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HEALTH QUARTERLY STATEMENT

As of March 31, 2008

of the Condition and Affairs of the

HMO Partners, Inc

NAIC Group Code.....876, 876 (Current Period) (Prior Period) NAIC Company Code..... 95442 Employer's ID Number..... 71-0747497

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

Licensed as Business Type Is HMO Federally Qualified? Yes [X] No [ ]

Incorporated/Organized..... November 8, 1993 Commenced Business..... January 1, 1994

Statutory Home Office	320 West Capitol….. Little Rock ..... AR ..... 72203-8069 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	320 West Capitol….. Little Rock ..... AR ..... 72203-8069 *(Street and Number) (City or Town, State and Zip Code)*	501-221-1800 *(Area Code) (Telephone Number)*
Mail Address	320 West Capitol….. Little Rock ..... AR ..... 72203-8069 *(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 Website Address	healthadvantage-hmo.com	
Statutory Statement Contact	Scott Bradley Winter *(Name)*	501-399-3951 *(Area Code) (Telephone Number) (Extension)*
	sbwinter@arkbluecross.com *(E-Mail Address)*	501-378-3258 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. David Frank Bridges	President	2. Steven James Short	Vice President/CFO
3. Scott Bradley Winter	Assistant Treasurer	4. Kathleen O'Dea Ryan	Vice President

OTHER

James Sterling Adamson Jr. MD	Chairman	Allen Frances Smith	Vice Chairman
Russell Doyne Harrington Jr.	Secretary	Robert Lee Shoptaw	Treasurer
James Robert Bailey	Vice President	Clement Wade Fox MD	Assistant Secretary

DIRECTORS OR TRUSTEES

James Sterling Adamson Jr. MD	Sharon Kay Allen	Richard Allen Calhoun Jr. MD	David Warren Cobb R.PH.
Richard Loyd Gore DDS	Russell Doyne Harrington Jr.	James Arden Tanner MD #	Nikita Jean Wilson RN
William Patton Phillips MD	Robert Lee Shoptaw	Allen Frances Smith	Michael David Voss
Paul Mark White	James Robert Bailey	David Frank Bridges	Michael Wayne Brown
James Bruce Hazlewood MD	Merlin Moody Hagan	Clement Wade Fox MD	Robert Lee Trammel

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)
David Frank Bridges	Steven James Short	Scott Bradley Winter
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Vice President/CFO	Assistant Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____

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 _____

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	32,947,096		32,947,096	35,783,952
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	16,574,141		16,574,141	17,393,655
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....16,544,181), cash equivalents ($.....0) and short-term investments ($.....35,662,765)	52,206,943		52,206,943	46,954,787
6. Contract loans (including $.....0 premium notes)			0	
7. Other invested assets			0	
8. Receivables for securities			0	
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	101,728,180	0	101,728,180	100,132,394
11. Title plants less $.....0 charged off (for Title insurers only)			0	
12. Investment income due and accrued	689,416		689,416	789,258
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	578,085		578,085	1,970,341
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
13.3 Accrued retrospective premiums			0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	1,285,491		1,285,491	330,924
14.2 Funds held by or deposited with reinsured companies			0	
14.3 Other amounts receivable under reinsurance contracts			0	
15. Amounts receivable relating to uninsured plans	5,176,130	401,901	4,774,229	9,583,029
16.1 Current federal and foreign income tax recoverable and interest thereon	674,506		674,506	674,506
16.2 Net deferred tax asset			0	
17. Guaranty funds receivable or on deposit			0	
18. Electronic data processing equipment and software			0	
19. Furniture and equipment, including health care delivery assets ($.....0)			0	
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	
21. Receivables from parent, subsidiaries and affiliates	1,074,107		1,074,107	2,019,648
22. Health care ($.....742,832) and other amounts receivable	1,550,523	807,691	742,832	604,334
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23)	112,756,438	1,209,592	111,546,846	116,104,434
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
26. TOTALS (Lines 24 and 25)	112,756,438	1,209,592	111,546,846	116,104,434

DETAILS OF WRITE-INS

0901.			0	
0902.			0	
0903.			0	
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above)	0	0	0	0
2301.			0	
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....6,115,735 reinsurance ceded)	13,620,017		13,620,017	17,269,292
2.	Accrued medical incentive pool and bonus amounts			0	
3.	Unpaid claims adjustment expenses	1,167,494		1,167,494	1,034,961
4.	Aggregate health policy reserves			0	
5.	Aggregate life policy reserves			0	
6.	Property/casualty unearned premium reserve			0	
7.	Aggregate health claim reserves			0	
8.	Premiums received in advance	2,673,080		2,673,080	2,160,879
9.	General expenses due or accrued	150,000		150,000	141,691
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	1,689,033		1,689,033	
10.2	Net deferred tax liability	1,845,128		1,845,128	2,554,321
11.	Ceded reinsurance premiums payable	128,161		128,161	112,058
12.	Amounts withheld or retained for the account of others	2,217,825		2,217,825	2,078,690
13.	Remittances and items not allocated	1,156,386		1,156,386	638,933
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	5,023,402		5,023,402	6,913,378
16.	Payable for securities	655,148		655,148	180,653
17.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)			0	
18.	Reinsurance in unauthorized companies			0	
19.	Net adjustments in assets and liabilities due to foreign exchange rates			0	
20.	Liability for amounts held under uninsured plans	5,207,332		5,207,332	8,411,586
21.	Aggregate write-ins for other liabilities (including $.....0 current)	744,523	0	744,523	(236,634)
22.	Total liabilities (Lines 1 to 21)	36,277,529	0	36,277,529	41,259,808
23.	Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24.	Common capital stock	XXX	XXX	10,000	10,000
25.	Preferred capital stock	XXX	XXX		
26.	Gross paid in and contributed surplus	XXX	XXX	1,919,153	1,919,153
27.	Surplus notes	XXX	XXX		
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29.	Unassigned funds (surplus)	XXX	XXX	73,340,164	72,915,473
30.	Less treasury stock, at cost:				
	30.1 .....0.000 shares common (value included in Line 24 $.....0)	XXX	XXX		
	30.2 .....0.000 shares preferred (value included in Line 25 $.....0)	XXX	XXX		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	75,269,317	74,844,626
32.	Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	111,546,846	116,104,434

DETAILS OF WRITE-INS

2101.	Unclaimed property	143,697		143,697	143,697
2102.	Miscellaneous payables	600,826		600,826	(380,331)
2103.				0	
2198.	Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199.	Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	744,523	0	744,523	(236,634)
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399.	Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.					
2802.					
2803.					
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899.	Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	128,953	111,616	457,488
2. Net premium income (including $.....0 non-health premium income)	XXX	28,949,140	24,597,737	100,895,391
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	28,949,140	24,597,737	100,895,391
Hospital and Medical:				
9. Hospital/medical benefits		27,562,059	24,968,067	102,634,681
10. Other professional services				
11. Outside referrals		284,294	315,292	1,878,410
12. Emergency room and out-of-area		3,183,542	1,047,182	6,759,672
13. Prescription drugs		6,718,589	5,269,539	22,531,751
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	37,748,484	31,600,080	133,804,514
Less:				
17. Net reinsurance recoveries		13,906,890	11,430,986	50,772,337
18. Total hospital and medical (Lines 16 minus 17)	0	23,841,594	20,169,094	83,032,177
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....840,815 cost containment expenses		1,457,413	1,740,869	6,869,937
21. General administrative expenses		1,054,491	1,172,890	5,236,718
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)	0	26,353,498	23,082,853	95,138,832
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,595,642	1,514,884	5,756,559
25. Net investment income earned		921,803	869,124	3,678,565
26. Net realized capital gains (losses) less capital gains tax of $.....409,204		759,951	751,680	2,024,615
27. Net investment gains or (losses) (Lines 25 plus 26)	0	1,681,754	1,620,804	5,703,180
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29. Aggregate write-ins for other income or expenses	0	83,840	51,219	283,257
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	4,361,236	3,186,907	11,742,996
31. Federal and foreign income taxes incurred	XXX	1,286,723	919,803	3,396,268
32. Net income (loss) (Lines 30 minus 31)	XXX	3,074,513	2,267,104	8,346,728

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Licensing fee income		39,999	39,999	160,000
2902. Miscellaneous Income		43,841	11,220	123,257
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	83,840	51,219	283,257

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	74,844,626	66,185,240	66,185,240
34. Net income or (loss) from Line 32	3,074,513	2,267,104	8,346,728
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	(1,101,445)	(41,512)	1,268,712
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	81,702	75,834	154,510
39. Change in nonadmitted assets	(731,507)	(19,333)	(135,850)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles	(63,898)		
44. Capital changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(834,674)	(974,714)	(974,714)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	424,691	1,307,379	8,659,386
49. Capital and surplus end of reporting period (Line 33 plus 48)	75,269,317	67,492,619	74,844,626

DETAILS OF WRITE-INS

4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance	30,869,700	100,205,659
2. Net investment income	1,087,099	4,015,046
3. Miscellaneous income		
4. Total (Lines 1 through 3)	31,956,799	104,220,705
5. Benefit and loss related payments	28,445,436	79,972,163
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	(65,095)	14,037,652
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	6,894	4,410,961
10. Total (Lines 5 through 9)	28,387,235	98,420,776
11. Net cash from operations (Line 4 minus Line 10)	3,569,564	5,799,929
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	3,300,000	9,915,000
12.2 Stocks	1,330,883	4,545,849
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		53,886
12.7 Miscellaneous proceeds	474,495	180,653
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,105,378	14,695,388
13. Cost of investments acquired (long-term only):		
13.1 Bonds	528,800	3,177,427
13.2 Stocks	1,036,544	2,384,623
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)	1,565,344	5,562,050
14. Net increase (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	3,540,034	9,133,338
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders	834,674	974,714
16.6 Other cash provided (applied)	(1,022,768)	909,742
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(1,857,442)	(64,972)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	5,252,156	14,868,295
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	46,954,787	32,086,492
19.2 End of period (Line 18 plus Line 19.1)	52,206,943	46,954,787

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	62,089		62,089							
2. First Quarter	66,410		66,410							
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	198,263		198,263							
Total Member Ambulatory Encounters for Period:										
7. Physician	10,345		10,345							
8. Non-Physician	15,065		15,065							
9. Total	25,410	0	25,410	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	3,095		3,095							
11. Number of Inpatient Admissions	998		998							
12. Health Premiums Written (a)	46,112,326		46,112,326							
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	0									
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	43,181,245		43,181,245							
18. Amount Incurred for Provision of Health Care Services	37,748,485		37,748,485							

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate Accounts Not Individually Listed-Covered	3,907,262	2,020,998	471,566	336,833		6,736,659
0499999. Subtotals	3,907,262	2,020,998	471,566	336,833	0	6,736,659
0599999. Unreported Claims and Other Claim Reserves						10,834,359
0699999. Total Amounts Withheld						2,164,734
0799999. Total Claims Unpaid						19,735,752

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	13,862,060	14,459,640	662,961	12,957,056	14,525,021	17,269,291
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan Premiums					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	13,862,060	14,459,640	662,961	12,957,056	14,525,021	17,269,291
10. Healthcare receivables (a)		830,831			0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals	13,862,060	13,628,809	662,961	12,957,056	14,525,021	17,269,291

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

No significant change.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

The Company files a stand-alone federal income tax return.

When available, the Company utilizes net operating loss carry forwards to offset taxable income. At March 31, 2008, the Company had $0 of operating loss carry forwards.

The following are income taxes incurred in the current and prior year that will be available for recoupment in the event of future net losses:

2007	$1,229,000
2006	$4,785,000
2005	$ 609,000

The components of current income tax expense are as follows:

	2008	2007
Federal	$2,098,237	$3,384,477
Foreign	$ 6,892	11,789
Federal Income Tax on net capital gains	$ (409,204)	$1,090,177
Utilization of capital loss carry-forwards	-	
Federal income tax incurred	$1,695,925	$4,486,443

The provision for federal and foreign income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes. The significant items causing this difference are as follows:

	March 31, 2008	Effective Tax Rate
Provision computed at statutory rate	$ 1,669,652	35.0%
Dividends received deduction	$ (17,235)	-.4%
Nondeductible expenses	$ 4,002	0.1%
Benefit of Surtax Bracket	$ (32,717)	
Other	$ (9,477)	-0.2%
Total	$ 1,614,225	33.8%
Federal and foreign income taxes incurred	$ 1,695,925	33.8%

NOTES TO FINANCIAL STATEMENTS

Change in net deferred incomes taxes	$ (81,701	-1.7%
Total statutory incomes taxes	$ 1,614,224	33.8%

The components of the net deferred tax asset/(liability) [at March 31] are as follows:

	March 31, 2008	December 31, 2007
Total of all deferred tax asset (admitted and nonadmitted)	$1,080,173	$ 964,520
Total of all deferred tax liabilities	2,925,301	3,518,842
Net deferred tax asset/(liability)	(1,845,129)	(2,554,321)
Total deferred tax assets nonadmitted in accordance with SSAP No. 10, Income Taxes		
Net admitted deferred tax asset/(liability)	(1,845,129)	(2,554,321)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at [March 31] are as follows:

	March 31, 2008	December 31, 2007
Deferred Tax Assets:		
Tax basis discount on unpaid losses	$ 95,282	$ 93,811
Unearned premium discounting	187,116	96,893
Accrued deferred compensation	709,652	523,076
Bad debts	14,737	11,130
Depreciation		
Impairment of Assets	38,980	87,428
Unrealized Capital Losses	34,406	
Total deferred tax assets	1,080,173	964,520
Total deferred tax assets non-admitted		
Admitted deferred tax assets	1,080,173	964,520
Deferred Tax Liabilities:		
Unrealized Capital Gains	2,917,478	3,510,563
Accrued dividends	7,824	8,279
Other		
Total deferred tax liabilities	2,925,301	3,518,842
Net admitted deferred tax asset/(liability)	(1,845,129)	(2,554,321)

The change in net deferred income taxes is comprised of the following [at March 31]:

	March 31, 2008	December 31, 2007	Change
Total deferred tax assets	$ 1,080,173	$ 964,520	$115,653
Total deferred tax liabilities	2,925,301	3,518,842	(593,540)
Net deferred tax asset (liability)	$ (1,845,129)	$(2,554,321)	$ 709,193
Tax effect of unrealized gains (losses)			(627,492)
Change in net deferred income tax			$ 81,701

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

NOTES TO FINANCIAL STATEMENTS

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

There was no sale, transfer, or servicing of Financial Assets or Extinguishments of Liabilities

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

No significant change.

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

No significant change.

Note 20 - Other Items

No significant change.

Note 21 - Events Subsequent

No significant change.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

No significant change.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

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

2.2 If yes, date of change: .....

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

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2005.....

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. 12/31/2002.....

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). 02/04/2004.....

6.4 By what department or departments?

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [ ] N/A [X]

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

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

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 [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....1,328,011

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. Excluding items in Schedule E, 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, G-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Regions Bank Trust Department	Little Rock, AR

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

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

1 Central Registration Depository	2 Name(s)	3 Address
116359	Foundation Resource Management	Little Rock, AR

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:

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	L	45,917,300						45,917,300	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	N							0	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	45,917,300	0	0	0	0	0	45,917,300	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	195,026						195,026	
61. Total (Direct Business)	(a) 1	46,112,326	0	0	0	0	0	46,112,326	0

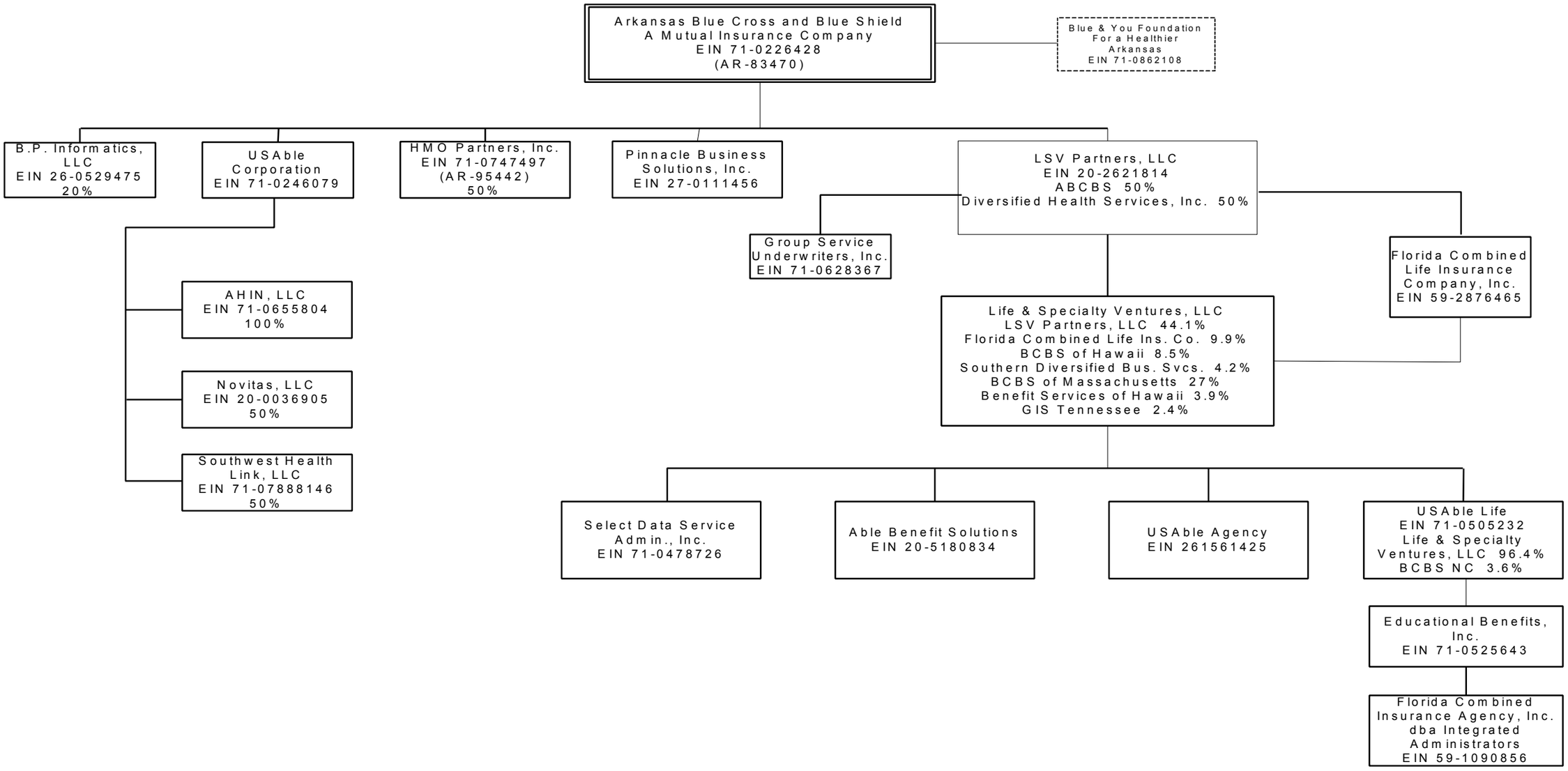
DETAILS OF WRITE-INS

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

(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



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

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?	NO

Explanation:

Bar Code:

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
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 value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
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 points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
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)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
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)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	53,177,608	57,320,754
2. Cost of bonds and stocks acquired	1,565,343	5,562,051
3. Accrual of discount	19,703	94,619
4. Unrealized valuation increase (decrease)	(1,694,531)	1,951,866
5. Total gain (loss) on disposals	1,169,155	3,060,906
6. Deduct consideration for bonds and stocks disposed of	4,630,883	14,460,849
7. Deduct amortization of premium	85,157	351,739
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)	49,521,238	53,177,608
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	49,521,238	53,177,608

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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	70,426,908	18,869,716	21,129,281	(62,280)	68,105,063			70,426,908
2. Class 2 (a)	507,970			(3,174)	504,795			507,970
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	70,934,878	18,869,716	21,129,281	(65,454)	68,609,858	0	0	70,934,878
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	70,934,878	18,869,716	21,129,281	(65,454)	68,609,858	0	0	70,934,878

(a) 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 $.....35,662,763; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. Totals	35,662,763	XXX	35,662,763	3,464	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	35,150,928	23,404,822
2. Cost of short-term investments acquired	18,340,916	85,384,895
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		53,886
6. Deduct consideration received on disposals	17,829,079	73,692,675
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)	35,662,765	35,150,928
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	35,662,765	35,150,928

Sch. DB-Part F-Section 1
NONE

Sch. DB-Part F-Section 2
NONE

Sch. E-Verification
NONE

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 2
NONE

Sch. B-Part 3
NONE

Sch. BA-Part 2
NONE

Sch. BA-Part 3
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous									
141781 AP 9	Cargill, Inc.	F	03/27/2008	Morgan Keegan		528,800	500,000	10,625	1FE
4599999.	Total - Bonds - Industrial & Miscellaneous					528,800	500,000	10,625	XXX
6099997.	Total - Bonds - Part 3					528,800	500,000	10,625	XXX
6099999.	Total - Bonds					528,800	500,000	10,625	XXX
Common Stocks - Industrial and Miscellaneous									
346233 10 9	Forestar Real Estate Group		01/10/2008	Merrill Lynch	19,000.000	370,290	XXX		L
717081 10 3	Pfizer		01/02/2008	Union Bank Switzerland	10,000.000	228,884	XXX		L
858155 20 3	Steelcase Class A		03/28/2008	Cantor Fitzgerald	10,000.000	115,723	XXX		L
878742 20 4	Teck Cominco Ltd. Cl B	F	02/05/2008	Merrill Lynch	9,100.000	321,647	XXX		L
6899999.	Total - Common Stocks - Industrial & Miscellaneous					1,036,544	XXX	0	XXX
7299997.	Total - Common Stocks - Part 3					1,036,544	XXX	0	XXX
7299999.	Total - Common Stocks					1,036,544	XXX	0	XXX
7399999.	Total - Preferred and Common Stocks					1,036,544	XXX	0	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					1,565,344	XXX	10,625	XXX

(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 Stock 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 - All Other Government																					
912828 DK 3	U. S. Treasury Note		.02/15/2008	MATURITY		3,000,000	3,000,000	2,975,859	2,998,878		1,122		1,122		3,000,000			0	50,625	02/15/2008	1
1099999.	Total - Bonds - All Other Government					3,000,000	3,000,000	2,975,859	2,998,878	0	1,122	0	1,122	0	3,000,000	0	0	0	50,625	XXX	XXX
Bonds - Special Revenue and Special Assessment																					
31331T MR 9	FFCB		.01/25/2008	Call - Prerefunded		300,000	300,000	302,100	300,236		(34)		(34)		300,202		(202)	(202)	1,268	06/16/2008	1FE
3199999.	Total - Bonds - Special Revenue & Assessment					300,000	300,000	302,100	300,236	0	(34)	0	(34)	0	300,202	0	(202)	(202)	1,268	XXX	XXX
6099997.	Total - Bonds - Part 4					3,300,000	3,300,000	3,277,959	3,299,114	0	1,088	0	1,088	0	3,300,202	0	(202)	(202)	51,893	XXX	XXX
6099999.	Total - Bonds					3,300,000	3,300,000	3,277,959	3,299,114	0	1,088	0	1,088	0	3,300,202	0	(202)	(202)	51,893	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
61945A 10 7	Mosaic Co		.01/02/2008	Union Bank Switzerland	14,150.000	1,330,883	XXX	161,526	1,334,911	(1,173,385)			(1,173,385)		161,526		1,169,357	1,169,357		XXX	L
6899999.	Total - Common Stocks - Industrial & Miscellaneous					1,330,883	XXX	161,526	1,334,911	(1,173,385)	0	0	(1,173,385)	0	161,526	0	1,169,357	1,169,357	0	XXX	XXX
7299997.	Total - Common Stocks - Part 4					1,330,883	XXX	161,526	1,334,911	(1,173,385)	0	0	(1,173,385)	0	161,526	0	1,169,357	1,169,357	0	XXX	XXX
7299999.	Total - Common Stocks					1,330,883	XXX	161,526	1,334,911	(1,173,385)	0	0	(1,173,385)	0	161,526	0	1,169,357	1,169,357	0	XXX	XXX
7399999.	Total - Preferred and Common Stocks					1,330,883	XXX	161,526	1,334,911	(1,173,385)	0	0	(1,173,385)	0	161,526	0	1,169,357	1,169,357	0	XXX	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					4,630,883	XXX	3,439,485	4,634,025	(1,173,385)	1,088	0	(1,172,297)	0	3,461,728	0	1,169,155	1,169,155	51,893	XXX	XXX

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

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
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		1.810	108,405		16,053,231	20,620,473	16,544,181	XXX
0199999. Total Open Depositories	XXX	XXX	108,405	0	16,053,231	20,620,473	16,544,181	XXX
0399999. Total Cash on Deposit	XXX	XXX	108,405	0	16,053,231	20,620,473	16,544,181	XXX
0599999. Total Cash	XXX	XXX	108,405	0	16,053,231	20,620,473	16,544,181	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE