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ANNUAL STATEMENT

For the Year Ended December 31, 2008

of the Condition and Affairs of the

Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company

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

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

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

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

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

OFFICERS

Name	Title	Name	Title
1. Robert Lee Shoptaw	Chief Executive Officer	2. James Lee Douglass	Secretary
3. Steven James Short	Treasurer	4.	

OTHER

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

DIRECTORS OR TRUSTEES

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

State of.....ARKANSAS
County of....PULASKI

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

(Signature)	(Signature)	(Signature)
Robert Lee Shoptaw	James Lee Douglass	Steven James Short
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Chief Executive Officer	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____ 2009

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
0299998. Premiums due and unpaid not individually listed	56,994,549	112,898	282,712	349,492	349,492	57,390,159
0299999. Total group	56,994,549	112,898	282,712	349,492	349,492	57,390,159
0599999. Accident and health premiums due and unpaid (Page 2, Line 13)	56,994,549	112,898	282,712	349,492	349,492	57,390,159

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
0199998. Pharmaceutical Rebate Receivables Not Listed Individually	1,575,158	1,136,405	938,148	2,324,541	2,324,541	3,649,712
0199999. Total Pharmaceutical Rebate Receivables	1,575,158	1,136,405	938,148	2,324,541	2,324,541	3,649,712
Other Receivables						
Federal Employee Program Receivable	22,288,691					22,288,691
Miscellaneous Receivables	3,492,786			280,789	280,789	3,492,786
0699999. Total Other Receivables	25,781,477	0	0	280,789	280,789	25,781,477
0799999. Total Health Care Receivables	27,356,635	1,136,405	938,148	2,605,330	2,605,330	29,431,189

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate accounts not individually listed - covered	7,548,532	62,211	28,823	1,006	2,623	7,643,196
0499999. Subtotals	7,548,532	62,211	28,823	1,006	2,623	7,643,196
0599999. Unreported claim and other claim reserves						106,403,696
0799999. Total claims unpaid						114,046,892
0899999. Accrued medical incentive pool and bonus amounts						53,202

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
HMO Partners, Inc.	6,232,682					6,232,682	
Pinnacle Business Solutions, Inc.	8,923,229	7,715,184	2,711,429			8,923,229	10,426,613
USAble Corporation	8,539,150					8,539,150	
0199999. Individually listed receivables	23,695,062	7,715,184	2,711,429	0	0	23,695,062	10,426,613
0299999. Receivables not individually listed	242,555	86,681	143,904			242,555	230,585
0399999. Total gross amounts receivable	23,937,616	7,801,865	2,855,333	0	0	23,937,616	10,657,198

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
HMO Partners, Inc.	Intercompany	1,057,435	1,057,435	
USAble Corporation	Intercompany	445,773	445,773	
USAble Life	Intercompany	373,561	373,561	
Southwest Joint Venture	Intercompany	373,713	373,713	
0199999. Individually listed payables		2,250,483	2,250,483	0
0299999. Payables not individually listed		794	794	
0399999. Total gross payables		2,251,277	2,251,277	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
6. Contractual fee payments	832,523,919	100.0	XXX	XXX	605,689,463	226,834,456
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	832,523,919	100.0	XXX	XXX	605,689,463	226,834,456
13. Total (Line 4 plus Line 12)	832,523,919	100.0	XXX	XXX	605,689,463	226,834,456

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	31,571,154		23,217,368	8,353,786	8,353,786	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	31,571,154	0	23,217,368	8,353,786	8,353,786	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company 2. Little Rock, AR

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

NAIC Group Code.....876

NAIC Company Code.....83470

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	413,480	93,001	131,571	106,133	4,153	14,656	55,561	466		7,939
2. First quarter	434,975	91,756	134,861	105,562	4,806	14,648	56,160	880		26,302
3. Second quarter	417,159	92,118	134,100	104,820	4,883	14,837	56,376	972		9,053
4. Third quarter	416,972	91,705	133,595	104,940	4,930	15,031	56,607	1,030		9,134
5. Current year	416,197	91,220	132,797	104,792	4,981	15,055	56,809	1,124		9,419
6. Current year member months	5,006,775	1,102,652	1,608,977	1,261,390	58,592	178,047	676,427	11,705		108,985
Total Member Ambulatory Encounters for Year:										
7. Physician	19,427,835	1,729,588	3,888,667	13,508,766		300,814				
8. Non-physician	4,919,012	475,334	1,149,055	3,294,623						
9. Totals	24,346,847	2,204,922	5,037,722	16,803,389	0	300,814	0	0	0	0
10. Hospital patient days incurred	368,678	14,202	39,825	314,651						
11. Number of inpatient admissions	52,887	3,898	11,332	37,657						
12. Health premiums written (b)	1,008,659,243	190,335,995	374,757,895	183,430,357	470,086	21,237,588	208,162,267	749,577		29,515,478
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,013,022,867	191,159,420	376,379,158	184,223,907	472,120	21,329,465	209,062,811	752,820		29,643,166
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	832,523,919	117,232,269	321,635,147	151,227,887	294,486	15,721,573	198,315,847	599,651		27,497,059
18. Amount incurred for provision of health care services	835,446,276	118,955,080	326,361,804	149,878,937	307,594	16,137,713	196,213,078	600,268		26,991,802

(a) For health business: number of persons insured under PPO managed care products.....281,442 and number of persons insured under indemnity only products.....134,755.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company 2. Little Rock, AR

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

NAIC Group Code.....876

NAIC Company Code.....83470

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	413,480	93,001	131,571	106,133	4,153	14,656	55,561	466		7,939
2. First quarter	434,975	91,756	134,861	105,562	4,806	14,648	56,160	880		26,302
3. Second quarter	417,159	92,118	134,100	104,820	4,883	14,837	56,376	972		9,053
4. Third quarter	416,972	91,705	133,595	104,940	4,930	15,031	56,607	1,030		9,134
5. Current year	416,197	91,220	132,797	104,792	4,981	15,055	56,809	1,124		9,419
6. Current year member months	5,006,775	1,102,652	1,608,977	1,261,390	58,592	178,047	676,427	11,705		108,985
Total Member Ambulatory Encounters for Year:										
7. Physician	19,427,835	1,729,588	3,888,667	13,508,766		300,814				
8. Non-physician	4,919,012	475,334	1,149,055	3,294,623						
9. Totals	24,346,847	2,204,922	5,037,722	16,803,389	0	300,814	0	0	0	0
10. Hospital patient days incurred	368,678	14,202	39,825	314,651						
11. Number of inpatient admissions	52,887	3,898	11,332	37,657						
12. Health premiums written (b)	1,008,659,243	190,335,995	374,757,895	183,430,357	470,086	21,237,588	208,162,267	749,577		29,515,478
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,013,022,867	191,159,420	376,379,158	184,223,907	472,120	21,329,465	209,062,811	752,820		29,643,166
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	832,523,919	117,232,269	321,635,147	151,227,887	294,486	15,721,573	198,315,847	599,651		27,497,059
18. Amount incurred for provision of health care services	835,446,276	118,955,080	326,361,804	149,878,937	307,594	16,137,713	196,213,078	600,268		26,991,802

(a) For health business: number of persons insured under PPO managed care products.....281,442 and number of persons insured under indemnity only products.....134,755.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

SCHEDULE S - PART 1 - SECTION 2

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

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
Affiliates											
95442	71-0747497	04/01/1996	HMO Partners Inc.	Little Rock, AR	OTH/A/G	69,401,467			8,134,662		
95442	71-0747497	04/01/1996	HMO Partners Inc.	Little Rock, AR	ASL/A/G	1,530,089			14,597		
94358	71-0505232	10/01/2002	USAble Life	Little Rock, AR	QA/A/G	12,308,218			33,108		
0199999.	Total - Affiliates					83,239,774	0	0	8,182,367	0	0
0399999.	Totals					83,239,774	0	0	8,182,367	0	0

SCHEDULE S - PART 2

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

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Accident and Health - Affiliates						
76031	59-2876465	07/01/2005	Florida Combined Life Insurance Company	Jacksonville, FL	159,373	
94358	71-0505232	01/01/2007	USAble Life	Little Rock, AR	1,668,344	1,437,115
0499999.	Total - Affiliates				1,827,716	1,437,115
Accident and Health - Non-Affiliates						
77720	75-0956156	10/01/2008	LifeSecure Insurance Company	Brighton, MI	73,397	470,553
67660	23-1305366	01/01/2006	Pennsylvania Life Insurance Company	Lemoyne, PA	196,988	(57,073)
	20-2840526	01/01/2006	Pharmacare Captive RE LLC	Lincoln, RI	196,988	(57,073)
0599999.	Total - Non-Affiliates				467,372	356,408
0699999.	Total - Accident and Health				2,295,088	1,793,523
0799999.	Totals - Life, Annuity and Accident and Health				2,295,088	1,793,523

SCHEDULE S - PART 3 - SECTION 2

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

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Affiliates												
76031	59-2876465	.02/01/2005	Florida Combined Life Insurance Company	Jacksonville, FL	OTH/I	228,571						
76031	59-2876465	.02/01/2005	Florida Combined Life Insurance Company	Jacksonville, FL	OTH/G	117,250						
94358	71-0505232	.01/01/2007	USAble Life	Little Rock, AR	OTH/I	4,168,938		282,106				
94358	71-0505232	.01/01/2007	USAble Life	Little Rock, AR	OTH/G	17,068,650		1,155,010				
0199999.	Total - Authorized General Account - Affiliates					21,583,409	0	1,437,116	0	0	0	0
Authorized General Account - Non-Affiliates												
77720	75-0956156	.10/01/2008	LifeSecure Insurance Company	Brighton, MI	OTH/I	56,124		143,283				
77720	75-0956156	.10/01/2008	LifeSecure Insurance Company	Brighton, MI	OTH/G	128,208		327,270				
67660	23-1305366	.01/01/2006	Pennsylvania Captive RE LLC	Lemoyne, PA	OTH/I	(262,832)		(57,073)				
0299999.	Total - Authorized General Account - Non-Affiliates					(78,501)	0	413,480	0	0	0	0
0399999.	Total - Authorized General Account					21,504,908	0	1,850,596	0	0	0	0
Unauthorized General Account - Non-Affiliates												
	20-2840526	.01/01/2006	Pharmacare Captive RE LLC	Lincoln, RI	OTH/I	(262,832)		(57,073)				
0599999.	Total - Unauthorized General Account - Non-Affiliates					(262,832)	0	(57,073)	0	0	0	0
0699999.	Total - Unauthorized General Account					(262,832)	0	(57,073)	0	0	0	0
0799999.	Total - Authorized and Unauthorized General Account					21,242,076	0	1,793,523	0	0	0	0
1599999.	Totals					21,242,076	0	1,793,523	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total (Cols. 5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9 + 10 + 11 + 12 + 13 But Not in Excess of Col. 8
GENERAL ACCOUNTS, ACCIDENT AND HEALTH													
Non-Affiliates													
	20-2840526	01/01/2006	Pharmacare Captive RE LLC	(57,073)	139,915		82,842						0
0599999.	Total - General Account-A&H - Non-Affiliates			(57,073)	139,915	0	82,842	0	0	0	0	0	0
0699999.	Total - General Account - Accident and Health			(57,073)	139,915	0	82,842	0	0	0	0	0	0
0799999.	Total - General Account - Life, Annuity and Accident and Health			(57,073)	139,915	0	82,842	0	0	0	0	0	0
1199999.	Total (General Account and Separate Accounts Combined)			(57,073)	139,915	0	82,842	0	0	0	0	0	0

SCHEDULE S - PART 5

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2008	2 2007	3 2006	4 2005	5 2004
A. OPERATIONS ITEMS					
1. Premiums	21,242	37,474	35,720	8,824	
2. Title XVIII - Medicare					
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses	2,295	32,426	15,146	7,021	
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset		2,114			
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)		2,114			
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	718,952,482		718,952,482
2.	Accident and health premiums due and unpaid (Line 13)	57,155,518		57,155,518
3.	Amounts recoverable from reinsurers (Line 14.1)	2,295,088	2,295,088	4,590,176
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	113,375,223		113,375,223
6.	Totals assets (Line 26)	891,778,311	2,295,088	894,073,399
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	112,253,369	1,793,523	114,046,892
8.	Accrued medical incentive pool and bonus payments (Line 2)	53,202		53,202
9.	Premiums received in advance (Line 8)	12,612,874		12,612,874
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 17)			0
11.	Reinsurance in unauthorized companies (Line 18)			0
12.	All other liabilities (balance)	303,462,083	501,565	303,963,648
13.	Total liabilities (Line 22)	428,381,528	2,295,088	430,676,616
14.	Total capital and surplus (Line 31)	463,396,783	XXX	463,396,783
15.	Total liabilities, capital and surplus (Line 32)	891,778,311	2,295,088	894,073,399
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	1,793,523		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	(2,295,088)		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	(501,565)		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	(501,565)		
26.	Total ceded reinsurance payables/offsets	(501,565)		
27.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

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

NONE

SCHEDULE Y

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

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
83470	71-0226428	Arkansas Blue Cross and Blue Shield	417,337				123,034,461	1,213,836			124,665,634	(8,149,259)
	71-0525643	Education Benefits, Inc.	(1,408,047)								(1,408,047)	
	71-0628367	Group Service Underwriters, Inc.	(1,000,000)								(1,000,000)	
95442	71-0747497	HMO Partners Inc.	(417,337)				(25,434,148)	(1,213,836)			(27,065,321)	8,149,259
	71-0246079	USAble Corporation									0	
94358	71-0505232	USAble Life	1,408,047	39,349,496				24,351,897			65,109,440	(24,652,760)
	71-0653848	Select Data Service Administrators									0	
76031	59-2876465	Florida Combined Life Insurance Company	(13,998,816)	(15,000,000)				(17,719,946)			(46,718,762)	24,652,760
	27-0111456	Pinnacle Business Solutions, Inc.					(97,600,313)				(97,600,313)	
	80-0233147	Life & Specialty Ventures, LLC	(6,473)								(6,473)	
	20-2621814	LSV Partners, LLC	15,005,289	(24,349,496)							(9,344,207)	
53228	04-1045815	Blue Cross and Blue Shield of Massachusetts						(6,631,951)			(6,631,951)	
49948	99-0040115	Blue Cross and Blue Shield of Hawaii									0	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES

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

	MARCH FILING	
9.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	YES
10.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
11.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
12.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
13.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronicaly with the NAIC by March 1?	SEE EXPLANATION
14.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed wtih the state of domicile and electronically with the NAIC by March 1?	SEE EXPLANATION
15.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	YES
	APRIL FILING	
16.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	YES
17.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
18.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO

EXPLANATIONS:

1.

2.

3.

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12.

13. This line of business is not written by the company

14. This line of business is not written by the company

15.

16.

17.

18.

BAR CODE:

83470200820500000

83470200820700000

83470200842000000

83470200837100000

83470200837000000

83470200821100000

83470200821300000

Overflow Page for Write-Ins

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

	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
2504. Claims Processing Expense		404,105			404,105
2505. Miscellaneous	2,246	262	768,077		770,586
2597. Summary of remaining write-ins for Line 25	2,246	404,366	768,077	0	1,174,690

Overflow Page for Write-Ins

NONE

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

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For the Year Ended December 31, 2008
(To Be Filed by March 1)
FOR THE STATE OF.....Arkansas

NAIC Group Code.....876
NAIC Company Code.....83470
Address (City, State and Zip Code).....601 Gaines Street, Little Rock, AR 72201
Person Completing This Exhibit.....Begina Proctor
Telephone Number.....501-378-5632
Title.....Senior Accountant

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2005				Policies Issued in 2006, 2007 & 2008			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
Individual Policies																	
YES	A71-MP 1/90	P	NO	3, 5	01/01/1984			12/31/1992	Medi-Pak Plus	27,714,382	23,445,036	84.6	11,607	71,310	19,040	26.7	34
YES	A71-MS 1/90	P	NO	3, 5	01/01/1966			12/31/1992	Medi-Pak Standard	1,446,144	1,117,545	77.3	600	33,047	6,331	19.2	16
YES	A71-MO 1/89	P	NO	3, 5	01/01/1989			12/31/1992	Medi-Pak Lo Option	396,399	445,975	112.5	372			0.0	
YES	71-MPA	P	NO	1, 2, 3, 4	01/01/1992			12/31/2006	Plan A	710,730	552,303	77.7	588	21,338	11,887	55.7	19
YES	71-MPB	P	NO	1, 2, 3, 4	01/01/1992			12/31/2006	Plan B	2,774,481	2,222,999	80.1	1,861	74,095	65,773	88.8	53
YES	71-MPC	P	NO	1, 2, 3, 4	01/01/1992			12/31/2006	Plan C	45,471,043	37,831,253	83.2	25,687	2,648,213	2,006,247	75.8	1,569
YES	71-MPD	P	NO	1, 2, 3, 4	01/01/1992			12/31/2006	Plan D	16,927,918	13,760,549	81.3	9,162	82,016	39,643	48.3	48
YES	71-MPF	P	NO	1, 2, 3, 4, 6	01/01/1992				Plan F	55,580,848	45,098,344	81.1	30,969	10,376,402	7,609,022	73.3	5,956
YES	71-MPG	P	NO	1, 2, 3, 4, 6	01/01/1992				Plan G	3,049,817	2,846,856	93.3	2,453	1,482,793	1,158,051	78.1	1,352
YES	71-MPI	P	NO	1, 2, 3, 4	01/01/1992			12/31/2006	Plan I	900,227	586,041	65.1	258	1,006	1,127	112.0	1
YES	71-MPINRX 1/06	P	NO	1, 2, 3, 4, 6	01/01/1992				Plan INRX			0.0		332,812	275,037	82.6	259
YES	72-MPA 1/07	P	NO	1, 2, 3, 4, 6	01/01/2007				Plan A			0.0		30,427	10,241	33.7	46
YES	72-MPB 1/07	P	NO	1, 2, 3, 4, 6	01/01/2007				Plan B			0.0		194,803	137,293	70.5	194
YES	72-MPC 1/07	P	NO	1, 2, 3, 4, 6	01/01/2007				Plan C			0.0		2,523,572	2,452,621	97.2	2,455
YES	72-MPD 1/07	P	NO	1, 2, 3, 4, 6	01/01/2007				Plan D			0.0		177,720	210,586	118.5	157
YES	72-MPJ 1/07	P	NO	1, 2, 3, 4, 6	01/01/2007				Plan J			0.0		10,267,730	7,794,170	75.9	9,188
YES	EEPMA5-86, 870 and	P	NO	7					Employer's Equitable	141,085	174,968	124.0	78			0.0	
0199999.	Total Policy Experience on Individual Policies									155,113,074	128,081,869	82.6	83,635	28,317,284	21,797,069	77.0	21,347

GENERAL INTERROGATORIES

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

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

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

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

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

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected:					
1.1 Standard Coverage:					
1.11 With Reinsurance Coverage	28,599,551	XXX		XXX	28,599,551
1.12 Without Reinsurance Coverage		XXX		XXX	0
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	0
1.2 Supplemental Benefits	1,825,503	XXX		XXX	1,825,503
2. Premiums Due and Uncollected-Change:					
2.1 Standard Coverage:					
2.11 With Reinsurance Coverage	(424,121)	XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits	(61,922)	XXX		XXX	XXX
3. Unearned Premium and Advance Premium-Change:					
3.1 Standard Coverage:					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments-Change:					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable	(428,021)	XXX		XXX	XXX
5. Earned Premiums:					
5.1 Standard Coverage:					
5.11 With Reinsurance Coverage	28,175,430	XXX	0	XXX	XXX
5.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
5.13 Risk-Corridor Payment Adjustments	(428,021)	XXX	0	XXX	XXX
5.2 Supplemental Benefits	1,763,581	XXX	0	XXX	XXX
6. Total Premiums	29,510,990	XXX	0	XXX	30,425,054
7. Claims Paid:					
7.1 Standard Coverage:					
7.11 With Reinsurance Coverage	32,062,155	XXX		XXX	32,062,155
7.12 Without Reinsurance Coverage		XXX		XXX	0
7.2 Supplemental Benefits	654,330	XXX		XXX	654,330
8. Claim Reserves and Liabilities-Change:					
8.1 Standard Coverage:					
8.11 With Reinsurance Coverage	250,634	XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits	2,532	XXX		XXX	XXX
9. Health Care Receivables-Change:					
9.1 Standard Coverage:					
9.11 With Reinsurance Coverage	6,057,659	XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred:					
10.1 Standard Coverage:					
10.11 With Reinsurance Coverage	26,255,130	XXX	0	XXX	XXX
10.12 Without Reinsurance Coverage	0	XXX	0	XXX	XXX
10.2 Supplemental Benefits	656,862	XXX	0	XXX	XXX
11. Total Claims	26,911,992	XXX	0	XXX	32,716,485
12. Reinsurance Coverage and Low Income Cost Sharing:					
12.1 Claims Paid - Net of Reimbursements Applied	XXX	14,826,749	XXX		14,826,749
12.2 Reimbursements Received but Not Applied-Change	XXX	13,140,627	XXX		13,140,627
12.3 Reimbursements Receivable-Change	XXX		XXX		XXX
12.4 Health Care Receivables-Change	XXX	618,370	XXX		XXX
13. Aggregate Policy Reserves-Change					XXX
14. Expenses Paid	6,446,209	XXX		XXX	6,446,209
15. Expenses Incurred	8,145,185	XXX		XXX	XXX
16. Underwriting Gain/Loss	(5,546,187)	XXX	0	XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	(10,423,762)

83470200820700000

PROPERTY/CASUALTY SUPPLEMENTS

NONE

TO BE FILED ON OR BEFORE MARCH 1

For the Year Ended December 31, 2008

Of the.....Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company

ADDRESS .....Little Rock AR 72201

NAIC Group Code.....876 NAIC Company Code.....83470 Employer's ID Number.....71-0226428

Sch. F-Pt. 1
NONE

Sch. F-Pt. 3
NONE

Sch. P-Pt. 1-Summary
NONE

Sch. P-Pt. 1A
NONE

Sch. P-Pt. 1B
NONE

Sch. P-Pt. 1C
NONE

Sch. P-Pt. 1D
NONE

Sch. P-Pt. 1E
NONE

Sch. P-Pt. 1F-Sn. 1
NONE

Sch. P-Pt. 1F-Sn. 2
NONE

Sch. P-Pt. 1G
NONE

Sch. P-Pt. 1H-Sn. 1
NONE

Sch. P-Pt. 1H-Sn. 2
NONE

Sch. P-Pt. 1I
NONE

Sch. P-Pt. 1J
NONE

Sch. P-Pt. 1K
NONE

Sch. P-Pt. 1L
NONE

Sch. P-Pt. 1M
NONE

Sch. P-Pt. 1N
NONE

Sch. P-Pt. 1O
NONE

Sch. P-Pt. 1P
NONE

Sch. P-Pt. 1R-Sn. 1
NONE

Sch. P-Pt. 1R-Sn. 2
NONE

Sch. P-Pt. 1S
NONE

Sch. P-Pt. 1T
NONE

Sch. P-Pt. 2-Summary
NONE

Sch. P-Pt. 2A
NONE

Sch. P-Pt. 2B
NONE

Sch. P-Pt. 2C
NONE

Sch. P-Pt. 2D
NONE

Sch. P-Pt. 2E
NONE

Sch. P-Pt. 2F-Sn. 1
NONE

Sch. P-Pt. 2F-Sn. 2
NONE

Sch. P-Pt. 2G
NONE

Sch. P-Pt. 2H-Sn. 1
NONE

Sch. P-Pt. 2H-Sn. 2
NONE

Sch. P-Pt. 2I
NONE

Sch. P-Pt. 2J
NONE

Sch. P-Pt. 2K
NONE

Sch. P-Pt. 2L
NONE

Sch. P-Pt. 2M
NONE

Sch. P-Pt. 2N
NONE

Sch. P-Pt. 2O
NONE

Sch. P-Pt. 2P
NONE

Sch. P-Pt. 2R-Sn. 1
NONE

Sch. P-Pt. 2R-Sn. 2
NONE

Sch. P-Pt. 2S
NONE

Sch. P-Pt. 2T
NONE

Supplement for the year 2008 of the **Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....876 NAIC Company Code....83470

BUSINESS IN GRAND TOTAL DURING THE YEAR

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
1. Fire												
2.1 Allied lines												
2.2 Multiple peril crop												
2.3 Federal flood												
3. Farmowners multiple peril												
4. Homeowners multiple peril												
5.1 Commercial multiple peril (non-liability portion)												
5.2 Commercial multiple peril (liability portion)												
6. Mortgage guaranty												
8. Ocean marine												
9. Inland marine												
10. Financial guaranty												
11. Medical malpractice												
12. Earthquake												
13. Group accident and health (b)												
14. Credit A & H (group and individual)												
15.1 Collectively renewable A&H (b)												
15.2 Non-cancelable A & H (b)												
15.3 Guaranteed renewable A & H (b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other A & H (b)												
15.8 Federal employees health benefits program premium (b)												
16. Workers' compensation												
17.1 Other liability												
17.3 Excess workers' compensation												
18. Products liability												
19.1 Private passenger auto no-fault (personal injury protection)												
19.2 Other private passenger auto liability												
19.3 Commercial auto no-fault (personal injury protection)												
19.4 Other commercial auto liability												
21.1 Private passenger auto physical damage												
21.2 Commercial auto physical damage												
22. Aircraft (all perils)												
23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

DETAILS OF WRITE-INS

3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 thru 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indiciated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

PS33.GT

Overflow Page for Write-Ins

NONE

2008 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

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