95792201020100102 2010 Document Code: 201

# QUARTERLY STATEMENT

**AS OF June 30, 2010**

OF THE CONDITION AND AFFAIRS OF THE

# Windsor Health Plan, Inc.

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

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

Country of Domicile United States of America

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

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

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

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

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

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

Internet Web Site Address www.windsorhealthgroup.com

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

## OFFICERS

| Name | Title |
|---|---|
| Michael Bailey | President |
| Willis Jones | Secretary |
| | Treasurer |

## OTHERS

## DIRECTORS OR TRUSTEES

Phillip Hertik
Michael Bailey
Willis Jones

State of Tennessee
County of Williamson ss

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

| (Signature) | (Signature) | (Signature) |
|---|---|---|
| Michael Bailey | Willis Jones | |
| (Printed Name) | (Printed Name) | (Printed Name) |
| 1. | 2. | 3. |
| President | Secretary | Treasurer |
| (Title) | (Title) | (Title) |

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

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number
2. Date filed 08/13/2010
3. Number of pages attached

(Notary Public Signature)

# ASSETS

| | | Current Statement Date 1 Assets | 2 Nonadmitted Assets | 3 Net Admitted Assets (Cols. 1 - 2) | 4 December 31, Prior Year Net Admitted Assets |
|---|---|---|---|---|---|
| 1. | Bonds | 10,598,015 | | 10,598,015 | 10,709,111 |
| 2. | Stocks: | | | | |
| | 2.1 Preferred stocks | | | | |
| | 2.2 Common stocks | | | | |
| 3. | Mortgage loans on real estate: | | | | |
| | 3.1 First liens | | | | |
| | 3.2 Other than first liens | | | | |
| 4. | Real estate: | | | | |
| | 4.1 Properties occupied by the company (less $.....0 encumbrances) | | | | |
| | 4.2 Properties held for the production of income (less $.....0 encumbrances) | | | | |
| | 4.3 Properties held for sale (less $.....0 encumbrances) | | | | |
| 5. | Cash ($.....(4,093,253)), cash equivalents ($.....626,586) and short-term investments ($.....9,855,000) | 6,388,333 | | 6,388,333 | 23,883,555 |
| 6. | Contract loans (including $.....0 premium notes) | | | | |
| 7. | Derivatives | | | | |
| 8. | Other invested assets | | | | |
| 9. | Receivables for securities | | | | |
| 10. | Aggregate write-ins for invested assets | | | | |
| 11. | Subtotals, cash and invested assets (Lines 1 to 10) | 16,986,348 | | 16,986,348 | 34,592,666 |
| 12. | Title plants less $.....0 charged off (for Title insurers only) | | | | |
| 13. | Investment income due and accrued | 256,109 | | 256,109 | 260,716 |
| 14. | Premiums and considerations: | | | | |
| | 14.1 Uncollected premiums and agents' balances in the course of collection | 543,285 | 102,633 | 440,652 | 523,181 |
| | 14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums) | | | | |
| | 14.3 Accrued retrospective premiums | 56,038,293 | | 56,038,293 | 26,000,000 |
| 15. | Reinsurance: | | | | |
| | 15.1 Amounts recoverable from reinsurers | | | | |
| | 15.2 Funds held by or deposited with reinsured companies | | | | |
| | 15.3 Other amounts receivable under reinsurance contracts | | | | |
| 16. | Amounts receivable relating to uninsured plans | | | | |
| 17.1 | Current federal and foreign income tax recoverable and interest thereon | | | | |
| 17.2 | Net deferred tax asset | 1,733,975 | 781,940 | 952,035 | 952,034 |
| 18. | Guaranty funds receivable or on deposit | | | | |
| 19. | Electronic data processing equipment and software | | | | |
| 20. | Furniture and equipment, including health care delivery assets ($.....0) | | | | |
| 21. | Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 22. | Receivables from parent, subsidiaries and affiliates | | | | 1,137,281 |
| 23. | Health care ($.....6,041,764) and other amounts receivable | 6,721,434 | 580,623 | 6,140,811 | 3,507,004 |
| 24. | Aggregate write-ins for other than invested assets | 145,833 | 145,833 | | |
| 25. | Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24) | 82,425,277 | 1,611,029 | 80,814,248 | 66,972,882 |
| 26. | From Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | | |
| 27. | Total (Lines 25 and 26) | 82,425,277 | 1,611,029 | 80,814,248 | 66,972,882 |
| **DETAILS OF WRITE-INS** | | | | | |
| 1001. | 0 | | | | |
| 1002. | | | | | |
| 1003. | | | | | |
| 1098. | Summary of remaining write-ins for Line 10 from overflow page | | | | |
| 1099. | TOTALS (Lines 1001 through 1003 plus 1098) (Line 10 above) | | | | |
| 2401. | Prepaid Expenses | 145,833 | 145,833 | | |
| 2402. | | | | | |
| 2403. | | | | | |
| 2498. | Summary of remaining write-ins for Line 24 from overflow page | | | | |
| 2499. | TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above) | 145,833 | 145,833 | | |

# LIABILITIES, CAPITAL AND SURPLUS

| | | Current Period | | | Prior Year |
|---|---|---|---|---|---|
| | | 1<br>Covered | 2<br>Uncovered | 3<br>Total | 4<br>Total |
| 1. | Claims unpaid (less $.....0 reinsurance ceded) | 47,750,606 | | 47,750,606 | 36,674,211 |
| 2. | Accrued medical incentive pool and bonus amounts | | | | |
| 3. | Unpaid claims adjustment expenses | 900,426 | | 900,426 | 831,426 |
| 4. | Aggregate health policy reserves | 910,314 | | 910,314 | 1,797,959 |
| 5. | Aggregate life policy reserves | | | | |
| 6. | Property/casualty unearned premium reserve | | | | |
| 7. | Aggregate health claim reserves | | | | |
| 8. | Premiums received in advance | 674,720 | | 674,720 | |
| 9. | General expenses due or accrued | 226,593 | | 226,593 | 816,403 |
| 10.1 | Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses)) | | | | |
| 10.2 | Net deferred tax liability | | | | |
| 11. | Ceded reinsurance premiums payable | 2,828,029 | | 2,828,029 | |
| 12. | Amounts withheld or retained for the account of others | | | | |
| 13. | Remittances and items not allocated | | | | |
| 14. | Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current) | | | | |
| 15. | Amounts due to parent, subsidiaries and affiliates | 142,602 | | 142,602 | |
| 16. | Derivatives | | | | |
| 17. | Payable for securities | | | | |
| 18. | Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers) | | | | |
| 19. | Reinsurance in unauthorized companies | | | | |
| 20. | Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 21. | Liability for amounts held under uninsured plans | 4,402,403 | | 4,402,403 | 10,105,533 |
| 22. | Aggregate write-ins for other liabilities (including $.....0 current) | | | | |
| 23. | Total liabilities (Lines 1 to 22) | 57,835,693 | | 57,835,693 | 50,225,532 |
| 24. | Aggregate write-ins for special surplus funds | XXX | XXX | | |
| 25. | Common capital stock | XXX | XXX | 600,000 | 600,000 |
| 26. | Preferred capital stock | XXX | XXX | | |
| 27. | Gross paid in and contributed surplus | XXX | XXX | 102,521,962 | 102,521,962 |
| 28. | Surplus notes | XXX | XXX | 4,231,300 | 4,231,300 |
| 29. | Aggregate write-ins for other than special surplus funds | XXX | XXX | | |
| 30. | Unassigned funds (surplus) | XXX | XXX | (84,374,707) | (90,605,912) |
| 31. | Less treasury stock, at cost: | | | | |
| | 31.1 .....0 shares common (value included in Line 25 $.....0) | XXX | XXX | | |
| | 31.2 .....0 shares preferred (value included in Line 26 $.....0) | XXX | XXX | | |
| 32. | Total capital and surplus (Lines 24 to 30 minus Line 31) | XXX | XXX | 22,978,555 | 16,747,350 |
| 33. | Total Liabilities, capital and surplus (Lines 23 and 32) | XXX | XXX | 80,814,248 | 66,972,882 |
| **DETAILS OF WRITE-INS** | | | | | |
| 2201. | 0 | | | | |
| 2202. | | | | | |
| 2203. | | | | | |
| 2298. | Summary of remaining write-ins for Line 22 from overflow page | | | | |
| 2299. | TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above) | | | | |
| 2401. | | XXX | XXX | | |
| 2402. | | XXX | XXX | | |
| 2403. | | XXX | XXX | | |
| 2498. | Summary of remaining write-ins for Line 24 from overflow page | XXX | XXX | | |
| 2499. | TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above) | XXX | XXX | | |
| 2901. | 0 | XXX | XXX | | |
| 2902. | | XXX | XXX | | |
| 2903. | | XXX | XXX | | |
| 2998. | Summary of remaining write-ins for Line 29 from overflow page | XXX | XXX | | |
| 2999. | TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) | XXX | XXX | | |

# STATEMENT OF REVENUE AND EXPENSES

| | | Current Year To Date | | Prior Year To Date | Prior Year Ended December 31 |
|---|---|---|---|---|---|
| | | 1<br>Uncovered | 2<br>Total | 3<br>Total | 4<br>Total |
| 1. | Member Months | XXX | 447,099 | 302,741 | 615,750 |
| 2. | Net premium income (including $.....0 non-health premium income) | XXX | 207,781,625 | 182,137,832 | 364,856,687 |
| 3. | Change in unearned premium reserves and reserves for rate credits | XXX | | | |
| 4. | Fee-for-service (net of $.....0 medical expenses) | XXX | | | |
| 5. | Risk revenue | XXX | | | |
| 6. | Aggregate write-ins for other health care related revenues | XXX | | | |
| 7. | Aggregate write-ins for other non-health revenues | XXX | | | |
| 8. | Total revenues (Lines 2 to 7) | XXX | 207,781,625 | 182,137,832 | 364,856,687 |
| **Hospital and Medical:** | | | | | |
| 9. | Hospital/medical benefits | | 124,771,466 | 113,375,035 | 239,591,707 |
| 10. | Other professional services | | | | |
| 11. | Outside referrals | | 7,252,079 | 9,892,105 | 18,676,744 |
| 12. | Emergency room and out-of-area | | 3,049,713 | 2,743,273 | 5,885,554 |
| 13. | Prescription drugs | | 33,544,533 | 27,581,253 | 46,160,866 |
| 14. | Aggregate write-ins for other hospital and medical | | | | |
| 15. | Incentive pool, withhold adjustments and bonus amounts | | 224,349 | 31,660 | 451,741 |
| 16. | Subtotal (Lines 9 to 15) | | 168,842,140 | 153,623,326 | 310,766,612 |
| **Less:** | | | | | |
| 17. | Net reinsurance recoveries | | | 125,159 | 197,293 |
| 18. | Total hospital and medical (Lines 16 minus 17) | | 168,842,140 | 153,498,167 | 310,569,319 |
| 19. | Non-health claims (net) | | | | |
| 20. | Claims adjustment expenses, including $.....103,855 cost containment expenses | | 172,855 | (201,132) | 249,825 |
| 21. | General administrative expenses | | 33,033,128 | 25,988,605 | 53,110,668 |
| 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) | | 202,048,123 | 179,285,640 | 363,929,812 |
| 24. | Net underwriting gain or (loss) (Lines 8 minus 23) | XXX | 5,733,502 | 2,852,192 | 926,875 |
| 25. | Net investment income earned | | 259,195 | 290,554 | 669,806 |
| 26. | Net realized capital gains (losses) less capital gains tax of $.....0 | | | | |
| 27. | Net investment gains or (losses) (Lines 25 plus 26) | | 259,195 | 290,554 | 669,806 |
| 28. | Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)] | | | | |
| 29. | Aggregate write-ins for other income or expenses | | | | |
| 30. | Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) | XXX | 5,992,697 | 3,142,746 | 1,596,681 |
| 31. | Federal and foreign income taxes incurred | XXX | | | |
| 32. | Net income (loss) (Lines 30 minus 31) | XXX | 5,992,697 | 3,142,746 | 1,596,681 |
| **DETAILS OF WRITE-INS** | | | | | |
| 0601. | | XXX | | | |
| 0602. | | XXX | | | |
| 0603. | | XXX | | | |
| 0698. | Summary of remaining write-ins for Line 6 from overflow page | XXX | | | |
| 0699. | TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) | XXX | | | |
| 0701. | | XXX | | | |
| 0702. | | XXX | | | |
| 0703. | | XXX | | | |
| 0798. | Summary of remaining write-ins for Line 7 from overflow page | XXX | | | |
| 0799. | TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) | XXX | | | |
| 1401. | | | | | |
| 1402. | | | | | |
| 1403. | | | | | |
| 1498. | Summary of remaining write-ins for Line 14 from overflow page | | | | |
| 1499. | TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) | | | | |
| 2901. | | | | | |
| 2902. | | | | | |
| 2903. | | | | | |
| 2998. | Summary of remaining write-ins for Line 29 from overflow page | | | | |
| 2999. | TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) | | | | |

# STATEMENT OF REVENUE AND EXPENSES (Continued)

| | | 1<br>Current Year<br>To Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year<br>Ended<br>December 31 |
|---|---|---|---|---|
| | **CAPITAL & SURPLUS ACCOUNT** | | | |
| 33. | Capital and surplus prior reporting year | 16,747,350 | (619,485) | (619,485) |
| 34. | Net income or (loss) from Line 32 | 5,992,697 | 3,142,746 | 1,596,681 |
| 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 | | | (596,232) |
| 39. | Change in nonadmitted assets | 238,506 | 563,392 | 3,963,753 |
| 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 | | | 500,000 |
| | 44.2 Transferred from surplus (Stock Dividend) | | | |
| | 44.3 Transferred to surplus | | | |
| 45. | Surplus adjustments: | | | |
| | 45.1 Paid in | | 11,300,000 | 11,800,000 |
| | 45.2 Transferred to capital (Stock Dividend) | | | |
| | 45.3 Transferred from capital | | | |
| 46. | Dividends to stockholders | | | |
| 47. | Aggregate write-ins for gains or (losses) in surplus | | (1,847,367) | 102,633 |
| 48. | Net change in capital and surplus (Lines 34 to 47) | 6,231,203 | 13,158,771 | 17,366,835 |
| 49. | Capital and surplus end of reporting period (Line 33 plus 48) | 22,978,553 | 12,539,286 | 16,747,350 |
| **DETAILS OF WRITE-INS** | | | | |
| 4701. | Prior year statutory adjustment on IBNR | | (2,000,000) | |
| 4702. | Allowance for Uncollectible Member Premium - change | | 152,633 | 102,633 |
| 4703. | | | | |
| 4798. | Summary of remaining write-ins for Line 47 from overflow page | | | |
| 4799. | TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) | | (1,847,367) | 102,633 |

# CASH FLOW

| | | 1<br>Current<br>Year<br>To Date | 2<br>Prior<br>Year<br>To Date | 3<br>Prior<br>Year Ended<br>December 31 |
|---|---|---|---|---|
| | **Cash from Operations** | | | |
| 1. | Premiums collected net of reinsurance | 180,440,965 | 169,445,526 | 343,592,964 |
| 2. | Net investment income | 413,317 | 770,497 | 698,811 |
| 3. | Miscellaneous income | | | |
| 4. | Total (Lines 1 to 3) | 180,854,282 | 170,216,023 | 344,291,775 |
| 5. | Benefit and loss related payments | 160,574,048 | 152,640,020 | 298,544,704 |
| 6. | Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | |
| 7. | Commissions, expenses paid and aggregate write-ins for deductions | 39,429,923 | 21,174,137 | 70,753,336 |
| 8. | Dividends paid to policyholders | | | |
| 9. | Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses) | | (1,596,038) | (1,596,024) |
| 10. | Total (Lines 5 through 9) | 200,003,971 | 172,218,119 | 367,702,016 |
| 11. | Net cash from operations (Line 4 minus Line 10) | (19,149,689) | (2,002,096) | (23,410,241) |
| | **Cash from Investments** | | | |
| 12. | Proceeds from investments sold, matured or repaid: | | | |
| | 12.1 Bonds | 1,105,000 | 500,000 | 2,440,000 |
| | 12.2 Stocks | | | |
| | 12.3 Mortgage loans | | | |
| | 12.4 Real estate | | | |
| | 12.5 Other invested assets | | | |
| | 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments | | | |
| | 12.7 Miscellaneous proceeds | | | |
| | 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 1,105,000 | 500,000 | 2,440,000 |
| 13. | Cost of investments acquired (long-term only): | | | |
| | 13.1 Bonds | 1,143,416 | 526,250 | 7,417,359 |
| | 13.2 Stocks | | | |
| | 13.3 Mortgage loans | | | |
| | 13.4 Real estate | | | |
| | 13.5 Other invested assets | | | |
| | 13.6 Miscellaneous applications | | | |
| | 13.7 Total investments acquired (Lines 13.1 to 13.6) | 1,143,416 | 526,250 | 7,417,359 |
| 14. | Net increase (or decrease) in contract loans and premium notes | | | |
| 15. | Net cash from investments (Line 12.8 minus Lines 13.7 and 14) | (38,416) | (26,250) | (4,977,359) |
| | **Cash from Financing and Miscellaneous Sources** | | | |
| 16. | Cash provided (applied): | | | |
| | 16.1 Surplus notes, capital notes | | | |
| | 16.2 Capital and paid in surplus, less treasury stock | | 11,300,000 | 12,300,000 |
| | 16.3 Borrowed funds | | | |
| | 16.4 Net deposits on deposit-type contracts and other insurance liabilities | | | |
| | 16.5 Dividends to stockholders | | | |
| | 16.6 Other cash provided (applied) | 1,692,883 | (3,919,988) | 879,539 |
| 17. | Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) | 1,692,883 | 7,380,012 | 13,179,539 |
| | **RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS** | | | |
| 18. | Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) | (17,495,222) | 5,351,666 | (15,208,061) |
| 19. | Cash, cash equivalents and short-term investments: | | | |
| | 19.1 Beginning of year | 23,883,555 | 39,091,616 | 39,091,616 |
| | 19.2 End of period (Line 18 plus Line 19.1) | 6,388,333 | 44,443,282 | 23,883,555 |

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

| | | | | |
|---|---|---|---|---|
| 20.0001 | | | | |

# EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

| | 1 | Comprehensive (Hospital & Medical) | | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | 2 | 3 | | | | | | | |
| | Total | Individual | Group | Medicare Supplement | Vision Only | Dental Only | Federal Employees Health Benefit Plan | Title XVIII Medicare | Title XIX Medicaid | Other |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 53,281 | | | | | | | 28,447 | | 24,834 |
| 2. First Quarter | 73,813 | | | | | | | 30,785 | | 43,028 |
| 3. Second Quarter | 75,762 | | | | | | | 31,336 | | 44,426 |
| 4. Third Quarter | | | | | | | | | | |
| 5. Current Year | | | | | | | | | | |
| 6. Current Year Member Months | 447,099 | | | | | | | 186,169 | | 260,930 |
| Total Member Ambulatory Encounters for Period: | | | | | | | | | | |
| 7. Physician | 433,985 | | | | | | | 433,985 | | |
| 8. Non-Physician | 53,788 | | | | | | | 53,788 | | |
| 9. Total | 487,773 | | | | | | | 487,773 | | |
| 10. Hospital Patient Days Incurred | 43,195 | | | | | | | 43,195 | | |
| 11. Number of Inpatient Admissions | 5,958 | | | | | | | 5,958 | | |
| 12. Health Premiums Written (a) | 207,781,625 | | | | | | | 185,371,981 | | 22,409,644 |
| 13. Life Premiums Direct | | | | | | | | | | |
| 14. Property/Casualty Premiums Written | | | | | | | | | | |
| 15. Health Premiums Earned | 207,781,625 | | | | | | | 185,371,981 | | 22,409,644 |
| 16. Property/Casualty Premiums Earned | | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 168,842,140 | | | | | | | 150,624,073 | | 18,218,067 |
| 18. Amount Incurred for Provision of Health Care Services | 168,842,140 | | | | | | | 150,624,073 | | 18,218,067 |

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....185,371,981.

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

**Aging Analysis of Unpaid Claims**

| 1<br>Account | 2<br>1 - 30 Days | 3<br>31 - 60 Days | 4<br>61 - 90 Days | 5<br>91 - 120 days | 6<br>Over 120 Days | 7<br>Total |
|---|---|---|---|---|---|---|
| **Individually Listed Claims Unpaid** | | | | | | |
| PBM Pharmacy Claims | 14,653,318 | | | | | 14,653,318 |
| Ancillary Claims | 433,084 | | | | | 433,084 |
| | | | | | | |
| | | | | | | |
| 0199999 Individually Listed Claims Unpaid | 15,086,402 | | | | | 15,086,402 |
| 0299999 Aggregate Accounts Not Individually Listed - Uncovered | | | | | | |
| 0399999 Aggregate Accounts Not Individually Listed - Covered | | | | | | |
| 0499999 Subtotals | 15,086,402 | | | | | 15,086,402 |
| 0599999 Unreported claims and other claim reserves | | | | | | 32,664,205 |
| 0699999 Total Amounts Withheld | | | | | | |
| 0799999 Total Claims Unpaid | | | | | | 47,750,607 |
| 0899999 Accrued Medical Incentive Pool And Bonus Amounts | | | | | | |

# UNDERWRITING AND INVESTMENT EXHIBIT

## ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

| Line of Business | Claims Paid Year to Date | | Liability End of Current Quarter | | 5 | 6 |
|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | | |
| | On Claims Incurred Prior to January 1 of Current Year | On Claims Incurred During the Year | On Claims Unpaid Dec.31 of Prior Year | On Claims Incurred During the Year | Claims Incurred in Prior Years (Columns 1+3) | Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year |
| 1. Comprehensive (hospital & medical) | | | | | | |
| 2. Medicare Supplement | | | | | | |
| 3. Dental only | | | | | | |
| 4. Vision only | | | | | | |
| 5. Federal Employees Health Benefits Plan | | | | | | |
| 6. Title XVIII - Medicare | 30,990,966 | 111,745,511 | 385,560 | 38,367,811 | 31,376,526 | 34,053,061 |
| 7. Title XIX - Medicaid | | | | | | |
| 8. Other health | 2,261,150 | 18,529,706 | | 8,997,235 | 2,261,150 | 2,621,150 |
| 9. Health subtotal (Lines 1 to 8) | 33,252,116 | 130,275,217 | 385,560 | 47,365,046 | 33,637,676 | 36,674,211 |
| 10. Healthcare receivables (a) | 2,448,232 | | 655,622 | 5,386,142 | 3,103,854 | 3,048,408 |
| 11. Other non-health | | | | | | |
| 12. Medical incentive pools and bonus amounts | 120,182 | 104,167 | | | 120,182 | |
| 13. Totals | 30,924,066 | 130,379,384 | (270,062) | 41,978,904 | 30,654,004 | 33,625,803 |

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

# Notes to Financial Statement

Note 1 - Summary of Significant Accounting Policies

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

The Company, with the explicit permission of the Commissioner of Insurance of the State of Tennessee, excludes the reinsurance agreement from all statutory filings and supplemental schedules. A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Tennessee is shown below.

| | State of Domicile | 2010 |
|---|---|---|
| (1) Net Income Tennessee state basis | TN | $ 5,992,697 |
| (2) State Prescribed Practices (Income): Ceded Premiums | TN | $ 92,442,420 |
| (3) State Permitted Practices (Income): Net Reinsurance Recoveries | TN | $(75,613,828) |
| (4) State Permitted Practices (Income): Ceding Commission | TN | $(14,000,563) |
| (5) State Permitted Practices (Income): Administrative Expenses | TN | $ (2,828,029) |
| (6) Net Income, NAIC SAP | TN | $ 5,992,697 |
| (6) Statutory Surplus Tennessee basis | TN | $ 22,978,555 |
| (7) State Permitted Practices (Surplus): Amounts recoverable from reinsurers | TN | $ 19,175,417 |
| (8) State Permitted Practices (Surplus): Reinsurance Ceded for "Claims Unpaid" | TN | $(19,175,417) |
| (9) Statutory Surplus, NAIC SAP | TN | $ 22,978,555 |

Note 2 - No Change

Note 3 - No Change

Note 4 - No Change

Note 5D - Loan-Backed Securities

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

| Bonds | Amortized Cost | Unrealized Gain | Unrealized Loss | Fair Value |
|---|---|---|---|---|
| Mortgage-backed securities | $ 10,598,015 | $ 57,440 | - | $ 10,655,455 |

Note 6 - No Change

Note 7 - No Change

Note 8 - No Change

Note 9 - No Change

Note 10 - No Change

Note 11 - No Change

Note 12 - No Change

Note 13 - No Change

Note 14 - No Change

Note 15 - No Change

Note 16 - No Change

Note 17 - No Change

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

Note 18 - No Change

Note 19 - No Change

Note 20 - No change

Note 21 - Subsequent Events

# Notes to Financial Statement

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

Based on health conditions of its members, the Company's Medicare Advantage premium revenue is subject to adjustment. The process for adjusting premiums is referred to as the Centers for Medicare and Medicaid Services (CMS) risk adjustment payment methodology. As of June 30, 2010, the Company has recorded an estimated CMS risk adjustment receivable of $56 million (as shown on assets page under accrued retrospective premiums). During July 2010, the Company received payments from CMS totaling $47.5 million which equals the amount recorded for the final 2009 risk payment and the first risk payment for 2010. Payment for the remaining receivable of $8.5 million is expected from CMS during the third quarter of 2011, as it relates to the 2010 end of year risk adjustment process.

Note 22 - No Change

Note 23 - No Change

Note 24 Change in Incurred Claims and Claim Adjustment Expense

Reserves as of December 31, 2009 were $36.7 million. As of June 30, 2010, $36.9 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $0.2 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $0.4 million unfavorable prior year development since December 31, 2009 to June 30, 2010. The change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Note 25 - No Change

Note 26 - No Change

Note 27 - No Change

Note 28 - No Change

Note 29 - No Change

Note 30 - No Change

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[X] No[ ]
1.2 If yes, has the report been filed with the domiciliary state? Yes[X] No[ ] N/A[ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[ ] No[X]
2.2 If yes, date of change: .....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[ ] No[X]
If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[X]
4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

| 1<br>Name of Entity | 2<br>NAIC Company Code | 3<br>State of Domicile |
|---|---|---|
| | | |

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/03/2008
6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008
6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/25/2010
6.4 By what department or departments?
Tennessee Department of Insurance
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[X] No[ ] N/A[ ]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[ ] No[X]
7.2 If yes, give full information

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

| 1<br>Affiliate Name | 2<br>Location (City, State) | 3<br>FRB | 4<br>OCC | 5<br>OTS | 6<br>FDIC | 7<br>SEC |
|---|---|---|---|---|---|---|
| | | Yes[ ] No[X] | Yes[ ] No[X] | Yes[ ] No[X] | Yes[ ] No[X] | Yes[ ] No[X] |

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
9.11 If the response to 9.1 is No, please explain:
9.2 Has the code of ethics for senior managers been amended? Yes[ ] No[X]
9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

### FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[ ] No[X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

### INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]
11.2 If yes, give full and complete information relating thereto:

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

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

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

# GENERAL INTERROGATORIES (Continued)

## INVESTMENT

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]
16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

| 1<br>Name of Custodian(s) | 2<br>Custodian Address |
|---|---|
| Bank of America | Atlanta, Georgia |
| Regions Morgan Keegan | Nashville, Tennessee |
| Regions Morgan Keegan | Little Rock, Arkansas |
| Pinnacle National Bank | Nashville, Tennessee |
| | |

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<br>Name(s) | 2<br>Location(s) | 3<br>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<br>Old Custodian | 2<br>New Custodian | 3<br>Date<br>of Change | 4<br>Reason |
|---|---|---|---|
| | | | |

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

| 1<br>Central Registration<br>Depository | 2<br>Name(s) | 3<br>Address |
|---|---|---|
| | | |

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]
17.2 If no, list exceptions:

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent ..... 81%
   1.2 A&H cost containment percent ..... 0%
   1.3 A&H expense percent excluding cost containment expenses ..... 16%

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

# SCHEDULE S - CEDED REINSURANCE

## Showing All New Reinsurance Treaties - Current Year to Date

| 1<br>NAIC<br>Company<br>Code | 2<br>Federal<br>ID<br>Number | 3<br>Effective<br>Date | 4<br>Name of Reinsurer | 5<br>Location | 6<br>Type of<br>Reinsurance<br>Ceded | 7<br>Is Insurer<br>Authorized?<br>(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 | 4,670,911 | 2,792,319 | | | | | 7,463,230 | |
| 2. | Alaska (AK) | N | | | | | | | | |
| 3. | Arizona (AZ) | N | | | | | | | | |
| 4. | Arkansas (AR) | L | 989,300 | 32,147,378 | | | | | 33,136,678 | |
| 5. | California (CA) | N | | | | | | | | |
| 6. | Colorado (CO) | N | | | | | | | | |
| 7. | Connecticut (CT) | N | | | | | | | | |
| 8. | Delaware (DE) | N | | | | | | | | |
| 9. | District of Columbia (DC) | N | | | | | | | | |
| 10. | Florida (FL) | N | | | | | | | | |
| 11. | Georgia (GA) | N | | | | | | | | |
| 12. | Hawaii (HI) | N | | | | | | | | |
| 13. | Idaho (ID) | N | | | | | | | | |
| 14. | Illinois (IL) | N | | | | | | | | |
| 15. | Indiana (IN) | N | | | | | | | | |
| 16. | Iowa (IA) | N | | | | | | | | |
| 17. | Kansas (KS) | N | | | | | | | | |
| 18. | Kentucky (KY) | N | | | | | | | | |
| 19. | Louisiana (LA) | N | | | | | | | | |
| 20. | Maine (ME) | N | | | | | | | | |
| 21. | Maryland (MD) | N | | | | | | | | |
| 22. | Massachusetts (MA) | N | | | | | | | | |
| 23. | Michigan (MI) | N | | | | | | | | |
| 24. | Minnesota (MN) | N | | | | | | | | |
| 25. | Mississippi (MS) | L | 4,762,917 | 62,454,675 | | | | | 67,217,592 | |
| 26. | Missouri (MO) | N | | | | | | | | |
| 27. | Montana (MT) | N | | | | | | | | |
| 28. | Nebraska (NE) | N | | | | | | | | |
| 29. | Nevada (NV) | N | | | | | | | | |
| 30. | New Hampshire (NH) | N | | | | | | | | |
| 31. | New Jersey (NJ) | N | | | | | | | | |
| 32. | New Mexico (NM) | N | | | | | | | | |
| 33. | New York (NY) | N | | | | | | | | |
| 34. | North Carolina (NC) | N | | | | | | | | |
| 35. | North Dakota (ND) | N | | | | | | | | |
| 36. | Ohio (OH) | N | | | | | | | | |
| 37. | Oklahoma (OK) | N | | | | | | | | |
| 38. | Oregon (OR) | N | | | | | | | | |
| 39. | Pennsylvania (PA) | N | | | | | | | | |
| 40. | Rhode Island (RI) | N | | | | | | | | |
| 41. | South Carolina (SC) | L | 3,928,216 | 9,707,016 | | | | | 13,635,232 | |
| 42. | South Dakota (SD) | N | | | | | | | | |
| 43. | Tennessee (TN) | L | 8,058,300 | 78,270,593 | | | | | 86,328,893 | |
| 44. | Texas (TX) | N | | | | | | | | |
| 45. | Utah (UT) | N | | | | | | | | |
| 46. | Vermont (VT) | N | | | | | | | | |
| 47. | Virginia (VA) | N | | | | | | | | |
| 48. | Washington (WA) | N | | | | | | | | |
| 49. | West Virginia (WV) | N | | | | | | | | |
| 50. | Wisconsin (WI) | N | | | | | | | | |
| 51. | Wyoming (WY) | N | | | | | | | | |
| 52. | American Samoa (AS) | N | | | | | | | | |
| 53. | Guam (GU) | N | | | | | | | | |
| 54. | Puerto Rico (PR) | N | | | | | | | | |
| 55. | U.S. Virgin Islands (VI) | N | | | | | | | | |
| 56. | Northern Mariana Islands (MP) | N | | | | | | | | |
| 57. | Canada (CN) | N | | | | | | | | |
| 58. | Aggregate other alien (OT) | XXX | | | | | | | | |
| 59. | Subtotal | XXX | 22,409,644 | 185,371,981 | | | | | 207,781,625 | |
| 60. | Reporting entity contributions for Employee Benefit Plans | XXX | | | | | | | | |
| 61. | Total (Direct Business) | (a) 5 | 22,409,644 | 185,371,981 | | | | | 207,781,625 | |
| **DETAILS OF WRITE-INS** | | | | | | | | | | |
| 5801. | | XXX | | | | | | | | |
| 5802. | | XXX | | | | | | | | |
| 5803. | | XXX | | | | | | | | |
| 5898. | Summary of remaining write-ins for Line 58 from overflow page | XXX | | | | | | | | |
| 5899. | TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) | XXX | | | | | | | | |

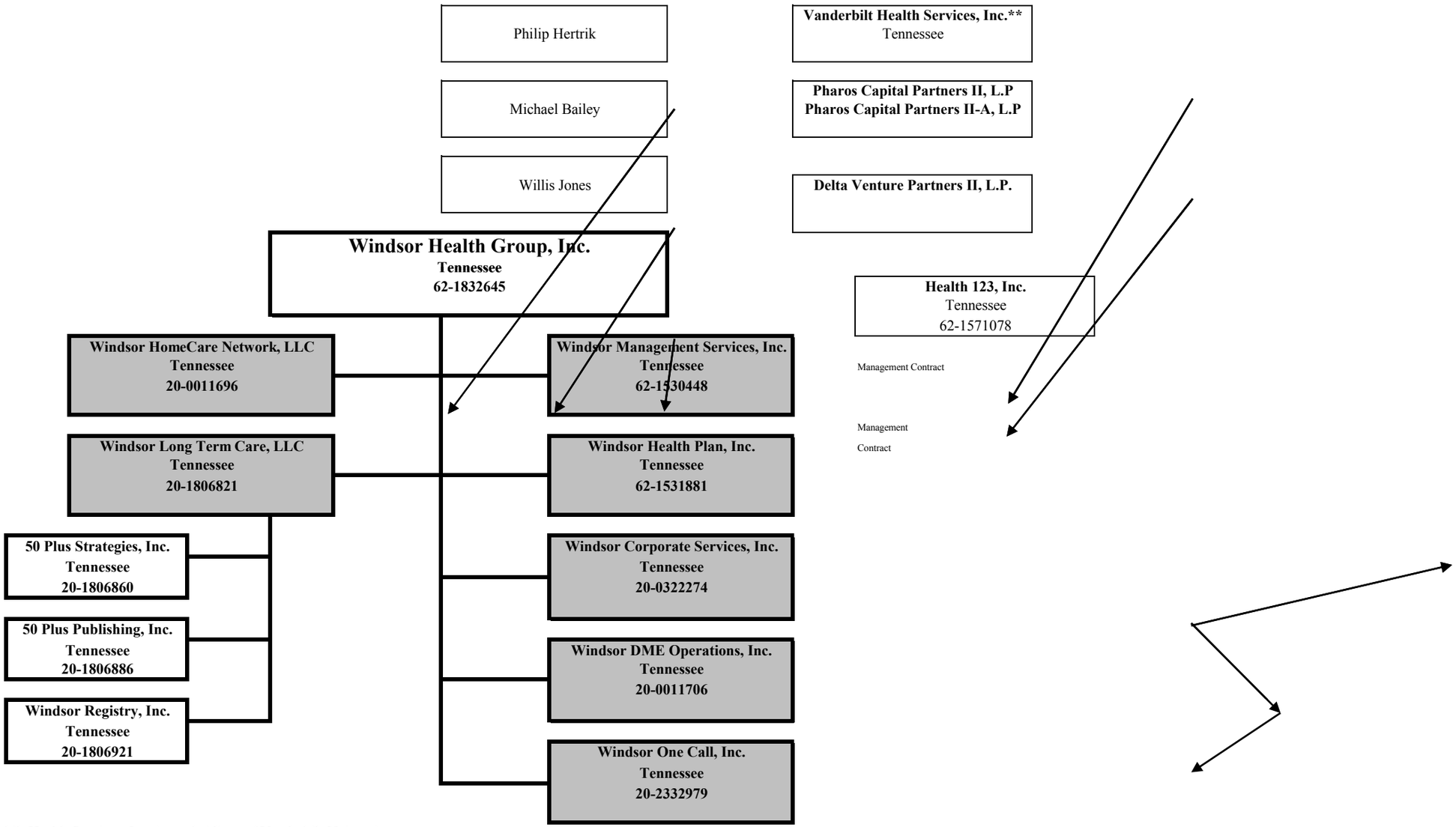
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

## MEMBERS OF A HOLDING COMPANY GROUP

## PART 1 - ORGANIZATIONAL CHART




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

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

| | RESPONSE |
|---|---|
| 1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? | Yes |

Explanations:

Bar Codes:

## OVERFLOW PAGE FOR WRITE-INS

# SCHEDULE A - VERIFICATION

**Real Estate**

NONE

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book/adjusted carrying value, December 31 of prior year | | |
| 2. | Cost of acquired | | |
| | 2.1 Actual cost at time of acquisition | | |
| | 2.2 Additional investment made after acquisition | | |
| 3. | Current year change in encumbrances | | |
| 4. | Total gain (loss) on disposals | | |
| 5. | Deduct amounts received on disposals | | |
| 6. | Total foreign exchange change in book/adjusted carrying va | | |
| 7. | Deduct current year's other than temporary impairment recognized | | |
| 8. | Deduct current year's depreciation | | |
| 9. | Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8 ) | | |
| 10. | Deduct total nonadmitted amounts | | |
| 11. | Statement value at end of current period (Line 9 minus Line 10) | | |

# SCHEDULE B - VERIFICATION

**Mortgage Loans**

NONE

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book value/recorded investment excluding accrued interest, December 31 of prior year | | |
| 2. | Cost of acquired: | | |
| | 2.1 Actual cost at time of acquisition | | |
| | 2.2 Additional investment made after acquisition | | |
| 3. | Capitalized deferred interest and other | | |
| 4. | Accrual of discount | | |
| 5. | Unrealized valuation increase (decrease) | | |
| 6. | Total gain (loss) on disposals | | |
| 7. | Deduct amounts received on disposals | | |
| 8. | Deduct amortization of premium and mortgage interest poin | | |
| 9. | Total foreign exchange change in book value/recorded inve | | |
| 10. | Deduct current year's other than temporary impairment recognized | | |
| 11. | Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) | | |
| 12. | Total valuation allowance | | |
| 13. | Subtotal (Line 11 plus Line 12) | | |
| 14. | Deduct total nonadmitted amounts | | |
| 15. | Statement value at end of current period (Line 13 minus Line 14) | | |

# SCHEDULE BA - VERIFICATION

**Other Long-Term Invested Assets**

NONE

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book/adjusted carrying value, December 31 of prior year | | |
| 2. | Cost of acquired: | | |
| | 2.1 Actual cost at time of acquisition | | |
| | 2.2 Additional investment made after acquisition | | |
| 3. | Capitalized deferred interest and other | | |
| 4. | Accrual of discount | | |
| 5. | Unrealized valuation increase (decrease) | | |
| 6. | Total gain (loss) on disposals | | |
| 7. | Deduct amounts received on disposals | | |
| 8. | Deduct amortization of premium and depreciation | | |
| 9. | Total foreign exchange change in book/adjusted carrying value | | |
| 10. | Deduct current year's other than temporary impairment recognized | | |
| 11. | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) | | |
| 12. | Deduct total nonadmitted amounts | | |
| 13. | Statement value at end of current period (Line 11 minus Line 12) | | |

# SCHEDULE D - VERIFICATION

**Bonds and Stocks**

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book/adjusted carrying value of bonds and stocks, December 31 of prior year | 10,709,111 | 5,925,129 |
| 2. | Cost of bonds and stocks acquired | 1,143,416 | 7,417,359 |
| 3. | Accrual of discount | | |
| 4. | Unrealized valuation increase (decrease) | | |
| 5. | Total gain (loss) on disposals | | |
| 6. | Deduct consideration for bonds and stocks disposed of | 1,105,000 | 2,440,000 |
| 7. | Deduct amortization of premium | 149,512 | 193,377 |
| 8. | Total foreign exchange change in book/adjusted carrying value | | |
| 9. | Deduct current year's other than temporary impairment recognized | | |
| 10. | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 10,598,015 | 10,709,111 |
| 11. | Deduct total nonadmitted amounts | | |
| 12. | Statement value at end of current period (Line 10 minus Line 11) | 10,598,015 | 10,709,111 |

# SCHEDULE D - PART 1B

## Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

| | 1<br>Book/Adjusted Carrying Value Beginning of Current Quarter | 2<br>Acquisitions During Current Quarter | 3<br>Dispositions During Current Quarter | 4<br>Non-Trading Activity During Current Quarter | 5<br>Book/Adjusted Carrying Value End of First Quarter | 6<br>Book/Adjusted Carrying Value End of Second Quarter | 7<br>Book/Adjusted Carrying Value End of Third Quarter | 8<br>Book/Adjusted Carrying Value December 31 Prior Year |
|---|---|---|---|---|---|---|---|---|
| **BONDS** | | | | | | | | |
| 1. Class 1 (a) | 21,183,223 | 1,599,226,790 | 1,599,883,000 | (73,998) | 21,183,223 | 20,453,015 | | 36,708,111 |
| 2. Class 2 (a) | | | | | | | | |
| 3. Class 3 (a) | | | | | | | | |
| 4. Class 4 (a) | | | | | | | | |
| 5. Class 5 (a) | | | | | | | | |
| 6. Class 6 (a) | | | | | | | | |
| 7. Total Bonds | 21,183,223 | 1,599,226,790 | 1,599,883,000 | (73,998) | 21,183,223 | 20,453,015 | | 36,708,111 |
| **PREFERRED STOCK** | | | | | | | | |
| 8. Class 1 | | | | | | | | |
| 9. Class 2 | | | | | | | | |
| 10. Class 3 | | | | | | | | |
| 11. Class 4 | | | | | | | | |
| 12. Class 5 | | | | | | | | |
| 13. Class 6 | | | | | | | | |
| 14. Total Preferred Stock | | | | | | | | |
| 15. Total Bonds & Preferred Stock | 21,183,223 | 1,599,226,790 | 1,599,883,000 | (73,998) | 21,183,223 | 20,453,015 | | 36,708,111 |

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

# SCHEDULE DA - PART 1

**Short - Term Investments**

| | 1<br>Book/Adjusted Carrying Value | 2<br>Par Value | 3<br>Actual Cost | 4<br>Interest Collected Year To Date | 5<br>Paid for Accrued Interest Year To Date |
|---|---|---|---|---|---|
| 9199999. Totals | 9,855,000 | X X X | 9,855,000 | 96,465 | |

# SCHEDULE DA - Verification

**Short-Term Investments**

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book/adjusted carrying value, December 31 of prior year | 25,999,000 | 6,427,178 |
| 2. | Cost of short-term investments acquired | 3,254,981,000 | 25,999,000 |
| 3. | Accrual of discount | | |
| 4. | Unrealized valuation increase (decrease) | | |
| 5. | Total gain (loss) on disposals | | |
| 6. | Deduct consideration received on disposals | 3,271,125,000 | 6,427,178 |
| 7. | Deduct amortization of premium | | |
| 8. | Total foreign exchange change in book/adjusted carrying value | | |
| 9. | Deduct current year's other than temporary impairment recognized | | |
| 10. | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 9,855,000 | 25,999,000 |
| 11. | Deduct total nonadmitted amounts | | |
| 12. | Statement value at end of current period (Line 10 minus Line 11) | 9,855,000 | 25,999,000 |

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

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

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

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

SI07 Schedule DB - Verification . . . . . NONE

# SCHEDULE E - Verification

**(Cash Equivalents)**

| | | 1<br>Year To Date | 2<br>Prior Year Ended December 31 |
|---|---|---|---|
| 1. | Book/adjusted carrying value, December 31 of prior year | 626,265 | 7,307,094 |
| 2. | Cost of cash equivalents acquired | 321 | 43,380 |
| 3. | Accrual of discount | | |
| 4. | Unrealized valuation increase (decrease) | | |
| 5. | Total gain (loss) on disposals | | |
| 6. | Deduct consideration received on disposals | | 6,724,209 |
| 7. | Deduct amortization of premium | | |
| 8. | Total foreign exchange change in book/adjusted carrying value | | |
| 9. | Deduct current year's other than temporary impairment recognized | | |
| 10. | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 626,586 | 626,265 |
| 11. | Deduct total nonadmitted amounts | | |
| 12. | Statement value at end of current period (Line 10 minus Line 11) | 626,586 | 626,265 |

**E01 Schedule A Part 2 . . . . . NONE**

**E01 Schedule A Part 3 . . . . . NONE**

**E02 Schedule B Part 2 . . . . . NONE**

**E02 Schedule B Part 3 . . . . . NONE**

**E03 Schedule BA Part 2 . . . . . NONE**

**E03 Schedule BA Part 3 . . . . . NONE**

# SCHEDULE D - PART 3

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

| 1<br>CUSIP Identification | 2<br>Description | 3<br>Foreign | 4<br>Date Acquired | 5<br>Name of Vendor | 6<br>Number of Shares of Stock | 7<br>Actual Cost | 8<br>Par Value | 9<br>Paid for Accrued Interest and Dividends | 10<br>NAIC Designation or Market Indicator (a) |
|---|---|---|---|---|---|---|---|---|---|
| **Bonds - U.S. Governments** | | | | | | | | | |
| 3133XWNB1 | Federal Home Loan Bank | | 06/15/2010 | Regions Morgan Keegan | X X X | 313,790 | 305,000.00 | 73 | 1 |
| 3133XWNB1 | Federal Home Loan Bank | | 06/16/2010 | Regions Morgan Keegan | X X X | 309,000 | 300,000.00 | 96 | 1 |
| 0399999 Subtotal - Bonds - U.S. Governments | | | | | X X X | 622,790 | 605,000.00 | 169 | X X X |
| 8399997 Subtotal - Bonds - Part 3 | | | | | X X X | 622,790 | 605,000.00 | 169 | X X X |
| 8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly) | | | | | X X X | X X X | X X X | X X X | X X X |
| 8399999 Subtotal - Bonds | | | | | X X X | 622,790 | 605,000.00 | 169 | X X X |
| 8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly) | | | | | X X X | X X X | X X X | X X X | X X X |
| 9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly) | | | | | X X X | X X X | X X X | X X X | X X X |
| 9899999 Subtotal - Preferred and Common Stocks | | | | | X X X | | X X X | | X X X |
| 9999999 Total - Bonds, Preferred and Common Stocks | | | | | X X X | 622,790 | X X X | 169 | X X X |

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

# SCHEDULE D - PART 4

## Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of During the Current Quarter

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change in Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | |
| CUSIP Identification | Description | Foreign | Disposal Date | Name of Purchaser | Number of Shares of Stock | Consideration | Par Value | Actual Cost | Prior Year Book/ Adjusted Carrying Value | Unrealized Valuation Increase/ (Decrease) | Current Year's (Amortization)/ Accretion | Current Year's Other Than Temporary Impairment Recognized | Total Change in B./A.C.V. (11 + 12 - 13) | Total Foreign Exchange Change in B./A.C.V. | Book/ Adjusted Carrying Value at Disposal Date | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal | Bond Interest/ Stock Dividends Received During Year | Maturity Date | NAIC Designation or Market Indicator (a) |
| **Bonds - U.S. Governments** | | | | | | | | | | | | | | | | | | | | | |
| 3133XC4F7 | Federal Home Loan Bank | | 06/15/2010 | Matured | XXX | 305,000 | 305,000.00 | 317,127 | 307,523 | (2,523) | | | (2,523) | | 305,000 | | | | 6,710 | 06/15/2010 | 1 |
| 31359MFS7 | Federal National Mortgage Association | | 06/15/2010 | Matured | XXX | 300,000 | 300,000.00 | 331,055 | 306,445 | (6,445) | | | (6,445) | | 300,000 | | | | 10,688 | 06/15/2010 | 1 |
| 0399999 Subtotal - Bonds - U.S. Governments | | | | | XXX | 605,000 | 605,000.00 | 648,182 | 613,968 | (8,968) | | | (8,968) | | 605,000 | | | | 17,398 | XXX | XXX |
| 8399997 Subtotal - Bonds - Part 4 | | | | | XXX | 605,000 | 605,000.00 | 648,182 | 613,968 | (8,968) | | | (8,968) | | 605,000 | | | | 17,398 | XXX | XXX |
| 8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly) | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 8399999 Subtotal - Bonds | | | | | XXX | 605,000 | 605,000.00 | 648,182 | 613,968 | (8,968) | | | (8,968) | | 605,000 | | | | 17,398 | XXX | XXX |
| 8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly) | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly) | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 9899999 Subtotal - Preferred and Common Stocks | | | | | XXX | | XXX | | | | | | | | | | | | | XXX | XXX |
| 9999999 Total - Bonds, Preferred and Common Stocks | | | | | XXX | 605,000 | XXX | 648,182 | 613,968 | (8,968) | | | (8,968) | | 605,000 | | | | 17,398 | XXX | XXX |

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

**E06 Schedule DB Part A Section 1 . . . . . NONE**

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

**E08 Schedule DB Part D . . . . . NONE**

# SCHEDULE E - PART 1 - CASH

**Month End Depository Balances**

| 1 | | | 2 | 3 | 4 | 5 | Book Balance at End of Each Month During Current Quarter | | | 9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | 6 | 7 | 8 | |
| Depository | | | Code | Rate of Interest | Amount of Interest Received During Current Quarter | Amount of Interest Accrued at Current Statement Date | First Month | Second Month | Third Month | * |
| **open depositories** | | | | | | | | | | |
| Bank of America, N.A. | Atlanta, Georgia | | | | | | 522,251 | 112,158 | 515,775 | X X X |
| Regions Bank | Nashville, TN | | | | | | 17,736 | 17,657 | 13,227 | X X X |
| Pinnacle National Bank | Nashville, TN | | | | | | (4,318,037) | (4,249,321) | (4,622,255) | X X X |
| 0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories | | | X X X | X X X | | | | | | X X X |
| 0199999 Totals - Open Depositories | | | X X X | X X X | | | (3,778,050) | (4,119,506) | (4,093,253) | X X X |
| 0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories | | | X X X | X X X | | | | | | X X X |
| 0299999 Totals - Suspended Depositories | | | X X X | X X X | | | | | | X X X |
| 0399999 Total Cash On Deposit | | | X X X | X X X | | | (3,778,050) | (4,119,506) | (4,093,253) | X X X |
| 0499999 Cash in Company's Office | | | X X X | X X X | X X X | X X X | | | | X X X |
| 0599999 Total Cash | | | X X X | X X X | | | (3,778,050) | (4,119,506) | (4,093,253) | X X X |

# SCHEDULE E - PART 2 - CASH EQUIVALENTS

**Show Investments Owned End of Current Quarter**

| 1<br>Description | 2<br>Code | 3<br>Date Acquired | 4<br>Rate of Interest | 5<br>Maturity Date | 6<br>Book/Adjusted Carrying Value | 7<br>Amount of Interest Due & Accrued | 8<br>Amount Received During Year |
|---|---|---|---|---|---|---|---|
| **U.S. Governments - Issuer Obligations** | | | | | | | |
| Columbia Cash Reserves Capital | | 04/01/2002 | 0.609 | | 626,586 | | 321 |
| 0199999 Subtotals - U.S. Governments - Issuer Obligations | | | | | 626,586 | | 321 |
| 0399999 Subtotals - U.S. Governments | | | | | 626,586 | | 321 |
| 4199999 Subtotals - Credit Tenant Loans | | | | | | | |
| 5599999 Subtotals - Parent, Subsidiaries and Affiliates | | | | | | | |
| 7799999 Subtotals - Issuer Obligations | | | | | 626,586 | | 321 |
| 8399999 Subtotals - Bonds | | | | | 626,586 | | 321 |
| 8499999 Sweep Accounts | | | | | | | |
| 8599999 Other Cash Equivalents | | | | | | | |
| 8699999 Total - Cash Equivalents | | | | | 626,586 | | 321 |

95792201036500102 2010 Document Code: 365

# MEDICARE PART D COVERAGE SUPPLEMENT

## Net of Reinsurance

## For the Quarter Ended June 30, 2010

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

| | Individual Coverage | | Group Coverage | | 5 |
|---|---|---|---|---|---|
| | 1<br>Insured | 2<br>Uninsured | 3<br>Insured | 4<br>Uninsured | Total<br>Cash |
| 1. Premiums Collected | 11,590,625 | XXX | | XXX | 11,590,625 |
| 2. Earned Premiums | 11,590,625 | XXX | | XXX | XXX |
| 3. Claims Paid | 8,936,013 | XXX | | XXX | 8,936,013 |
| 4. Claims Incurred | 8,936,013 | XXX | | XXX | XXX |
| 5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a) | XXX | | XXX | | |
| 6. Aggregate Policy Reserves - change | 887,645 | XXX | | XXX | XXX |
| 7. Expenses Paid | 1,622,688 | XXX | | XXX | 1,622,688 |
| 8. Expenses Incurred | 1,622,688 | XXX | | XXX | XXX |
| 9. Underwriting Gain or Loss | 144,279 | XXX | | XXX | XXX |
| 10. Cash Flow Results | XXX | XXX | XXX | XXX | 1,031,924 |

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

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