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ANNUAL STATEMENT

For the Year Ended December 31, 2010

of the Condition and Affairs of the

USAble Mutual Insurance Company

NAIC Group Code.....876, 876 (Current Period) (Prior Period) NAIC Company Code..... 83470 Employer's ID Number..... 71-0226428

Organized under the Laws of Arkansas State of Domicile or Port of Entry Arkansas Country of Domicile US

Licensed as Business Type.....Life, Accident & Health Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized..... December 10, 1948 Commenced Business..... March 2, 1949

Statutory Home Office	601 S. Gaines….. Little Rock ..... AR ..... 72201 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	601 S. Gaines….. Little Rock ..... AR ..... 72201 *(Street and Number) (City or Town, State and Zip Code)*	501-378-2000 *(Area Code) (Telephone Number)*
Mail Address	601 S. Gaines….. Little Rock ..... AR ..... 72201 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	601 S. Gaines….. Little Rock ..... AR ..... 72201 *(Street and Number) (City or Town, State and Zip Code)*	501-378-2000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.arkansasbluecross.com	
Statutory Statement Contact	Gray Donald Dillard *(Name)*	501-378-2436 *(Area Code) (Telephone Number) (Extension)*
	gddillard@arkbluecross.com *(E-Mail Address)*	501-378-5633 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Paul Mark White	Chief Executive Officer	2. James Lee Douglass	Secretary
3. Steven James Short	Treasurer	4. Michael Wayne Brown	Chief Operating Officer

OTHER

Stephen William Abell
James Robert Bailey
Michael Wayne Brown
Ronald Walter DeBerry
James Lee Douglass
Calvin Eugene Kellogg
Karen Cox Raley
Joseph Steven Smith
Toni Lairry Starks
James Sterling Adamson Jr., MD
David Frank Bridges
Richard Shelby Cooper
Gray Donald Dillard
James Robert Heard III
Samuel Patterson Partin III
Steven James Short
Steven Aaron Spaulding

DIRECTORS OR TRUSTEES

Carolyn Frazier Blakely PhD
Bradley Dean Jesson
Hayes Candour McClerkin
Ben Edwin Owens
Paul Mark White
Susan Glover Brittain
James Virgil Kelley
George Key Mitchell MD
Robert Lee Shoptaw
James Leslie Wyatt PhD
Robert Vincent Brothers
Mahlon Ogden Maris MD
Robert Daniel Nabholz
Patty Fulbright Smith
Mark William Greenway
James Thomas May
Marla Johnson Norris
Sherman Ellis Tate

State of..... Arkansas
County of..... Pulaski

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

(Signature)	(Signature)	(Signature)
Paul Mark White	James Lee Douglass	Steven James Short
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Chief Executive Officer	Secretary	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

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
A&H Premiums Due and Unpaid						
0199999. Total individuals	87					87
0299998. Premiums due and unpaid not individually listed	87,523,638	271,108	99,489	335,934	335,934	87,894,235
0299999. Total group	87,523,638	271,108	99,489	335,934	335,934	87,894,235
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	87,523,725	271,108	99,489	335,934	335,934	87,894,322

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						
0199998. Pharmaceutical Rebate Receivables Not Listed Individually	1,647,154	1,478,357	1,478,357	3,625,030	3,625,030	4,603,869
0199999. Total Pharmaceutical Rebate Receivables	1,647,154	1,478,357	1,478,357	3,625,030	3,625,030	4,603,869
0799999. Total Health Care Receivables	1,647,154	1,478,357	1,478,357	3,625,030	3,625,030	4,603,869

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
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered	11,686,386	70,863	50,358	645	10,742	11,818,995
0499999. Subtotals	11,686,386	70,863	50,358	645	10,742	11,818,995
0599999. Unreported claim and other claim reserves						107,855,235
0799999. Total claims unpaid						119,674,230
0899999. Accrued medical incentive pool and bonus amounts						39,993

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
Amounts Due From Parent, Subsidiaries and Affiliates							
HMO Partners, Inc.	7,449,636					7,449,636	
Pinnacle Business Solutions, Inc.	6,703,861	1,103,400				6,703,861	1,103,400
0199999. Individually listed receivables	14,153,497	1,103,400	0	0	0	14,153,497	1,103,400
0299999. Receivables not individually listed	376,988	22,605	225,417			376,988	248,022
0399999. Total gross amounts receivable	14,530,485	1,126,005	225,417	0	0	14,530,485	1,351,422

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
USAble Life	Intercompany	376,999	376,999	
Southwest Joint Venture	Intercompany	1,184,493	1,184,493	
0199999. Individually listed payables		1,561,492	1,561,492	0
0299999. Payables not individually listed		173,607	173,607	
0399999. Total gross payables		1,735,098	1,735,098	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	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	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
6. Contractual fee payments	919,054,351	100.0	XXX	XXX	644,154,891	274,899,460
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	919,054,351	100.0	XXX	XXX	644,154,891	274,899,460
13. Total (Line 4 plus Line 12)	919,054,351	100.0	XXX	XXX	644,154,891	274,899,460

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

NONE

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	52,621,224		36,301,700	16,319,524	16,319,524	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	52,621,224	0	36,301,700	16,319,524	16,319,524	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....USAble Mutual Insurance Company 2. Little Rock, AR

BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR (Location)

NAIC Group Code.....876

NAIC Company Code.....83470

	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	414,618	90,542	120,876	103,681	5,923	15,505	55,928	5,411		16,752
2. First quarter	421,303	90,230	121,704	103,727	6,480	15,435	55,590	9,236		18,901
3. Second quarter	422,130	90,823	121,153	103,396	6,469	15,760	55,278	9,526		19,725
4. Third quarter	425,576	93,815	120,575	103,339	6,413	15,805	55,136	9,692		20,801
5. Current year	425,324	91,499	122,449	103,245	6,421	15,747	55,054	9,824		21,085
6. Current year member months	5,034,075	1,089,614	1,455,608	1,242,738	58,178	188,239	663,743	93,472		242,483
Total Member Ambulatory Encounters for Year:										
7. Physician	1,253,364	129,336	272,484	498,025		353,519				
8. Non-physician	3,154,176	426,332	940,764	1,787,080						
9. Totals	4,407,540	555,668	1,213,248	2,285,105	0	353,519	0	0	0	0
10. Hospital patient days incurred	3,154,176	426,332	940,764	1,787,080						
11. Number of inpatient admissions	50,318	3,399	9,116	37,803						
12. Health premiums written (b)	1,149,828,887	178,637,448	370,163,958	208,622,789	614,846	25,819,903	237,923,768	73,261,351		54,784,824
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,134,049,022	178,861,324	370,163,958	208,622,789	614,846	25,819,903	221,920,027	73,261,351		54,784,824
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	919,054,351	138,827,175	294,518,799	159,524,268	427,372	19,444,380	208,425,015	50,047,599		47,839,743
18. Amount incurred for provision of health care services	922,392,981	136,306,795	289,171,869	159,396,043	428,317	19,707,380	208,320,258	60,859,418		48,202,901

(a) For health business: number of persons insured under PPO managed care products.....0 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 $.....0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....USAble Mutual Insurance Company 2. Little Rock, AR

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....876

NAIC Company Code.....83470

	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	414,618	90,542	120,876	103,681	5,923	15,505	55,928	5,411		16,752
2. First quarter	421,303	90,230	121,704	103,727	6,480	15,435	55,590	9,236		18,901
3. Second quarter	422,130	90,823	121,153	103,396	6,469	15,760	55,278	9,526		19,725
4. Third quarter	425,576	93,815	120,575	103,339	6,413	15,805	55,136	9,692		20,801
5. Current year	425,324	91,499	122,449	103,245	6,421	15,747	55,054	9,824		21,085
6. Current year member months	5,034,075	1,089,614	1,455,608	1,242,738	58,178	188,239	663,743	93,472		242,483
Total Member Ambulatory Encounters for Year:										
7. Physician	1,253,364	129,336	272,484	498,025		353,519				
8. Non-physician	3,154,176	426,332	940,764	1,787,080						
9. Totals	4,407,540	555,668	1,213,248	2,285,105	0	353,519	0	0	0	0
10. Hospital patient days incurred	3,154,176	426,332	940,764	1,787,080						
11. Number of inpatient admissions	50,318	3,399	9,116	37,803						
12. Health premiums written (b)	1,149,828,887	178,637,448	370,163,958	208,622,789	614,846	25,819,903	237,923,768	73,261,351		54,784,824
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,134,049,022	178,861,324	370,163,958	208,622,789	614,846	25,819,903	221,920,027	73,261,351		54,784,824
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	919,054,351	138,827,175	294,518,799	159,524,268	427,372	19,444,380	208,425,015	50,047,599		47,839,743
18. Amount incurred for provision of health care services	922,392,981	136,306,795	289,171,869	159,396,043	428,317	19,707,380	208,320,258	60,859,418		48,202,901

(a) For health business: number of persons insured under PPO managed care products.....0 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 $.....0

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
Affiliates											
95442	71-0747497	04/01/1996	HMO Partners, Inc.	Litle Rock, AR	OTH/A/G	70,050,909			5,854,548		
95442	71-0747497	04/01/1996	HMO Partners, Inc.	Little Rock, AR	ASL/L/G	1,742,158			388,267		
94358	71-0505232	10/01/2002	USAble Life	Little Rock, AR	OTH/A/G	18,403,885			2,129,628		
0199999.	Total - Affiliates					90,196,952	0	0	8,372,443	0	0
0399999.	Totals					90,196,952	0	0	8,372,443	0	0

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 - Affiliates						
94358	71-0505232	01/01/2007	USAble Life	Little Rock, AR	1,617,261	1,494,000
0499999.	Total - Affiliates				1,617,261	1,494,000
Accident and Health - Non-Affiliates						
77720	75-0956156	10/01/2008	LifeSecure Insurance Company	Brighton, MI	4,920	1,229,350
0599999.	Total - Non-Affiliates				4,920	1,229,350
0699999.	Total - Accident and Health				1,622,181	2,723,350
0799999.	Totals - Life, Annuity and Accident and Health				1,622,181	2,723,350

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
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Affiliates												
94358	71-0505232	01/01/2007	USAble Life	Little Rock, AR	OTH/I	4,544,303		226,000				
94358	71-0505232	01/01/2007	USAble Life	Little Rock, AR	OTH/G	21,275,600		1,268,000				
0199999.	Total - Authorized General Account - Affiliates					25,819,903	0	1,494,000	0	0	0	0
Authorized General Account - Non-Affiliates												
77720	75-0956156	10/01/2008	LifeSecure Insurance Company	Brighton, MI	OTH/I	273,550		411,662				
77720	75-0956156	10/01/2008	LifeSecure Insurance Company	Brighton, MI	OTH/G	218,214		817,688				
0299999.	Total - Authorized General Account - Non-Affiliates					491,764	0	1,229,350	0	0	0	0
0399999.	Total - Authorized General Account					26,311,667	0	2,723,350	0	0	0	0
0799999.	Total - Authorized and Unauthorized General Account					26,311,667	0	2,723,350	0	0	0	0
1599999.	Totals					26,311,667	0	2,723,350	0	0	0	0

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 Total (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

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	26,312	23,091	21,242	37,474	35,720
2. Title XVIII - Medicare					
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses	20,066	17,291	16,543	31,043	26,661
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable	2,723	2,102	1,794	1,543	(1,030)
8. Reinsurance recoverable on paid losses	1,622	1,517	2,295	32,426	15,146
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset				2,114	
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)				2,114	
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)	904,007,178		904,007,178
2.	Accident and health premiums due and unpaid (Line 15)	87,894,873		87,894,873
3.	Amounts recoverable from reinsurers (Line 16.1)	1,622,181	1,622,181	3,244,362
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	145,457,417	1,101,169	146,558,586
6.	Totals assets (Line 28)	1,138,981,649	2,723,350	1,141,704,999
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	116,950,880	2,723,350	119,674,230
8.	Accrued medical incentive pool and bonus payments (Line 2)	39,993		39,993
9.	Premiums received in advance (Line 8)	12,305,766		12,305,766
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			0
11.	Reinsurance in unauthorized companies (Line 20)			0
12.	All other liabilities (balance)	437,638,144		437,638,144
13.	Total liabilities (Line 24)	566,934,783	2,723,350	569,658,133
14.	Total capital and surplus (Line 33)	572,046,866	XXX	572,046,866
15.	Total liabilities, capital and surplus (Line 34)	1,138,981,649	2,723,350	1,141,704,999
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	2,723,350		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	(1,622,181)		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	1,101,169		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	1,101,169		
26.	Total ceded reinsurance payables/offsets	1,101,169		
27.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		Direct Business Only					
	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama AL						0
2.	Alaska AK						0
3.	Arizona AZ						0
4.	Arkansas AR						0
5.	California CA						0
6.	Colorado CO						0
7.	Connecticut CT						0
8.	Delaware DE						0
9.	District of Columbia DC						0
10.	Florida FL						0
11.	Georgia GA						0
12.	Hawaii HI						0
13.	Idaho ID						0
14.	Illinois IL						0
15.	Indiana IN						0
16.	Iowa IA						0
17.	Kansas KS						0
18.	Kentucky KY						0
19.	Louisiana LA						0
20.	Maine ME						0
21.	Maryland MD						0
22.	Massachusetts MA						0
23.	Michigan MI						0
24.	Minnesota MN						0
25.	Mississippi MS						0
26.	Missouri MO						0
27.	Montana MT						0
28.	Nebraska NE						0
29.	Nevada NV						0
30.	New Hampshire NH						0
31.	New Jersey NJ						0
32.	New Mexico NM						0
33.	New York NY						0
34.	North Carolina NC						0
35.	North Dakota ND						0
36.	Ohio OH						0
37.	Oklahoma OK						0
38.	Oregon OR						0
39.	Pennsylvania PA						0
40.	Rhode Island RI						0
41.	South Carolina SC						0
42.	South Dakota SD						0
43.	Tennessee TN						0
44.	Texas TX						0
45.	Utah UT						0
46.	Vermont VT						0
47.	Virginia VA						0
48.	Washington WA						0
49.	West Virginia WV						0
50.	Wisconsin WI						0
51.	Wyoming WY						0
52.	American Samoa AS						0
53.	Guam GU						0
54.	Puerto Rico PR						0
55.	US Virgin Islands VI						0
56.	Northern Mariana Islands MP						0
57.	Canada CN						0
58.	Aggregate Other Alien OT						0
59.	Totals	0	0	0	0	0	0

NONE

SCHEDULE Y

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)
Affiliated Transactions												
83470	71-0226428	USAble Mutual Insurance Company DBA Arkansas Blue Cross and Blue Shield	269,715				131,805,045	9,801,777			141,876,537	(3,240,472)
	71-0525643	Educational Benefits, Inc.	(425,000)								(425,000)	
95442	71-0747497	HMO Partners Inc.	(269,715)				(30,567,332)	(9,801,777)			(40,638,824)	6,242,815
	71-0246079	USAble Corporation					(14,212,790)				(14,212,790)	
94358	71-0505232	USAble Life	425,000					31,098,714			31,523,714	(49,223,233)
76031	59-2876465	Florida Combined Life Insurance Company						(21,837,682)			(21,837,682)	28,688,351
	27-0111456	Pinnacle Business Solutions, Inc.					(87,024,923)				(87,024,923)	
53228	04-1045815	Blue Cross and Blue Shield of Massachusetts						(9,261,032)			(9,261,032)	12,511,822
49948	99-0040115	HMSA BSH Inc.									0	5,020,717
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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	Responses
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 the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk 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?	NO

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.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES
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 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?	YES
	APRIL FILING	
18.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	YES
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?	YES
22.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	YES
	AUGUST FILING	
23.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

4.

5.

6.

7.

8.

9.

10. *83470201022200000*

11.

12. *83470201020500000*

13. *83470201020700000*

14. *83470201042000000*

15. *83470201037100000*

16. *83470201037000000*

17.

18.

19. *83470201021100000*

20. *83470201021300000*

21.

22.

23.

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
2504. National Accounts Receivable			0	290,995
2597. Summary of remaining write-ins for Line 25	0	0	0	290,995

Additional Write-ins for Underwriting and Investment Exhibit-Part 3:

	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
2504. Contributions	196,166	42,130	1,583,048		1,821,344
2505. Assumed UPCP		(844,732)			(844,732)
2506. Assumed IBNR		(51,790)			(51,790)
2507. Commissions Reimb Ceded Business			(44,995)		(44,995)
2508. MISC	23,653	5,080	(164,800)		(136,067)
2597. Summary of remaining write-ins for Line 25	219,819	(849,312)	1,373,253	0	743,760

Overflow Page for Write-Ins

NONE

* 8 3 4 7 0 2 0 1 0 3 6 0 0 4 1 0 0 *

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For the Year Ended December 31, 2010
(To Be Filed by March 1)
FOR THE STATE OF.....Arkansas

NAIC Group Code.....876
NAIC Company Code.....83470
Address (City, State and Zip Code).....601 Gaines Street, Little Rock, AR 72201
Person Completing This Exhibit.....Tammy Gross
Telephone Number.....501-378-5644
Title.....Senior Accountant

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2007				Policies Issued in 2008, 2009 & 2010			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
Individual Policies																	
Yes	A71-MP 1/90	P	NO	35	01/01/1984			12/31/1992	Medi-Pak Plus	24,497,187	18,676,416	76.2	8,213	7,901	3,366	42.6	1
Yes	A71-MS 1/90	P	NO	35	01/01/1966			12/31/1992	Medi-Pak Standard	994,772	654,298	65.8	299	10,115	6,742	66.7	
Yes	A71-MO 1/89	P	NO	35	01/01/1989			12/31/1992	Medi-Pak Lo Option	365,210	362,031	99.1	271			0.0	
Yes	71-MPA	P	NO	1234	01/01/1992			12/31/2006	Medi-Pak Plan A	682,004	454,389	66.6	478			0.0	
Yes	71-MPB	P	NO	1234	01/01/1992			12/31/2006	Medi-Pak Plan B	2,824,768	2,029,387	71.8	1,522			0.0	
Yes	71-MPC	P	NO	1234	01/01/1992			12/31/2006	Medi-Pak Plan C	49,651,547	38,010,146	76.6	23,039			0.0	
Yes	71-MPD	P	NO	1234	01/01/1992			12/31/2006	Medi-Pak Plan D	16,815,699	12,395,850	73.7	7,359			0.0	
Yes	71-MPF	P	NO	12346	01/01/1992			05/31/2010	Medi-Pak Plan F	67,016,913	51,296,354	76.5	31,204	5,103,632	4,487,680	87.9	2,558
Yes	71-MPG	P	NO	12346	01/01/1992			05/31/2010	Medi-Pak Plan G	4,405,317	3,362,321	76.3	2,877	883,467	562,580	63.7	581
Yes	71-MPI	P	NO	1234	01/01/1992			12/31/2006	Medi-Pak Plan I	689,693	400,099	58.0	202	3,313	21,966	663.0	1
Yes	71-MPINRX 1/06	P	NO	12346	01/01/1992			05/31/2010	Medi-Pak Plan INRX	326,693	199,234	61.0	112	42,161	50,175	119.0	14
Yes	72-MPA 1/07	P	NO	12346	01/01/2007			05/31/2010	Medi-Pak Plan A	10,629	2,884	27.1	13	74,043	47,511	64.2	65
Yes	72-MPB 1/07	P	NO	12346	01/01/2007			05/31/2010	Medi-Pak Plan B	133,590	80,579	60.3	98	169,812	152,276	89.7	116
Yes	72-MPC 1/07	P	NO	12346	01/01/2007			05/31/2010	Medi-Pak Plan C	1,698,317	1,541,186	90.7	1,257	2,553,539	2,248,041	88.0	1,512
Yes	72-MPD 1/07	P	NO	12346	01/01/2007			05/31/2010	Medi-Pak Plan D	128,449	154,407	120.2	83	129,660	173,062	133.5	77
Yes	72-MPJ 1/07	P	NO	12346	01/01/2007			05/31/2010	Medi-Pak Plan J	6,040,213	4,618,487	76.5	3,754	20,854,855	15,390,547	73.8	13,271
Yes	73-MPA 6/10	P	NO	12346	01/01/2010				Medi-Pak Plan A			0.0		3,000	1,345	44.8	5
Yes	73-MPF 6/10	P	NO	7	01/01/2010				Medi-Pak Plan F			0.0		1,936,810	1,652,751	85.3	3,748
Yes	73-MPG 6/10	P	NO	7	01/01/2010				Medi-Pak Plan G			0.0		40,785	37,969	93.1	90
Yes	73-MPN 6/10	P	NO	7	01/01/2010				Medi-Pak Plan N			0.0		52,909	22,884	43.3	122
Yes	EEPMA5-86, 870 and	P	NO	7				05/31/2010	Employer's Equitable	126,292	105,359	83.4	54			0.0	
0199999.	Total Policy Experience on Individual Policies									176,407,293	134,343,427	76.2	80,835	31,866,002	24,858,895	78.0	22,161

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details.....

2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
   2.1 Address..... 601 Gaines Street Little Rock AR 72201
   2.2 Contact person and phone number..... Jean Lockett 501-378-2087
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B).
   3.1 Address..... 601 Gaines Street Little Rock AR 72201
   3.2 Contact person and phone number..... Jean Lockett 501-378-2087
4. Explain any policies identified as policy type "O".

* 8 3 4 7 0 2 0 1 0 3 6 5 0 0 1 0 0 *

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code....876 (To Be Filed By March 1) NAIC Company Code.....83470

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected:					
1.1 Standard Coverage:					
1.11 With Reinsurance Coverage	39,522,793	XXX		XXX	39,522,793
1.12 Without Reinsurance Coverage		XXX		XXX	0
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	0
1.2 Supplemental Benefits	15,753,840	XXX		XXX	15,753,840
2. Premiums Due and Uncollected-Change:					
2.1 Standard Coverage:					
2.11 With Reinsurance Coverage	108,897	XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits	43,406	XXX		XXX	XXX
3. Unearned Premium and Advance Premium-Change:					
3.1 Standard Coverage:					
3.11 With Reinsurance Coverage	64,194	XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits	25,588	XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments-Change:					
4.1 Receivable	(886,289)	XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums:					
5.1 Standard Coverage:					
5.11 With Reinsurance Coverage	39,567,496	XXX	0	XXX	XXX
5.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
5.13 Risk-Corridor Payment Adjustments	(886,289)	XXX	0	XXX	XXX
5.2 Supplemental Benefits	15,771,658	XXX	0	XXX	XXX
6. Total Premiums	54,452,865	XXX	0	XXX	55,276,633
7. Claims Paid:					
7.1 Standard Coverage:					
7.11 With Reinsurance Coverage	50,376,149	XXX		XXX	50,376,149
7.12 Without Reinsurance Coverage		XXX		XXX	0
7.2 Supplemental Benefits	7,527,471	XXX		XXX	7,527,471
8. Claim Reserves and Liabilities-Change:					
8.1 Standard Coverage:					
8.11 With Reinsurance Coverage	8,932	XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits	1,335	XXX		XXX	XXX
9. Health Care Receivables-Change:					
9.1 Standard Coverage:					
9.11 With Reinsurance Coverage	8,763,170	XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits	1,309,439	XXX		XXX	XXX
10. Claims Incurred:					
10.1 Standard Coverage:					
10.11 With Reinsurance Coverage	41,621,911	XXX	0	XXX	XXX
10.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
10.2 Supplemental Benefits	6,219,367	XXX	0	XXX	XXX
11. Total Claims	47,841,278	XXX	0	XXX	57,903,620
12. Reinsurance Coverage and Low Income Cost Sharing:					
12.1 Claims Paid - Net of Reimbursements Applied	XXX	9,079,208	XXX		9,079,208
12.2 Reimbursements Received but Not Applied-Change	XXX	12,440,331	XXX		12,440,331
12.3 Reimbursements Receivable-Change	XXX		XXX		XXX
12.4 Health Care Receivables-Change	XXX	(1,252,787)	XXX		XXX
13. Aggregate Policy Reserves-Change	(65,005)				XXX
14. Expenses Paid	9,447,789	XXX		XXX	9,447,789
15. Expenses Incurred	9,420,520	XXX		XXX	XXX
16. Underwriting Gain/Loss	(2,743,928)	XXX	0	XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	(8,713,653)

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