Tax Differences In	2007	2006	Change
DTLs	$ 0	$ 0	$ 0

D. Among the more significant book to tax adjustments were the following:

	2007	Effective Tax Rate
Provision computed at statutory rate	$3,503	34.0%
Noncompete Agreements	(175)	(1.70)
Capitation Reserves	446	4.33
Allowance for Doubtful Accounts	406	3.94
Provision For Return True Up	(461)	(4.47)
Other	(20)	(.20)
Total	$3,699	35.90%
Federal income taxes incurred	$3,699	
Change in gross deferred income taxes	(677)	
Provision For Return True Up	461	
Other	20	
Total statutory income taxes	$3,503	

E. Operating Loss Carry Forwards
(1) None
(2) The amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future net losses is $49,003.

F. (1) The Company's federal income tax return is consolidated with the following entities:

CompBenefits Corporation (Ultimate Parent)
CompBenefits Dental and Vision Company
CompBenefits Company
CompBenefits of Alabama, Inc.
American Dental Plan of North Carolina, Inc.
DentiCare, Inc.
Dental Health Management, Inc.
Texas Dental Plans, Inc.
Ultimate Optical, Inc.
OHS, Inc.
CompBenefits of Georgia, Inc.
Dental Care Plus Management Corp.
CompBenefits Insurance Company
CompBenefits Dental, Inc.
American Dental Providers of Arkansas, Inc.
CompBenefits Direct, Inc.

(2) The operations of the Company are consolidated for federal income tax purposes and filed in a consolidated tax return with the Ultimate Parent. Under a written tax sharing agreement, the Company is allocated a tax provision through the intercompany accounts, as if the Company filed separate income tax returns.

NOTES TO FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company is a wholly owned subsidiary of CompBenefits Dental and Vision Company (Parent), which is a wholly owned subsidiary of CompBenefits Corporation (Ultimate Parent).

At September 30, 2007, the Company reported amounts due from parent, subsidiaries and affiliates totaling $1,052. The Company reported amounts due to parent, subsidiaries and affiliates totaling $1,302 at December 31, 2006. The terms of the intercompany agreements require the timely settlement of these amounts.

The Company has entered into an agreement with CompBenefits Dental and Vision Company, whereby CompBenefits Dental and Vision Company provides marketing, processing, and other administrative services to the Company for a management fee. The management fee may be waived if the Company will have a net loss after recognition of the fee or if such fee impairs regulatory capital. The management fee for September 30, 2007 and December 31, 2006 was $14,154 and $19,716, respectively.

The Company has no guarantees or undertaking, written or otherwise, for the benefit of an affiliate or related party that results in a material contingent exposure of the reporting entity's or any related party's assets or liabilities.

The Company does not own shares of any upstream intermediate or of the Parent Company.

The Company does not have any investments with the Parent Company or any of its subsidiaries and affiliates.

The stock of the Company is pledged as collateral on the outstanding senior obligations of the Parent Company.

11. Debt

The Company has no outstanding debt.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

The Company has no retirement or deferred compensation plans for officers or employees.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganization

This information is provided in detail in the annual statement.

14. Contingencies

The Company has no material contingent liabilities as of September 30, 2007.

15. Leases

The Company does not have any material lease obligations.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

The Company does not have any financial instruments in the above mentioned categories.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable

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

The net gain/(loss) was not due to uninsured plans or the uninsured portion of partially insured plans.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

The Company does not have any managing general agents or third party administrators who write an amount of premiums equal to or greater than 5% of surplus.

20. September 11 Events

None

21. Other Items

None

NOTES TO FINANCIAL STATEMENTS

22. Events Subsequent

Effective October 1, 2007, the Parent Company, including the Company, was purchased by Humana Inc. for a net cash purchase price of $364,000,000.

23. Reinsurance

Not applicable

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company did not have any retrospectively rated contracts or contracts subject to redetermination.

25. Change in Incurred Claims and Claim Adjustment Expenses

The Company experienced no significant changes in the provision for incurred claims and claim adjustment expenses attributable to insured events of prior years.

26. Intercompany Pooling Arrangements

The Company does not have any intercompany pooling arrangements.

27. Structured Settlements

Not applicable

28. Health Care Receivables

The Company does not have health care receivables.

29. Participating Policies

The Company does not have participating policies.

30. Premium Deficiency Reserves

The Company did not have premium deficiency reserves as of September 30, 2007.

31. Anticipated Salvage and Subrogation

The Company does not have any estimates of anticipated salvage and subrogation.

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 [ ]

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 the 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. 12/31/2004

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. 12/31/2004

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). 07/25/2005

6.4 By what department or departments?
Arkansas Department of 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

GENERAL INTERROGATORIES

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: $ 1,052

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:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
15.21 Bonds	$ 0	$ 0
15.22 Preferred Stock	$ 0	$ 0
15.23 Common Stock	$ 0	$ 0
15.24 Short-Term Investments	$ 0	$ 0
15.25 Mortgage Loans on Real Estate	$ 0	$ 0
15.26 All Other	$ 0	$ 0
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26)	$ 0	$ 0
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above	$ 0	$ 0

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 [ ]
If no, attach a description with this statement.

GENERAL INTERROGATORIES

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.J - 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
Bank of America	P. O. Box 1681, Little Rock, AR 72203

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)
N/A		

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 information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A			

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
N/A		

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 Year to Date	2 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 Year to Date	2 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

		1 Year to Date	2 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 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	105,021	105,190
2.	Cost of bonds and stocks acquired	105,131	0
3.	Accrual of discount	0	0
4.	Increase (decrease) by adjustment	0	0
5.	Increase (decrease) by foreign exchange adjustment	0	0
6.	Total profit (loss) on disposal	0	0
7.	Consideration for bonds and stocks disposed of	105,000	0
8.	Amortization of premium	62	169
9.	Book value/adjusted carrying value, current period	105,090	105,021
10.	Total valuation allowance	0	0
11.	Subtotal (Lines 9 plus 10)	105,090	105,021
12.	Total nonadmitted amounts	0	0
13.	Statement value	105,090	105,021

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	105,107	0	0	(17)	105,123	105,107	105,090	105,021
2. Class 2	0	0	0	0	0	0	0	0
3. Class 3	0	0	0	0	0	0	0	0
4. Class 4	0	0	0	0	0	0	0	0
5. Class 5	0	0	0	0	0	0	0	0
6. Class 6	0	0	0	0	0	0	0	0
7. Total Bonds	105,107	0	0	(17)	105,123	105,107	105,090	105,021
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	105,107	0	0	(17)	105,123	105,107	105,090	105,021

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	150,000	XXX	150,000	515	0

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

		1 Year to Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	0	0
2.	Cost of short-term investments acquired	389,000	0
3.	Increase (decrease) by adjustment	0	0
4.	Increase (decrease) by foreign exchange adjustment	0	0
5.	Total profit (loss) on disposal of short-term investments	0	0
6.	Consideration received on disposal of short-term investments	239,000	0
7.	Book/adjusted carrying value, current period	150,000	0
8.	Total valuation allowance	0	0
9.	Subtotal (Lines 7 plus 8)	150,000	0
10.	Total nonadmitted amounts	0	0
11.	Statement value (Lines 9 minus 10)	150,000	0
12.	Income collected during period	563	0
13.	Income earned during period	515	0

Schedule DB - Part F - Section 1

N O N E

Schedule DB - Part F - Section 2

N O N E

Schedule S - Ceded Reinsurance

N O N E

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
	States, etc.	IsInsurer Licensed? (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama AL	NO	0	0	0	0	0	0	0	0
2.	Alaska AK	NO	0	0	0	0	0	0	0	0
3.	Arizona AZ	NO	0	0	0	0	0	0	0	0
4.	Arkansas AR	YES	52,412	0	0	48,031	0	0	100,443	0
5.	California CA	NO	0	0	0	0	0	0	0	0
6.	Colorado CO	NO	0	0	0	0	0	0	0	0
7.	Connecticut CT	NO	0	0	0	0	0	0	0	0
8.	Delaware DE	NO	0	0	0	0	0	0	0	0
9.	District of Columbia DC	NO	0	0	0	0	0	0	0	0
10.	Florida FL	NO	0	0	0	0	0	0	0	0
11.	Georgia GA	NO	0	0	0	0	0	0	0	0
12.	Hawaii HI	NO	0	0	0	0	0	0	0	0
13.	Idaho ID	NO	0	0	0	0	0	0	0	0
14.	Illinois IL	NO	0	0	0	0	0	0	0	0
15.	Indiana IN	NO	0	0	0	0	0	0	0	0
16.	Iowa IA	NO	0	0	0	0	0	0	0	0
17.	Kansas KS	NO	0	0	0	0	0	0	0	0
18.	Kentucky KY	NO	0	0	0	0	0	0	0	0
19.	Louisiana LA	NO	0	0	0	0	0	0	0	0
20.	Maine ME	NO	0	0	0	0	0	0	0	0
21.	Maryland MD	NO	0	0	0	0	0	0	0	0
22.	Massachusetts MA	NO	0	0	0	0	0	0	0	0
23.	Michigan MI	NO	0	0	0	0	0	0	0	0
24.	Minnesota MN	NO	0	0	0	0	0	0	0	0
25.	Mississippi MS	NO	0	0	0	0	0	0	0	0
26.	Missouri MO	NO	0	0	0	0	0	0	0	0
27.	Montana MT	NO	0	0	0	0	0	0	0	0
28.	Nebraska NE	NO	0	0	0	0	0	0	0	0
29.	Nevada NV	NO	0	0	0	0	0	0	0	0
30.	New Hampshire NH	NO	0	0	0	0	0	0	0	0
31.	New Jersey NJ	NO	0	0	0	0	0	0	0	0
32.	New Mexico NM	NO	0	0	0	0	0	0	0	0
33.	New York NY	NO	0	0	0	0	0	0	0	0
34.	North Carolina NC	NO	0	0	0	0	0	0	0	0
35.	North Dakota ND	NO	0	0	0	0	0	0	0	0
36.	Ohio OH	NO	0	0	0	0	0	0	0	0
37.	Oklahoma OK	NO	0	0	0	0	0	0	0	0
38.	Oregon OR	NO	0	0	0	0	0	0	0	0
39.	Pennsylvania PA	NO	0	0	0	0	0	0	0	0
40.	Rhode Island RI	NO	0	0	0	0	0	0	0	0
41.	South Carolina SC	NO	0	0	0	0	0	0	0	0
42.	South Dakota SD	NO	0	0	0	0	0	0	0	0
43.	Tennessee TN	NO	0	0	0	0	0	0	0	0
44.	Texas TX	NO	0	0	0	0	0	0	0	0
45.	Utah UT	NO	0	0	0	0	0	0	0	0
46.	Vermont VT	NO	0	0	0	0	0	0	0	0
47.	Virginia VA	NO	0	0	0	0	0	0	0	0
48.	Washington WA	NO	0	0	0	0	0	0	0	0
49.	West Virginia WV	NO	0	0	0	0	0	0	0	0
50.	Wisconsin WI	NO	0	0	0	0	0	0	0	0
51.	Wyoming WY	NO	0	0	0	0	0	0	0	0
52.	American Samoa AS	NO	0	0	0	0	0	0	0	0
53.	Guam GU	NO	0	0	0	0	0	0	0	0
54.	Puerto Rico PR	NO	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands VI	NO	0	0	0	0	0	0	0	0
56.	Nothern Mariana Islands MP	NO	0	0	0	0	0	0	0	0
57.	Canada CN	NO	0	0	0	0	0	0	0	0
58.	Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	52,412	0	0	48,031	0	0	100,443	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61.	Totals (Direct Business)	(a) 1	52,412	0	0	48,031	0	0	100,443	0
	DETAILS OF WRITE-INS									
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(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

NONE

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

Explanation:

1. The Company does not have Medicare business.

Bar Code:

1. 1 1 5 5 9 2 0 0 7 3 6 5 0 0 0 0 3

Medicare Part D Coverage Supplement [Document Identifier 365]

Overflow Page for Write-ins

N O N E

Schedule A - Part 2

N O N E

Schedule A - Part 3

N O N E

Schedule B - Part 1

N O N E

Schedule B - Part 2

N O N E

Schedule BA - Part 1

N O N E

Schedule BA - Part 2

N O N E

Schedule D - Part 3

N O N E

Schedule D - Part 4

N O N E

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part B - Section 1

N O N E

Schedule DB - Part C - Section 1

N O N E

Schedule DB - Part D - Section 1

N O N E

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	*
Bank of America Atlanta, GA	0	0.000	0	0	55,726	76,014	18,618	
Cole Taylor CD Chicago, IL	0	5.200	1,497	0	95,400	95,400	0	
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	1,497	0	151,126	171,414	18,618	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	1,497	0	151,126	171,414	18,618	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	1,497	0	151,126	171,414	18,618	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Gross Investment Income
0199999 - Total Cash Equivalents							

NONE