



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

NAIC Group Code 0901 3477 NAIC Company Code 12902 Employer's ID Number 20-8534298
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 02/27/2007 Commenced Business 02/27/2007

Statutory Home Office 2900 North Loop West, Suite 1300, Houston, TX 77092
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 500 Great Circle Road
(Street and Number)
Nashville, TN 37228, 615-291-7000
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 9009 Carothers Parkway, Franklin, TN 37067
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 500 Great Circle Road
(Street and Number)
Nashville, TN 37228, 615-291-7000
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.healthspring.com

Statutory Statement Contact Beth Ann Hollingsworth, 615-236-6252
(Name) (Area Code) (Telephone Number)
regulatory@healthspring.com, 615-401-4566
(E-mail Address) (FAX Number)

OFFICERS

President, Chairman & CEO Scott Christian Huebner Vice President & Secretary Mark Andrew Tulloch
Chief Financial Officer Franklin Stewart Warren Co-Chief Executive Officer Matthew Shawn Morris

OTHER

Clifton Scott Jacobson Vice President Dirk Oliver Wales MD Corporate Medical Officer Richard Alan Appel # Chief Compliance Officer
James Russell Hailey President - Pharmaceutical Operations Brian Thomas McCullough Treasurer David Lowell Terry Chief Actuary
Gregory James Allen Divisional President Jay Landon Hurt Divisional President Peter Ronald Gardner Vice President
Kristinn Klunkert Benton Vice President Allen Curtis Perez Vice President Barry Richard McHale # Vice President
James Patrick Foley Divisional President Robert Lambdin Dawson # Vice President Maureen Hardiman Ryan # Vice President & Assistant Treasurer

DIRECTORS OR TRUSTEES

Sanjeev Kumar Srivastava # Scott Christian Huebner Robert Lambdin Dawson #
Matthew Shawn Morris Mark Andrew Tulloch

State of Tennessee SS:
County of _____

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.

Scott Christian Huebner
President, Chairman and CEO

Franklin Stewart Warren
Chief Financial Officer

Mark Andrew Tulloch
Vice President & Secretary

Subscribed and sworn to before me this _____ day of November, 2012

- 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			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	151,859,996		151,859,996	133,953,369
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$207,043,894), cash equivalents (\$117,798,185) and short-term investments (\$30,775,696)	355,617,775		355,617,775	131,968,355
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	1,960,854		1,960,854	205,959
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	509,438,625	0	509,438,625	266,127,683
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,368,737		1,368,737	1,161,967
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	19,180,554		19,180,554	17,208,508
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	59,500,254		59,500,254	129,301,146
18.1 Current federal and foreign income tax recoverable and interest thereon			0	4,509,359
18.2 Net deferred tax asset	4,778,630		4,778,630	5,803,276
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$69,591,895) and other amounts receivable	72,923,772	3,331,878	69,591,894	105,540,171
25. Aggregate write-ins for other than invested assets	24,910	24,904	6	300
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	667,215,482	3,356,782	663,858,700	529,652,410
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	667,215,482	3,356,782	663,858,700	529,652,410
DETAILS OF WRITE-INS				
1101.			0	0
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Miscellaneous receivable	6		6	300
2502. Deposits	24,904	24,904	0	
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	24,910	24,904	6	300

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	154,456,387	2,030,089	156,486,476	151,362,830
2. Accrued medical incentive pool and bonus amounts	5,599,574	3,863,767	9,463,341	6,624,634
3. Unpaid claims adjustment expenses		1,703,542	1,703,542	1,313,262
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	19,512,026		19,512,026	11,281,727
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	102,874		102,874	70,717
9. General expenses due or accrued	2,302,574		2,302,574	2,284,281
10.1 Current federal and foreign income tax payable and interest thereon (including \$52,970 on realized gains (losses))	8,881,834		8,881,834	6,606,821
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	1,629,821		1,629,821	646,813
13. Remittances and items not allocated	390,395		390,395	1,064
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	43,232,942		43,232,942	31,106,825
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	27,540,282		27,540,282	347,857
23. Aggregate write-ins for other liabilities (including \$ current)	503,300	0	503,300	503,300
24. Total liabilities (Lines 1 to 23)	264,152,009	7,597,398	271,749,407	212,150,131
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	116,703,127	116,703,127
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	272,906,166	198,299,152
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	392,109,293	317,502,279
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	663,858,700	529,652,410
DETAILS OF WRITE-INS				
2301. Fines and penalties	503,300		503,300	503,300
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	503,300	0	503,300	503,300
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 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	6,790,044	8,249,264	11,062,577
2. Net premium income (including \$ non-health premium income)	XXX	1,637,691,558	1,562,547,990	2,072,379,156
3. Change in unearned premium reserves and reserve for rate credits	XXX			0
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	(8,355,108)	(4,770,903)	(6,294,037)
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,629,336,450	1,557,777,087	2,066,085,119
Hospital and Medical:				
9. Hospital/medical benefits		694,296,239	512,531,007	698,968,409
10. Other professional services		13,476,935	15,965,029	16,649,959
11. Outside referrals	38,371,160	38,371,160	19,371,765	14,352,103
12. Emergency room and out-of-area	159,174	12,588,426	11,017,191	17,939,302
13. Prescription drugs		551,668,796	733,577,211	896,287,638
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	524,062	12,484,946	11,592,815	13,368,981
16. Subtotal (Lines 9 to 15)	39,054,396	1,322,886,502	1,304,055,019	1,657,566,392
Less:				
17. Net reinsurance recoveries				0
18. Total hospital and medical (Lines 16 minus 17)	39,054,396	1,322,886,502	1,304,055,019	1,657,566,392
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 40,287,803 cost containment expenses	67,593,146	67,593,146	20,474,108	80,679,576
21. General administrative expenses		135,487,376	157,989,441	164,710,434
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		(202,689)	2,991,006	1,627,328
23. Total underwriting deductions (Lines 18 through 22)	106,647,542	1,525,764,335	1,485,509,574	1,904,583,730
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	103,572,115	72,267,513	161,501,389
25. Net investment income earned		2,989,550	2,473,497	3,048,722
26. Net realized capital gains (losses) less capital gains tax of \$ 52,970		98,373	66,177	69,506
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,087,923	2,539,674	3,118,228
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
29. Aggregate write-ins for other income or expenses	0	315,760	(15,106)	(365,721)
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	106,975,798	74,792,081	164,253,896
31. Federal and foreign income taxes incurred	XXX	36,212,915	27,612,657	59,281,186
32. Net income (loss) (Lines 30 minus 31)	XXX	70,762,883	47,179,424	104,972,710
DETAILS OF WRITE-INS				
0601. Bad debt expense	XXX	(8,355,108)	(4,770,903)	(6,294,037)
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	(8,355,108)	(4,770,903)	(6,294,037)
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 through 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 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Penalties and fines		(10,321)	(15,106)	(365,721)
2902. Other income		326,081		
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	315,760	(15,106)	(365,721)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	317,502,279	214,130,701	214,130,701
34. Net income or (loss) from Line 32.....	70,762,883	47,179,424	104,972,710
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(1,967,641)	2,031,946	(2,244,803)
39. Change in nonadmitted assets.....	5,505,115	(2,354,816)	(2,438,420)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	306,657		
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	29,500,000	45,500,000
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....		(37,500,000)	(42,500,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	82,091	82,091
48. Net change in capital & surplus (Lines 34 to 47).....	74,607,014	38,938,646	103,371,578
49. Capital and surplus end of reporting period (Line 33 plus 48)	392,109,293	253,069,347	317,502,279
DETAILS OF WRITE-INS			
4701. Change in asset valuation reserve.....		82,091	82,091
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	82,091	82,091

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,635,829,549	1,723,351,714	2,070,360,330
2. Net investment income	4,445,172	3,975,906	5,242,183
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,640,274,721	1,727,327,621	2,075,602,513
5. Benefit and loss related payments	1,274,128,408	1,301,504,632	1,636,657,060
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	105,341,452	70,451,178	286,264,261
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	29,481,513	38,474,799	76,083,989
10. Total (Lines 5 through 9)	1,408,951,373	1,410,430,610	1,999,005,310
11. Net cash from operations (Line 4 minus Line 10)	231,323,348	316,897,011	76,597,203
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	24,403,681	21,221,594	26,279,151
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	24,403,681	21,221,594	26,279,151
13. Cost of investments acquired (long-term only):			
13.1 Bonds	43,824,577	25,209,706	31,140,391
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	1,754,895	6,655	205,959
13.7 Total investments acquired (Lines 13.1 to 13.6)	45,579,472	25,216,361	31,346,350
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(21,175,791)	(3,994,767)	(5,067,199)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	29,500,000	45,500,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	37,500,000	42,500,000
16.6 Other cash provided (applied)	13,501,863	37,359,963	(9,686,572)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	13,501,863	29,359,963	(6,686,572)
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) ..	223,649,420	342,262,207	64,843,432
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	131,968,355	67,124,923	67,124,923
19.2 End of period (Line 18 plus Line 19.1)	355,617,775	409,387,130	131,968,355

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

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STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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	942,567	0	0	0	0	0	0	86,098	2,851	853,618
2. First Quarter	765,169							94,085	20,445	650,639
3. Second Quarter	754,137							95,060	19,754	639,323
4. Third Quarter	748,778							96,480	21,391	630,907
5. Current Year	0									
6. Current Year Member Months	6,790,044							850,963	147,648	5,791,433
Total Member Ambulatory Encounters for Period:										
7. Physician	1,341,128							1,193,758	147,370	
8. Non-Physician	845,197							606,490	238,707	
9. Total	2,186,325	0	0	0	0	0	0	1,800,248	386,077	0
10. Hospital Patient Days Incurred	107,133							99,966	7,167	
11. Number of Inpatient Admissions	17,502							16,329	1,173	
12. Health Premiums Written (a)	1,637,691,559							935,282,086	136,543,637	565,865,836
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,637,691,559							935,282,086	136,543,637	565,865,836
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	1,274,128,410							700,600,466	135,839,897	437,688,047
18. Amount Incurred for Provision of Health Care Services	1,322,886,503							729,479,441	133,806,558	459,600,504

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$1,501,147,922

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)						
Renaissance Physician Organization	(115,905)	29,041	163,459	528,112	1,631,217	2,235,924
Gold Violin	26,986	164,932	347,933	101,348	1,058,711	1,699,910
WellMed	83,148	78,283	74,586	402,759	772,342	1,411,119
WellMed	159,388	13,962	8,885	71,885	336,197	590,317
Best Practice Disease Management	154,500	94,000	45,750	19,000	55,500	368,750
Inspiris	115,850	28,326	34,691	31,509	135,901	346,277
Nations Health	267,565	51,653				319,217
Inspiris	4,260	30,554	10,821	6,365	98,982	150,982
Sadler Clinic					127,039	127,039
Lower Valley Physician Alliance	(21,804)	(1,734)	2,427	(46,381)	120,971	53,479
Best Practice Disease Management	12,750	26,250	5,000	1,500	250	45,750
Doctors Organize Care	55,182	8,934	(49,882)	26,990		41,224
Valley Integrated Physicians	16,671					16,671
0199999 Individually listed claims unpaid	758,591	524,201	643,670	1,143,088	4,337,110	7,406,659
.....						
.....						
.....						
.....						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	674,636					674,636
0499999 Subtotals	1,433,226	524,201	643,670	1,143,088	4,337,110	8,081,295
0599999 Unreported claims and other claim reserves						148,405,181
0699999 Total amounts withheld						
0799999 Total claims unpaid						156,486,476
0899999 Accrued medical incentive pool and bonus amounts						9,463,341

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	62,923,571	651,136,014	2,084,587	80,044,396	65,008,158	74,779,861
7. Title XIX - Medicaid	1,705,467	111,408,586	36,806	22,689,038	1,742,273	2,033,339
8. Other health	(41,173,431)	478,481,962	3,863,490	47,768,159	(37,309,941)	74,549,631
9. Health subtotal (Lines 1 to 8)	23,455,607	1,241,026,562	5,984,883	150,501,593	29,440,490	151,362,831
10. Healthcare receivables (a)		3,646,189		69,277,584	0	113,719,515
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	5,902,569	3,743,670	855,534	8,607,807	6,758,103	6,624,634
13. Totals (Lines 9-10+11+12)	29,358,176	1,241,124,043	6,840,417	89,831,816	36,198,593	44,267,950

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of HealthSpring Life & Health Insurance Company, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance (the Department).

The Department recognizes only statutory accounting practices (NAIC SAP) prescribed or permitted by the state of Texas for determining and reporting the financial condition and results of operations of an insurance company, for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (the NAIC) *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed or permitted practices by the state of Texas.

While the Department has adopted certain prescribed accounting practices that differ from those found in SAP, the Company's financials were not affected by those differences in 2012 or 2011.

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

No change from the 2011 Annual Statement.

C. Accounting Policies - No change from the 2011 Annual Statement.

2. Accounting Changes and Corrections of Errors

A. Material Changes in Accounting Principles and/or Correction of Errors

The Company adopted SSAP No. 101 – *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, effective January 1, 2012. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax asset admissibility test, and disclosure modifications. A change resulting from the adoption of this revised statement was accounted for prospectively. The Company impact of adopting SSAP No. 101 did not have a material impact on capital and surplus.

The Company had no correction of errors.

3. Business Combinations and Goodwill

A. Statutory Purchase Method – not applicable.

B. Statutory Merger – not applicable.

C. Assumption Reinsurance – not applicable.

D. Impairment Loss – not applicable.

4. Discontinued Operations

1. Identity of Segment Discontinued – not applicable.

2. Expected Disposal Date – not applicable.

3. Expected Manner of Disposal – not applicable.

4. Description of Remaining Assets and Liabilities – not applicable.

5. Amounts Related to Discontinued Operations – not applicable.

NOTES TO FINANCIAL STATEMENTS

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.

B. Debt Restructuring – not applicable.

C. Reverse Mortgages – not applicable.

D. Loan-Backed Securities

1. Prepayment assumptions for loan-backed securities and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.
2. There are no loan-backed securities with a recognized other-than-temporary impairment as of September 30, 2012.
3. There are no loan-backed and structured securities where the present value of cash flows expected to be collected is less than amortized cost.
4. Loan-backed and structured securities with a decline in fair value from amortized cost were as follows, including the length of time of such decline:

	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Unrealized Depreciation</u>
One year or less	\$ 284,682	\$ 287,616	\$ (2,934)
More than one year	384,546	386,476	(1,930)

5. Management reviews loan-backed and structured securities with a decline in fair value from cost for impairment based on criteria that include:

- length of time and severity of decline;
- financial and specific near term prospects of the issuer;
- changes in the regulatory, economic or general market environment of the issuer's industry or geographic region; and
- the Company's intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.

E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.

F. Real Estate – not applicable.

G. Investments in Low Income Housing Tax Credits – not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

7. Investment Income

A. Basis for Non-Admitting Any Investment Income Due and Accrued – No change from the 2011 Annual Statement.

B. As of September 30, 2012 and December 31, 2011, the Company had no investment income due and accrued with amounts that are over 90 days past due.

8. Derivative Instruments

NOTES TO FINANCIAL STATEMENTS

- A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
- B. Objectives for the Use of Derivatives – not applicable.
- C. Description of Accounting Policies for Derivatives – not applicable.
- D&E. Net Gain or Loss from Derivatives – not applicable.
- F. Cash Flow Hedges – not applicable.

9. Income Taxes

- A. Components of Deferred Income Tax – no change from 2011 Annual Statement
- B. Deferred Tax Liabilities Not Recognized – no change from 2011 Annual Statement.
- C. Components of Income Taxes Incurred – no change from 2011 Annual Statement.
- D. Federal Income Tax Rate Reconciliation – no change from 2011 Annual Statement.
- E. Operating Losses and Tax Credit Carry Forwards – no change from 2011 Annual Statement.
- F. Consolidated Tax Return Entities

For the period January 1, 2012 through January 31, 2012, the Company's Federal Income Tax return is consolidated with HealthSpring, Inc., and the following subsidiaries:

Bravo Health Mid-Atlantic, Inc.
Bravo Health Pennsylvania, Inc.
HealthSpring Life & Health Insurance Company, Inc.
HealthSpring Management, Inc.
HealthSpring of Tennessee, Inc.
HealthSpring of Alabama, Inc.
HealthSpring of Florida, Inc.

For the period January 1, 2012 through January 31, 2012, the Company was subject to a written agreement with HealthSpring, Inc., and its subsidiaries, whereby an allocation is made primarily on a separate-return basis with current credit for net operating losses or other items utilized in the consolidated tax return. Intercompany balances are settled periodically, usually monthly, or when deemed necessary.

Starting February 1, 2012, the Company's Federal Income Tax return is consolidated with Cigna Corporation (“Cigna”) and the following subsidiaries:

Allegiance Benefit Plan Management, Inc.
Allegiance Cobra Services, Inc.
Allegiance Life & Health Insurance Company, Inc.
Allegiance Re, Inc.
Arizona Healthplan, Inc.
Benefit Management Corporation
Bravo Health Mid-Atlantic, Inc.
Bravo Health Pennsylvania, Inc.
CG Individual Tax Benefit Payments, Inc.
CG Life Pension Benefit Payments, Inc.
CG LINA Pension Benefit Payments, Inc.
Chocelinx, Inc.
Cigna Arbor Life Insurance Company
Cigna Behavioral Health, Inc.
Cigna Behavioral Health of California, Inc.
Cigna Behavioral Health of Texas, Inc.
Cigna Benefits Financing, Inc.
Cigna Benefits Processing Ireland, Ltd
Cigna Dental Health, Inc.

NOTES TO FINANCIAL STATEMENTS

Cigna Dental Health of California, Inc.
Cigna Dental Health of Colorado, Inc.
Cigna Dental Health of Delaware, Inc.
Cigna Dental Health of Florida, Inc.
Cigna Dental Health of Illinois, Inc.
Cigna Dental Health of Kansas, Inc.
Cigna Dental Health of Kentucky, Inc.
Cigna Dental Health of Maryland, Inc.
Cigna Dental Health of Missouri, Inc.
Cigna Dental Health of New Jersey, Inc.
Cigna Dental Health of North Carolina, Inc.
Cigna Dental Health of Ohio, Inc.
Cigna Dental Health of Pennsylvania, Inc.
Cigna Dental Health of Texas, Inc.
Cigna Dental Health of Virginia, Inc.
Cigna Dental Healthplan of Arizona, Inc.
Cigna Direct Marketing Company, Inc.
Cigna Federal Benefits, Inc.
Cigna Global Holdings, Inc.
Cigna Global Insurance Company Limited
Cigna Global Reinsurance Company, Ltd
Cigna Government Benefits, Inc.
Cigna Health and Life Insurance Company
Cigna Health Corporation
Cigna Health Management, Inc.
Cigna Healthcare Benefits, Inc.
Cigna Healthcare Centennial State, Inc.
Cigna Healthcare Holdings, Inc.
Cigna Healthcare, Inc.
Cigna Healthcare Mid-Atlantic, Inc.
Cigna Healthcare of Arizona, Inc.
Cigna Healthcare of California, Inc.
Cigna Healthcare of Colorado, Inc.
Cigna Healthcare of Connecticut, Inc.
Cigna Healthcare of Delaware, Inc.
Cigna Healthcare of Florida, Inc.
Cigna Healthcare of Georgia, Inc.
Cigna Healthcare of Illinois, Inc.
Cigna Healthcare of Indiana, Inc.
Cigna Healthcare of Maine, Inc.
Cigna Healthcare of Massachusetts, Inc.
Cigna Healthcare of New Hampshire, Inc.
Cigna Healthcare of New Jersey, Inc.
Cigna Healthcare of New York, Inc.
Cigna Healthcare of North Carolina, Inc.
Cigna Healthcare of Ohio, Inc.
Cigna Healthcare of Pennsylvania, Inc.
Cigna Healthcare of South Carolina, Inc.
Cigna Healthcare of St. Louis, Inc.
Cigna Healthcare of Tennessee, Inc.
Cigna Healthcare of Texas, Inc.
Cigna Healthcare of Utah, Inc.
Cigna Healthcare Pacific, Inc.
Cigna Holdings, Inc.
Cigna Holdings Overseas, Inc.
Cigna Integrated Care, Inc.
Cigna Intellectual Property, Inc.
Cigna International Corporation
Cigna International Finance, Inc.
Cigna International Services, Inc.
Cigna Investment Group, Inc.
Cigna Investments, Inc.
Cigna Life Insurance Company of New York

NOTES TO FINANCIAL STATEMENTS

Cigna Managed Care Benefits Company
Cigna Mezzanine Partners, III, Inc.
Cigna RE Corporation
Cigna Resource Manager, Inc.
Cigna Worldwide Insurance Company
Connecticut General Benefit Payments, Inc.
Connecticut General Corporation
Connecticut General Life Insurance Company
Cottage Grove Real Estate, Inc.
Former Cigna Investments, Inc.
GreatWest Healthcare of Illinois, Inc.
Hazard Center Investment Co. LLC
Healthsource Benefits, Inc.
Healthsource, Inc.
Healthsource Properties, Inc.
HealthSpring, Inc.
HealthSpring Life & Health Insurance Company, Inc.
HealthSpring Management, Inc.
HealthSpring of Tennessee, Inc.
HealthSpring of Alabama, Inc.
HealthSpring of Florida, Inc.
IHN, Inc.
Intermountain Underwriters, Inc.
Intracorp, Inc.
Kronos Optimal Health Company
Life Insurance Company of North America
LINA Benefit Payments, Inc.
Managed Care Consultants, Inc.
MCC Independent Practice Assoc of New York, Inc.
Mediversal, Inc.
Sagamore Health Network, Inc.
Tel-Drug, Inc.
Universal Claims Administration

Effective February 1, 2012, the Company entered into a Consolidated Federal Income Tax Agreement (the "Agreement") with Cigna and its domestic subsidiaries. Pursuant to the Agreement, federal income taxes are allocated to the Company as if it were filing on a separate return basis. The tax benefit of net operating losses, capital losses and tax credits are funded to the extent they reduce the consolidated federal income tax liability.

Cigna's federal income tax returns are routinely audited by the Internal Revenue Service (IRS). In management's opinion, adequate tax liabilities, including related charges should the IRS prevail, have been established to address potential exposures involving tax positions the Company has taken that may be challenged by the IRS. These liabilities could be revised in the near term if estimates of Cigna's ultimate liability change as a result of new developments or a change in circumstances.

In 2012, the IRS commenced its examination of Cigna's 2009 and 2010 consolidated federal income tax returns.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. B. and C.

Bravo Health Texas, Inc. (BRTX), a Texas domiciled insurance company and Bravo Health Insurance Company, Inc. (BHIC), a Delaware domiciled insurance company merged with the Company, on March 31, 2012 and January 1, 2012, respectively, with the Company became the surviving entity. The transaction was accounted for as a statutory merger between entities under common control. Assets and liabilities transferred between entities under common control are accounted for at historical cost. The accompanying financial statements were adjusted to include the financial position, operating results, and cash flows of BRTX and BHIC for all periods presented. In accordance with SSAP No. 68, *Business Combinations and Goodwill*, amounts in the statutory financial statements and accompanying notes have

NOTES TO FINANCIAL STATEMENTS

been restated as if the merger had occurred January 1, 2011. The merger resulted in an increase in unassigned surplus of \$138,403,588 as of December 31, 2011.

D. At September 30, 2012 and December 31, 2011, the Company reported \$43,232,932 and \$31,106,825, respectively, as the net amounts due to the parent, subsidiaries and affiliates, respectively. These amounts are settled periodically, usually monthly.

E. Guarantees Resulting in a Material Contingent Exposure – not applicable.

F. Management Services Agreement – no change from the 2011 Annual Statement.

G. Ownership

All outstanding shares of the Company are owned by NewQuest, LLC, a limited liability company domiciled in the state of Texas, which is ultimately owned by HealthSpring, Inc. (HS)

On January 31, 2012, HS completed the merger contemplated by the Agreement and Plan of Merger (the Merger Agreement), dated as of October 24, 2011, among HS, Cigna Corporation, a Delaware corporation (Cigna), and Cigna Magnolia Corp., a Delaware corporation and an indirect, wholly owned subsidiary of Cigna (Merger Sub). Pursuant to the Merger Agreement, HS was acquired by Cigna through a merger of Merger Sub with and into the HS (the Merger), with the HS surviving the Merger as an indirect, wholly owned subsidiary of Cigna.

H. Upstream Intermediate Entity – not applicable.

I. Investment in SCA Entity that Exceeds 10% of Admitted Assets – not applicable.

J. Investments in Impaired SCA's – not applicable.

K. Investments in Foreign Insurance Subsidiaries – not applicable.

L. Investment in a Downstream Non-Insurance Holding Company – not applicable.

11. Debt

A. Debt and Capital Notes – not applicable.

B. FHLB Agreements – not applicable.

12. Retirement Plans, Deferred Compensation, Post Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan – not applicable.

B. Defined Contribution Plan – not applicable.

C. Mutli-Employer Plan – not applicable.

D. Consolidated/Holding Company Plans – not applicable.

E. Postemployment Benefits and Compensated Absences – not applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.

13. Capital and Surplus, Shareholders' Dividend Restriction and Quasi-Reorganizations

1. The Company has 5,000,000 shares authorized, 2,500,000 shares issued and outstanding of \$1 par value Common Stock, owned entirely by NewQuest, LLC.

2. The Company has no preferred stock outstanding.

NOTES TO FINANCIAL STATEMENTS

3. The payment of dividends by the Company to shareholders is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income.
4. In 2011, the Company paid ordinary dividends of \$42,500,000 to its Parent and received \$45,500,000 in surplus contribution from its Parent. In 2012, the Company has not paid any dividends to its Parent and did not receive a surplus contribution from its Parent.
5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
6. Restrictions on Unassigned Surplus – none.
7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
9. Special Surplus Funds – not applicable.
10. Cumulative Unrealized Gains and Losses in Surplus – none.
11. Surplus Note – none.
12. Quasi-Reorganization – not applicable.
13. Date of a Quasi –Reorganization – not applicable.
14. Contingencies
 - A. Contingent Commitments – none.
 - B. Assessments – none.
 - C. Gain Contingencies – none.
 - D. Claims-Related Extra-contractual Obligations – none.
 - E. All Other Contingencies – no change from the 2011 Annual Statement.
15. Leases
 - A. Lessee Operating Leases – none
 - B. Lessor Leases – none
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
 1. Financial Instruments with Off-Balance Sheet Risk – not applicable.
 2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
 3. Amount of Loss – not applicable.
 4. Policy for Requiring Collateral – not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.

NOTES TO FINANCIAL STATEMENTS

- C. Wash Sales – none.
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
- A. ASO Plans – not applicable.
- B. ASC Plans – not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
- (A) - (F) Not applicable.
20. Fair Value Measurements

As of September 30, 2012 and December 31, 2011, the Company had no bonds carried at fair value in the financial statements.

The Company's financial assets have been classified based upon a hierarchy defined by SAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument's fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The following table provides the carrying value, fair value and classification in the fair value hierarchy of the Company's bonds not recorded at fair value as of September 30, 2012.

	Fair Value			Total	Carrying Value
	Quoted Prices in Active markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Bonds	\$ 11,027,396	\$ 145,919,279	—	\$ 156,946,675	\$ 151,863,236

At December 31, 2011, the carrying value and fair value of the Company's bonds was \$139,953,369 and \$137,481,624, respectively.

21. Other Items
- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures – no change from the 2011 Annual Statement.
- D. Healthcare premiums due and uncollected are recorded during the period the Company is obligated to provide services to members and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable losses in the Company's existing health premiums due and uncollected and is based on past-due balances greater than 90 days. Balances greater than 90 days past due, which are not reserved, are included in nonadmitted assets. Account balances are charged off after all means of collection have been exhausted and the potential for recovery is considered remote.

Health premiums under government-insured plans, including amounts over 90 days due, that qualify as accident and health contracts in accordance with SSAP No. 50, *Classifications and Definitions of Insurance or Managed Care Contracts in Force*, are included in admitted

NOTES TO FINANCIAL STATEMENTS

assets. As of September 30, 2012 and December 31, 2011, the Company had admitted assets of \$15,663,747 and \$14,123,138 net receivable under government-insured included in health premiums due and uncollected, respectively. These receivables include \$14,939,232 and \$18,096,194 recorded for the final settlement of risk adjustment premiums with CMS for September 30, 2012 and December 31, 2011, respectively.

E. Business Interruption Insurance Recoveries – none.

F. State Transferable Tax Credits – none.

G. Subprime Mortgage-Related Risk Exposure

1. Direct Exposure through Investments in Subprime Loans – not applicable.

2. Direct Exposure through Other Investments – not applicable.

3. Underwriting Exposure to Subprime Mortgage Risk – not applicable.

H. Retained Assets – none

22. Events Subsequent

The Company evaluated the impact of subsequent transactions and events since September 30, 2012 through November 14, 2012, the date that these statutory basis financial statements were available for issuance, for any events or transactions that would require recognition or disclosure in these statutory basis financial statements.

23. Reinsurance

A. General Interrogatories – no change from the 2011 Annual Statement.

B. Uncollectible Reinsurance – none.

C. Commutation of Ceded Reinsurance – none.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.

B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.

C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act – not applicable.

25. Change in Incurred Losses and Loss Adjustment Expenses

The liability for claims unpaid as of December 31, 2011 was \$151,362,831. During the 2012, \$137,175,123 has been paid on these liabilities. Reserves remaining for prior years are now \$5,984,883, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$8,202,825 since December 31, 2011. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

NOTES TO FINANCIAL STATEMENTS

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2011 Balance	\$ 151,362,830	\$ 6,624,634	\$ (113,719,515)	\$ 44,267,950
Paid/(Received) -	137,175,123	5,902,569	(113,719,515)	29,358,177
Favorable/(Unfav) Development	8,202,825	(133,469)	-	8,069,357
9/30/2012 Balance for 2011 & Prior	\$ 5,984,883	\$ 855,534	\$ -	\$ 6,840,417

26. Intercompany Pooling Arrangements

A.-G. – None.

27. Structure Settlements

Not applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

The information below includes the stand-alone prescription drug plan line of business. The Estimated Pharmacy Rebates as Reported on Financial Statements for September 30, 2012 and December 31, 2011 excludes \$0 and \$8,106,391 related to non-admitted rebates.

Quarter Ended	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received Within More Than 180 Days of Billing
9/30/2012	\$ 66,776,920	\$ 66,633,453	\$ -	\$ -	\$ -
6/30/2012	109,742,521	65,334,588	65,191,121	-	-
3/31/2012	108,110,143	65,671,457	44,176,978	21,494,479	-
12/31/2011	101,958,109	94,007,952	58,138,263	13,848,093	22,021,597
9/30/2011	107,881,074	75,350,797	71,784,003	3,577,174	(10,380)
6/30/2011	114,660,064	68,554,064	60,753,383	7,808,741	(8,060)
3/31/2011	90,958,428	70,923,817	55,197,966	15,756,704	(30,853)
12/31/2010	71,678,761	61,453,073	45,835,589	12,828,694	2,788,790
9/30/2010	71,940,946	52,844,390	52,709,446	108,789	26,155
6/30/2010	77,454,476	47,571,763	26,887,596	20,655,963	28,204
3/31/2010	67,066,670	48,692,105	1,397,579	47,204,942	89,584
12/31/2009	41,620,502	45,072,853	3,830,555	40,926,186	316,112
9/30/2009	41,951,654	35,857,284	19,848,113	15,864,747	144,424

B. Risk Sharing Receivables - none

C. Other Healthcare Receivables

Other healthcare receivables in \$207,174 related to plan to plan pharmacy settlements, \$2,025,368 related to WellMed, \$(51,198) related to Texas STAR+PLUS Medicaid and \$633,630 related to the Texas Medicare Advantage Dual Eligible Special Need Plan.

29. Participating Policies – none.

30. Premium Deficiency Reserves – none.

NOTES TO FINANCIAL STATEMENTS

31. Anticipated Salvage and Subrogation – none.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No []
- 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 []
- 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 []
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 []
- 4.2 If yes, provide the name of the 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
Bravo Health Insurance Company, Inc.	12784	Delaware
Bravo Health Texas, Inc.	10134	Texas

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A []
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. 12/31/2010
- 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. 12/31/2010
- 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). 09/19/2012
- 6.4 By what department or departments?
Texas Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] 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 []
- 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 []
- 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 []
- 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 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 FDIC	6 SEC

GENERAL INTERROGATORIES

- 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 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
- 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
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 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: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 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	\$
14.22 Preferred Stock	\$ 0	\$
14.23 Common Stock	\$ 0	\$
14.24 Short-Term Investments	\$ 0	\$
14.25 Mortgage Loans on Real Estate	\$ 0	\$
14.26 All Other	\$ 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	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 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.

GENERAL INTERROGATORIES

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 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, 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 Securities, LLC	200 N. College Street, 3rd Floor, Charlotte, NC 28255
US Bank, N.A.	Wachovia Building, One West Fourth Street, 7th Floor, Winston-Salem, NC 27101
US Bank, N.A.	1025 Connecticut Ave, NE, Ste 517, Washington, D.C. 20036
JP Morgan Chase	One Chase Manhattan Plaza, New York, NY 10081
CitiBank, N.A.	111 Wall Street, New York, NY 10043

- 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 [X] No []
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
US Bank, N.A.	JP Morgan Chase .....	.....07/19/2012	New custodian since HealthSpring Life & Health Insurance Company purchased by Cigna Corporation.

- 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
105811	Cigna Investments, Inc.	900 Cottage Grove Road, Bloomfield, CT 06002

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

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent 83.2 %
1.2 A&H cost containment percent 2.5 %
1.3 A&H expense percent excluding cost containment expenses 9.9 %

2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date \$.....

2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date \$.....

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 Domiciliary Jurisdiction	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	
States, etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	L	18,323,641					18,323,641	
2. Alaska	AK	L	2,967,508					2,967,508	
3. Arizona	AZ	L	3,841,290					3,841,290	
4. Arkansas	AR	L	3,928,408					3,928,408	
5. California	CA	L	19,835,522					19,835,522	
6. Colorado	CO	L	1,736,287					1,736,287	
7. Connecticut	CT	L	7,785,232					7,785,232	
8. Delaware	DE	L	1,903,484					1,903,484	
9. District of Columbia	DC	L	2,715,650					2,715,650	
10. Florida	FL	N	1,868,647					1,868,647	
11. Georgia	GA	L	7,995,079	14,408,668				22,403,747	
12. Hawaii	HI	L	2,705,955					2,705,955	
13. Idaho	ID	L	4,340,999					4,340,999	
14. Illinois	IL	L	66,031,349					66,031,349	
15. Indiana	IN	L	12,655,587					12,655,587	
16. Iowa	IA	L	1,338,896					1,338,896	
17. Kansas	KS	L	6,532,735					6,532,735	
18. Kentucky	KY	L	11,406,716					11,406,716	
19. Louisiana	LA	L	15,833,458					15,833,458	
20. Maine	ME	L	689,406					689,406	
21. Maryland	MD	L	11,067,867					11,067,867	
22. Massachusetts	MA	L	20,503,214					20,503,214	
23. Michigan	MI	L	41,906,876					41,906,876	
24. Minnesota	MN	L	1,554,446					1,554,446	
25. Mississippi	MS	L	14,926,242					14,926,242	
26. Missouri	MO	L	4,797,188					4,797,188	
27. Montana	MT	L	470,158					470,158	
28. Nebraska	NE	L	772,616					772,616	
29. Nevada	NV	L	2,116,034					2,116,034	
30. New Hampshire	NH	L	1,001,838					1,001,838	
31. New Jersey	NJ	L	1,647,630					1,647,630	
32. New Mexico	NM	L	332,221					332,221	
33. New York	NY	L	59,630,372					59,630,372	
34. North Carolina	NC	L	2,016,892					2,016,892	
35. North Dakota	ND	L	407,954					407,954	
36. Ohio	OH	L	5,209,181					5,209,181	
37. Oklahoma	OK	L	13,906,092					13,906,092	
38. Oregon	OR	L	6,662,850					6,662,850	
39. Pennsylvania	PA	L	14,882,967					14,882,967	
40. Rhode Island	RI	L	3,085,921					3,085,921	
41. South Carolina	SC	L	13,074,878					13,074,878	
42. South Dakota	SD	L	405,126					405,126	
43. Tennessee	TN	L	28,700,536					28,700,536	
44. Texas	TX	L	78,549,862	918,504,485	136,543,637			1,133,597,983	
45. Utah	UT	L	4,060,818					4,060,818	
46. Vermont	VT	L	1,730,841					1,730,841	
47. Virginia	VA	L	2,887,030					2,887,030	
48. Washington	WA	L	15,731,764					15,731,764	
49. West Virginia	WV	L	3,760,110	2,368,933				6,129,043	
50. Wisconsin	WI	L	15,316,554					15,316,554	
51. Wyoming	WY	L	197,636					197,636	
52. American Samoa	AS	N						0	
53. Guam	GU	N	5,075					5,075	
54. Puerto Rico	PR	N	105,767					105,767	
55. U.S. Virgin Islands	VI	N	5,434					5,434	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX		565,865,836	935,282,086	136,543,637	0	0	1,637,691,559	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61. Totals (Direct Business)	(a) 50		565,865,836	935,282,086	136,543,637	0	0	1,637,691,559	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX		0	0	0	0	0	0	0

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

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

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.
PART 1 -- ORGANIZATION CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of September 30, 2012:

Cigna CORPORATION

(A Delaware corporation and ultimate parent company)

<u>Cigna Holdings, Inc.</u>	
	<u>Cigna Intellectual Property, Inc.</u>
	<u>Cigna Investment Group, Inc.</u>
	<u>Cigna International Finance Inc.</u>
	<u>Former Cigna Investments, Inc.</u>
	<u>Cigna Investments, Inc.</u>
	<u>Cigna Mezzanine Partners III, LP</u>
	<u>Cottage Grove Real Estate, Inc.</u>
	<u>Cigna Mezzanine Partners III, Inc.</u>
	<u>Cigna Benefits Financing, Inc.</u> (EI # 010947889, DE)
	<u>Connecticut General Corporation</u>
	<u>Benefit Management Corp.</u> (EI # 81-0585518)
	<u>*Allegiance Life & Health Insurance Company</u> (EI # 20-4433475, NAIC # 12814, MT)
	<u>*Allegiance Re, Inc.</u> (EI # 20-3851464, MT)
	<u>Allegiance Benefit Plan Management, Inc.</u>
	<u>Allegiance COBRA Services, Inc.</u>
	<u>Allegiance Provider Direct, LLC</u>
	<u>Community Health Network, LLC</u>
	<u>Intermountain Underwriters, Inc.</u>
	<u>Star Point, LLC</u>
	<u>HealthSpring, Inc.</u>
	<u>NewQuest, LLC</u>
	<u>Bravo Health, LLC</u>
	<u>*Bravo Health Mid-Atlantic, Inc.</u> (EI # 52-2259087, NAIC # 10095, MD)
	<u>*Bravo Health Pennsylvania, Inc.</u> (EI # 52-2363406, NAIC # 11254, PA)
	<u>*HealthSpring Life & Health Insurance Company</u> (EI # 20-8534298, NAIC # 12902, TX)
	<u>*HealthSpring of Alabama, Inc.</u> (EI # 63-0925225, NAIC # 95781, AL)
	<u>*HealthSpring of Florida, Inc.</u> (EI # 65-1129599, NAIC # 11532, FL)
	<u>NewQuest Management of Illinois, LLC</u>
	<u>NewQuest Management of Florida, LLC</u>
	<u>HealthSpring Management of America, LLC</u>
	<u>HealthSpring Financial Services, LLC</u>
	<u>NewQuest Management of West Virginia, LLC</u>
	<u>TexQuest, LLC</u>
	<u>HouQuest, LLC</u>
	<u>GulfQuest, LP</u>
	<u>NewQuest Management of Alabama, LLC</u>
	<u>HealthSpring USA, LLC</u>
	<u>HealthSpring Management, Inc.</u>
	<u>HealthSpring of Tennessee, Inc.</u> (EI # 62-1593150, NAIC # 11522, MD)
	<u>Tennessee Quest, LLC</u>
	<u>HealthSpring Pharmacy Services, LLC</u>
	<u>HealthSpring Pharmacy of Tennessee, LLC</u>
	<u>*Cigna Arbor Life Insurance Company</u> (EI # 03-0452349, NAIC # 13733, CT)
	<u>Cigna Behavioral Health, Inc.</u>
	<u>Cigna Behavioral Health of California, Inc.</u> (EI# 94-3107309)
	<u>Cigna Behavioral Health of Texas, Inc.</u> (EI# 75-2751090)
	<u>MCC Independent Practice Association of New York, Inc.</u>
	<u>Cigna Dental Health, Inc.</u>
	<u>Cigna Dental Health of California, Inc.</u> (EI# 59-2600475, CA)
	<u>Cigna Dental Health of Colorado, Inc.</u> (EI# 59-2675861, NAIC # 11175, CO)

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

	<u>Cigna Dental Health of Delaware, Inc.</u> (EI# 59-2676987, NAIC # 95380, DE)
	<u>Cigna Dental Health of Florida, Inc.</u> (EI# 59-1611217, NAIC # 52021, FL)
	<u>Cigna Dental Health of Illinois, Inc.</u> (EI# 06-1351097, IL)
	<u>Cigna Dental Health of Kansas, Inc.</u> (EI# 59-2625350, NAIC # 52024, KS)
	<u>Cigna Dental Health of Kentucky, Inc.</u> (EI# 59-2619589, NAIC # 52108, KY)
	<u>Cigna Dental Health of Missouri, Inc.</u> (EI#06-1582068, NAIC # 11160, MO)
	<u>Cigna Dental Health of New Jersey, Inc.</u> (EI# 59-2308062, NAIC # 11167, NJ)
	<u>Cigna Dental Health of North Carolina, Inc.</u> (EI# 56-1803464 , NAIC # 95179, NC)
	<u>Cigna Dental Health of Ohio, Inc.</u> (EI# 59-2579774, NAIC # 47805, OH)
	<u>Cigna Dental Health of Pennsylvania, Inc.</u> (EI# 52-1220578, NAIC # 47041, PA)
	<u>Cigna Dental Health of Texas, Inc.</u> (EI# 59-2676977, NAIC # 95037, TX)
	<u>Cigna Dental Health of Virginia, Inc.</u> (EI# 52-2188914, NAIC # 52617, VA)
	<u>Cigna Dental Health Plan of Arizona, Inc.</u> (EI# 86-0807222, NAIC # 47013, AZ)
	<u>Cigna Dental Health of Maryland, Inc.</u> (EI#20-2844020, NAIC #48119, MD)
	<u>Cigna Health Corporation</u>
	<u>Healthsource, Inc.</u>
	<u>Cigna HealthCare of Arizona, Inc.</u> (EI# 86-0334392, NAIC#95125, AZ)
	<u>Cigna HealthCare of California, Inc.</u> (EI# 95-3310115, CA)
	<u>Cigna HealthCare of Colorado, Inc.</u> (EI# 84-1004500, NAIC # 95604, CO)
	<u>Cigna HealthCare of Connecticut, Inc.</u> (EI# 06-1141174, NAIC # 95660, CT)
	<u>Cigna HealthCare of Florida, Inc.</u> (EI# 59-2089259, NAIC # 95136, FL)
	<u>Cigna HealthCare of Illinois, Inc.</u> (EI# 36-3385638, NAIC # 95602, IL)
	<u>Cigna HealthCare of Maine, Inc.</u> (EI# 01-0418220, NAIC # 95447, ME)
	<u>Cigna HealthCare of Massachusetts, Inc.</u> (EI# 02-0402111, NAIC # 95220, MA)
	<u>Cigna HealthCare Mid-Atlantic, Inc.</u> (EI# 52-1404350, NAIC # 95599, MD)
	<u>Cigna HealthCare of New Hampshire, Inc.</u> (EI# 02-0387749, NAIC # 95493, NH)
	<u>Cigna HealthCare of New Jersey, Inc.</u> (EI# 22-2720890, NAIC # 95500, NJ)
	<u>Cigna HealthCare of Pennsylvania, Inc.</u> (EI# 23-2301807, NAIC # 95121, PA)
	<u>Cigna HealthCare of St. Louis, Inc.</u> (EI# 36-3359925, NAIC # 95635, MO)
	<u>Cigna HealthCare of Utah, Inc.</u> (EI# 62-1230908, NAIC # 95518, UT)
	<u>Cigna HealthCare of Georgia, Inc.</u> (EI# 58-1641057, NAIC # 96229, GA)
	<u>Cigna HealthCare of Texas, Inc.</u> (EI# 74-2767437, NAIC # 95383, TX)
	<u>Cigna HealthCare of Indiana, Inc.</u> (EI# 35-1679172, NAIC # 95525, IN)
	<u>Cigna HealthCare of New York, Inc.</u> (EI# 11-2758941, NAIC # 95488, NY)
	<u>Cigna HealthCare of Tennessee, Inc.</u> (EI# 62-1218053, NAIC # 95606, TN)
	<u>Cigna HealthCare of North Carolina, Inc.</u> (EI# 56-1479515, NAIC# 95132, NC)
	<u>Cigna HealthCare of South Carolina, Inc.</u> (EI# 06-1185590, NAIC # 95708, SC)
	<u>*Temple Insurance Company Limited (Bermuda)</u>
	<u>Arizona Health Plan, Inc.</u>
	<u>Healthsource Properties, Inc.</u>
	<u>Managed Care Consultants, Inc.</u>
	<u>Choicelinx Corporation</u>
	<u>Sagamore Health Network, Inc.</u>
	<u>Cigna Healthcare Holdings, Inc.</u> (EI# 84-0985843)
	<u>Great-West Healthcare of Illinois, Inc.</u> (EI# 93-1174749, NAIC 95388, IL)

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

Cigna Healthcare, Inc.

*Cigna Life Insurance Company of Canada (Canada)
(AA-1560515)

*Cigna Life Insurance Company of New York
(EI# 13-2556568, NAIC # 64548, NY)

*Connecticut General Life Insurance Company
(EI# 06-0303370, NAIC # 62308, CT)

CARING - Albuquerque, LLC
(EI# 27-5402936, DE)

CG Gillette Ridge, LLC

Gillette Ridge Apartments LLC

CG Lincoln Square LLC

Lincoln Square Hotel, LLC

LS Holdings, LLC

Lincoln Square Garage, LLC

Lincoln Square Office, LLC

Lincoln Square Residential, LLC

Lincoln Square Retail, LLC

CG Merrick, LLC

Merrick Park LLC

Merrick Park Parking LLC

CG Morrison LLC

Civic Holding LLC

CG Mystic Center LLC

Station Landing Holding LLC

CG Mystic Land LLC

ND/CG Holding LLC

CG Pinnacle, L.L.C.

Pinnacle Industrial Center, LP

CG Skyline, LLC

Skyline ND/CG LLC

ND Mystic Center Note LLC

Skyline Mezzanine Borrower, LLC

Skyline at Station Landing, LLC

Careallies, LLC

Carson Bayport 1 LP

CG Bayport LLC

Bayport Colony Apartments LLC

CG Shirlington LLC

Shirlington Apartments LLC

CG Wheaton, LLC

CG-LINA Bayport I LLC

CG-LINA Colonial LLC

ND/CG Colonial LLC

PHF-ND Colonial LLC

CG-LINA Commonwealth LLC

Unico/CG Commonwealth LLC

Commonwealth Acquisition LLC

CG-LINA Jacob Way, LLC

CG-LINA Lovejoy LLC

Unico-CG Lovejoy LLC

Cigna Onsite Health, LLC

CR Longwood Investors, LP

ND/CR Longwood LLC

ARE/ND/CR Longwood LLC

Gillette Ridge Community Council, Inc.

Gillette Ridge Golf LLC

Hazard Center Investment Company LLC

Secon Properties, LP.

Teal Rock 501 Grant Street GP, LLC

Teal Rock 501 Grant Street, LP

Tel-Drug of Pennsylvania, LLC

AEW/FDG, LP

CR Washington Investors LP

ND/CR Unicorn LLC

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

	<u>Union Wharf Apartments LLC</u>
	<u>AMD Apartments Limited Partnership</u>
	<u>SP Newport Crossing LLC</u>
	<u>PUR Arbors Apartment Venture LLC</u>
	<u>CG Seventh LLC</u>
	<u>Ideal Properties II LLC</u>
	<u>CG-LINA Realty Investors LLC</u>
	<u>CG-LINA Alessandro II LLC</u>
	<u>115 Sansome Street Associates, LLC</u>
	<u>121 Tasman Apartments LLC</u>
	<u>Alto Apartments LLC</u>
	<u>CG-LINA Paper Box LLC</u>
	<u>CG-LINA 10 Brookline, LLC</u>
	<u>ND/CR 10 Brookline LLC</u>
	<u>Cigna Affiliates Realty Investment Group, LLC</u> (EI# 27-5402196, DE)
	<u>Cigna Dulles Town, LLC</u>
	<u>Dulles Town Center Mall, LLC</u>
	<u>CORAC LLC</u>
	<u>Bridgepoint Office Park Associates, LLC</u> (EI# 27-3923999, DE)
	<u>Fairway Center Associates, LLC</u> (EI# 27-3126102, DE)
	<u>Henry on the Park Associates, LLC</u> (EI 27-3582688, DE)
	<u>*Cigna Health and Life Insurance Company</u> (EI # 59-1031071, NAIC # 67369, CT)
	<u>CarePlexus, LLC</u> (EI# 45-2681649; DE)
	<u>Cigna Corporate Services, LLC</u> (EI 27-3396038, DE)
	<u>Cigna Insurance Agency, LLC</u> (EI # 27-1903785, CT)
	<u>Ceres Sales of Ohio, LLC</u> (EI # 34-1970892, OH)
	<u>American Retirement Life Insurance Company</u> (EI # 59-2760189, NAIC # 88366, OH)
	<u>Central Reserve Life Insurance Company</u> (EI # 34-0970995, NAIC # 61727, OH)
	<u>Loyal American Life Insurance Company</u> (EI # 63-0343428, NAIC # 65722, OH)
	<u>Provident American Life and Health Insurance Company</u> (EI # 23-1335885, NAIC # 67903, OH)
	<u>United Benefit Life Insurance Company</u> (EI # 75-2305400, NAIC # 65269, OH)
|	<u>Cigna Health Management, Inc.</u> (EI# 23-1728483, DE)
	<u>Kronos Optimal Health Company</u> (20-8064696, AZ)
	<u>*Life Insurance Company of North America</u> (EI# 23-1503749, NAIC # 65498, PA)
	<u>*Cigna & CMC Life Insurance Company Limited (China) (50%)</u> (remaining interest owned by an unaffiliated party)
	<u>*LINA Life Insurance Company of Korea (Korea)</u>
	<u>Cigna Direct Marketing Company, Inc.</u>
	<u>Tel-Drug, Inc.</u>
	<u>Vielife Holdings Limited (United Kingdom)</u>
	<u>Vielife Limited (United Kingdom)</u>
	<u>Vielife Services, Inc.</u>
	<u>Businesshealth UK Limited</u>
	<u>CG Individual Tax Benefit Payments, Inc.</u>
	<u>CG Life Pension Benefits Payments, Inc.</u>
	<u>Cigna Federal Benefits, Inc.</u>
	<u>Cigna Healthcare Benefits, Inc.</u>
	<u>Cigna Integratedcare, Inc.</u>
	<u>Cigna Managed Care Benefits Company</u>
	<u>Cigna Re Corporation</u>
	<u>Blodget & Hazard Limited</u>
	<u>Cigna Resource Manager, Inc.</u>
	<u>Connecticut General Benefit Payments, Inc.</u>
	<u>Healthsource Benefits, Inc.</u>
	<u>IHN, Inc.</u>

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

	<u>LINA Benefit Payments, Inc.</u>
	<u>Mediversal, Inc.</u>
	<u>Universal Claims Administration</u>
	<u>Cigna Global Holdings, Inc.</u>
	<u>Cigna International Corporation, Inc. (Delaware)</u>
	<u>Cigna International Services (Delaware)</u>
	<u>Cigna International Marketing (Thailand) Limited (Thailand)</u>
	<u>CGO Participatos LTDA</u>
	<u>YCFM Servicios LTDA</u>
	<u>*Cigna Global Reinsurance Company, Ltd. (Bermuda)</u>
	<u>Cigna Holdings Overseas, Inc.</u>
	<u>Cigna Bellevue Alpha LLC</u>
	<u>Cigna Hayat Sigorta, A.S.</u>
	<u>Cigna Nederland Alpha Cooperatief U.A. (Netherlands)</u>
	<u>Cigna Nederland Beta B.V. (Netherlands)</u>
	<u>Cigna Nederland Gamma B.V. (Netherlands)</u>
1240009))	<u>*Cigna Life Insurance Company of Europe S.A.-N.V. (Belgium) (99.998%)</u> (remaining interest owned by Cigna Global Holdings, Inc. - - AA-
	<u>*Cigna Europe Insurance Company S.A.-N.V. (Belgium) (99.999%)</u> (remaining interest owned by Cigna Global Holdings, Inc.)
	<u>Cigna European Services (UK) Limited (United Kingdom)</u>
	<u>Cigna 2000 UK Pension LTD</u>
	<u>Cigna Health Solution India Pvt. Ltd. (India)</u>
	<u>Cigna International Services Australia Pty Ltd (Australia)</u>
	<u>Cigna Apac Holdings Limited (New Zealand)</u>
	<u>*Cigna Life Insurance New Zealand Limited (New Zealand)</u>
	<u>Cigna Taiwan Life Assurance Company Limited (Thailand)</u>
	<u>*Cigna Taiwan Life Insurance Company Limited (New Zealand)</u>
	<u>Cigna Hong Kong Holdings Company Limited (Hong Kong)</u>
	<u>Cigna Data Services (Shanghai) Company Limited (China)</u>
	<u>Cigna HLA Technology Services Limited (Hong Kong)</u>
	<u>*Cigna Worldwide General Insurance Company Limited (Hong Kong)</u>
	<u>*Cigna Worldwide Life Insurance Company Limited (Hong Kong)</u>
	<u>PT GAR Indonesia</u>
	<u>PT PGU Indonesia</u>
	<u>RHP (Thailand) Limited</u>
	<u>Cigna Brokerage Services (Thailand) Limited (75%)</u> (remaining interest owned by Cigna Holdings Overseas, Inc.)
	<u>*Cigna Non-Life Insurance Brokerage (Thailand) Limited (74.975%)</u> (25% interest owned by Cigna Holdings Overseas, Inc. remaining interest owned by unaffiliated parties)
	<u>KDM (Thailand) Limited (Thailand) (99.999%)</u>
	<u>*Cigna Insurance Public Company Limited (75%)</u> (24.999% interest owned by Cigna Holdings Overseas, Inc.)
	<u>*Cigna Global Insurance Company Limited (Guernsey) (99.9999%)</u> (remaining interest owned by Cigna Global Holdings, Inc.)
	<u>Vanbreda International NV(Brussels)</u>
	<u>Vanbreda International Sdn. Bhd. (Malaysia)</u>
<u>Ltd (China)</u>	<u>Vanbreda International (Beijing) Consultants and Administrators Co.</u>
	<u>Vanbreda International, LLC (FL)</u>
	<u>Vanbreda International (Dubai) Limited (United Arab Emirates)</u>
	<u>*Cigna Worldwide Insurance Company</u> (EI# 23-2088429, NAIC # 90859, DE)
	<u>*PT. Asuransi Cigna (Indonesia) (80%)</u> (remaining interest owned by unaffiliated parties - AA-5360003)
	<u>FirstAssist Group Holdings Limited (UK)</u>
	<u>FirstAssist Group Limited (UK)</u>
	<u>FirstAssist Administration Limited (UK)</u>
	<u>Brighter Business Limited (UK)</u>
	<u>FirstAssist Legal Protection Limited (UK)</u>
	<u>FirstAssist Insurance Services Limited (UK)</u>

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, L.P.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1207641	1591167	0000701221		Cottage Grove Real Estate, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, Inc.	DE	NIA	Cigna Mezzanine Partners III, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Life & Health Insurance Company	MT	JA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-1929677	1591167	0000701221		Bravo Health, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	JA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	JA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring Life & Health Insurance Company, Inc.	TX		NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	JA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11532	65-1129599	1591167	0000701221		HealthSpring of Florida, Inc.	FL	JA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-4954206	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		45-2043106	1591167	0000701221		HealthSpring Financial Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		45-0633893	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108527	1591167	0000701221		TexQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108521	1591167	0000701221		HouQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0657035	1591167	0000701221		GulfQuest, LP	TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		33-1033586	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring USA, LLC	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	JA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	

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SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	JA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of California, Inc.	CA	JA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		06-1346406	1591167	0000701221		MCC Independent Practice Association of New York, Inc.	NY	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health, Inc.	FL	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of California, Inc.	CA	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CO	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	DE	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	FL	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health of Illinois, Inc.	IL	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	KS	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KY	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	MO	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	NJ	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NC	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	OH	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	PA	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	TX	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	VA	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	AZ	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	MD	JA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	NH	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	AZ	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	CA	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	CO	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CT	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	FL	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	IL	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	ME	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	MA	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	MD	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	MA	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	ME	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	PA	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	MO	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	UT	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	GA	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	TX	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	IN	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95488	11-2758941	1591167	0000701221		Cigna HealthCare of New York, Inc.	NY	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	TN	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	NC	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	SC	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited (Bermuda)	Bermuda	JA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	JA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Co. of Canada	CN	JA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	JA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	JA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-5402936	1591167	0000701221		CARING - Albuquerque, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Gillette Ridge, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		74-3091940	1591167	0000701221		Gillette Ridge Apartments, LLC	MD	JA	CG Gillette Ridge LLC	Ownership	65.000	Cigna Corporation	
0901	Cigna Group		72-1570072	1591167	0000701221		CG Lincoln Square, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Lincoln Square Hotel, LLC	WA	JA	CG Lincoln Square LLC	Ownership	83.330	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		LS Holdings, LLC	WA	JA	CG Lincoln Square LLC	Ownership	49.500	Cigna Corporation and Kemper Holdings, LLC (non-affiliate) and Kemper Development Company (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		Lincoln Square Garage, LLC	WA	JA	LS Holdings, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Lincoln Square Office, LLC	WA	JA	LS Holdings, LLC	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Lincoln Square Residential, LLC	WA	JA	LS Holdings, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Lincoln Square Retail, LLC	WA	JA	LS Holdings, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Merrick, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		52-2345309	1591167	0000701221		Merrick Park, LLC	DE	JA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		52-2225244	1591167	0000701221		Merricak Park Parking, LLC	MD	JA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		20-2542572	1591167	0000701221		CG Morrison LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	JA	CG Morrison LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing Holding, LLC	DE	JA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	JA	CG Mystic Land LLC	Ownership	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
0901	Cigna Group		58-2455703	1591167	0000701221		CG Pinnacle, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Pinnacle Industrial Center, LP	TX	JA	CG Pinnacle LLC	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	JA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	JA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	JA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	JA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Carson Bayport I LP	DE	JA	Connecticut General Life Insurance Company	Ownership	59.400	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	JA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Shirlington LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Shirlington Apartments LLC	DE	JA	CG Shirlington LLC	Ownership	60.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Wheaton LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Bayport I LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Colonial LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG Colonial LLC	MA	JA	CG-LINA Colonial LLC	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PHF-ND Colonial LLC	DE	JA	ND/CG Colonial LLC	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		26-1133516	1591167	0000701221		CG-LINA Commonwealth LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		UNICO/CG Commonwealth LLC	DE	JA	CG-LINA Commonwealth LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Commonwealth Acquisition LLC	DE	JA	Unico / CG Commonwealth LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-1585711	1591167	0000701221		CG-LINA Jacob Way LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		20-8323494	1591167	0000701221		CG-LINA Lovejoy LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		UNICO-CG Lovejoy LLC	OR	JA	CG-LINA Lovejoy, LLC	Ownership	80.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		32-022252	1591167	0000701221		Cigan Onsite Health, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CR Longwood Investors L.P.	DE	JA	Connecticut General Life Insurance Company	Ownership	24.600	Charles River Realty Longwood, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Longwood LLC	DE	JA	CR Longwood Investors L.P.	Ownership	95.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	JA	ND / CR Longwood LLC	Ownership	35.000	Cgna Corporation RE-MA Region No. 41, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		Gillette Ridge Community Council, Inc.	CT	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	60.000	Cigna Corporation	
0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Secon Properties, LP	CA	JA	Connecticut General Life Insurance Company	Ownership	50.000	South Coast Plaza Associates, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street GP, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	56.273	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Teal Rock 501 Grant Street, LP	DE	JA	Connecticut General Life Insurance Company	Ownership	55.710	Cigna Corporation	
0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C.	PA	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		AEW/FDG, LP	DE	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CR Washington Investors LP	DE	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Unicorn LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Union Wharf Apartments LLC	MD	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		AMD Apartments Limited Partnership	TX	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		SP Newport Crossing LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	56.250	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PUR Arbors Apartment Venture LLC	CA	JA	Connecticut General Life Insurance Company	Ownership	35.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Seventh LLC	CA	JA	Connecticut General Life Insurance Company	Ownership	35.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Ideal Properties II LLC	CA	JA	Connecticut General Life Insurance Company	Ownership	35.000	Cigna Corporation	
0901	Cigna Group		41-2189110	1591167	0000701221		CG-LINA Realty Investors LLC	DE	JA	Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		80-0668090	1591167	0000701221		CG-LINA Alessandro II LLC	DE	JA	CG-LINA Realty Investors, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		45-2242273	1591167	0000701221		115 Sansome Street Associates, LLC	DE	JA	CG-LINA Realty Investors, LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		121 Tasman Apartments LLC	DE	JA	CG-LINA Realty Investors, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Alto Apartments LLC	WA	JA	CG-LINA Realty Investors, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		20-4786821	1591167	0000701221		CG-LINA Paper Box LLC	DE	JA	CG-LINA Realty Investors, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-4032640	1591167	0000701221		CG-LINA 10 Brookline, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR 10 Brookline LLC	DE	JA	CG-LINA 10 Brookline LLC	Ownership	50.000	Cigna Corporation and CR/ND Brookline LLC (non-affiliate)	

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SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		06-0303370	1591167	0000701221		Cigna Dulles Town, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Dulles Town Center Mall, LLC	VA	JA	Cigna Dulles Town, LLC	Ownership	50.000	Cigna Corporation	
...0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC	DE	JA	Connecticut General Life Insurance Company	Ownership	50.000	Cigna Corporation	
...0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC	DE	JA	Corac, LLC	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC	DE	JA	Corac, LLC	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC	DE	JA	Corac, LLC	Ownership	80.000	Cigna Corporation	
...0901	Cigna Group	67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company	CT	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC	DE	JA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	DE	JA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	CT	JA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	OH	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	88366	59-2760189				American Retirement Life Insurance Company	OH	JA	Cigna Health and Life Insurance Company	Ownership	101.000	Cigna Corporation	
...0901	Cigna Group	61727	34-0970995				Central Reserve Life Insurance Company	OH	JA	Cigna Health and Life Insurance Company	Ownership	102.000	Cigna Corporation	
...0901	Cigna Group	65722	63-0343428				Loyal American Life Insurance Company	OH	JA	Cigna Health and Life Insurance Company	Ownership	103.000	Cigna Corporation	
...0901	Cigna Group	67903	23-1335885				Provident American Life and Health Insurance Company	OH	JA	Cigna Health and Life Insurance Company	Ownership	104.000	Cigna Corporation	
...0901	Cigna Group	65269	75-2305400				United Benefit Life Insurance Company	OH	JA	Cigna Health and Life Insurance Company	Ownership	105.000	Cigna Corporation	
...0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	AZ	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	PA	JA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna & CMC Life Insurance Company Limited (China) (50%)	China	JA	Life Insurance Company of North America	Ownership	50.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	Korea	JA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	DE	NIA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	SD	JA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Holdings Limited (United Kingdom)	United Kingdom	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Limited (United Kingdom)	United Kingdom	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	DE	NIA	Vielife Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Businesshealth UK Limited	United Kingdom	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1522976	1591167	0000701221		Blodgett & Hazard Limited	England	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1252419	1591167	0000701221		Connecticut General Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1533555	1591167	0000701221		Healthsource Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-2041388	1591167	0000701221		IHN, Inc.	IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1252418	1591167	0000701221		LINA Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0334401	1591167	0000701221		Mediversal, Inc.	NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0344624	1591167	0000701221		Universal Claims Administration	MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0389196	1591167	0000701221		Cigna Global Holdings, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Corporation, Inc	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Services	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		30-3087621	1591167	0000701221		Cigna International Marketing (Thailand) Limited	Thailand	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA.	Brazil	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicos LTDA	Brazil	NIA	Cigna Global Holdings, Inc.	Ownership	59.930	Cigna Corporation	
0901	Cigna Group		98-0210110	1591167	0000701221		Cigna Global Reinsurance Company, Ltd. (Bermuda)	Bermuda	JA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hayat Sigorta, A.S.	Turkey	JA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	Netherlands	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Beta B.V.	Netherlands	NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Gamma B.V.	Netherlands	NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Co. of Europe S.A.-N.V.	Belgium	JA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	Belgium	JA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna European Services (UK) Limited	United Kingdom	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CIGNA 2000 UK Pension LTD	Scotland	NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	India	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	Australia	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited (New Zealand)	New Zealand	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited (New Zealand)	New Zealand	JA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	Taiwan	JA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Taiwan Life Insurance Company Limited (New Zealand)	New Zealand	JA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	Hong Kong	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited (China)	China	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna HLA Technology Services Limited (Hong Kong)	Hong Kong	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	Hong Kong	JA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	Hong Kong	JA	Cigna Hong Kong Holdings Company Limited	Ownership	97.500	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		PT GAR Indonesia	Indonesia	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		PT PGU Indonesia	Indonesia	NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		RHP (Thailand) Limited	Thailand	NIA	Cigna Holdings Overseas, Inc.	Ownership	49.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Brokerage Services (Thailand) Limited	Thailand	NIA	Cigna Holdings Overseas, Inc.	Ownership	25.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Non-Life Insurance Brokerage (Thailand) Limited	Thailand	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		KDM (Thailand) Limited (Thailand)	Thailand	NIA	RHP Thailand Limited	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Public Company Limited	Thailand	JA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Insurance Company Limited (Guernsey)	Guernsey	JA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International NV (Brussels)	Belgium	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.990	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International Sdn. Bhd. (Malaysia)	Malaysia	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International (Beijing) Consultants and Administrators Co., Ltd (China)	China	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International, LLC (FL)	FL	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Vanbreda International (Dubai) Limited (United Arab Emirates)	United Arab Emirates	NIA	Vanbreda International N.V.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	JA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna (Indonesia) (80%)	Indonesia	JA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Holdings Limited (UK)	United Kingdom	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Group Limited (UK)	United Kingdom	NIA	FirstAssist Group Holdings Limited	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Administration Limited (UK) .....	.....United Kingdom .....	.....NIA.....	Cigna Holdings Overseas, Inc.	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		Brighter Business Limited (UK) .....	.....United Kingdom .....	.....NIA.....	FirstAssist Group Limited	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Legal Protection Limited (UK) .....	.....United Kingdom .....	.....JA.....	FirstAssist Group Limited	Ownership.....	..100.000	Cigna Corporation	
...0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Insurance Services Limited (UK) .....	.....United Kingdom .....	.....JA.....	FirstAssist Group Limited	Ownership.....	..100.000	Cigna Corporation	

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying 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)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest 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)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

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	133,953,369	131,143,381
2. Cost of bonds and stocks acquired	43,824,577	31,140,378
3. Accrual of discount	89,227	15,771
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	151,363	106,931
6. Deduct consideration for bonds and stocks disposed of	24,403,681	26,279,151
7. Deduct amortization of premium	1,754,859	2,173,941
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	151,859,996	133,953,369
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	151,859,996	133,953,369

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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)	150,795,349	55,233,180	51,849,112	2,668,398	148,313,217	150,795,349	156,847,815	165,186,971
2. Class 2 (a)	26,802,447	0	1,656,106	641,536	27,333,640	26,802,447	25,787,877	9,566,416
3. Class 3 (a)	0	763,791	763,791	0	0	0	0	0
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	177,597,796	55,996,971	54,269,009	3,309,934	175,646,857	177,597,796	182,635,692	174,753,387
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	177,597,796	55,996,971	54,269,009	3,309,934	175,646,857	177,597,796	182,635,692	174,753,387

(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 \$ 24,576,293 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	30,775,696	XXX	30,775,696	25,321	9

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	40,800,016	41,814,245
2. Cost of short-term investments acquired	118,451,551	265,136,959
3. Accrual of discount	2,808	5,313
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	128,477,970	266,150,450
7. Deduct amortization of premium	709	6,051
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	30,775,696	40,800,016
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	30,775,696	40,800,016

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

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	8,875,832	14,309,121
2. Cost of cash equivalents acquired	117,798,185	8,875,832
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	8,875,832	14,309,121
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	117,798,185	8,875,832
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	117,798,185	8,875,832

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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 Desig- nation or Market Indicator (a)
345397-WA-7	Ford Motor Credit Co 3.984% 06/15/16		09/20/2012	Tax Free Exchange		763,791	750,000	7,885	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						763,791	750,000	7,885	XXX
8399997. Total - Bonds - Part 3						763,791	750,000	7,885	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						763,791	750,000	7,885	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						763,791	XXX	7,885	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3620AJ-ZJ-1	GN 731645 5.000% 05/15/40		09/01/2012	Paydown		170,806	170,806	177,585	0	0	(5,297)	0	(5,297)	0	170,806	0	0	0	4,804	05/15/2040	1
3620AM-AJ-1	GN 733609 5.000% 04/15/40		09/01/2012	Paydown		25,608	25,608	26,540	0	0	(758)	0	(758)	0	25,608	0	0	0	707	04/15/2040	1
36290U-RZ-1	GN 618004 5.000% 05/15/40		09/01/2012	Paydown		8,268	8,268	8,596	0	0	(252)	0	(252)	0	8,268	0	0	0	241	05/15/2040	1
36296U-AU-4	GN 701219 5.000% 04/15/40		09/01/2012	Paydown		25,149	25,149	26,065	0	0	(804)	0	(804)	0	25,149	0	0	0	642	04/15/2040	1
36296X-XQ-2	GN 704587 5.000% 06/15/39		09/01/2012	Paydown		80,606	80,606	83,843	0	0	(2,969)	0	(2,969)	0	80,606	0	0	0	2,503	06/15/2039	1
3620A7-HD-0	GN 721228 5.000% 02/15/40		09/01/2012	Paydown		30,443	30,443	31,804	0	0	(1,114)	0	(1,114)	0	30,443	0	0	0	939	02/15/2040	1
3620A7-SN-6	GN 721525 5.000% 02/15/40		09/01/2012	Paydown		3,504	3,504	3,662	0	0	(139)	0	(139)	0	3,504	0	0	0	102	02/15/2040	1
3620AK-FV-3	GN 731980 5.000% 05/15/40		09/01/2012	Paydown		47,647	47,647	49,836	0	0	(1,842)	0	(1,842)	0	47,647	0	0	0	1,574	05/15/2040	1
3620AL-QU-1	GN 733167 5.000% 05/15/40		09/01/2012	Paydown		176,915	176,915	183,937	0	0	(5,449)	0	(5,449)	0	176,915	0	0	0	4,884	05/15/2040	1
36295Q-LB-4	GN 677222 5.500% 08/15/38		09/01/2012	Paydown		5,155	5,155	5,347	0	0	(192)	0	(192)	0	5,155	0	0	0	173	08/15/2038	1
38374M-X5-3	GNR 2006-17 KN 5.750% 04/20/36		09/01/2012	Paydown		14,494	14,494	15,424	0	0	(912)	0	(912)	0	14,494	0	0	0	487	04/20/2036	1
38376P-XH-8	GNR 2009-117 UA 4.000% 08/16/39		09/01/2012	Paydown		16,154	16,154	16,576	0	0	(313)	0	(313)	0	16,154	0	0	0	380	08/16/2039	1
38376V-XW-2	GNR 2010-17 PH 5.000% 06/20/37		08/01/2012	Paydown		12,175	12,175	12,820	0	0	(115)	0	(115)	0	12,175	0	0	0	318	06/20/2037	1
38377G-MX-4	GNR 2010-75 NA 4.500% 02/20/35		09/01/2012	Paydown		59,712	59,712	62,940	0	0	(1,685)	0	(1,685)	0	59,712	0	0	0	1,584	02/20/2035	1
912828-LH-1	US Treasury N/B 1.750% 08/15/12		08/15/2012	Maturity		100,000	100,000	100,305	0	0	(56)	0	(56)	0	100,000	0	0	0	1,750	08/15/2012	1
0599999	Subtotal - Bonds - U.S. Governments					776,636	776,636	805,280	0	0	(21,897)	0	(21,897)	0	776,636	0	0	0	21,088	XXX	XXX
3128MC-NF-8	FG G13790 4.500% 04/01/25		09/01/2012	Paydown		57,948	57,948	59,940	0	0	(1,612)	0	(1,612)	0	57,948	0	0	0	1,526	04/01/2025	1
3128MJ-RJ-1	FG G08488 3.500% 04/01/42		09/01/2012	Paydown		45,198	45,198	46,201	0	0	(1,003)	0	(1,003)	0	45,198	0	0	0	584	04/01/2042	1
3128MM-NN-9	FG G18396 3.500% 07/01/26		09/01/2012	Paydown		23,256	23,256	23,700	0	0	(425)	0	(425)	0	23,256	0	0	0	464	07/01/2026	1
3128PR-ED-7	FG J11932 4.500% 04/01/25		09/01/2012	Paydown		39,128	39,128	40,473	0	0	(1,102)	0	(1,102)	0	39,128	0	0	0	1,133	04/01/2025	1
3128PR-JU-0	FG J12077 4.500% 04/01/25		09/01/2012	Paydown		47,689	47,689	49,604	0	0	(1,531)	0	(1,531)	0	47,689	0	0	0	1,279	04/01/2025	1
3128PU-C8-3	FG J14595 3.500% 03/01/26		09/01/2012	Paydown		77,597	77,597	77,100	0	0	475	0	475	0	77,597	0	0	0	1,643	03/01/2026	1
3128PU-GJ-5	FG J14701 3.500% 03/01/26		09/01/2012	Paydown		32,538	32,538	32,213	0	0	316	0	316	0	32,538	0	0	0	634	03/01/2026	1
3132S5-GH-5	FG Q07104 3.500% 04/01/42		09/01/2012	Paydown		9,280	9,280	9,486	0	0	(206)	0	(206)	0	9,280	0	0	0	107	04/01/2042	1
3137A8-RX-8	FHR 3841 JK 3.000% 10/15/38		09/01/2012	Paydown		30,280	30,280	30,427	0	0	(117)	0	(117)	0	30,280	0	0	0	499	10/15/2038	1
31398M-O9-0	FNR 2010-36 CA 4.000% 02/25/28		09/01/2012	Paydown		99,512	99,512	101,906	0	0	(1,442)	0	(1,442)	0	99,512	0	0	0	2,344	02/25/2028	1
31417J-5G-1	FN AC0846 4.500% 04/01/25		09/01/2012	Paydown		85,101	85,101	88,159	0	0	(2,150)	0	(2,150)	0	85,101	0	0	0	2,483	04/01/2025	1
31417S-GY-0	FN AC5614 4.500% 03/01/25		09/01/2012	Paydown		32,607	32,607	33,718	0	0	(867)	0	(867)	0	32,607	0	0	0	855	03/01/2025	1
31417W-ZX-2	FN AC9757 4.500% 04/01/40		09/01/2012	Paydown		100,938	100,938	101,033	0	0	(44)	0	(44)	0	100,938	0	0	0	2,752	04/01/2040	1
31417Y-ZY-0	FN AC9758 4.500% 04/01/40		09/01/2012	Paydown		103,188	103,188	103,285	0	0	(36)	0	(36)	0	103,188	0	0	0	2,717	04/01/2040	1
31418N-MS-6	FN AD1268 4.500% 01/01/25		09/01/2012	Paydown		53,664	53,664	55,492	0	0	(1,828)	0	(1,828)	0	53,664	0	0	0	1,487	01/01/2025	1
31418Q-XT-5	FN AD3389 4.500% 06/01/25		09/01/2012	Paydown		203,335	203,335	210,610	0	0	(5,908)	0	(5,908)	0	203,335	0	0	0	5,371	06/01/2025	1
31418U-Y5-7	FN AD7031 4.500% 06/01/25		09/01/2012	Paydown		59,428	59,428	61,554	0	0	(1,866)	0	(1,866)	0	59,428	0	0	0	1,691	06/01/2025	1
31419D-3N-9	FN AE3504 3.500% 01/01/26		09/01/2012	Paydown		22,377	22,377	22,503	0	0	(110)	0	(110)	0	22,377	0	0	0	457	01/01/2026	1
3128CU-MV-5	FG G30372 5.000% 09/01/27		09/01/2012	Paydown		16,368	16,368	17,304	0	0	(818)	0	(818)	0	16,368	0	0	0	515	09/01/2027	1
3128M5-KW-9	FG G03609 5.500% 10/01/37		09/01/2012	Paydown		95,506	95,506	103,027	0	0	(7,521)	0	(7,521)	0	95,506	0	0	0	3,052	10/01/2037	1
3128M6-KX-5	FG G04510 5.000% 02/01/36		09/01/2012	Paydown		32,864	32,864	34,168	0	0	(1,286)	0	(1,286)	0	32,864	0	0	0	952	02/01/2036	1
3128M6-M8-8	FG G04583 6.000% 08/01/38		09/01/2012	Paydown		14,085	14,085	15,117	0	0	(1,000)	0	(1,000)	0	14,085	0	0	0	507	08/01/2038	1
3128MB-K7-1	FG G12818 6.000% 10/01/22		09/01/2012	Paydown		1,229	1,229	1,244	0	0	(16)	0	(16)	0	1,229	0	0	0	43	10/01/2022	1
3128MB-KM-8	FG G12800 5.000% 12/01/21		09/01/2012	Paydown		2,617	2,617	2,563	0	0	43	0	43	0	2,617	0	0	0	77	12/01/2021	1
3128MB-ZJ-9	FG G13245 5.500% 08/01/23		09/01/2012	Paydown		22,014	22,014	23,489	0	0	(1,475)	0	(1,475)	0	22,014	0	0	0	688	08/01/2023	1
3128MJ-RJ-1	FG G08488 3.500% 04/01/42		09/01/2012	Paydown		25,827	25,827	26,401	0	0	(573)	0	(573)	0	25,827	0	0	0	334	04/01/2042	1
3128MJ-GP-2	FG G18205 6.000% 09/01/22		09/01/2012	Paydown		1,322	1,322	1,338	0	0	(16)	0	(16)	0	1,322	0	0	0	48	09/01/2022	1
3128PJ-XG-7	FG J06979 5.500% 02/01/23		09/01/2012	Paydown		22,501	22,501	24,115	0	0	(1,614)	0	(1,614)	0	22,501	0	0	0	751	02/01/2023	1
3128PP-UF-8	FG J10582 4.500% 09/01/24		09/01/2012	Paydown		43,855	43,855	45,558	0	0	(1,495)	0	(1,495)	0	43,855	0	0	0	1,189	09/01/2024	1
3128PP-VB-6	FG J10610 4.500% 08/01/24		09/01/2012	Paydown		4,748	4,748	4,851	0	0	(64)	0	(64)	0	4,748	0	0	0	131	08/01/2024	1
3128PQ-NU-1	FG J11303 4.500% 12/01/24		09/01/2012	Paydown		89,861	89,861	93,351	0	0	(2,643)	0	(2,643)	0	89,861	0	0	0	2,460	12/01/2024	1
3128PQ-UJ-3	FG J11495 4.500% 02/01/25		09/01/2012	Paydown		31,610	31,610	32,855	0	0	(960)	0	(960)	0	31,610	0	0	0	783	02/01/2025	1
3128PQ-WH-7	FG J11561 4.500% 01/01/25		09/01/2012	Paydown		91,321	91,321	95,316	0	0	(3,302)	0	(3,302)	0	91,321	0	0	0	2,433	01/01/2025	1
3128PR-4M-8	FG J12628 4.500% 07/01/25		09/01/2012	Paydown		32,718	32,718	34,804	0	0											

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31323D-BF-8	FG 000038 4.500% 04/01/41		09/01/2012	Paydown		89,275	89,275	90,523	0	0	(1,248)	0	(1,248)	0	89,275	0	0	0	2,349	04/01/2041	1
31323E-FE-5	FG 001065 4.500% 06/01/41		09/01/2012	Paydown		96,433	96,433	97,781	0	0	(1,242)	0	(1,242)	0	96,433	0	0	0	2,404	06/01/2041	1
31323F-KH-9	FG 002096 4.500% 07/01/41		09/01/2012	Paydown		16,842	16,842	17,479	0	0	(620)	0	(620)	0	16,842	0	0	0	438	07/01/2041	1
31323G-6P-6	FG 004778 4.000% 11/01/41		09/01/2012	Paydown		84,577	84,577	89,262	0	0	(4,685)	0	(4,685)	0	84,577	0	0	0	1,410	11/01/2041	1
31335H-5D-1	FG C90844 4.500% 08/01/24		09/01/2012	Paydown		30,750	30,750	31,893	0	0	(1,039)	0	(1,039)	0	30,750	0	0	0	846	08/01/2024	1
31359M-PF-4	Fannie Mae FR 4.375%091512 4.375% 09/15/12		09/15/2012	Maturity		80,000	80,000	78,604	0	0	190	0	190	0	80,000	0	0	0	3,500	09/15/2012	1
31371N-SN-6	FN 257125 5.500% 03/01/28		09/01/2012	Paydown		24,153	24,153	26,047	0	0	(1,844)	0	(1,844)	0	24,153	0	0	0	770	03/01/2028	1
31371A-DM-2	FHR 3707 CA 5.000% 07/15/40		09/01/2012	Paydown		50,277	50,277	54,056	0	0	(3,222)	0	(3,222)	0	50,277	0	0	0	1,442	07/15/2040	1
31371A-HM-6	FHR 3708 AB 4.000% 12/15/27		09/01/2012	Paydown		60,395	60,395	63,490	0	0	(2,326)	0	(2,326)	0	60,395	0	0	0	1,416	12/15/2027	1
313744-6R-3	FHR 3778 JA 3.500% 04/15/40		09/01/2012	Paydown		43,318	43,318	44,840	0	0	(1,410)	0	(1,410)	0	43,318	0	0	0	887	04/15/2040	1
313748-RX-8	FHR 3841 JK 3.000% 10/15/38		09/01/2012	Paydown		15,140	15,140	15,213	0	0	(59)	0	(59)	0	15,140	0	0	0	249	10/15/2038	1
3137EA-AV-1	Freddie Mac FR 5.5%082012 5.500% 08/20/12		08/20/2012	Maturity		80,000	80,000	81,124	0	0	(139)	0	(139)	0	80,000	0	0	0	4,400	08/20/2012	1
31381H-GT-7	FN 461110 4.616% 07/01/13		09/01/2012	Paydown		14,425	14,425	15,241	0	0	(334)	0	(334)	0	14,425	0	0	0	394	06/25/2013	1
3138AG-Y3-6	FN A13429 3.500% 05/01/26		09/01/2012	Paydown		18,634	18,634	18,846	0	0	(197)	0	(197)	0	18,634	0	0	0	386	05/01/2026	1
31392J-NW-5	FNR 2003-15 CM 5.000% 08/25/17		09/01/2012	Paydown		32,714	32,714	34,354	0	0	(754)	0	(754)	0	32,714	0	0	0	956	08/25/2017	1
31394P-PQ-0	FSPC T-59 1A1 6.500% 10/25/43		09/01/2012	Paydown		801	801	815	0	0	(7)	0	(7)	0	801	0	0	0	31	10/25/2043	1
31394R-7F-0	FHR 2751 NE 5.000% 06/15/32		09/01/2012	Paydown		71,680	71,680	75,667	0	0	(1,328)	0	(1,328)	0	71,680	0	0	0	2,099	06/15/2032	1
31394H-M7-0	FHR 2777 PE 5.000% 04/15/33		09/01/2012	Paydown		41,184	41,184	43,263	0	0	(1,069)	0	(1,069)	0	41,184	0	0	0	1,211	04/15/2033	1
31395V-NJ-2	FHR 3002 YD 4.500% 07/15/25		09/01/2012	Paydown		21,535	21,535	22,514	0	0	(900)	0	(900)	0	21,535	0	0	0	571	07/15/2025	1
31396L-BM-9	FNR 2006-93 BA 5.500% 07/25/33		09/01/2012	Paydown		22,414	22,414	23,774	0	0	(1,270)	0	(1,270)	0	22,414	0	0	0	719	07/25/2033	1
31397B-6R-7	FHR 3211 MH 5.000% 09/15/26		09/01/2012	Paydown		51,376	51,376	54,860	0	0	(3,484)	0	(3,484)	0	51,376	0	0	0	1,509	09/15/2026	1
31397G-7M-6	FHRR R011 AB 5.500% 12/15/20		09/01/2012	Paydown		26,292	26,292	27,804	0	0	(872)	0	(872)	0	26,292	0	0	0	849	12/15/2020	1
31398M-4P-8	FNR 2010-32 PL 5.000% 07/25/39		09/01/2012	Paydown		41,188	41,188	43,464	0	0	(2,277)	0	(2,277)	0	41,188	0	0	0	1,225	07/25/2039	1
31398M-ZJ-8	FNR 2010-23 AB 2.000% 12/25/18		09/01/2012	Paydown		18,117	18,117	18,055	0	0	58	0	58	0	18,117	0	0	0	212	12/25/2018	1
31398M-ZY-5	FNR 2010-23 HA 2.000% 10/25/18		09/01/2012	Paydown		17,994	17,994	17,864	0	0	115	0	115	0	17,994	0	0	0	212	10/25/2018	1
31398R-UL-7	FNR 2010-54 PA 4.500% 04/25/39		09/01/2012	Paydown		77,572	77,572	81,765	0	0	(3,544)	0	(3,544)	0	77,572	0	0	0	2,039	04/25/2039	1
31398R-LZ-5	FHR 3636 EB 2.000% 11/15/18		09/01/2012	Paydown		17,168	17,168	17,173	0	0	(3)	0	(3)	0	17,168	0	0	0	200	11/15/2018	1
31402R-RN-1	FN 735893 5.000% 10/01/35		09/01/2012	Paydown		42,400	42,400	45,229	0	0	(2,740)	0	(2,740)	0	42,400	0	0	0	1,236	10/01/2035	1
31407J-2D-3	FN 832472 5.500% 09/01/35		09/01/2012	Paydown		26,545	26,545	28,411	0	0	(1,766)	0	(1,766)	0	26,545	0	0	0	929	09/01/2035	1
31408G-F3-6	FN 850786 5.500% 01/01/21		09/01/2012	Paydown		2,073	2,073	2,068	0	0	6	0	6	0	2,073	0	0	0	65	01/01/2021	1
31409A-DR-7	FN 865112 5.500% 01/01/21		09/01/2012	Paydown		1,287	1,287	1,284	0	0	3	0	3	0	1,287	0	0	0	43	01/01/2021	1
31410K-EY-6	FN 889451 6.000% 05/01/38		09/01/2012	Paydown		15,294	15,294	16,426	0	0	(1,133)	0	(1,133)	0	15,294	0	0	0	536	05/01/2038	1
31410K-XL-3	FN 889983 6.000% 10/01/38		09/01/2012	Paydown		29,607	29,607	31,490	0	0	(1,883)	0	(1,883)	0	29,607	0	0	0	1,035	10/01/2038	1
31410K-XY-5	FN 889995 5.500% 09/01/38		09/01/2012	Paydown		32,332	32,332	34,001	0	0	(1,670)	0	(1,670)	0	32,332	0	0	0	1,038	09/01/2038	1
31412Q-KD-0	FN 931892 4.500% 09/01/24		09/01/2012	Paydown		13,939	13,939	14,533	0	0	(562)	0	(562)	0	13,939	0	0	0	373	09/01/2024	1
31413K-AH-4	FN 947408 6.000% 10/01/22		09/01/2012	Paydown		2,934	2,934	2,974	0	0	(30)	0	(30)	0	2,934	0	0	0	114	10/01/2022	1
31414A-TF-9	FN 960550 5.500% 01/01/38		09/01/2012	Paydown		16,554	16,554	17,683	0	0	(1,053)	0	(1,053)	0	16,554	0	0	0	542	01/01/2038	1
31414B-M2-3	FN 961277 6.500% 01/01/48		09/01/2012	Paydown		26,184	26,184	26,940	0	0	(348)	0	(348)	0	26,184	0	0	0	1,049	01/01/2048	1
31416C-E2-8	FN 995753 4.500% 05/01/24		09/01/2012	Paydown		58,576	58,576	61,889	0	0	(3,279)	0	(3,279)	0	58,576	0	0	0	1,575	05/01/2024	1
31416P-M6-1	FN AA5780 4.500% 04/01/39		09/01/2012	Paydown		46,239	46,239	47,987	0	0	(1,748)	0	(1,748)	0	46,239	0	0	0	1,211	04/01/2039	1
31417Y-DV-6	FN MA0115 4.500% 07/01/29		09/01/2012	Paydown		44,172	44,172	46,588	0	0	(2,106)	0	(2,106)	0	44,172	0	0	0	1,174	07/01/2029	1
31417Y-RC-3	FN MA0482 4.000% 08/01/25		09/01/2012	Paydown		13,604	13,604	14,288	0	0	(621)	0	(621)	0	13,604	0	0	0	319	08/01/2025	1
31418M-2L-5	FN AD0778 4.500% 01/01/25		09/01/2012	Paydown		49,642	49,642	51,837	0	0	(1,832)	0	(1,832)	0	49,642	0	0	0	1,309	01/01/2025	1
31418P-YF-6	FN AD2509 4.500% 04/01/25		09/01/2012	Paydown		103,951	103,951	108,320	0	0	(3,270)	0	(3,270)	0	103,951	0	0	0	2,451	04/01/2025	1
31418Q-PD-9	FN AD3119 4.500% 04/01/40		09/01/2012	Paydown		75,866	75,866	78,059	0	0	(1,949)	0	(1,949)	0	75,866	0	0	0	2,042	04/01/2040	1
31418U-Y5-7	FN AD7031 4.500% 06/01/25		09/01/2012	Paydown		19,809	19,809	20,518	0	0	(622)	0	(622)	0	19,809	0	0	0	564	06/01/2025	1
3199999	Subtotal - Bonds - U.S. Special Revenues					3,861,754	3,861,754	4,001,202	0	0	(119,800)	0	(119,800)	0	3,861,754	0	0	0	101,869	XXX	XXX
14313E-AC-6	CARMX 2010-2 A3 1.410% 02/16/15		09/15/2012	Paydown		36,147	36,147	36,352	0	0	(166)	0	(166)	0	36,147	0	0	0	298	02/16/2015	1FE
20825C-AS-3	Conocophillips GTD NT 4.75%14 4.750% 02/01/14		08/17/2012	Call	105,8245	1,361,961	1,287,000	1,396,936	0	0	14,854	0	14,854	0	1,361,961	0	0	0	63,850	02/01/2014	1FE
05531F-AC-7	BB&																				

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

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	Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)		
20825C-AS-3	Conocophillips GTD NT 4.75%14 4.750%		08/17/2012	Call 105.8245		389,434	368,000	397,094	0	0	6,425	0	6,425	0	389,434	0	0	0	18,257	02/01/2014	1FE		
345397-VZ-3	Ford Motor Credit Co 144A 3.984% 06/15/16		09/20/2012	Tax Free Exchange		763,791	750,000	764,814	0	0	(1,023)	0	(1,023)	0	763,791	0	0	0	22,825	06/15/2016	2FE		
52108H-E3-4	LBUBS 2004-C4 A3 5.296% 06/15/29		09/11/2012	Paydown		1,215	1,215	1,197	0	0	3	0	3	0	1,215	0	0	0	37	06/15/2029	1FM		
59022H-DS-8	MLMT 2004-KEY2 A2 4.166% 08/12/39		09/01/2012	Paydown		3,314	3,314	3,223	0	0	28	0	28	0	3,314	0	0	0	72	08/12/2039	1FM		
59022H-FV-9	MLMT 2005-MKB2 A2 4.806% 09/12/42		09/01/2012	Paydown		58	58	57	0	0	0	0	0	0	58	0	0	0	2	09/12/2042	1FM		
65476A-AF-2	NAROT 2009-A A4 ABS 4.740% 08/17/15		09/15/2012	Paydown		138,821	138,821	149,081	0	0	(2,432)	0	(2,432)	0	138,821	0	0	0	3,830	08/17/2015	1FE		
92869A-AC-8	VALET 2010-1 A3 1.310% 01/20/14		09/20/2012	Paydown		120,232	120,232	120,288	0	0	(12)	0	(12)	0	120,232	0	0	0	914	01/20/2014	1FE		
947075-AD-9	Weatherford Intl LTD 6.000% 03/15/18		09/05/2012			1,105,192	975,000	1,109,872	0	0	(11,688)	0	(11,688)	0	1,098,184	0	7,008	7,008	57,688	03/15/2018	2FE		
046353-AC-2	Astrazeneca PLC 5.400% 09/15/12	F	09/15/2012	Maturity		600,000	600,000	657,152	0	0	(15,520)	0	(15,520)	0	600,000	0	0	0	32,400	09/15/2012	1FE		
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,352,677	5,112,299	5,492,552	0	0	(18,233)	0	(18,233)	0	5,345,669	0	7,008	7,008	230,617		XXX	
8399997	Total - Bonds - Part 4						9,991,067	9,750,689	10,299,034	0	0	(159,930)	0	(159,930)	0	9,984,059	0	7,008	7,008	353,574		XXX	
8399998	Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
8399999	Total - Bonds						9,991,067	9,750,689	10,299,034	0	0	(159,930)	0	(159,930)	0	9,984,059	0	7,008	7,008	353,574		XXX	
8999997	Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX
8999998	Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
8999999	Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9799997	Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9799998	Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
9799999	Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9899999	Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9999999	Totals						9,991,067	9,750,689	10,299,034	0	0	(159,930)	0	(159,930)	0	9,984,059	0	7,008	7,008	353,574		XXX	

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

E05.2

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2012 OF THE HealthSpring Life & Health Insurance Company, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 3477

NAIC Company Code 12902

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	568,178,167	XXX		XXX	568,178,167
2. Earned Premiums	562,119,667	XXX		XXX	XXX
3. Claims Paid	344,555,920	XXX		XXX	344,555,920
4. Claims Incurred	459,242,211	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX		XXX		0
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid	56,047,254	XXX		XXX	56,047,254
8. Expenses Incurred	57,025,813	XXX		XXX	XXX
9. Underwriting Gain or Loss	45,851,642	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	167,574,993

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$54,382,500 due from CMS or \$23,033,252 due to CMS