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HEALTH QUARTERLY STATEMENT

As of June 30, 2010

of the Condition and Affairs of the

Express Scripts Insurance Company

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... 60025 Employer's ID Number..... 86-0754726

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

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

Incorporated/Organized..... February 23, 1994 Commenced Business..... February 23, 1994

Statutory Home Office	7909 South Hardy Drive….. Tempe ..... AZ ..... 85284 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	7909 South Hardy Drive….. Tempe ..... AZ ..... 85284 *(Street and Number) (City or Town, State and Zip Code)*	866-332-5455-345966 *(Area Code) (Telephone Number)*
Mail Address	One Express Way, Mailstop HQ2E04….. Saint Louis ..... MO ..... 63121 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	One Express Way; Mailstop: HQ2E04….. St. Louis ..... MO ..... 63121 *(Street and Number) (City or Town, State and Zip Code)*	800-332-5455-345966 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.express-scripts.com	
Statutory Statement Contact	Kelia D Clements *(Name)*	800-332-5455-345966 *(Area Code) (Telephone Number) (Extension)*
	kdclements@express-scripts.com *(E-Mail Address)*	866-276-7055 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Ed Ignaczak	President & Chief Executive Officer	2. Britton Pim	Vice President - Medicare, Chief Operating Officer
3. Keith Ebling	Secretary	4. Kelley Elliott	Assistant Secretary

OTHER

Matthew Harper	Treasurer	Marty P Akins	Assistant Secretary
Jeffrey Naeger	Assistant Secretary		Assistant Secretary

DIRECTORS OR TRUSTEES

Pat McNamee, Aaron Manwill, Jeffrey Hall, Ed Ignaczak, Agnes Rey-Giraud

State of..... Missouri
County of..... Saint Louis

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)
Kelley Elliott	Matthew Harper	
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Assistant Secretary	Treasurer	
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 6th day of August, 2010

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

Cathleen M. Horrell / Notary Public, State of Missouri
Saint Louis County
Commission # 08383722 / Expires June 02, 2012

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			0	
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....1,267,844), cash equivalents ($.....0) and short-term investments ($.....19,718,737)	20,986,581		20,986,581	18,450,139
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10 Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	20,986,581	0	20,986,581	18,450,139
12. Title plants less $.....0 charged off (for Title insurers only)			0	
13. Investment income due and accrued	2,213		2,213	1,401
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection			0	
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
14.3 Accrued retrospective premiums			0	
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers			0	
15.2 Funds held by or deposited with reinsured companies			0	
15.3 Other amounts receivable under reinsurance contracts			0	
16. Amounts receivable relating to uninsured plans	1,049,731		1,049,731	641,539
17.1 Current federal and foreign income tax recoverable and interest thereon			0	
17.2 Net deferred tax asset	626		626	2,620
18. Guaranty funds receivable or on deposit			0	
19. Electronic data processing equipment and software			0	
20. Furniture and equipment, including health care delivery assets ($.....0)			0	
21. Net adjustment in assets and liabilities due to foreign exchange rates			0	
22. Receivables from parent, subsidiaries and affiliates			0	
23. Health care ($.....0) and other amounts receivable			0	
24. Aggregate write-ins for other than invested assets	0	0	0	0
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 through 24)	22,039,151	0	22,039,151	19,095,699
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
27. Total (Lines 25 and 26)	22,039,151	0	22,039,151	19,095,699

DETAILS OF WRITE-INS

1001			0	
1002			0	
1003.			0	
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 thru 1003 plus 1098) (Line 10 above)	0	0	0	0
2401.			0	
2402.			0	
2403.			0	
2498. Summary of remaining write-ins for Line 24 from overflow page	0	0	0	0
2499. Totals (Lines 2401 thru 2403 plus 2498) (Line 24 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	88,841		88,841	376,000
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	2,000		2,000	4,000
4. Aggregate health policy reserves			0	
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	69,732		69,732	60,336
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	1,064,336		1,064,336	1,140,936
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	5,910,115		5,910,115	5,119,771
16. Derivatives			0	
17. Payable for securities			0	
18. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
19. Reinsurance in unauthorized companies			0	
20. Net adjustments in assets and liabilities due to foreign exchange rates			0	
21. Liability for amounts held under uninsured plans	3,720,518		3,720,518	909,012
22. Aggregate write-ins for other liabilities (including $.....0 current)	0	0	0	0
23. Total liabilities (Lines 1 to 22)	10,855,542	0	10,855,542	7,610,055
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX	2,600,000	2,600,000
26. Preferred capital stock	XXX	XXX		
27. Gross paid in and contributed surplus	XXX	XXX	6,330,976	6,330,976
28. Surplus notes	XXX	XXX		
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	2,252,634	2,554,668
31. Less treasury stock, at cost:				
31.1 .....0.000 shares common (value included in Line 25 $.....0)	XXX	XXX		
31.2 .....0.000 shares preferred (value included in Line 26 $.....0)	XXX	XXX		
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	11,183,610	11,485,644
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	22,039,151	19,095,699

DETAILS OF WRITE-INS

2201.			0	
2202.			0	
2203.			0	
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 thru 2203 plus 2298) (Line 22 above)	0	0	0	0
2401.				
2402.				
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 thru 2403 plus 2498) (Line 24 above)	XXX	XXX	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	XXX	XXX	0	0

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	86,673	59,496	117,732
2. Net premium income (including $.....0 non-health premium income)	XXX	14,677,186	10,371,420	20,649,241
3. Change in unearned premium reserves and reserve 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	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	14,677,186	10,371,420	20,649,241
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		14,624,173	8,029,386	16,701,265
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	14,624,173	8,029,386	16,701,265
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	14,624,173	8,029,386	16,701,265
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....0 cost containment expenses		2,936,689	173,427	4,000
21. General administrative expenses		(2,663,594)	460,034	321,584
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)	0	14,897,268	8,662,847	17,026,849
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(220,082)	1,708,573	3,622,392
25. Net investment income earned		6,458	20,232	24,195
26. Net realized capital gains (losses) less capital gains tax of $.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)	0	6,458	20,232	24,195
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	0	0	0	0
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	(213,624)	1,728,805	3,646,587
31. Federal and foreign income taxes incurred	XXX	(76,600)	483,991	1,140,936
32. Net income (loss) (Lines 30 minus 31)	XXX	(137,024)	1,244,814	2,505,651

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	11,485,643	8,619,687	8,619,687
34. Net income or (loss) from Line 32	(137,024)	1,244,814	2,505,651
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(1,994)	16,899	
39. Change in nonadmitted assets			
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
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	(163,016)	358,474	360,305
48. Net change in capital and surplus (Lines 34 to 47)	(302,034)	1,620,187	2,865,956
49. Capital and surplus end of reporting period (Line 33 plus 48)	11,183,609	10,239,874	11,485,643

DETAILS OF WRITE-INS

4701. Independent Auditor's Adjustment(s) as Stated in Audit including tax provision true-up	(163,016)	358,474	360,305
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	(163,016)	358,474	360,305

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	14,677,186	10,377,493	20,506,461
2. Net investment income	5,646	35,139	39,010
3. Miscellaneous income			
4. Total (Lines 1 through 3)	14,682,832	10,412,632	20,545,471
5. Benefit and loss related payments	14,911,332	7,771,615	16,953,865
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(2,137,615)	916,680	(454,681)
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)			2,620
10. Total (Lines 5 through 9)	12,773,718	8,688,295	16,501,804
11. Net cash from operations (Line 4 minus Line 10)	1,909,114	1,724,337	4,043,667
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds			
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		8,371	11,014
12.7 Miscellaneous proceeds		334	334
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	8,705	11,348
13. Cost of investments acquired (long-term only):			
13.1 Bonds			
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		8,705	11,348
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	8,705	11,348
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
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			
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)	627,327	3,517,637	2,736,905
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	627,327	3,517,637	2,736,905
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	2,536,441	5,241,974	6,780,572
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	18,450,138	11,669,566	11,669,566
19.2 End of period (Line 18 plus Line 19.1)	20,986,579	16,911,540	18,450,138

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
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	9,868									9,868
2. First Quarter	14,574									14,574
3. Second Quarter	14,317									14,317
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	86,673									86,673
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	14,677,186									14,677,186
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	14,677,186									14,677,186
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	14,911,332									14,911,332
18. Amount Incurred for Provision of Health Care Services	14,624,173									14,624,173

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

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0699999. Total Amounts Withheld						88,841
0799999. Total Claims Unpaid						88,841

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health	1,569,183	13,342,149		88,841	1,569,183	376,000
9. Health subtotal (Lines 1 to 8)	1,569,183	13,342,149	0	88,841	1,569,183	376,000
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals	1,569,183	13,342,149	0	88,841	1,569,183	376,000

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Principles

The financial statements of Express Scripts Insurance Company are presented on the basis of accounting practices prescribed or permitted by the State of Arizona Department of Insurance (the "Department").

The State of Arizona Department of Insurance recognized only statutory accounting practices prescribed or permitted by the State of Arizona for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Arizona 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 Arizona.

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Balance Sheet

Cash and Cash Equivalents - Cash and cash equivalents include highly liquid investments that are both readily convertible to known amounts of cash, and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Cash also includes savings accounts, Department (as defined above) deposits and certificates of deposit with original maturities of three months or less. In compliance with the state of Arizona's request in December 2008, the Company diversified its working cash bank accounts in JP Morgan Chase to comply with the state of domicile's (Arizona) 10 percent diversification regulation AR 20-535 limitation on percentage of assets invested with single person. The Company worked with JP Morgan Chase to diversify in various JP Morgan Fund Family fund accounts while meeting the needs of the Company and other requirements of states that required diversification on their behalf during the Expansion Application process. The Company continues to monitor its diversification methodologies while being in compliance with regulation AR 20-535 limitations - see the Short-Term Investments section below for details on the diversification in JP Morgan Fund Family accounts. In June 2010, the Company deposited $50,000 into a Wells Fargo FDIC Insured Commercial Checking (Restricted) account as requested by the state of California during the licensure process and expects to receive the Certificate of Authority from California DMHC in Q3.

Cash:	
Bank of America Fixed Income 12 month CD (Restricted AR)	$ 100,000
JP Morgan Chase Bank - Chicago, Illinois	1,077,429
US Bank - Fixed Income 12 month CD (Restricted GA)	35,000
US Bank – FDIC Insured Commercial Checking (Unrestricted OR)	5,415
Wells Fargo - FDIC Insured Commercial Checking (Restricted CA)	50,000
Total Cash	$1,267,844

Short-Term Investments - Short-term investments include investments in the Evergreen U.S. Treasury Money Market Fund, First American Treasury, and U.S. Treasury Bills with a maturity of twelve months or less. These investments are maintained in an account with U.S. Bank. Investments maintained in the US Bank account are to fulfill the minimum account balances required for the Company's Certificate of Authority with the state of Arizona as well as other states with which the Company has applied for licenses. The account with U.S. Bank has restrictions on access to the funds. Effective April 17, 2008 and in compliance with the state of Arizona's request, $1,014,888 was transferred out of the Evergreen Investment Account and combined with the U.S. Treasury Bills that were maturing at a value of $550,000. The combined monies of $1,564,88 were used to purchase $1,575,000 of U.S. Treasury Bills at a discounted rate thus alleviating diversification concerns held by the State of Arizona.

The Company is working with various states during the Expansion Application process to meet their requirements while maintaining those of the state of domicile. The Company diversified its working cash bank accounts in JP Morgan Chase to comply with the state of domicile's diversification regulation AR 20-535. The results of that diversification include monies in several Fund Accounts - JPM Funds, Federated Funds, Dreyfus Funds and Goldman Funds. The diversification of the JP Morgan Chase working bank accounts meets the requirements of the state of domicile (Arizona) and the various states the Company is working with during the Expansion Application process.

To meet particular states' requirements during the Expansion Application process the Company has deposited required amounts into restricted investments as required by those states. These states are New Hampshire, Arkansas, Massachusetts, Virginia, Georgia and North Carolina. The balances of these accounts as of June 30, 2010 are as follows:

Short-term Investments:	
Bank of America Federated US Treasury 125 Fund (Restricted NH)	$ 250,008
Citibank ISD Global Concentration (Restricted MA)	100,146
SunTrust Ridgeworth US Treasury (Restricted VA)	500,000
US Bank – First American Treasury (Restricted NC)	600,000
US Bank – US Treasury Bills (Unrestricted OR)	2,494,585
US Bank – US Treasury Bills (Unrestricted)	4,996,983
US Bank – US Treasury Bills (Unrestricted)	4,988,851
JPM Funds – US Govt Sec	400,997
Federated Funds – US Treas Cash Res Fund	250,105
Federated Funds – US Treas Prime Cash Obligation	402,919

NOTES TO FINANCIAL STATEMENTS

Federated Funds – US Treas Govt Obligation	400,667
Federated Funds – US Treas Treas Obligation	400,114
Dreyfus Funds – Cash Management Participant Shares	400,937
Dreyfus Funds – Institutional Cash Adv Inst Shares	330,309
Goldman Funds – Prime Mutual	200,248
Goldman Funds – Government	400,230
Goldman Funds – Money Market Mutual Fund	400,326
Goldman Funds – Federal MMKt Mtl Fnd	300,142
US Bank – First America Treasury (Restricted AZ - Others)	226,390
US Bank – U S Treasury Bill (Restricted AZ - Others)	1,574,417
US Bank – U S Treasury Note (Restricted AZ)	100,363
Total Short-term Investments	$19,718,737

Intercompany Payables and Receivables - Intercompany amounts result from operations in the normal course of business, including expenses paid on behalf of the Company by the parent corporation, Express Scripts Senior Care Holdings, Inc.

Amounts Receivable Relating to Uninsured Plans - The Company increased the receivable at December 31, 2009 based on estimates calculated by the actuary (Milliman). These estimates include reinsurance and Low-Income Cost Sharing (LICS) settlements The Company would expect to receive after CMS performs their annual reconciliations in 2010. Note that for employer group waiver plans (EGWPs), CMS does not make prospective subsidy payments, so both reinsurance and LICS are receivables. The reporting of these dollars is in accordance to published guidance from the American Academy of Actuaries for the end-of-the year statutory reporting of these Part D reconciliation items.

Common Stock - Common Stock represents shares of ownership by the parent company. As of June 30, 2010, a total of 2,600,000 shares of stock have been issued to the parent company, Express Scripts Senior Care Holdings, Inc. at a par value of $1 per share.

Income Statement

Revenue Recognition - The Company offers benefits under a funded Medicare Part D Plan. Premiums are billed monthly and are recorded as revenue in the period billed. Premiums received in advance are recorded as a liability and classified as revenue in the period to which they relate.

Claim Cost - Prescription drug claims are recorded as expense in the period in which the prescription is filled.

Intercompany Transactions - The Company's parent corporation, Express Scripts Senior Care Holdings, Inc., performs administrative services for the Company, including processing prescription drug claims and invoicing members for premiums. The Company pays Express Scripts Senior Care Holdings, Inc. for prescription drug costs and other costs associated with administering the program, under an intercompany agreement on file with the State of Arizona.

Note 2 - Accounting Changes and Corrections of Errors

The independent audit firm of PricewaterhouseCoopers, LLP performed the annual audit on the Company and issued the 2009 Audited Financial Report. The report determined that the 2009 Annual Statement filed with the Insurance Department of Arizona reflected an erroneous amount. The correction resulted in an decrease to capital and surplus and was originally reflected as a surplus write-in in the March 31, 2010 statutory quarterly filing.

Note 3 - Business Combinations and Goodwill

Not Applicable.

Note 4 - Discontinued Operations

Not Applicable.

Note 5 - Investments

The Company's investments consist of First American Treasury Obligation held by U.S. Bank, US Treasury Bonds (Rating AAA) and U.S. Treasury Bills (Rating AAA), JP Morgan Funds, Federated Funds, Dreyfus Funds, Goldman Funds. In addition, the Company deposited required amounts into restricted investments as required by New Hampshire, Arkansas, Massachusetts, Virginia, Georgia and North Carolina and an unrestricted US Bank to meet an unrestricted Oregon security deposit holding U.S. Treasury Bills. Additionally, the New York Department of Insurance requested diversification of cash and investments into more U.S. Treasury Bills to meet the state's regulations. As a result, the Company purchased two additional U.S. Treasury Bills in June 2010, each with a par value of $5,000,000, but were purchased at a discounted rate.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

The Company doesn't have any investments in joint ventures, partnerships or limited liability companies.

Note 7 - Investment Income

NOTES TO FINANCIAL STATEMENTS

The Company earned $6,458 of investment income for the sixmonths ended June 30, 2010.

Note 8 - Derivative Instruments

Not Applicable.

Note 9 - Income Taxes

In 2009, The Company filed the Form D filing regarding a tax sharing agreement with its state of domicile (Arizona) in accordance with A.R.S. §20-481.12 and therefore, effective third quarter of 2009 has reported all applicable income taxes on the statutory filing. The Agreement provides that the Company shall pay Parent an amount equal to Company's separate tax liability. Likewise, if the Company incurs a loss or generates a tax attribute that exceeds Company's separate tax liability and such loss or attribute is utilized by Parent's affiliated group, Parent shall pay the Company an amount equal to such tax reduction.

The Company joins in the filing of a consolidated federal income tax return with the following entities:

EXPRESS SCRIPTS, INC. (PARENT)	EXPRESS SCRIPTS CANADA HOLDING CO
CFI OF NEW JERSEY INC	CURASCRIPT INC
CURASCRIPT PBM SERVICES INC	DIVERSIFIED PHARMACEUTICAL SERVICES INC
DIVERSIFIED NY IPA INC	ESI CLAIMS INC
ESI MAIL PHARMACY SERVICE INC	ESI GP HOLDINGS INC
EXPRESS SCRIPTS UTILIZATION MANAGEMENT CO	IVTX INC
IBIOLOGIC INC	NATIONAL PRESCRIPTION ADMINISTRATORS INC
NPA OF NEW YORK IPA INC	PRIORITY HEALTHCARE DISTRIBUTION INC
PRIORITY HEALTHCARE CORPORATION	PRIORITY HEATHCARE COPORATION WEST
PRIORITY HEALTHCARE PHARMACY INC	FRECO INC
LYNNFIELD DRUG INC	LYNNFIELD COMPOUNDING CENTER INC
CHESAPEAKE INFUSION INC	SINUSPHARMACY INC
BYFIELD DRUG INC	HEALTHBRIDGE REIMBURSEMENT
SPECIALTY INFUSION PHARMACY INC	SPECTRACARE HEALTH CARE VENTURES INC
PRIORITYHEALTHCARECOM INC	SPECTRACARE INFUSION PHARMACY INC
SPECTRACARE INC	CARE CONTINUUM INC
SPECTRACARE MANAGEMENT SERVICES INC	EXPRESS SCRIPTS SPECIALTY DISTRIBUTION
EXPRESS SCRIPTS SALES DEVELOPMENT CO	PHOENIX MARKETING GROUP LLC
VALUE HEALTH INC	EXPRESS SCRIPTS PHARMACEUTICAL
YOURPHARMACYCOM INC	CONNECTYOURCARE LLC
FIRST RX INC	EXPRESS SCRIPTS WC, INC.
MOORESVILLE ON-SITE PHARMACY, LLC	NEXTRX, INC.
HEALTHBRIDGE INC	NEXTRX SERVICES, INC.
EXPRESS SCRIPTS SENIOR CARE HOLDINGS INC	EXPRESS SCRIPTS SENIOR CARE INC

Federal income taxes incurred consist of the following major components:

	2010	2009
Current year federal income tax expense/(benefit)	($76,600)	$1,140,936
Income tax expense/(benefit)	($76,600)	$1,140,936

The Company has not elected to admit additional deferred tax assets pursuant to SSAP 10R, paragraph 10(e). The current period election does not differ from the prior reporting period. The following is a summary of the components of the Company's net deferred tax asset as of June 30, 2010 and December 31, 2009 and the change in deferred income taxes for the six months ended June 30, 2010:

	2010 (All Ordinary)	2009 (All Ordinary)	Change
Gross deferred tax assets	$ 626	$ 2,620	($1,994)
Gross deferred tax liabilities	$ 0	$ 0	$ 0
Net deferred tax asset	$ 626	$ 2,620	($1,994)
Nonadmitted net deferred tax asset	$ 0	$ 0	$ 0
Net deferred tax asset	$ 626	$ 2,620	($ 1,994)

The individual components of the Company's gross deferred tax assets are as follows:

	2010	2009	Change
Net operating loss	$ 0	$ 0	$ 0
Advance premiums	$ 0	$ 0	$ 0

NOTES TO FINANCIAL STATEMENTS

Contract claims payable	$ 626	$ 2,620	($ 1,994)
Gross deferred tax assets	$ 626	$ 2,620	($ 1,994)

The amounts of all results of the calculations required by SSAP 10R paragraphs 10.a., 10.b.i., 10.b.ii., and 10.c. are as follows:

	2010 (All Ordinary)	2009 (All Ordinary)
Can be recovered through loss carrybacks (10.a.)	$ 626	$ 0
Lesser of:		
Expected to be recognized within one year (10.b.i.)	$ 0	$ 2,620
Ten percent of adjusted capital and surplus (10.b.ii.)	$ 1,118,298	$ 1,148,302
Adjusted gross deferred tax assets offset against existing deferred tax liabilities (10.c.)	$ 0	$ 0

The following amounts result from the calculations in paragraph 10.a., 10.b., and 10.c.:

	2010	2009
Admitted deferred tax assets	$ 626	$ 2,620
Admitted assets	$22,039,151	$19,095,699
Statutory surplus	$11,183,610	$11,485,644
Total adjusted capital	$11,183,610	$11,485,644

A reconciliation of the expected provision for federal income taxes at the staturory tax rate of 35 percent and the actual provision for 2010 and 2009 is as follows:

	2010	2009	Change
Income tax provision (benefit) computed at statutory tax rate	($ 74,769)	$ 1,276,306	($ 1,351,075)
Non-deductible expenses	$ 163	$ 0	$ 163
Income tax expense	($ 74,606)	$ 1,276,306	($ 1,350,912)

	2010	2009
Income tax expense available for recoupment in the event of future net losses	$ 0	$1,064,336

The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. The Company paid no dividends to the Parent Company during the quarter ended June 30, 2010.

B. During February 2008, the parent company, Express Scripts Senior Care Holdings, Inc., forgave $1,755,976 owed by Express Scripts Insurance Company ("The Company"). The state of Domicile (Arizona) approved this transaction which was completed to increase capital and surplus as required by the state of domicile to meet the calculated RBC level. For all subsequent quarters the Company has exceeded required RBC levels.

C. At June 30, 2010 Express Scripts Insurance Company reported $5,910,115 as an amount payable to the parent company, Express Scripts Senior Care Holdings, Inc. The payable represents amounts owed to the parent company for prescription drug claims paid by Express Scripts Senior Care Holdings, Inc. on behalf of the Company as well as administrative costs incurred to process those claims.

D. All outstanding shares of Express Scripts Insurance Company are owned by Express Scripts Senior Care Holding, Inc. which is wholly owned by the ultimate parent company, Express Scripts, Inc.

Note 11 - Debt

Not Applicable.

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

Not Applicable.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

NOTES TO FINANCIAL STATEMENTS

A. The Company has authorized 10,000,000 shares of common stock with a par value of $1 authorized, and 2,600,000 issued and outstanding as of June 30, 2010. On September 30, 2008 The Company issued 1,500,000 in additional common stock to the parent which also resulted in a change in paid in capital of $2,200,000. The purpose of the issuance of additional stock and paid in capital increase was to meet the requirements set forth in various state expansion application guidelines.

B. The Company does not have any preferred stock outstanding.

C. All shares issued are common shares fully owned by Express Scripts Senior Care Holding, Inc., an entity 100% owned by the ultimate parent company, Express Scripts, Inc.

Note 14 - Contingencies

Not Applicable.

Note 15 - Leases

Not Applicable.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not Applicable.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not Applicable.

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

The Company provides administrative services for self-insured EGWPs, for which it received administrative fees of $3,007,051 for the period ending June 30, 2010, $1,783,344 for the period ending June 30, 2009 and $4,606,681during 2009. These administrative fees are netted within general administrative expenses in accordance with SSAP No. 3.

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

Not Applicable.

Note 20 - Other Items

On September 4, 2007 the Company secured a $250,000 surety bond as required by the Nevada Division of Insurance in the processes to obtain a Certificate of Authority with the state of Nevada. The Company is Principal with Travelers Casualty and Surety Company of America as Surety for bond number 105000106. On July 22, 2008 the Company secured a $100,000 surety bond as required by the New Mexico Insurance Division in the processes to obtain a Certificate of Authority with the state of New Mexico. The Company is Principal with Travelers Casualty and Surety Company of America as Surety for bond number 105125294.

Note 21 - Events Subsequent

Not Applicable.

Note 22 - Reinsurance

Not Applicable.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not Applicable.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

The Company processes claims under its Medicare Part D Plan. Claims are reported when incurred through the use of a pharmacy benefit manager. Potential adjustments to claim expense could result from "self-pay" claims in which members pay for a claim and then

NOTES TO FINANCIAL STATEMENTS

submit the claim to the Company for reimbursement. Adjustments could also result from faulty member enrollment data. There have not been any material adjustments to claim expense for the period ended June 30, 2010.

Note 25 - Intercompany Pooling Arrangements

Not Applicable.

Note 26 - Structured Settlements

Not Applicable.

Note 27 - Health Care Receivables

None.

Note 28 - Participating Policies

Not Applicable.

Note 29 - Premium Deficiency Reserves

Not Applicable.

Note 30 - Anticipated Salvage and Subrogation

Not Applicable.

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 [ ]

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 name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....

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. .....

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). .....

6.4 By what department or departments?

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 the 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

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]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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: .....

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

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

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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 [ ]
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

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, broker/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 (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		0.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		0.0 %
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 heatlh savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of 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)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
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							0	
2. Alaska AK	L							0	
3. Arizona AZ	L							0	
4. Arkansas AR	L	88,953						88,953	
5. California CA	E	355,811						355,811	
6. Colorado CO	L							0	
7. Connecticut CT	L	800,574						800,574	
8. Delaware DE	L							0	
9. District of Columbia DC	L	88,953						88,953	
10. Florida FL	E	177,905						177,905	
11. Georgia GA	L	266,858						266,858	
12. Hawaii HI	L							0	
13. Idaho ID	L							0	
14. Illinois IL	L	3,024,386						3,024,386	
15. Indiana IN	L	622,668						622,668	
16. Iowa IA	L	88,953						88,953	
17. Kansas KS	L							0	
18. Kentucky KY	L							0	
19. Louisiana LA	L	88,953						88,953	
20. Maine ME	E							0	
21. Maryland MD	L	266,858						266,858	
22. Massachusetts MA	L	800,574						800,574	
23. Michigan MI	L	1,334,290						1,334,290	
24. Minnesota MN	L							0	
25. Mississippi MS	L	88,953						88,953	
26. Missouri MO	L	622,668						622,668	
27. Montana MT	L	88,953						88,953	
28. Nebraska NE	L							0	
29. Nevada NV	L							0	
30. New Hampshire NH	L							0	
31. New Jersey NJ	E	711,621						711,621	
32. New Mexico NM	L							0	
33. New York NY	L	1,779,053						1,779,053	
34. North Carolina NC	L	533,716						533,716	
35. North Dakota ND	L							0	
36. Ohio OH	L	266,858						266,858	
37. Oklahoma OK	L	88,953						88,953	
38. Oregon OR	L							0	
39. Pennsylvania PA	L	177,905						177,905	
40. Rhode Island RI	L	88,953						88,953	
41. South Carolina SC	L	177,905						177,905	
42. South Dakota SD	L							0	
43. Tennessee TN	E	88,953						88,953	
44. Texas TX	L	533,716						533,716	
45. Utah UT	L							0	
46. Vermont VT	L							0	
47. Virginia VA	L	88,953						88,953	
48. Washington WA	E	177,905						177,905	
49. West Virginia WV	L							0	
50. Wisconsin WI	L	1,067,432						1,067,432	
51. Wyoming WY	E	88,953						88,953	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	E							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	14,677,186	0	0	0	0	0	14,677,186	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 44	14,677,186	0	0	0	0	0	14,677,186	0

DETAILS OF WRITE-INS

5801.								0	
5802.								0	
5803.								0	
5898. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied 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

Express Scripts, Inc.
100% Common Stock Owner
Federal Id #43-1420563 (DE)
|
Express Scripts Senior Care Holdings, Inc.
100% Common Stock Owner
Federal Id #20-3126104 (DE)
|
Express Scripts Insurance Company
(NAIC #60025)
Federal Id #86-0754726 (AZ)

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

Explanation:

1.

Bar Code:

Overflow Page
NONE

Sch. A-Verification
NONE

Sch. B-Verification
NONE

Sch. BA-Verification
NONE

Sch. D-Verification
NONE

Sch. D-Part 1B
NONE

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	19,718,737	XXX	19,484,886	6,458	

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	17,503,612	1,900,122
2. Cost of short-term investments acquired	24,211,001	29,671,093
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		11,348
5. Total gain (loss) on disposals	4,124	(334)
6. Deduct consideration received on disposals		14,080,792
7. Deduct amortization of premium	22,000,000	(2,175)
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)	19,718,737	17,503,612
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	19,718,737	17,503,612

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

Sch. D-Pt 3
NONE

Sch. D-Pt 4
NONE

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt 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 - Little Rock, Arkansas	SD	1.200			100,000	100,000	100,000	XXX
JP Morgan Chase Bank - Chicago, Illinois					341,642	341,568	1,077,429	XXX
US Bank - Atlanta, Georgia	SD	0.500			35,000	35,000	35,000	XXX
US Bank - St. Paul, MN - Oregon unrestricted					5,415	5,415	5,415	XXX
Wells Fargo - California - restricted	SD						50,000	XXX
0199999. Total Open Depositories	XXX	XXX	0	0	482,056	481,983	1,267,844	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	482,056	481,983	1,267,844	XXX
0599999. Total Cash	XXX	XXX	0	0	482,056	481,983	1,267,844	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....0 NAIC Company Code.....60025

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums collected		XXX	14,677,186	XXX	14,677,186
2. Earned premiums		XXX	14,677,186	XXX	XXX
3. Claims paid		XXX	14,911,332	XXX	14,911,332
4. Claims incurred		XXX	14,624,173	XXX	XXX
5. Reinsurance coverage and low income cost sharing - claims paid net of reimbursements applied (a)	XXX		XXX		0
6. Aggregate policy reserves - change		XXX	(287,159)	XXX	XXX
7. Expenses paid		XXX	217,745	XXX	217,745
8. Expenses incurred		XXX	273,095	XXX	XXX
9. Underwriting gain or loss	0	XXX	67,077	XXX	XXX
10. Cash flow results	XXX	XXX	XXX	XXX	(451,891)

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