11529201020100100 2010 Document Code: 201

ANNUAL STATEMENT

For the Year Ending December 31, 2010

OF THE CONDITION AND AFFAIRS OF THE

Mercy Health Plans

NAIC Group Code 1137 (Current Period), 3386 (Prior Period) NAIC Company Code 11529 Employer's ID Number 48-1262342

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

Country of Domicile United States of America

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

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

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

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

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

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

Internet Website Address mercyhealthplans.com

Statutory Statement Contact Steven C. Jansen (Name) (314)214-8088 (Area Code)(Telephone Number)(Extension)
Steven.Jansen@Mercy.Net (E-Mail Address) (314)214-8279 (Fax Number)

OFFICERS

Name	Title	
Michael Gene Murphy	President & CEO	#
John Joseph Ruhlmann	Corporate Controller & Treasurer	#
Shirley Ann Roquemore Smith	Secretary	#
Jonathan David Weinberg	Vice-President	#

OTHERS

DIRECTORS OR TRUSTEES

Michael Dean Bahr #
James Edward McGarry #
John Joseph Ruhlmann #
John Joseph Stelben #
Thomas Casimir Zielenski #
Maria Zanassi Fitzpatrick #
Michael Gene Murphy #
Shirley Ann Roquemore Smith #
Jonathan David Weinberg #

State of Missouri
County of St. Louis ss

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

(Signature)	(Signature)	(Signature)
Michael Gene Murphy	Shirley Ann Roquemore Smith	John Joseph Ruhlmann
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President & CEO	Secretary	Corporate Controller & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2011

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

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group Subscribers:						
HEALTHCARE MANAGEMENT ASSOCIATES		58,816	12,519			71,335
AT& T STL:EA:Lean 135141 PPO		66,307				66,307
PROVIDENCE HEALTHCARE		60,666	2,646			63,312
GRACE HILL SETTLEMENT HOUSE - STL:EA:(NEW2010)		62,696				62,696
LAQUEY R-V SCHOOLS SFD:SW:PP1037211				60,197	60,197	
LATHROP & GAGE LC SFD:SW:PP1055711		31,426	24,325			55,750
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:HO		51,165	736			51,900
WILLOW HEALTH CARE INC		50,283				50,283
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:LE		49,047				49,047
KARL BISSINGER INC IN AREA STL:EA:PP1071621		21,520	14,778	9,111	9,111	36,298
SUMMER WINDS RESORT SERVICES LLC - SFD:SW:BASE SC1618102		44,805				44,805
WILLARD R-2 SCHOOLS - SFD:SW: BUY UP		44,598				44,598
MCKNIGHT PLACE - TERMED - STL:EA:THEGATESWORTH		44,186				44,186
PENMAC PERSONNEL SERVICES SFD:SW:PP1047511		33,148	9,248			42,396
CROWN LINEN SERVICE INC STL:EA:PP1195121		28,656	13,070			41,726
O & S TRUCKING INC SFD:SW:PP1072011		38,059				38,059
ST ALEXIUS HOSPITAL STL:EA:PP1022621				37,112	37,112	
DIAMOND R-IV SCHOOL DISTRICT - SFD:JP:SC1606866		36,728				36,728
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:AC		34,988				34,988
NORWOOD R-I SFD:SW:PP1018411		588		33,948	33,948	588
CITY OF MOUNTAIN VIEW - SFD:SW:SC1692965		34,174				34,174
SUMMER WINDS RESORT SERVICES LLC - SFD:SW:BUY UP SC1618106		30,623				30,623
WOMENS HEALTH ASSOCIATES - STL:CE:SC1500483		29,735				29,735
EXETER R-VI SCHOOL DISTRICT SFD:SW:PP1018711		18,002	11,316			29,318
UNITED MACHINERY - SFD:SW:SC1356608		28,077				28,077
CJ HORNER COMPANY - ARK:HS:SC1669854				27,794	27,794	
CENTRAL MISSOURI CARDIOVASCULAR ASSOCIATES INC - STL:CE:SC16		4,908	4,908	15,008	15,008	9,815
COUNTY OF GASCONADE - STL:CE:COUNTY SC1292994		22,686				22,686
BAKERSFIELD SCHL BUY UP SFD:SW:PP1003911		22,479				22,479
MILLER AND STEENO PC - STL:EA:SC1683036		21,602				21,602
LAURIE CARE CENTER STL:CE:PP1021351		9,990	3,154	5,935	5,935	13,145
JERRY SWEARENGIN TRUCKING SFD:SW:PP1047911		9,427	9,427			18,854
CITY OF CHARLACK STL:EA:PP1193021		9,154	9,154			18,307
JM BOZEMAN ENTERPRISES, INC - ARK:LR:SC0296869		(1,305)		19,590	19,590	(1,305)
HILLSBORO MANOR NURSING HOME - PA -ARK:LR:SC0833671		16,152	1,116			17,267
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:MA		9,409	7,549			16,958
SOUTH ARKANSAS OIL COMPANY - ARK:AR:SC0452667		15,479	1,361			16,841
PIERSON CONSTRUCTION INC - STL:CE:PP1089351		8,253	8,110			16,363
MO ASSOCIATION MANAGE LLC STL:CE:PP1187351		6,916	6,916	2,459	2,459	13,831
CROWNE PLAZA-ST LOUIS - STL:EA:PP1037121		16,161				16,161
GEORGE A CAMPBELL - ARK:HS:SC0370528		4,022	4,022	7,836	7,836	8,044

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
THE ELEGANT CHILD - STL:EA:SC1504430		15,490				15,490
MISSOURI GIRLS TOWN - STL:CE:PP1127751		15,433				15,433
PREMIER DEVELOPMENT COMPANY - STL:CE:SC0815472		5,034	5,312	5,034	5,034	10,346
VALLEY TECHNOLOGIES INC -PA- STL:EA:PP1070821		6,672	8,563			15,235
CAPITAL REGION FAMILY CARE - STL:CE:SC0460943		14,688				14,688
WESTERN PACIFIC NETWORK STL:EA:PP1177821		4,694	4,703	5,172	5,172	9,397
CITY OF STRAFFORD SFD:SW:PP1074511		6,958	6,570			13,528
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:WA		13,160				13,160
PENMAC PERSONNEL SERVICES - SFD:SW:SC1285325BUYUP		13,084				13,084
MARK BARKLAGE DRYWALL INC - STL:CE:SC0585626		1,816	1,816	8,468	8,468	3,631
JIM CLARY CONSTRUCTION - STL:CE:SC1649115		3,923	3,923	3,923	3,923	7,845
SIDNEY STREET CAFE STL:EA:PP1102921				11,326	11,326	
ST LOUIS CARRIAGE COMPANY STL:EA:PP1153021		2,030	1,858	7,433	7,433	3,888
FAIRVIEW GREENHOUSE INC - SFD:JP:SC1609619		11,248				11,248
LEBANON PUBLISHING COMPANY - SFD:SW:SC1496687		11,102				11,102
SHANNON COUNTY HEALTH CENTER - SFD:SW:SC1359182		11,073				11,073
MARSHALL ENGINEERING - STL:CE:SC0373903		2,763	2,763	5,526	5,526	5,526
MATTINGLY LUMBER - STL:EA:SC0325161		10,924				10,924
MACES SUPERMARKET STL:EA:PP1192921		10,869				10,869
RICHLAND DIVERSIFIED SFD:SW:PP1073911		10,851				10,851
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:TO		9,529	959			10,488
MICROFINISH STL:EA:PP1000421		10,362				10,362
MANCO M S I DBA DAVE MUNGENAST AUTOMOTIVE FAMILY - STL:EA:HY		10,279				10,279
LUTHER & ASSOCIATES - STL:EA:PP1089421		4,708	4,708	666	666	9,417
0299997 Subtotal - Group Subscribers:		1,280,314	185,528	266,535	266,535	1,465,843
0299998 Premium due and unpaid not individually listed		553,618	105,839	56,501	56,501	659,456
0299999 Total group		1,833,932	291,367	323,036	323,036	2,125,299
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)		1,833,932	291,367	323,036	323,036	2,125,299

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Caremark	317,606	1,270,423	317,606	1,308,746	1,308,746	1,905,634
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	317,606	1,270,423	317,606	1,308,746	1,308,746	1,905,634
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	317,606	1,270,423	317,606	1,308,746	1,308,746	1,905,634

EXHIBIT 4 - 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						
Caremark	2,031,461					2,031,461
0199999 Total - Individually Listed Claims Unpaid	2,031,461					2,031,461
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	2,031,461					2,031,461
0599999 Unreported claims and other claim reserves						21,880,650
0699999 Total Amounts Withheld						14,886
0799999 Total Claims Unpaid						23,926,997
0899999 Accrued Medical Incentive Pool and Bonus Amounts						19,298

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually listed receivables							
MHP, Inc.	1,064,769					1,064,769	
0199999 Total - Individually listed receivables	1,064,769					1,064,769	
0299999 Receivables not inidvidually listed							
0399999 Total gross amounts receivable	1,064,769					1,064,769	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
Premier Benefits	Current Balance	363,395	363,395	
ForeSee	Current Balance	248,429	248,429	
Mercy Health Plans of Missouri, Inc.	Current Balance	4,380,635	4,380,635	
0199999 Total - Individually listed payables	X X X	4,992,459	4,992,459	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	4,992,459	4,992,459	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	118,306,279	35.263	30,014	33.503		118,306,279
2. Intermediaries						
3. All other providers						
4. TOTAL Capitation Payments	118,306,279	35.263	30,014	33.503		118,306,279
Other Payments:						
5. Fee-for-service	72,425,552	21.587	X X X	X X X		72,425,552
6. Contractual fee payments	144,661,840	43.118	X X X	X X X		144,661,840
7. Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8. Bonus/withhold arrangements - contractual fee payments	153,151	0.046	X X X	X X X		153,151
9. Non-contingent salaries			X X X	X X X		
10. Aggregate cost arrangements			X X X	X X X		
11. All other payments	(46,049)	(0.014)	X X X	X X X		(46,049)
12. TOTAL Other Payments	217,194,494	64.737	X X X	X X X		217,194,494
13. TOTAL (Line 4 plus Line 12)	335,500,773	100.000	X X X	X X X		335,500,773

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1.	Administrative furniture and equipment						
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	TOTAL						

NONE

11529201043004100 2010 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 1137 BUSINESS IN THE STATE OF **ARKANSAS** DURING THE YEAR NAIC Company Code 11529

	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	11,846	6,495	5,100					251		
2. First Quarter	13,327	7,055	5,037					1,235		
3. Second Quarter	12,150	6,676	4,160					1,314		
4. Third Quarter	11,374	6,145	3,868					1,361		
5. Current Year	10,150	5,147	3,606					1,397		
6. Current Year Member Months	138,655	73,703	50,632					14,320		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	59,109	26,178	16,355					16,576		
8. Non-Physician	4,166	1,488	1,237					1,441		
9. TOTAL	63,275	27,666	17,592					18,017		
10. Hospital Patient Days Incurred	4,748	1,175	1,013					2,560		
11. Number of Inpatient Admissions	1,005	392	240					373		
12. Health Premiums Written (b)	41,283,717	8,560,515	12,178,519					20,544,683		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	41,283,717	8,560,515	12,178,519					20,544,683		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	37,185,433	10,534,594	14,090,368					12,560,471		
18. Amount Incurred for Provision of Health Care Services	34,774,810	10,477,195	12,241,161					12,056,454		

(a) For health business: number of persons insured under PPO managed care products .....10,150 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....20,544,683

11529201043026100 2010 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 1137 BUSINESS IN THE STATE OF **MISSOURI** DURING THE YEAR NAIC Company Code 11529

	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	61,981	10,915	48,738					2,328		
2. First Quarter	78,753	12,760	53,598					12,395		
3. Second Quarter	79,928	12,988	53,117					13,823		
4. Third Quarter	80,986	12,922	53,901					14,163		
5. Current Year	79,437	12,435	52,812					14,190		
6. Current Year Member Months	947,918	147,564	639,778					160,576		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	468,472	45,381	267,798					155,293		
8. Non-Physician	43,149	3,609	24,072					15,468		
9. TOTAL	511,621	48,990	291,870					170,761		
10. Hospital Patient Days Incurred	30,997	1,719	7,157					22,121		
11. Number of Inpatient Admissions	5,385	509	2,147					2,729		
12. Health Premiums Written (b)	332,810,249	24,064,866	190,694,267					118,051,116		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	332,810,249	24,064,866	190,694,267					118,051,116		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	298,315,340	20,813,572	165,171,616					112,330,152		
18. Amount Incurred for Provision of Health Care Services	304,636,541	20,681,874	167,999,277					115,955,390		

(a) For health business: number of persons insured under PPO managed care products .....79,437 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....118,051,116

11529201043059100 2010 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 1137 BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR NAIC Company Code 11529

	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	73,827	17,410	53,838					2,579		
2. First Quarter	92,080	19,815	58,635					13,630		
3. Second Quarter	92,078	19,664	57,277					15,137		
4. Third Quarter	92,360	19,067	57,769					15,524		
5. Current Year	89,587	17,582	56,418					15,587		
6. Current Year Member Months	1,086,573	221,267	690,410					174,896		
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	527,581	71,559	284,153					171,869		
8. Non-Physician	47,315	5,097	25,309					16,909		
9. TOTAL	574,896	76,656	309,462					188,778		
10. Hospital Patient Days Incurred	35,745	2,894	8,170					24,681		
11. Number of Inpatient Admissions	6,390	901	2,387					3,102		
12. Health Premiums Written (b)	374,093,966	32,625,381	202,872,786					138,595,799		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	374,093,966	32,625,381	202,872,786					138,595,799		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	335,500,773	31,348,166	179,261,984					124,890,623		
18. Amount Incurred for Provision of Health Care Services	339,411,351	31,159,069	180,240,438					128,011,844		

(a) For health business: number of persons insured under PPO managed care products .....89,587 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....138,595,799

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
				NONE							
0399999 Totals											

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Accident and Health, Non-Affiliates						
39845	48-0921045	01/01/2010	WESTPORT INS CORP	Overland Park, KS	318,309	
0599999 Total - Accident and Health, Non-Affiliates					318,309	
0699999 Totals - Accident and Health					318,309	
0799999 Totals - Life, Annuity and Accident and Health					318,309	

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
								Reserve Credit Taken Other than for Unearned Premiums	10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)		Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Affiliates												
39845	48-0921045	01/01/2010	WESTPORT INS CORP	Overland Park, KS	SSL/L/G	897,319						
0199999 Subtotal - Authorized General Account - Affiliates						897,319						
0399999 Total - Authorized General Account						897,319						
0799999 Total - Authorized and Unauthorized General Account						897,319						
1599999 Totals						897,319						

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Totals (Cols. 5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
					NONE								
1199999 Totals (General Account and Separate Accounts combined)													

SCHEDULE S - PART 5

Five-Year Exhibit of Reinsurance Ceded Business

(000 Omitted)

	1 2010	2 2009	3 2008	4 2007	5 2006
A. OPERATIONS ITEMS					
1. Premiums	850	739	518	504	309
2. Title XVIII-Medicare	48	7	8	3	1
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. TOTAL Hospital and Medical Expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses	318	595	621	119	127
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	71,332,539		71,332,539
2. Accident and health premiums due and unpaid (Line 15)	2,125,299		2,125,299
3. Amounts recoverable from reinsurers (Line 16.1)	318,309	(318,309)	
4. Net credit for ceded reinsurance	X X X	318,309	318,309
5. All other admitted assets (Balance)	7,237,422		7,237,422
6. TOTAL Assets (Line 28)	81,013,569		81,013,569
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	23,926,997		23,926,997
8. Accrued medical incentive pool and bonus payments (Line 2)	19,298		19,298
9. Premiums received in advance (Line 8)	3,250,126		3,250,126
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			
11. Reinsurance in unauthorized companies (Line 20)			
12. All other liabilities (Balance)	24,800,207		24,800,207
13. TOTAL Liabilities (Line 24)	51,996,628		51,996,628
14. TOTAL Capital and Surplus (Line 33)	29,016,939	X X X	29,016,939
15. TOTAL Liabilities, Capital and Surplus (Line 34)	81,013,567		81,013,567
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid			
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses	318,309		
20. Other ceded reinsurance recoverables			
21. TOTAL Ceded Reinsurance Recoverables	318,309		
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. TOTAL Ceded Reinsurance Payables/Offsets			
27. TOTAL Net Credit for Ceded Reinsurance	318,309		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

	Direct Business only					
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	52-2073000	Coventry Health Care Inc.	319,367,343	(49,432,360)	(1,400,000)		582,321,643				850,856,626	
	51-0406894	Coventry Financial Mgmt Services, Inc.					3,853,951				3,853,951	
96460	51-0293139	Coventry Health Care of Delaware, Inc.					(25,250,866)	(2,690,687)			(27,941,554)	3,091,237
95282	51-0353639	Coventry Health Care of Georgia, Inc.	(6,000,000)				(40,181,454)	(2,570,851)			(48,752,305)	1,422,639
	52-1801446	Group Dental Services, Inc.			1,400,000		11,549,008				12,949,008	
95241	42-1244752	Coventry Health Care of Iowa, Inc.					(11,389,804)	(1,764,101)			(13,153,905)	1,053,839
95925	42-1308659	Coventry Health Care of Nebraska, Inc.		6,000,000			(11,103,639)	(1,898,647)			(7,002,286)	1,775,334
95283	51-0353638	Coventry Health Care of Pennsylvania, In					(27,566)				(27,566)	
95173	74-2381406	Coventry Health Care of Louisiana, Inc.	(4,853,729)				(10,374,364)	(52,824)			(15,280,917)	1,156,902
95060	25-1264318	HealthAmerica Pennsylvania Inc.	(48,000,000)				(10,028,459)	(1,658,909)			(59,687,368)	1,654,742
11102	23-2366731	HealthAssurance Pennsylvania, Inc.					(138,041,983)	(8,702,200)			(146,744,183)	5,012,481
	47-0854096	Coventry Prescription Mgmt Services, Inc					(104,281,881)				(104,281,881)	
81973	75-1296086	Coventry Health & Life Insurance Company	(140,000,000)				(258,778,137)	44,543,997			(354,234,140)	(31,943,335)
	26-3525878	Group Health Plan of Delaware, LLC										
96555	54-1576305	Southern Health Services, Inc.	(14,492,000)				(28,545,478)	(1,389,141)			(44,426,619)	1,268,744
	01-0646056	Coventry Transplant Network, Inc.					(103,510)				(103,510)	
	43-1697084	MHP, Inc.					6,133,288				6,133,288	
96377	43-1372307	Group Health Plan, Inc.	(48,925,764)				(45,976,420)	(92,459)			(94,994,643)	666,856
95318	43-1702094	HealthCare USA of Missouri, LLC	(10,172,753)				(57,919,700)	(7,548,555)			(75,641,009)	4,583,177
95489	48-0840330	Coventry Health Care of Kansas, Inc.	(37,167,800)				(32,682,671)	(1,634,850)			(71,485,320)	922,457
	25-1794529	Coventry Management Services, Inc.					614,819,914				614,819,914	
95408	55-0712129	Carelink Health Plans, Inc.	(6,639,016)				(16,714,974)	(1,392,957)			(24,746,947)	977,761
95321	20-0229117	WellPath Select, Inc.		2,600,000			(24,606,351)	(2,561,109)			(24,567,461)	1,192,119
12604	20-4647469	WellPath of South Carolina, Inc.					(136,205)	(97,160)			(233,365)	
	62-1411933	Coventry Health Care Mgmt Corp		1,150,000			(24,199,897)				(23,049,897)	
	20-1736437	First Health Group Corp.					(77,192,573)				(77,192,573)	
74160	37-1241037	PersonalCare Insurance of Illinois, Inc.					(28,872,190)	(2,193,848)			(31,066,037)	1,440,291
12193	20-1052897	OmniCare Health Plan, Inc.	(1,616,000)				(8,841,814)	(1,054,607)			(11,512,421)	492,982
95407	87-0345631	Altius Health Plans, Inc.	(5,208,281)				(45,529,397)	(1,782,778)			(52,520,456)	272,366
	51-0410308	HealthAssurance Financial Services, Inc.					9,708,642				9,708,642	
	20-4416606	HealthCare USA of Tennessee, LLC					53				53	
	48-1134570	Preferred Health Systems, Inc.	3,708,000	500,000			18,590,021				22,798,021	
11531	02-0639951	CHC Casualty Risk Retention Group, Inc.					7,812,051				7,812,051	
	26-1582982	MHNet Specialty Services, LLC					70,008,177				70,008,177	
	20-8070994	CHC National Accounts, Inc.					(13)				(13)	
	20-5185442	CHC National Network, Inc.					388				388	
	20-8376354	CHC Workers' Compensation, Inc.		34,182,360			(52,965,603)				(18,783,243)	
	20-1130063	Florida Health Plan Administrators, LLC					66,967,497				66,967,497	
	26-1293772	Coventry Consumer Advantage, Inc.					521				521	
90328	38-2242132	First Health Life & Health Ins Co.					(116,714,653)	(146,498)			(116,861,151)	52,849
	87-0443226	First Health Strategies, Inc.					402				402	

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	52-1320522	Claims Administration Corp.					(44,043,325)				(44,043,325)	
81000	75-1431313	Cambridge Life Insurance Co.					(306,966)				(306,966)	
	20-4096903	First Script Network Services, Inc.					(42,711,531)				(42,711,531)	
	06-1095987	MetraComp, Inc.					460				460	
	74-2879984	Medical Examinations of NY, P.C.					(2,246,319)				(2,246,319)	
	62-1266888	FOCUS Healthcare Management, Inc.					1,723,853				1,723,853	
	26-2516000	Coventry Ind. Medical Exam of TX, PA					(457,708)				(457,708)	
95114	65-0986441	Coventry Health Care of Florida, Inc.					(76,480,753)	(4,203,024)			(80,683,777)	3,329,829
95266	65-0453436	Coventry Health Plan of Florida, Inc.					(36,958,069)	72,371			(36,885,699)	923,853
10771	20-1976986	Coventry Summit Healthplan, Inc.					(12,161,998)	(1,181,163)			(13,343,162)	652,878
	59-3750548	Carefree Insurance Services, Inc.										
	37-1448790	Mental Health Network of New York, IPA					(41,614)				(41,614)	
12509	20-2516317	MHNet Life and Health Insurance Company					(50,193)				(50,193)	
	72-1106596	Mental Heatlh Associates, Inc.					2,211,881				2,211,881	
	20-4276336	MHNet of Florida, Inc.					(426,519)				(426,519)	
95846	52-2056201	Group Dental Services of Maryland, Inc.					(4,635,845)				(4,635,845)	
	48-0989340	Preferred Health Care, Inc.					(238,375)				(238,375)	
	48-1014670	Kansas Health Plan, Inc.					493,209				493,209	
	06-1665698	Preferred Benefits Administrator, Inc.					(2,447,725)				(2,447,725)	
11529	48-1262342	Mercy Health Plans		5,000,000			(3,217,990)				1,782,010	
95309	43-1693520	MERCY HLTH PLANS OF MO INC					1,627,915				1,627,915	
	43-1693814	Premier Benefits, Inc.					(424,428)				(424,428)	
	76-0803125	ForeSee Heath, Inc.					(513,911)				(513,911)	
9999999 Totals							0	0	XXX		0	0

Schedule Y Part 2 Explanation: 0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2. Will an actuarial opinion be filed by March 1?	Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
JUNE FILING	
8. Will an audited financial report be filed by June 1?	Yes
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	Yes
AUGUST FILING	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	Yes

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 it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
18. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
19. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
20. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No
21. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	No
22. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be file with the state of domicile and the NAIC by April 1?	No
AUGUST FILING	
23. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	No

Explanations:

23. Waived

Bar Codes:

Medicare Supplement Insurance Experience Exhibit
11529201036000000 2010 Document Code: 360

Health Life Supplement
11529201020500000 2010 Document Code: 205

Health Property / Casualty Supplement
11529201020700000 2010 Document Code: 207

Schedule SIS
11529201042000000 2010 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies
11529201037100000 2010 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5
11529201037000000 2010 Document Code: 370

Medicare Part D Coverage Supplement
11529201036500000 2010 Document Code: 365

LTC Supplemental Interrogatorries
11529201030600000 2010 Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation
11529201021100000 2010 Document Code: 211

Health Property/Casualty Supplement - Insurance Expense Exhibit
11529201021300000 2010 Document Code: 213

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

Supplemental Health Care Exhibit

11529201021600000 2010 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report

11529201021700000 2010 Document Code: 217

Management's Report of Internal Control over Financial Reporting

11529201022300000 2010 Document Code: 223

OVERFLOW PAGE FOR WRITE-INS

N O N E

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