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QUARTERLY STATEMENT

AS OF September 30, 2010

OF THE CONDITION AND AFFAIRS OF THE

Windsor Health Plan, Inc.

NAIC Group Code 1268 (Current Period), 1268 (Prior Period) NAIC Company Code 95792 Employer's ID Number 62-1531881

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

Country of Domicile United States of America

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

Incorporated/Organized 05/14/1993 Commenced Business 01/01/1994

Statutory Home Office 7100 Commerce Way, Suite 285 (Street and Number), Brentwood, TN 37027 (City, or Town, State and Zip Code)

Main Administrative Office 7100 Commerce Way, Suite 285 (Street and Number)
Brentwood, TN 37027 (City or Town, State and Zip Code) (615)782-7800 (Area Code) (Telephone Number)

Mail Address 7100 Commerce Way, Suite 285 (Street and Number or P.O. Box), Brentwood, TN 37027 (City, or Town, State and Zip Code)

Primary Location of Books and Records 7100 Commerce Way, Suite 285 (Street and Number)
Brentwood, TN 37027 (City, or Town, State and Zip Code) (615)782-7914 (Area Code) (Telephone Number)

Internet Web Site Address www.windsorhealthgroup.com

Statutory Statement Contact Jennifer Giannotti (Name) (615)782-7914 (Area Code)(Telephone Number)(Extension)
jgiannotti@windsorhealthgroup.com (E-Mail Address) (615)782-7826 (Fax Number)

OFFICERS

Name	Title
Michael Bailey	President
Willis Jones	Secretary
	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Phillip Hertik
Michael Bailey
Willis Jones

State of Tennessee
County of Williamson 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)
Michael Bailey	Willis Jones	
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 2010

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number
2. Date filed 11/15/2010
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	12,867,404		12,867,404	10,709,111
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 $.....0 encumbrances)				
5. Cash ($.....(3,919,512)), cash equivalents ($.....626,868) and short-term investments ($.....40,653,000)	37,360,356		37,360,356	23,883,555
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Aggregate write-ins for invested assets				
11. Subtotals, cash and invested assets (Lines 1 to 10)	50,227,760		50,227,760	34,592,666
12. Title plants less $.....0 charged off (for Title insurers only)				
13. Investment income due and accrued	68,337		68,337	260,716
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	965,049	452,633	512,416	523,181
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
14.3 Accrued retrospective premiums	12,749,999		12,749,999	26,000,000
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers				
15.2 Funds held by or deposited with reinsured companies				
15.3 Other amounts receivable under reinsurance contracts				
16. Amounts receivable relating to uninsured plans	2,016,616		2,016,616	
17.1 Current federal and foreign income tax recoverable and interest thereon				
17.2 Net deferred tax asset	781,940	781,940		
18. Guaranty funds receivable or on deposit				
19. Electronic data processing equipment and software				290,000
20. Furniture and equipment, including health care delivery assets ($.....0)				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Receivables from parent, subsidiaries and affiliates				1,137,281
23. Health care ($.....6,659,310) and other amounts receivable	7,849,557		7,849,557	3,596,003
24. Aggregate write-ins for other than invested assets	170,121	170,121		
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	74,829,379	1,404,694	73,424,685	66,399,847
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
27. Total (Lines 25 and 26)	74,829,379	1,404,694	73,424,685	66,399,847
DETAILS OF WRITE-INS				
1001. 0				
1002.				
1003.				
1098. Summary of remaining write-ins for Line 10 from overflow page				
1099. TOTALS (Lines 1001 through 1003 plus 1098) (Line 10 above)				
2401. Prepaid Expenses	170,121	170,121		
2402.				
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page				
2499. TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above)	170,121	170,121		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	39,008,257		39,008,257	36,674,211
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	925,326		925,326	831,426
4.	Aggregate health policy reserves	5,847,929		5,847,929	1,797,959
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	388,453		388,453	
9.	General expenses due or accrued	186,201		186,201	816,404
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	551,548		551,548	
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 $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,542,031		1,542,031	
16.	Derivatives				
17.	Payable for securities				
18.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
19.	Reinsurance in unauthorized companies				
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Liability for amounts held under uninsured plans				10,105,533
22.	Aggregate write-ins for other liabilities (including $.....0 current)				
23.	Total liabilities (Lines 1 to 22)	48,449,745		48,449,745	50,225,533
24.	Aggregate write-ins for special surplus funds	XXX	XXX		
25.	Common capital stock	XXX	XXX	600,000	100,000
26.	Preferred capital stock	XXX	XXX		
27.	Gross paid in and contributed surplus	XXX	XXX	102,521,962	103,311,962
28.	Surplus notes	XXX	XXX	4,231,300	4,231,300
29.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
30.	Unassigned funds (surplus)	XXX	XXX	(82,378,322)	(91,468,948)
31.	Less treasury stock, at cost:				
	31.1 .....0 shares common (value included in Line 25 $.....0)	XXX	XXX		
	31.2 .....0 shares preferred (value included in Line 26 $.....0)	XXX	XXX		
32.	Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	24,974,940	16,174,314
33.	Total Liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	73,424,685	66,399,847
DETAILS OF WRITE-INS					
2201.	0				
2202.					
2203.					
2298.	Summary of remaining write-ins for Line 22 from overflow page				
2299.	TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above)				
2401.		XXX	XXX		
2402.		XXX	XXX		
2403.		XXX	XXX		
2498.	Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX		
2499.	TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above)	XXX	XXX		
2901.	0	XXX	XXX		
2902.		XXX	XXX		
2903.		XXX	XXX		
2998.	Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX		
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 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	678,644	497,756	615,750
2.	Net premium income (including $.....0 non-health premium income)	XXX	173,054,281	272,232,192	366,622,814
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	21,587,034		
8.	Total revenues (Lines 2 to 7)	XXX	194,641,315	272,232,192	366,622,814
Hospital and Medical:					
9.	Hospital/medical benefits		182,961,864	173,018,952	239,977,537
10.	Other professional services				
11.	Outside referrals		13,782,088	15,782,722	18,676,744
12.	Emergency room and out-of-area		5,232,653	4,203,630	5,885,554
13.	Prescription drugs		49,665,474	36,890,726	47,435,349
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts		547,002	87,916	451,741
16.	Subtotal (Lines 9 to 15)		252,189,081	229,983,946	312,426,925
Less:					
17.	Net reinsurance recoveries		112,993,963	197,293	147,293
18.	Total hospital and medical (Lines 16 minus 17)		139,195,118	229,786,653	312,279,632
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....156,709 cost containment expenses		250,609	73,128	249,825
21.	General administrative expenses		45,183,494	39,332,636	53,166,496
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		184,629,221	269,192,417	365,695,953
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	10,012,094	3,039,775	926,861
25.	Net investment income earned		481,683	517,361	669,805
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		481,683	517,361	669,805
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	10,493,777	3,557,136	1,596,666
31.	Federal and foreign income taxes incurred	XXX	2,108,993		558,833
32.	Net income (loss) (Lines 30 minus 31)	XXX	8,384,784	3,557,136	1,037,833
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.	Management fees for reinsurance contract	XXX	21,587,034		
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	21,587,034		
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
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	16,174,314	(619,485)	(619,485)
34.	Net income or (loss) from Line 32	8,384,784	3,557,136	1,037,833
35.	Change in valuation basis of aggregate policy and claim reserves		(2,000,000)	
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	(952,035)		
39.	Change in nonadmitted assets	1,242,630	3,058,981	3,165,966
40.	Change in unauthorized reinsurance	17,761,994		
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	500,000		
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	(790,000)	11,300,000	12,590,000
	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	415,247		
48.	Net change in capital and surplus (Lines 34 to 47)	26,562,620	15,916,117	16,793,799
49.	Capital and surplus end of reporting period (Line 33 plus 48)	42,736,934	15,296,632	16,174,314
DETAILS OF WRITE-INS				
4701.	Change in Income Tax Expense in 2008	558,832		
4702.	Change in Allowance for Uncollectible Member Premium from Prior Year	452,633		
4703.	Change in Deferred Tax Asset from Prior Year	(596,218)		
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	415,247		

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	190,852,386	261,171,715	345,461,724
2.	Net investment income	867,967	261,251	698,812
3.	Miscellaneous income	21,587,034		
4.	Total (Lines 1 to 3)	213,307,387	261,432,966	346,160,536
5.	Benefit and loss related payments	140,797,498	224,701,639	300,255,017
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	58,092,554	33,323,814	70,809,164
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	1,512,774	(1,596,038)	(1,037,204)
10.	Total (Lines 5 through 9)	200,402,826	256,429,415	370,026,977
11.	Net cash from operations (Line 4 minus Line 10)	12,904,561	5,003,551	(23,866,441)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	9,237,000	500,000	2,440,000
	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)	9,237,000	500,000	2,440,000
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	11,589,198	5,467,052	7,417,359
	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)	11,589,198	5,467,052	7,417,359
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)	(2,352,198)	(4,967,052)	(4,977,359)
	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	(290,000)	11,300,000	12,590,000
	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)	3,214,438	434,691	1,045,739
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,924,438	11,734,691	13,635,739
	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)	13,476,801	11,771,190	(15,208,061)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	23,883,555	39,091,616	39,091,616
	19.2 End of period (Line 18 plus Line 19.1)	37,360,356	50,862,806	23,883,555

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

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	53,281							28,447		24,834
2. First Quarter	73,813							30,785		43,028
3. Second Quarter	75,762							31,336		44,426
4. Third Quarter	77,579							32,014		45,565
5. Current Year										
6. Current Year Member Months	678,644							282,073		396,571
Total Member Ambulatory Encounters for Period:										
7. Physician	675,421							675,421		
8. Non-Physician	74,229							74,229		
9. Total	749,650							749,650		
10. Hospital Patient Days Incurred	79,966							79,966		
11. Number of Inpatient Admissions	10,122							10,122		
12. Health Premiums Written (a)	311,854,027							286,002,493		25,851,534
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	311,854,027							286,002,493		25,851,534
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	252,189,081							231,282,606		20,906,475
18. Amount Incurred for Provision of Health Care Services	252,189,081							231,282,606		20,906,475

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....286,002,493.

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						
PBM Pharmacy Claims	7,231,131					7,231,131
Ancillary Claims	378,921					378,921
Professional Claims	554,000					554,000
0199999 Individually Listed Claims Unpaid	8,164,052					8,164,052
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	8,164,052					8,164,052
0599999 Unreported claims and other claim reserves						30,844,205
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						39,008,257
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

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)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	34,118,850	86,046,317		34,420,891	34,118,850	34,053,061
7. Title XIX - Medicaid						
8. Other health	2,621,150	22,565,126		4,587,365	2,621,150	2,621,150
9. Health subtotal (Lines 1 to 8)	36,740,000	108,611,443		39,008,256	36,740,000	36,674,211
10. Healthcare receivables (a)	2,448,232	2,434,534	419,263	6,240,047	2,867,495	3,048,408
11. Other non-health						
12. Medical incentive pools and bonus amounts	218,843	250,000			218,843	
13. Totals	34,510,611	106,426,909	(419,263)	32,768,209	34,091,348	33,625,803

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

Notes to Financial Statement

Note 1 - Summary of Significant Accounting Policies

The financial statements of Windsor Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce & Insurance (TDCI). The TDCI recognizes only statutory accounting practices prescribed or permitted by the State of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual, (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically, health maintenance organizations are not permitted to carry reinsurance under Tennessee statute. In NAIC SAP, health maintenance organizations are allowed to carry reinsurance and based on transfer of risk should appropriately use reinsurance accounting.

In the first and second quarter of 2010, The Company, with the explicit permission of the Commissioner of Insurance of the State of Tennessee, excluded its reinsurance agreement from all statutory filings and supplemental schedules. A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Tennessee was stated within the Notes to Financial Statements of each filing. Beginning with the third quarter 2010 statutory filing, The Company, with instruction from the Commissioner of Insurance of the State of Tennessee, will include the reinsurance agreement as unauthorized reinsurance within its statutory filings, as the reinsurer on the reinsurance agreement is not licensed as an authorized reinsurer in TN. All schedules are prepared in conformity with accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (the “Department”).

Note 2 - No Change

Note 3 - No Change

Note 4 - No Change

Note 5D - Loan-Backed Securities

Investment securities consist of held-to-maturity debt securities with maturities ranging from one to five years. The amortized cost, gross unrealized gains, gross unrealized losses and estimated fair value of held-to-maturity securities at September 30, 2010, are as follows:

Bonds	Amortized Cost	Unrealized Gain	Unrealized Loss	Fair Value
Agency bonds	$ 4,156,348	$ -	40,623.00	$ 4,115,725
Mortgage-backed securities	$ 8,711,059	$ 106,574	-	$ 8,817,633

Note 6 - No Change

Note 7 - No Change

Note 8 - No Change

Note 9 - No Change

Note 10 - No Change

Note 11 - No Change

Note 12 - No Change

Note 13 - No Change

Note 14 - No Change

Note 15 - No Change

Note 16 - No Change

Note 17 - No Change

Note 17c - Windsor Health Plan, Inc. does not have any wash sales.

Note 18 - No Change

Note 19 - No Change

Note 20 - No change

Note 21 - Subsequent Events

The Company entered into a quota share reinsurance agreement with an unrelated reinsurance company effective January 1, 2010 for 50% of its MAPD business. Under the terms of the agreement, the reinsurer will indemnify the Company on a quota share basis on the Company’s incurred medical expenses and will earn the associated profit net of ceding commissions on 50% of the MAPD business (see Note 1).

In October 2010 Windsor Health Group, Inc. "WHG" (parent of Windsor Health Plan, Inc.) signed a stock purchase agreement with Munich Health North America for the sale of 100% of the stock of WHG. Munich Health North America is a subsidiary of Munich Re, one of the largest reinsurance companies in the world. It is anticipated that this transaction will close on December 31, 2010 after regulatory approvals have been received from the appropriate Insurance Commissioners and the Federal Trade Commission in regards to Hart-Scott-Rodino.

Note 22 - No Change

Note 23 - No Change

Note 24 Change in Incurred Claims and Claim Adjustment Expense

Reserves as of December 31, 2009 were $36.7 million. As of September 30, 2010, $36.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $0.1 million as a

Notes to Financial Statement

result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $0.1 million unfavorable prior year development since December 31, 2009 to September 30, 2010. The change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Note 25 - No Change

Note 26 - No Change

Note 27 - No Change

Note 28 - No Change

Note 29 - No Change

Note 30 - No Change

GENERAL INTERROGATORIES

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[ ] N/A[X]
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. 12/03/2008
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. 12/31/2008
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). 06/25/2010
6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[X] No[ ] N/A[ ]
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[ ] No[X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

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]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

		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, F - 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
Bank of America	Atlanta, Georgia
Regions Morgan Keegan	Nashville, Tennessee
Regions Morgan Keegan	Little Rock, Arkansas
Pinnacle National Bank	Nashville, TN

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[X] No[ ]
17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 80%
   1.2 A&H cost containment percent 0%
   1.3 A&H expense percent excluding cost containment expenses 26%

2.1 Do you act as a custodian for health savings accounts? Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date. $..... 0
2.3 Do you act as an administrator for health savings accounts? Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date. $..... 0

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 - Non-affiliates						
10227	13-4924125	01/01/2010	MUNICH REINS AMER INC	Wilmington, DE	QA/A/I	Yes[ ] No[X]

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)	L	5,370,524	5,902,977					11,273,501	
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	L	1,246,556	48,304,635					49,551,191	
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)	L	5,509,181	95,002,937					100,512,118	
26.	Missouri (MO)	N								
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)	L	4,516,379	15,609,102					20,125,481	
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	L	9,208,894	121,182,843					130,391,737	
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	25,851,534	286,002,494					311,854,028	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 5	25,851,534	286,002,494					311,854,028	
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								

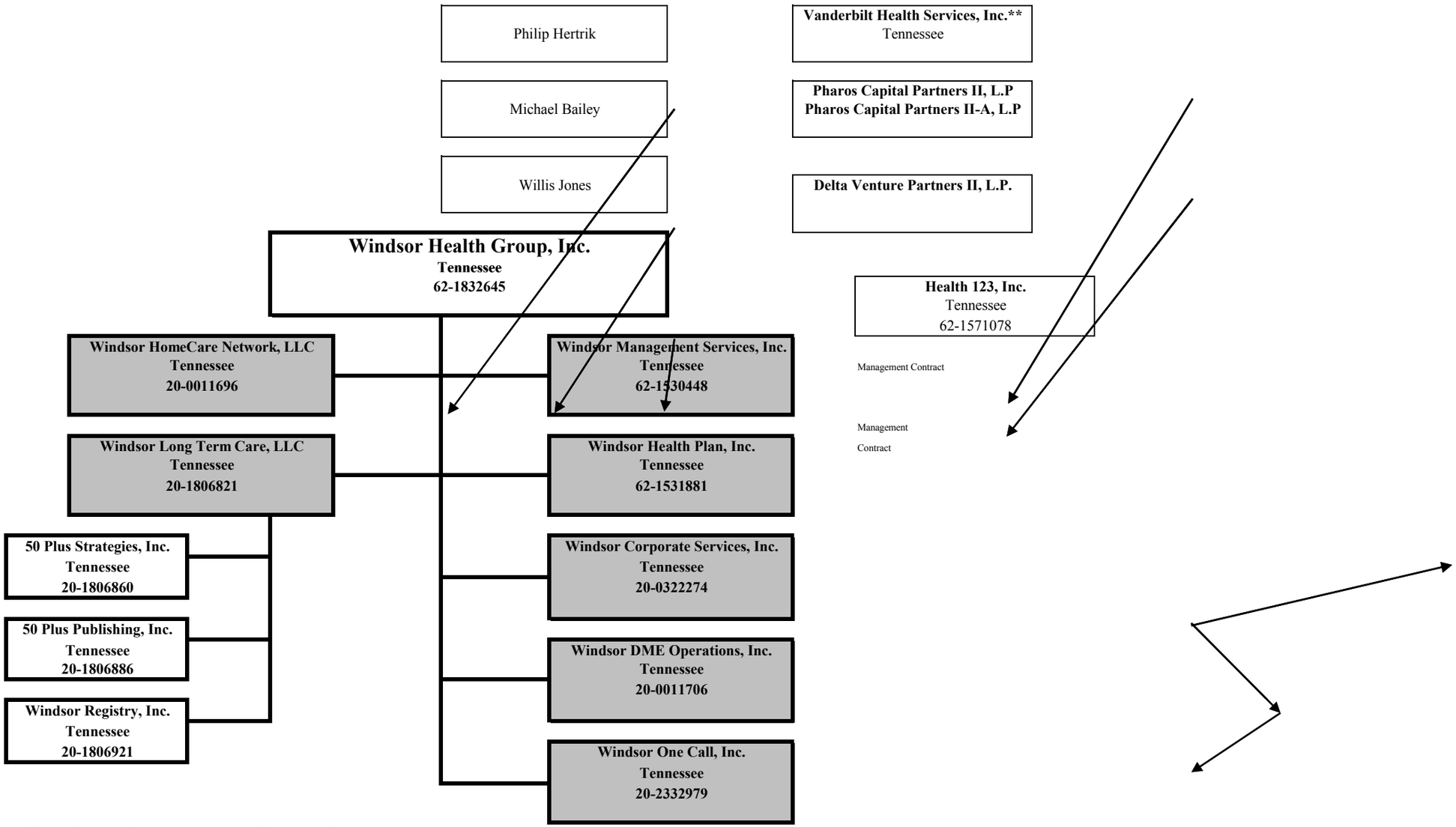
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



**Vanderbilt Health Services, Inc. is a subsidiary of Vanderbilt University

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?	Yes

Explanations:

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

		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 acquisition		
	2.2 Additional investment made after acquisition		
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)		

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

		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 acquisition		
	2.2 Additional investment made after acquisition		
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 poin		
9.	Total foreign exchange change in book value/recorded inve		
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.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

		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 acquisition		
	2.2 Additional investment made after acquisition		
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)		

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	10,709,111	5,925,129
2.	Cost of bonds and stocks acquired	11,589,198	7,417,359
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of	9,237,000	2,440,000
7.	Deduct amortization of premium	193,905	193,377
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)	12,867,404	10,709,111
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	12,867,404	10,709,111

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)	20,453,015	3,404,464,997	3,371,353,213	(44,394)	21,183,223	20,453,015	53,520,405	36,708,111
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	20,453,015	3,404,464,997	3,371,353,213	(44,394)	21,183,223	20,453,015	53,520,405	36,708,111
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	20,453,015	3,404,464,997	3,371,353,213	(44,394)	21,183,223	20,453,015	53,520,405	36,708,111

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

	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
9199999. Totals	40,653,000	X X X	68,337	270,770	

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	25,999,000	6,427,178
2.	Cost of short-term investments acquired	6,648,173,000	25,999,000
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	6,633,519,000	6,427,178
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)	40,653,000	25,999,000
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	40,653,000	25,999,000

SI04 Schedule DB - Part A Verification . . . . . NONE

SI04 Schedule DB - Part B Verification . . . . . NONE

SI05 Schedule DB Part C Section 1 . . . . . NONE

SI06 Schedule DB Part C Section 2 . . . . . NONE

SI07 Schedule DB - Verification . . . . . NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	626,265	7,307,094
2.	Cost of cash equivalents acquired	603	43,380
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals		6,724,209
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)	626,868	626,265
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	626,868	626,265

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

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
3133MJQF0	Federal Home Loan Bank		08/10/2010	Regions Morgan Keegan	XXX	1,474,980	1,240,000.00	33,153	1
3133XSP93	Federal Home Loan Bank		08/10/2010	Regions Morgan Keegan	XXX	240,341	225,000.00	1,113	1
3136FPEE3	Federal National Mortgage ASSN Callable		09/20/2010	Regions Morgan Keegan	XXX	1,947,275	1,940,000.00	744	1
31331JVL4	Federal Farm Credit Bank Callable		07/21/2010	Pinnacle National Bank	XXX	750,000	750,000.00		1
31398AZ54	Fannie Mae		08/04/2010	Pinnacle National Bank	XXX	750,000	750,000.00		1
3133XN5L9	Federal Home Loan Bank		07/29/2010	Pinnacle National Bank	XXX	1,125,200	1,000,000.00	6,201	1
31417YMC8	Fannie Mae		08/19/2010	Pinnacle National Bank	XXX	1,039,879	971,849.00	2,430	1
3128MBLN5	Federal Home Loan Mortgage Corp		08/19/2010	Pinnacle National Bank	XXX	1,066,647	999,787.00	2,250	1
31417YR90	Federal National Mortgage Association		08/19/2010	Pinnacle National Bank	XXX	1,061,250	1,000,000.00	2,250	1
31417YSG3	Fannie Mae		08/20/2010	Pinnacle National Bank	XXX	1,047,813	1,000,000.00	2,111	1
0399999 Subtotal - Bonds - U.S. Governments					XXX	10,503,385	9,876,636.00	50,252	XXX
8399997 Subtotal - Bonds - Part 3					XXX	10,503,385	9,876,636.00	50,252	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	10,503,385	9,876,636.00	50,252	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	10,503,385	XXX	50,252	XXX

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of 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																					
3133XCJ38	Federal Home Loan Bank Callable		08/10/2010	Matured	XXX	1,465,000	1,465,000.00	1,540,081	1,484,716		(19,716)		(19,716)		1,465,000				68,855	08/10/2010	1
3136FJDW8	Federal National Mortgage ASSN Callable		09/22/2010	Called	XXX	1,940,000	1,940,000.00	1,950,306	1,949,783		(9,783)		(9,783)		1,940,000				55,777	09/22/2010	1
441812GM0	Household Finance Corp Notes		07/15/2010	Matured	XXX	4,727,000	4,727,000.00	4,940,802	4,846,729		(119,729)		(119,729)		4,727,000				378,160	07/15/2010	1
0399999 Subtotal - Bonds - U.S. Governments					XXX	8,132,000	8,132,000.00	8,431,189	8,281,228		(149,228)		(149,228)		8,132,000				502,792	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	8,132,000	8,132,000.00	8,431,189	8,281,228		(149,228)		(149,228)		8,132,000				502,792	XXX	XXX
8399998 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
8399999 Subtotal - Bonds					XXX	8,132,000	8,132,000.00	8,431,189	8,281,228		(149,228)		(149,228)		8,132,000				502,792	XXX	XXX
8999998 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
9799998 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
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	8,132,000	XXX	8,431,189	8,281,228		(149,228)		(149,228)		8,132,000				502,792	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

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

E08 Schedule DB Part D . . . . . NONE

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	*
open depositories										
Bank of America, N.A.	Atlanta, Georgia						563,718	596,994	652,766	X X X
Regions Bank	Nashville, TN						12,195	16,206	15,237	X X X
Pinnacle National Bank	Nashville, TN				34		(4,602,040)	(6,763,961)	(4,587,515)	X X X
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	34		(4,026,127)	(6,150,761)	(3,919,512)	X X X
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	34		(4,026,127)	(6,150,761)	(3,919,512)	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	34		(4,026,127)	(6,150,761)	(3,919,512)	X X X

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 & Accrued	8 Amount Received During Year
U.S. Governments - Issuer Obligations							
Columbia Cash Reserves Capital		04/01/2002	0.609		626,868		604
0199999 Subtotals - U.S. Governments - Issuer Obligations					626,868		604
0399999 Subtotals - U.S. Governments					626,868		604
4199999 Subtotals - Credit Tenant Loans							
5599999 Subtotals - Parent, Subsidiaries and Affiliates							
7799999 Subtotals - Issuer Obligations					626,868		604
8399999 Subtotals - Bonds					626,868		604
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					626,868		604

95792201036500103 2010 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

For the Quarter Ended September 30, 2010

NAIC Group Code: 1268 **NAIC Company Code: 95792**

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected	11,357,750	XXX		XXX	11,357,750
2. Earned Premiums	11,357,750	XXX		XXX	XXX
3. Claims Paid	8,622,785	XXX		XXX	8,622,785
4. Claims Incurred	8,622,785	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX		XXX		
6. Aggregate Policy Reserves - change	3,123,376	XXX		XXX	XXX
7. Expenses Paid	1,590,085	XXX		XXX	1,590,085
8. Expenses Incurred	1,590,085	XXX		XXX	XXX
9. Underwriting Gain or Loss	(1,978,496)	XXX		XXX	XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	1,144,880

(a) Uninsured Receivable/Payable with CMS at End of Quarter: $.....0 due from CMS or $.....0 due to CMS

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