



Document Code: 201

QUARTERLY STATEMENT AS OF June 30, 2008 OF THE CONDITION AND AFFAIRS OF THE Windsor Health Plan, Inc.

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

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 , Brentwood, TN 37027
(Street and Number) (City, or Town, State and Zip Code)

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

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

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

Internet Website Address www.windsorhealthgroup.com

Statutory Statement Contact Jennifer Giannotti (615)782-7914
(Name) (Area Code)(Telephone Number)(Extension)
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(E-Mail Address) (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)
Michael Bailey

(Printed Name)
1.
President

(Title)

(Signature)
Willis Jones

(Printed Name)
2.
Secretary

(Title)

(Signature)

(Printed Name)
3.
Treasurer

(Title)

Subscribed and sworn to before me this _____ day of _____, 2008

- a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	5,965,513		5,965,513	5,829,237
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 (\$.....27,674,533), cash equivalents (\$.....7,155,112) and short-term investments (\$.....0)	34,829,645		34,829,645	19,913,523
6. Contract loans (including \$.....0 premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	40,795,158		40,795,158	25,742,760
11. Title plants less \$.....0 charged off (for Title insurers only)				
12. Investment income due and accrued	107,034		107,034	96,279
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	1,809,263		1,809,263	93,271
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums	6,900,461		6,900,461	3,055,461
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	209,097		209,097	42,303
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	940,688		940,688	800,480
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset	260,594		260,594	260,594
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets (\$.....0)				
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	6,183,845		6,183,845	901,867
22. Health care (\$.....2,169,523) and other amounts receivable	2,169,724	250,218	1,919,506	471,945
23. Aggregate write-ins for other than invested assets	12,500	12,500		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	59,388,364	262,718	59,125,646	31,464,960
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	59,388,364	262,718	59,125,646	31,464,960
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301. Prepaid expenses	12,500	12,500		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	12,500	12,500		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	30,791,797		30,791,797	14,781,556
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	543,891		543,891	338,580
4. Aggregate health policy reserves	86,015		86,015	948,440
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				305,858
9. General expenses due or accrued	578,465		578,465	326,301
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				1,856,631
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
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	184,351		184,351	
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans	20,125,743		20,125,743	5,259,566
21. Aggregate write-ins for other liabilities (including \$.....0 current)				2,665
22. Total liabilities (Lines 1 to 21)	52,310,262		52,310,262	23,819,597
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	100,000	100,000
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X	83,890,279	83,890,279
27. Surplus notes	X X X	X X X	4,231,300	4,231,300
28. Aggregate write-ins for other than special surplus funds	X X X	X X X	(6,955,991)	(6,955,991)
29. Unassigned funds (surplus)	X X X	X X X	(74,450,204)	(73,620,225)
30. Less treasury stock, at cost:				
30.10 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.20 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	6,815,384	7,645,363
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	59,125,646	31,464,960
DETAILS OF WRITE-INS				
2101. Accounts payable other				2,665
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				2,665
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801. Dividend to Vanderbilt University	X X X	X X X	(6,955,991)	(6,955,991)
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X	(6,955,991)	(6,955,991)

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	X X X	200,091	79,623	189,478
2. Net premium income (including \$.....0 non-health premium income)	X X X	123,804,071	57,465,301	119,328,295
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	123,804,071	57,465,301	119,328,295
Hospital and Medical:				
9. Hospital/medical benefits		72,051,091	27,402,400	60,966,381
10. Other professional services				
11. Outside referrals		10,517,381	4,484,998	11,548,431
12. Emergency room and out-of-area		2,404,833	1,183,593	1,724,774
13. Prescription drugs		20,550,841	10,229,166	19,367,091
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts		52,379		100,239
16. Subtotal (Lines 9 to 15)		105,576,525	43,300,157	93,706,916
Less:				
17. Net reinsurance recoveries		398,449	(130,157)	461,000
18. Total hospital and medical (Lines 16 minus 17)		105,178,076	43,430,314	93,245,916
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....0 cost containment expenses		317,134	232,374	94,964
21. General administrative expenses		18,926,239	8,925,639	22,601,041
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)		124,421,449	52,588,327	115,941,921
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(617,378)	4,876,974	3,386,374
25. Net investment income earned		(652,688)	384,419	1,173,733
26. Net realized capital gains (losses) less capital gains tax of \$.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)		(652,688)	384,419	1,173,733
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)	X X X	(1,270,066)	5,261,393	4,560,107
31. Federal and foreign income taxes incurred	X X X	(53,460)		1,596,037
32. Net income (loss) (Lines 30 minus 31)	X X X	(1,216,606)	5,261,393	2,964,070
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
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	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	7,645,363	6,618,139	6,618,137
34. Net income or (loss) from Line 32	(1,216,606)	5,261,393	2,964,070
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			
39. Change in nonadmitted assets	386,627		(636,844)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			(1,300,000)
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			
48. Net change in capital and surplus (Lines 34 to 47)	(829,979)	5,261,393	1,027,226
49. Capital and surplus end of reporting period (Line 33 plus 48)	6,815,384	11,879,532	7,645,363
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	117,074,796	119,334,520
2.	Net investment income	(639,106)	1,221,100
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	116,435,690	120,555,620
5.	Benefit and loss related payments	90,417,220	87,821,896
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	4,059,928	23,029,380
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	1,803,171	
10.	Total (Lines 5 through 9)	96,280,319	110,851,276
11.	Net cash from operations (Line 4 minus Line 10)	20,155,371	9,704,344
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	2,840,000	1,940,000
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)	2,840,000	1,940,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	3,000,613	2,792,536
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)	3,000,613	2,792,536
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)	(160,613)	(852,536)
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		(1,300,000)
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)	(5,078,636)	(1,859,349)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(5,078,636)	(3,159,349)
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)	14,916,122	5,692,459
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	19,913,523	14,221,064
19.2	End of period (Line 18 plus Line 19.1)	34,829,645	19,913,523

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

Description		Amount 1	Amount 2
20.0001		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	18,438							10,316		8,122
2. First Quarter	32,809							20,571		12,238
3. Second Quarter	37,272							24,639		12,633
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	200,091							126,096		73,995
Total Member Ambulatory Encounters for Period:										
7. Physician	316,041							316,041		
8. Non-Physician	15,095							15,095		
9. Total	331,136							331,136		
10. Hospital Patient Days Incurred	25,850							25,850		
11. Number of Inpatient Admissions	4,241							4,241		
12. Health Premiums Written (a)	1,190,462,761							1,185,176,328		5,286,433
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services										
18. Amount Incurred for Provision of Health Care Services	105,576,525							105,576,525		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....123,804,071.

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
Individually Listed Claims Unpaid						
PBM Pharmacy Claims	6,682,085					6,682,085
0199999 Individually Listed Claims Unpaid	6,682,085					6,682,085
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	6,682,085					6,682,085
0599999 Unreported claims and other claim reserves						24,109,713
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						30,791,798
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	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		
Line of Business						
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	13,016,526	76,272,839	281,000	29,540,405	13,297,526	14,781,556
7. Title XIX - Medicaid						
8. Other health		2,272,303		970,392		
9. Health subtotal (Lines 1 to 8)	13,016,526	78,545,142	281,000	30,510,797	13,297,526	14,781,556
10. Healthcare receivables (a)	1,363,621		394,724	1,775,000	1,758,345	1,087,133
11. Other non-health						
12. Medical incentive pools and bonus amounts		52,379				
13. Totals	11,652,905	78,597,521	(113,724)	28,735,797	11,539,181	13,694,423

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

Notes to Financial Statement

Note 1 - No Change

Note 2 - No Change

Note 3 - No Change

Note 4 - No Change

Note 5 - No Change

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 - No Change

Note 22 - No Change

Note 23 - No Change

Note 24 - No Change

Note 25 - No Change

Note 26 - No Change

Note 27 - No Change

Note 28 - No Change

Note 29 - No Change

Note 30 - No Change

Note 31 - No Chang

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the 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[] N/A[X]

- 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 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. 06/30/2004
- 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. 06/30/2004
- 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). 05/15/2006
- 6.4 By what department or departments?
Tennessee Department of Commerce & Insurance
- 6.5 Have any 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 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	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[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 6,183,845

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 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted 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?
If no, attach a description with this statement.

Yes[] No[] N/A[X]

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, 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
Bank of America	Atlanta, Georgia
Regions Morgan Keegan	Nashville, Tennessee
Regions Morgan Keegan	Little Rock, Arkansas

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, 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 Central Registration Depository	2 Name(s)	3 Address

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes[X] No[]

17.2 If no, list exceptions:

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			

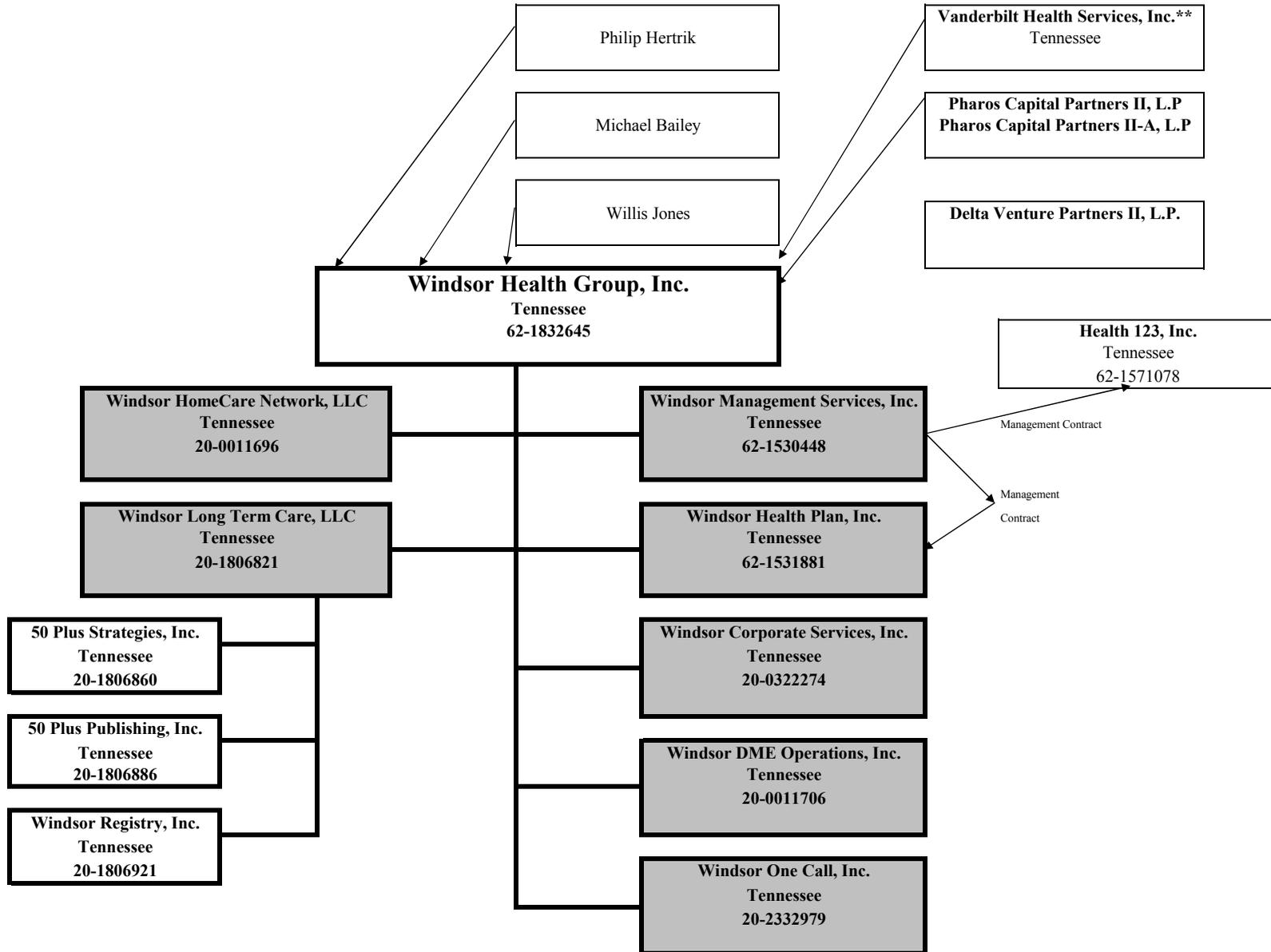
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

		Direct Business Only								
State, Etc.		1	2	3	4	5	6	7	8	9
		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	1,472,340	131,142					1,603,482	
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N	656,562	18,663,052					19,319,614	
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)	N	670,401	34,255,227					34,925,628	
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)	N	542,224	3,655,323					4,197,547	
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N	1,944,906	61,812,894					63,757,800	
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)	X X X								
59.	Subtotal	X X X	5,286,433	118,517,638					123,804,071	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)	5,286,433	118,517,638					123,804,071	
DETAILS OF WRITE-INS										
5801.		X X X								
5802.		X X X								
5803.		X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

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

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**

Q14



**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.

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

RESPONSE

Yes

Explanations:

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION**Real Estate**

	1	2
	Year To Date	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 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 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**

	1	2
	Year To Date	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 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 paid		
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)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE BA - VERIFICATION**Other Long-Term Invested Assets**

Description	1	2
	Year To Date	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 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)		
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	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	5,829,237	5,046,486
2. Cost of bonds and stocks acquired	3,000,613	2,792,536
3. Accrual of discount	82	30
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	2,840,000	1,940,000
7. Deduct amortization of premium	24,419	69,815
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)	5,965,513	5,829,237
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	5,965,513	5,829,237

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)	5,836,036	2,683,486	2,535,000	(19,009)	5,836,036	5,965,513		5,829,237
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	5,836,036	2,683,486	2,535,000	(19,009)	5,836,036	5,965,513		5,829,237
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	5,836,036	2,683,486	2,535,000	(19,009)	5,836,036	5,965,513		5,829,237

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

QSI02

SI03 **Schedule DA Part 1** **NONE**

SI03 **Schedule DA Verification** **NONE**

SI04 **Schedule DB Part F Section 1** **NONE**

SI05 **Schedule DB Part F Section 2** **NONE**

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	7,023,153	6,659,730
2.	Cost of cash equivalents acquired	7,155,112	7,023,153
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	7,023,153	6,659,730
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)	7,155,112	7,023,153
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	7,155,112	7,023,153

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 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 - U.S. Governments									
31359MFS7	Federal National Mortgage Association		04/01/2008	Regions Morgan Keegan	X X X	331,055	300,000.00	6,294	1
3133XCJ38	Federal Home Loan Bank		04/16/2008	Regions Morgan Keegan	X X X	1,540,081	1,465,000.00	12,623	1
3133XJUT3	Federal Home Loan Bank		05/15/2008	Regions Morgan Keegan	X X X	812,350	770,000.00	7,058	1
0399999 Subtotal - Bonds - U.S. Governments					X X X	2,683,486	2,535,000.00	25,975	X X X
6099997 Subtotal - Bonds - Part 3					X X X	2,683,486	2,535,000.00	25,975	X X X
6099998 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
6099999 Subtotal - Bonds					X X X	2,683,486	2,535,000.00	25,975	X X X
6599998 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
7299998 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
7399999 Subtotal - Preferred and Common Stocks					X X X	X X X	X X X	X X X	X X X
7499999 Total - Bonds, Preferred and Common Stocks					X X X	2,683,486	X X X	25,975	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																					
9128273X8	US Treasury Note	04/01/2008	Matured	X X X	300,000	300,000.00	304,888	300,074		(74)		(74)		300,000				8,250	04/01/2008	1	
3134A2DT2	Federal Home Loan Mortgage Corp.	04/15/2008	Matured	X X X	1,465,000	1,465,000.00	1,495,179	1,467,515		(2,515)		(2,515)		1,465,000				42,119	04/15/2008	1	
31359MDU4	Federal National Mortgage Association	05/15/2008	Matured	X X X	770,000	770,000.00	785,015	772,503		(2,503)		(2,503)		770,000				23,100	05/15/2008	1	
0399999	Subtotal - Bonds - U.S. Governments			X X X	2,535,000	2,535,000.00	2,585,082	2,540,092		(5,092)		(5,092)		2,535,000				73,469	X X X	X X X	
6099997	Subtotal - Bonds - Part 4			X X X	2,535,000	2,535,000.00	2,585,082	2,540,092		(5,092)		(5,092)		2,535,000				73,469	X X X	X X X	
6099998	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	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
6099999	Subtotal - Bonds			X X X	2,535,000	2,535,000.00	2,585,082	2,540,092		(5,092)		(5,092)		2,535,000				73,469	X X X	X X X	
6599998	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	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7299998	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	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7399999	Subtotal - Preferred and Common Stocks			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7499999	Total - Bonds, Preferred and Common Stocks			X X X	2,535,000	X X X	2,585,082	2,540,092		(5,092)		(5,092)		2,535,000				73,469	X X X	X X X	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule 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, N.A.	Atlanta, Georgia		1.370	138,291		17,320,200	46,974,843	22,140,917	X X X
Fifth Third Bank	Nashville, Tennessee			25,110		5,364,651	5,373,108	5,380,494	X X X
Regions Bank	Nashville, Tennessee		0.980	432		179,432	153,120	153,122	X X X
0199998 Deposits in0 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	163,833		22,864,283	52,501,071	27,674,533	X X X
0299998 Deposits in0 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	163,833		22,864,283	52,501,071	27,674,533	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	163,833		22,864,283	52,501,071	27,674,533	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
U.S. Governments - Issuer Obligations							
Columbia Cash Reserves Capital		04/01/2002	2.536		36,328		638
Columbia Cash Reserves Capital		02/17/2006	2.536		578,841		10,162
Butler Cnty Surgical Pptys LLC		09/21/2006	3.250		1,825,000		35,173
Consolidated Equites Rlty		09/21/2006	3.250		2,040,000		38,430
Lighting Direct LLC		09/21/2006	3.250		1,680,000		32,106
AFS Assoc L P Taxbl NT Adj		09/21/2006	3.250		280,000		5,423
Fifth Third Inst MMkt Core		10/03/2006	2.700		714,943		10,026
0199999 Subtotal - U.S. Governments - Issuer Obligations					7,155,112		131,958
0399999 Subtotal - U.S. Governments					7,155,112		131,958
5499999 Subtotals - Issuer Obligations					7,155,112		131,958
6099999 Subtotals - Bonds					7,155,112		131,958
8599999 Sweep Accounts							
8699999 Other Cash Equivalents							
8799999 Total - Cash Equivalents					7,155,112		131,958



MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

For the Quarter Ended June 30, 2008

NAIC Group Code: 1268

NAIC Company Code: 95792

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	3,204,516	X X X		X X X	3,204,516
2. Earned Premiums		X X X		X X X	X X X
3. Claims Paid	2,272,303	X X X		X X X	2,272,303
4. Claims Incurred	970,392	X X X		X X X	X X X
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	X X X		X X X		
6. Aggregate Policy Reserves - change	15,032	X X X		X X X	X X X
7. Expenses Paid	453,977	X X X		X X X	453,977
8. Expenses Incurred	453,977	X X X		X X X	X X X
9. Underwriting Gain or Loss	(1,439,401)	X X X		X X X	X X X
10. Cash Flow Results	X X X	X X X	X X X	X X X	478,236

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

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