* 6 0 0 2 5 2 0 1 3 2 0 1 0 0 1 0 1 *

HEALTH QUARTERLY STATEMENT

As of March 31, 2013

of the Condition and Affairs of the

Express Scripts Insurance Company

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... 60025 Employer's ID Number..... 86-0754726

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

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

Incorporated/Organized..... February 23, 1994 Commenced Business..... February 23, 1994

Statutory Home Office	7909 South Hardy Drive….. Tempe ..... AZ ..... UNI ..... 85284 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	7909 South Hardy Drive….. Tempe ..... AZ ..... UNI ..... 85284 *(Street and Number) (City or Town, State, Country and Zip Code)*	866-332-5455-345966 *(Area Code) (Telephone Number)*
Mail Address	One Express Way, Mailstop HQ2E04….. Saint Louis ..... MO ..... UNI ..... 63121 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	One Express Way; Mailstop: HQ2E04….. St. Louis ..... MO ..... UNI ..... 63121 *(Street and Number) (City or Town, State, Country and Zip Code)*	800-332-5455-345966 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.express-scripts.com	
Statutory Statement Contact	Kelia D Clements *(Name)*	800-332-5455-345966 *(Area Code) (Telephone Number) (Extension)*
	kdclements@express-scripts.com *(E-Mail Address)*	866-276-7055 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Britton Pim	President & Chief Executive Officer	2. Jeffrey Hall	Chief Financial Officer
3. Matthew Harper	Treasurer	4. Keith Ebling	Secretary

OTHER

Marty P Akins Assistant Secretary

DIRECTORS OR TRUSTEES

Pat McNamee Jeffrey Hall Ed Ignaczak Keith Ebling

State of..... Missouri
County of..... Saint Louis

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

(Signature)	(Signature)	(Signature)
Britton Pim	Jeffrey Hall	Matthew Harper
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & Chief Executive Officer	Chief Financial Officer	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 8th day of May, 2013

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

Christopher P. Fisher, Notary Public
St. Louis City, State of Missouri
My Commission Expires 10/24/2016
Commission Number 08408984

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds			0	
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....1,586,560), cash equivalents ($.....0) and short-term investments ($.....24,440,536)	26,027,096		26,027,096	26,365,808
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	26,027,096	0	26,027,096	26,365,808
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	974		974	1,177
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	22,280,001		22,280,001	20,318,830
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	9,413		9,413	8,228
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	32,286,821		32,286,821	33,895,469
24. Health care ($.....0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	80,604,305	0	80,604,305	80,589,512
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	80,604,305	0	80,604,305	80,589,512

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.			0	
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	385,300		385,300	151,000
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	7,700		7,700	3,000
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act			0	
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	69,000		69,000	24,500
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	371,577		371,577	127,704
10.2 Net deferred tax liability	910		910	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates			0	
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers and certified $.....0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($.....0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	59,340,027		59,340,027	62,301,155
23. Aggregate write-ins for other liabilities (including $.....0 current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	60,174,514	0	60,174,514	62,607,359
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,600,000	2,600,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	8,330,976	6,330,976
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	9,498,815	9,051,177
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	20,429,791	17,982,153
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	80,604,305	80,589,512

DETAILS OF WRITE-INS

2301.			0	
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 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	266,139	146,232	598,486
2. Net premium income (including $.....0 non-health premium income)	XXX	36,150,295	24,252,149	84,078,224
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	36,150,295	24,252,149	84,078,224
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		38,624,535	26,491,490	102,299,814
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	38,624,535	26,491,490	102,299,814
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	38,624,535	26,491,490	102,299,814
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....0 cost containment expenses		900	3,500	3,000
21. General administrative expenses		(3,163,970)	(6,143,356)	(17,966,261)
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)	0	35,461,465	20,351,634	84,336,553
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	688,830	3,900,515	(258,329)
25. Net investment income earned		1,479	5,495	5,219
26. Net realized capital gains (losses) less capital gains tax of $.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)	0	1,479	5,495	5,219
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29. Aggregate write-ins for other income or expenses	0	0	0	0
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	690,309	3,906,010	(253,110)
31. Federal and foreign income taxes incurred	XXX	243,854	1,384,412	(64,033)
32. Net income (loss) (Lines 30 minus 31)	XXX	446,455	2,521,598	(189,077)

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	17,982,153	18,165,028	18,165,028
34. Net income or (loss) from Line 32	446,455	2,521,598	(189,077)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	1,183	2,122	6,202
39. Change in nonadmitted assets			
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital changes:			
44.1 Paid in	2,000,000		
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	2,447,638	2,523,720	(182,875)
49. Capital and surplus end of reporting period (Line 33 plus 48)	20,429,791	20,688,749	17,982,153

DETAILS OF WRITE-INS

4701. Independent Auditor's Adjustment as Stated in Audit including tax provision true-up			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	36,150,295	24,252,149	84,078,224
2. Net investment income	1,682	5,250	5,018
3. Miscellaneous income			
4. Total (Lines 1 through 3)	36,151,977	24,257,399	84,083,242
5. Benefit and loss related payments	38,390,235	26,586,890	102,465,014
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	1,710,029	(35,499,675)	(56,936,678)
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	(927)	0	2,632,604
10. Total (Lines 5 through 9)	40,099,337	(8,912,785)	48,160,940
11. Net cash from operations (Line 4 minus Line 10)	(3,947,360)	33,170,184	35,922,302
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds			
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds			
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock	2,000,000		
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	1,608,648	(34,500,980)	(38,331,513)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	3,608,648	(34,500,980)	(38,331,513)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(338,712)	(1,330,796)	(2,409,211)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	26,365,808	28,775,019	28,775,019
19.2 End of period (Line 18 plus Line 19.1)	26,027,096	27,444,224	26,365,808

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	153,524									153,524
2. First Quarter	266,139									266,139
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	0									
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	36,150,295									36,150,295
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	36,150,295									36,150,295
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	38,390,235									38,390,235
18. Amount Incurred for Provision of Health Care Services	38,624,535									38,624,535

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....36,150,295.

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)						
0699999. Total Amounts Withheld						385,300
0799999. Total Claims Unpaid						385,300

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health	36,301	38,353,934		385,300	36,301	151,000
9. Health subtotal (Lines 1 to 8)	36,301	38,353,934	0	385,300	36,301	151,000
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals (Lines 9-10+11+12)	36,301	38,353,934	0	385,300	36,301	151,000

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Principles

The financial statements of Express Scripts Insurance Company are presented on the basis of accounting practices prescribed or permitted by the State of Arizona Department of Insurance (the "Department").

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

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Balance Sheet

Cash and Cash Equivalents - Cash and cash equivalents include highly liquid investments that are both readily convertible to known amounts of cash, and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Cash also includes savings accounts, Department (as defined above) deposits and certificates of deposit with original maturities of three months or less. In compliance with the state of Arizona's request in December 2008, the Company diversified its working cash bank accounts in JP Morgan Chase to comply with the state of domicile's (Arizona) 10 percent diversification regulation AR 20-535 limitation on percentage of assets invested with single person. The Company worked with JP Morgan Chase to diversify in various JP Morgan Fund Family fund accounts while meeting the needs of the Company and other requirements of states that required diversification on their behalf during the Expansion Application process. The Company continues to monitor its diversification methodologies while being in compliance with regulation AR 20-535 limitations. In June 2010, the Company deposited $50,000 into a Wells Fargo FDIC Insured Commercial Checking (Restricted) account as requested by the state of California during the licensure process and received the Certificate of Authority from California DMHC in November. The balances of these accounts as of March 31, 2013 are as follows:

Cash:		
Bank of America Fixed Income 12 month CD (Restricted AR)	$	100,396
JP Morgan Chase Bank - Chicago, Illinois		1,379,172
US Bank - Fixed Income 12 month CD (Restricted GA)		35,005
US Bank – FDIC Insured Commercial Checking (Unrestricted OR)		21,806
Wells Fargo - FDIC Insured Commercial Checking (Restricted CA)		50,181
Total Cash	$	1,586,560

Short-Term Investments - Short-term investments include investments in U.S. Treasury Bills with a maturity of twelve months or less. The investments maintained in an account with Union Bank are to fulfill the minimum account balances required for the Company's Certificate of Authority with the state of Arizona as well as other states with which the Company has applied for licenses. The account with Union Bank has restrictions on access to the funds. The state of North Carolina has refunded $200,000 of the restricted amount to the company due to the agreements set forth at the time of licensure. The balances of these accounts as of March 31, 2013 are as follows:

Short-term Investments:		
Bank of America Federated US Treasury 125 Fund (Restricted NH)	$	250,040
Citibank ISD Global Concentration (Restricted MA)		100,000
SunTrust Ridgeworth US Treasury (Restricted VA)		500,000
US Bank – First American Treasury (Restricted NC)		400,007
Union Bank – U S Treasury Bill (Restricted AZ - Others)		1,578,449
US Bank – US Treasury Bills (Unrestricted OR & Others)		4,997,985
JPM Funds – US Govt Sec		1,501,278
Federated Funds – US Treas Cash Res Fund		1,500,162
Federated Funds – US Treas Prime Cash Obligation		1,503,235
Federated Funds – US Treas Govt Obligation		1,551,026
Federated Funds – US Treas Treas Obligation		1,550,466
Dreyfus Funds – Cash Management Participant Shares		1,500,957
Dreyfus Funds – Institutional Cash Adv Inst Shares		1,555,166
Goldman Funds – Prime Mutual		1,500,471
Goldman Funds – Government		1,500,445
Goldman Funds – Money Market Mutual Fund		1,500,532
Goldman Funds – Federal MMKt Mtl Fnd		1,450,317
Total Short-term Investments	$	24,440,536

NOTES TO FINANCIAL STATEMENTS

The Company worked with various states during the Expansion Application process to meet their requirements while maintaining those of the state of domicile. The Company diversified its working cash bank accounts in JP Morgan Chase to comply with the state of domicile's diversification regulation AR 20-535. The results of that diversification include monies in several Fund Accounts - JPM Funds, Federated Funds, Dreyfus Funds and Goldman Funds. The diversification of the JP Morgan Chase working bank accounts meets the requirements of the state of domicile (Arizona) and the various states the Company worked with during the Expansion Application process.

To meet particular states' requirements during the Expansion Application process the Company deposited required amounts into restricted investments as required by those states. These states are New Hampshire, Arkansas, Massachusetts, Virginia, Georgia, North Carolina and California.

Intercompany Payables and Receivables - Intercompany amounts result from operations in the normal course of business, including expenses paid on behalf of the Company by the parent corporation, Express Scripts Senior Care Holdings, Inc.

Amounts Receivable Relating to Uninsured Plans - The Company adjusted the receivable at December 31, 2012 based on estimates. These estimates include Reinsurance and Low-Income Cost Sharing (LICS) settlements the Company would expect to receive after CMS performs their annual reconciliations in 2013. Note that for employer group waiver plans (EGWPs), CMS does not make prospective subsidy payments; therefore, both reinsurance and LICS are receivables. An outside actuarial service opined on the 2012 receivable numbers during the annual statutory filing process in accordance with published guidance from the American Academy of Actuaries for the end-of-the year statutory reporting of these Part D reconciliation items.

Common Stock - Common Stock represents shares of ownership by the parent company. As of March 31, 2013, a total of 2,600,000 shares of stock have been issued to the parent company, Express Scripts Senior Care Holdings, Inc. at a par value of $1 per share.

Income Statement

Revenue Recognition - The Company offers benefits under a funded Nationwide Stand-Alone Medicare Part D Plan. Premiums are billed monthly and are recorded as revenue in the period billed. Premiums received in advance are recorded as a liability and classified as revenue in the period to which they relate.

Claim Cost - Prescription drug claims are recorded as expense in the period in which the prescription is filled.

Intercompany Transactions - The Company's parent corporation, Express Scripts Senior Care Holdings, Inc., performs administrative services for the Company, including processing prescription drug claims and invoicing members for premiums. The Company pays Express Scripts Senior Care Holdings, Inc. for prescription drug costs and other costs associated with administering the program, under an intercompany agreement on file with the State of Arizona.

General Administrative Expenses - The Company provides administrative services for self-insured EGWPs, for which it received administrative fees of $10,944,347 for the three months ended March 31, 2013, $42,888,037 for the twelve months ended December 31, 2012 and $19,815,929 for the twelve months ended December 31, 2011. These administrative fees are netted within general administrative expenses in accordance with SSAP No. 3.

General Administrative Expenses:	
Self funded (non-risk) admin fee received (SSAP 47)	(10,944,347)
Outsourced services including EDP, claims and other services	6,161,137
Group service and administration fees	1,231,347
Software and other misc. expense	251,085
Professional fees	47,978
Insurance taxes, licenses and fees	88,830
Total general insurance expenses	(3,163,969)

Note 2 - Accounting Changes and Corrections of Errors

Not Applicable.

Note 3 - Business Combinations and Goodwill

Not Applicable.

Note 4 - Discontinued Operations

Not Applicable.

Note 5 - Investments

The Company's investments consist of First American Treasury Obligation held by U.S. Bank, US Treasury Bonds and U.S. Treasury Bills, JP Morgan Funds, Federated Funds, Dreyfus Funds, Goldman Funds. In addition, the Company deposited required amounts into restricted investments as required by New Hampshire, Arkansas, Massachusetts, Virginia, Georgia and North Carolina and an unrestricted US Bank to meet an unrestricted Oregon security deposit holding U.S. Treasury Bills. Additionally, the New York Department of Insurance requested diversification of cash and investments into more U.S. Treasury Bills to meet the state's regulations. As a result,

the Company purchased two additional U.S. Treasury Bills in June 2010, each with a par value of $5,000,000, but they were purchased at a discounted rate. In December 2010, one U.S. Treasury Bill matured with a par value of $5,000,000 and a new U.S. Treasury Bill was purchased with a par value of $10,000,000 to continue to meet the New York Department of Insurance regulatory requirements. In June 2011, a U.S. Treasury Bill matured with a par value of $5,000,000 and a principal cost of $4,988,851 and a new U.S. Treasury Bill was purchased with a par value of $5,000,000 with a principal cost of $4,998,094 and a market value of $4,998,125. In August 2011, a U.S. Treasury Bill matured with a par value of $10,000,000 and a principal cost of $9,988,100. A new Treasury Bill was not purchased. $2,000,000 of the U.S. Treasury Bill maturity was held in unrestricted cash with the remaining $8,000,000 spread over the Federated, Dreyfus and Goldman Funds. Also note that the state of North Carolina refunded $200,000 of the total amount ($600,000) held in a restricted account due to fulfillment by the company of requirements designated by the state at the time of licensure.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

The Company doesn't have any investments in joint ventures, partnerships or limited liability companies.

Note 7 - Investment Income

The Company earned $505 of investment income for the period ended March 31, 2013.

Note 8 - Derivative Instruments

Not Applicable.

Note 9 - Income Taxes

A. Deferred Tax Assets/(Liabilities)

1. Components of Net Deferred Tax Asset/(Liability)

	2013			2012			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Gross deferred tax assets							1,184		1,184
b. Statutory valuation allowance adjustment									
c. Adjusted gross deferred tax assets (1a-1b)							1,184		1,184
d. Deferred tax assets nonadmitted									
e. Subtotal net admitted deferred tax asset (1c-1d)									
f. Deferred tax liabilities									
g. Net admitted deferred tax assets/(net deferred tax liability) (1e-1f)									

2. Admission Calculation Components

	2013			2012			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	9,412		9,412				9,412		9,412
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below:									
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date									
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX		XXX	XXX		XXX	XXX	
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	(82,950)		(82,950)				(82,950)		(82,950)
d. Deferred tax assets admitted as the result of application of SSAP 101. Total (2(a)+2(b)+2(c)	9,412		9,412				1,184		1,184

NOTES TO FINANCIAL STATEMENTS

3. Other Admissibility Criteria

	2013	2012
a. Ratio percentage used to determine recovery period and threshold limitation amount	%	%
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above		

4. Impact of Tax Planning Strategies

	2013			2012			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Adjusted gross DTAs (% of total adjusted gross DTAs)	%	%	%	%	%	%	%	%	%
b. Net admitted adjusted gross DTAs (% of total net admitted adjusted gross DTAs)	%	%	%	%	%	%	%	%	%

Does the company's tax planning strategies include the use of reinsurance? NO

B. Deferred Tax Liabilities Not Recognized

There are no unrecognized deferred tax liabilities.

C. Current and Deferred Income Taxes

1. Current Income Tax

	1 2013	2 2012	3 (Col 1-2) Change
a. Federal			
b. Foreign			
c. Subtotal			
d. Federal income tax on net capital gains			
e. Utilization of capital loss carry-forwards			
f. Other			
g. Federal and Foreign income taxes incurred			

2. Deferred Tax Assets

	1 2013	2 2012	3 (Col 1-2) Change
a. Ordinary:			
1. Discounting of unpaid losses			1,184
2. Unearned premium reserve			
3. Policyholder reserves			
4. Investments			
5. Deferred acquisition costs			
6. Policyholder dividends accrual			
7. Fixed assets			
8. Compensation and benefits accrual			
9. Pension accrual			
10. Receivables - nonadmitted			
11. Net operating loss carry-forward			
12. Tax credit carry-forward			
13. Other (including items <5% of total ordinary tax assets)			
99. Subtotal			1,184
b. Statutory valuation allowance adjustment			
c. Nonadmitted			
d. Admitted ordinary deferred tax assets (2a99-2b-2c)			
e. Capital:			
1. Investments			
2. Net capital loss carry-forward			
3. Real estate			
4. Other (including items <5% of total capital tax assets)			
99. Subtotal			
f. Statutory valuation allowance adjustment			
g. Nonadmitted			
h. Admitted capital deferred tax assets (2e99-2f-2g)			
i. Admitted deferred tax assets (2d+2h)			

NOTES TO FINANCIAL STATEMENTS

3. Deferred Tax Liabilities

	1 2013	2 2012	3 (Col 1–2) Change
a. Ordinary:			
1. Investments			
2. Fixed assets			
3. Deferred and uncollected premium			
4. Policyholder reserves			
5. Other (including items <5% of total ordinary tax assets)			
99. Subtotal			
b. Capital:			
1. Investments			
2. Real estate			
3. Other (including items <5% of total capital tax assets)			
99. Subtotal			
c. Deferred tax liabilities (3a99+3b99)			

4.

Net Deferred Tax Assets (2i – 3c)			

Deferred Tax Assets – Ordinary
09C2(a)(13)

13 Other (items <5% of total ordinary deferred tax assets)			
Other (items >= 5% of total ordinary deferred tax assets): 14			**0**
15			
16			
17			
18			
19			
98 Subtotal Items >= 5% of total ordinary deferred tax assets			**0**
99 Total		**7,466**	**0**

Deferred Tax Assets – Capital
09C2(a)(04)

04 Other (items <5% of total capital deferred tax assets)			
Other (items >= 5% of total capital deferred tax assets): 05			
06			
07			
08			
09			
10			
98 Subtotal Items >= 5% of total capital deferred tax assets			
99 Total			

Deferred Tax Liabilities – Ordinary
09C2(a)(05)

05 Other (items <5% of total ordianary deferred tax liabilities)			
Other (items >= 5% of total ordinary deferred tax liabilities): 06			
07			
08			
09			
10			

NOTES TO FINANCIAL STATEMENTS

11			
98 Subtotal Items >= 5% of total ordinary deferred tax liabilities			
99 Total			

Deferred Tax Liabilities – Capital
09C2(a)(03)

03 Other (items <5% of total capital deferred tax liabilities)			
Other (items >= 5% of total capital deferred tax liabilities): 04			
05			
06			
07			
08			
09			
98 Subtotal Items >= 5% of total capital deferred tax liabilities			
99 Total			

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate

Among the more significant book to tax adjustments were the following:

	2013	
	Amount	Effective Tax Rate (%)
Permanent Differences:		
Provision computed at statutory rate	241,607	
Proration of tax exempt investment income		
Tax exempt income deduction		
Dividends received deduction		
Disallowed travel and entertainment		
Other permanent differences		
Temporary Differences:		
Total ordinary DTAs		
Total ordinary DTLs		
Total capital DTAs		
Total capital DTLs		
Other:		
Statutory valuation allowance adjustment		
Accrual adjustment – prior year		
Other		
Totals	242,670	
Federal and foreign income taxes incurred		
Realized capital gains (losses) tax		
Change in net deferred income taxes	(1,184)	
Total statutory income taxes	242,670	

E. Operating Loss and Tax Credit Carryforwards and Protective Tax Deposits

- At March 31, 2013, the Company did not have any unused operating loss carryforwards available to offset against future taxable income.
- The following is income tax expense for 2013 and 2012 that is available for recoupment in the event of future net losses:

Year	Amount
2013 2012	0

3. The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F. Consolidated Federal Income Tax Return

- The Company's federal income tax return is consolidated with the following entities:

Express Scripts Holding Company (Parent)
CFI of New Jersey Inc.
Curascript PBM Services Inc.
Diversified NY IPA Inc.
ESI Mail Pharmacy Service Inc.
Express Scripts Canada Holding Co.
Curascript Inc.
Diversified Pharmaceutical Services Inc.
ESI Claims Inc.
ESI GP Holdings Inc.

Expresss Scripts Utilization Management Co.	IVTX Inc.
Mooresville On-Site Pharmacy, LLC	National Prescription Administrators Inc.
NPA of New York IPA Inc.	Priority Healthcare Distribution Inc.
Priority Healthcare Corporation	Priority Healthcare Corporation West
Priority Healthcare Pharmacy Inc.	Freco Inc.
Lynnfield Compounding Center Inc.	Lynnfield Drug Inc.
Chesapeake Infusion Inc.	Sinuspharmacy Inc.
Byfield Drug Inc.	Healthbridge Reimbursement
Specialty Infusion Pharmacy Inc.	Spectracare Health Care Ventures Inc.
Priority Healthcarecom Inc.	Spectracare Infusion Pharmacy Inc.
Spectracare Inc.	Care Comtinuum Inc.
Spectracare Management Services Inc.	Express Scripts Specialty Distribution
Express Scripts Services Company	Express Scripts Pharmaceutical Procurement, LLC
Value Health, Inc.	Connectyourcare LLC
Yourpharmacy.com	Express Scripts WC, Inc.
First RX Inc.	ESI Mail Order Processing, Inc.
Ibiologic Inc.	ESI Acquisition, Inc.
Healthbridge Inc.	Express Scripts Senior Care Holdings Inc.
Express Scripts Senior Care Inc.	Express Reinsurance Company
Medco Health Solutions, Inc.	Medco Containment Insurance Company of NY
Medco Containment Life Insurance Company	MWD Insurance Company
Medco Europe II, LLC	National Rx Services NO. 3, Inc., of Ohio
Medco Health Services, Inc.	Medco Health Solutions of Willingboro LLC
DNA Direct, Inc.	Therapease Cuisine, Inc.
Accredo Health, Inc.	United Biosource Patient Solutions, Inc.
AHG of New York, Inc.	Biopartners in Care, Inc.
Accredo Health Group, Inc.	Home Healthcare Resources, Inc.
Critical Care Systems, Inc.	Critical Care Systems of New York, Inc.
Infinity Infusion Care, Ltd.	Accredo Care Network, Inc.
Polymedica Corporation	Liberty Healthcare Group, Inc.
Liberty Medical Supply, Inc.	Liberty Marketplace, Inc.
Liberty Lane Condominium Association, Inc.	Liberty Lane Development Company, Inc.
United Biosource Corporation	Institute for Medical Education & Research, Inc.
UBC Health Care Analytics, Inc.	UBC Late Stage, Inc.
P-Star Acquisition Co., Inc.	Envision Pharma, Inc.
UBC Scientific Solution, Inc.	Evidence Scientific Solutions, Inc.
TVC Acquisition Co., Inc.	MAH Processing, Inc.

2. The method of allocation among companies is subject to a written agreement, approved by the Board of Directors, whereby allocation is made primarily on a separate return basis with current credit for any net operating losses or other items utilized in the consolidated tax return.

G. Federal or Foreign Federal Income Tax Loss Contingencies

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. The Company didn't pay any dividends to the Parent Company during the three months ended March 31, 2013.

B. During February 2008, the parent company, Express Scripts Senior Care Holdings, Inc., forgave $1,755,976 owed by Express Scripts Insurance Company ("The Company"). The state of Domicile (Arizona) approved this transaction which was completed to increase capital and surplus as required by the state of domicile to meet the calculated RBC level. For all subsequent quarters the Company had exceeded required RBC levels until December 31, 2012 and at that time the Company had an action level event occur on their 2012 RBC which resulted in an RBC of 192.1%. The Company took immediate action to rectify and eliminate the Company's action level event. The Company received a $2,000,000 forgiveness of monies owed to their parent company on February 27, 2013.

C. At March 31, 2013 Express Scripts Insurance Company is reporting $32,286,821 receivable from the parent company, Express Scripts Senior Care Holdings, Inc. This amount represents amounts owed to the parent company for prescription drug claims paid by Express Scripts Senior Care Holdings, Inc. on behalf of the Company as well as administrative costs incurred to process those claims netted against the amounts owed to the Company for payments from CMS to Express Scripts Senior Care Holdings, Inc. for the benefit of the Company and monies related to the coverage gap from pharmaceutical companies.

D. All outstanding shares of Express Scripts Insurance Company are owned by Express Scripts Senior Care Holding, Inc. which is wholly owned by the ultimate parent company, Express Scripts, Inc. On April 2, 2012,

NOTES TO FINANCIAL STATEMENTS

Express Scripts Holding Company, a publicly traded company, acquired one hundred percent (100%) of the outstanding stock of Express Scripts, Inc. and its wholly owned subsidiaries and Medco Health Solutions, Inc. and its wholly owned subsidiaries. Only the ownership of the publicly traded stock of the ultimate parent company has changed.

Note 11 - Debt

Not Applicable.

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

Not Applicable.

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

A. The Company has authorized 10,000,000 shares of common stock with a par value of $1 authorized, and 2,600,000 issued and outstanding as of March 31, 2013. On September 30, 2008, The Company issued 1,500,000 in additional common stock to the parent which also resulted in a change in paid in capital of $2,200,000. The purpose of the issuance of additional stock and paid in capital increase was to meet the requirements set forth in various state expansion application guidelines.

B. The Company does not have any preferred stock outstanding.

C. All shares issued are common shares fully owned by Express Scripts Senior Care Holding, Inc., an entity 100% owned by the ultimate parent company, Express Scripts, Inc. On April 2, 2012, Express Scripts Holding Company, a publicly traded company, acquired one hundred percent (100%) of the outstanding stock of Express Scripts, Inc. and its wholly owned subsidiaries and Medco Health Solutions, Inc. and its wholly owned subsidiaries. Only the ownership of the publicly traded stock of the ultimate parent company has changed.

Note 14 - Contingencies

Not Applicable.

Note 15 - Leases

Not Applicable.

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

Not Applicable.

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

Not Applicable.

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

The Company provides administrative services for self-insured EGWPs, for which it received administrative fees of $10,944,347 for the three months ended March 31, 2013, $42,888,037 for the twelve months ended December 31, 2012 and $19,815,929 for the twelve months ended December 31, 2011. These administrative fees are netted within general administrative expenses in accordance with SSAP No. 3.

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

Not Applicable.

Note 20 - Fair Value

The Company does not hold any derivative assets or liabilities as of March 31, 2013. All intercompany balances are held at face value/fair market value as of March 31, 2013.

Note 21 - Other Items

NOTES TO FINANCIAL STATEMENTS

On September 4, 2007 the Company secured a $250,000 surety bond as required by the Nevada Division of Insurance in the processes to obtain a Certificate of Authority with the state of Nevada. The Company is Principal with Travelers Casualty and Surety Company of America as Surety for bond number 105000106. On July 22, 2008 the Company secured a $100,000 surety bond as required by the New Mexico Insurance Division in the processes to obtain a Certificate of Authority with the state of New Mexico. The Company is Principal with Travelers Casualty and Surety Company of America as Surety for bond number 105125294.

Note 22 - Events Subsequent

Not Applicable.

Note 23 - Reinsurance

Not Applicable.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not Applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

The Company processes claims under its Medicare Part D Plan. Claims are reported when incurred through the use of a pharmacy benefit manager. Potential adjustments to claim expense could result from "self-pay" claims in which members pay for a claim and then submit the claim to the Company for reimbursement. Adjustments could also result from faulty member enrollment data. There have not been any material adjustments to claim expense for the period ended March 31, 2013.

Note 26 - Intercompany Pooling Arrangements

Not Applicable.

Note 27 - Structured Settlements

Not Applicable.

Note 28 - Health Care Receivables

Not Applicable.

Note 29 - Participating Policies

Not Applicable.

Note 30 - Premium Deficiency Reserves

Not Applicable.

Note 31 - Anticipated Salvage and Subrogation

Not Applicable.

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 [X]

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

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

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

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 6/24/2009.....

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). 6/24/2009.....

6.4 By what department or departments?
State of Arizona Department of Insurance

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

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

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

7.2 If yes, give full information:

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

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

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

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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

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

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

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

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

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

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

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

16. For the reporting entity's security lending program, state the amount of the following as current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.3 Total payable for securities lending reporting on the liability page: $.....0

17. 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 [ ]

17.1 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	Private Wealth Management, 200 W Capitol Ave., 3rd Fl, Little Rock, AR 72201-3605
JP Morgan Chase Bank	Illinois Market, PO Box 260180, Baton Rouge, LA 70826-0180
US Bank	Wachovia Blds, 1W 4th Street, 7th Fl, Winston-Salem, NC 27101
Union Bank	350 California Street, 6th Floor, San Francisco, CA 94104
SunTrust	1801 West Broad Street, Richmond, VA 23220

17.2 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)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		0.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		0.0 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

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
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1.	Alabama AL	L							0	
2.	Alaska AK	L							0	
3.	Arizona AZ	L							0	
4.	Arkansas AR	L	98,502						98,502	
5.	California CA	L	1,477,532						1,477,532	
6.	Colorado CO	L	98,502						98,502	
7.	Connecticut CT	L	1,182,026						1,182,026	
8.	Delaware DE	L	197,004						197,004	
9.	District of Columbia DC	L	492,511						492,511	
10.	Florida FL	E	295,507						295,507	
11.	Georgia GA	L	689,515						689,515	
12.	Hawaii HI	L							0	
13.	Idaho ID	L							0	
14.	Illinois IL	L	5,417,620						5,417,620	
15.	Indiana IN	L	1,083,524						1,083,524	
16.	Iowa IA	L	98,502						98,502	
17.	Kansas KS	L							0	
18.	Kentucky KY	L	98,502						98,502	
19.	Louisiana LA	L	98,502						98,502	
20.	Maine ME	E							0	
21.	Maryland MD	L	295,507						295,507	
22.	Massachusetts MA	L	985,022						985,022	
23.	Michigan MI	L	8,274,182						8,274,182	
24.	Minnesota MN	L							0	
25.	Mississippi MS	L	98,502						98,502	
26.	Missouri MO	L	886,520						886,520	
27.	Montana MT	L							0	
28.	Nebraska NE	L							0	
29.	Nevada NV	L							0	
30.	New Hampshire NH	L							0	
31.	New Jersey NJ	L	492,511						492,511	
32.	New Mexico NM	L							0	
33.	New York NY	L	3,546,078						3,546,078	
34.	North Carolina NC	L	985,022						985,022	
35.	North Dakota ND	L							0	
36.	Ohio OH	L	1,083,524						1,083,524	
37.	Oklahoma OK	L	98,502						98,502	
38.	Oregon OR	L	197,004						197,004	
39.	Pennsylvania PA	L	886,520						886,520	
40.	Rhode Island RI	L	197,004						197,004	
41.	South Carolina SC	L	295,507						295,507	
42.	South Dakota SD	L							0	
43.	Tennessee TN	L	197,004						197,004	
44.	Texas TX	L	2,561,056						2,561,056	
45.	Utah UT	L							0	
46.	Vermont VT	L	98,502						98,502	
47.	Virginia VA	L	788,017						788,017	
48.	Washington WA	L	197,004						197,004	
49.	West Virginia WV	L							0	
50.	Wisconsin WI	L	2,561,056						2,561,056	
51.	Wyoming WY	E	98,502						98,502	
52.	American Samoa AS	N							0	
53.	Guam GU	N							0	
54.	Puerto Rico PR	E							0	
55.	U.S. Virgin Islands VI	N							0	
56.	Northern Mariana Islands MP	N							0	
57.	Canada CAN	N							0	
58.	Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	36,150,295	0	0	0	0	0	36,150,295	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX							0	
61.	Total (Direct Business)	(a) 48	36,150,295	0	0	0	0	0	36,150,295	0

DETAILS OF WRITE-INS

58001.								0	
58002.								0	
58003.								0	
58998.	Summary of remaining write-ins for line 58 from overflow page	0	0	0	0	0	0	0	0
58999.	Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)	0	0	0	0	0	0	0	0

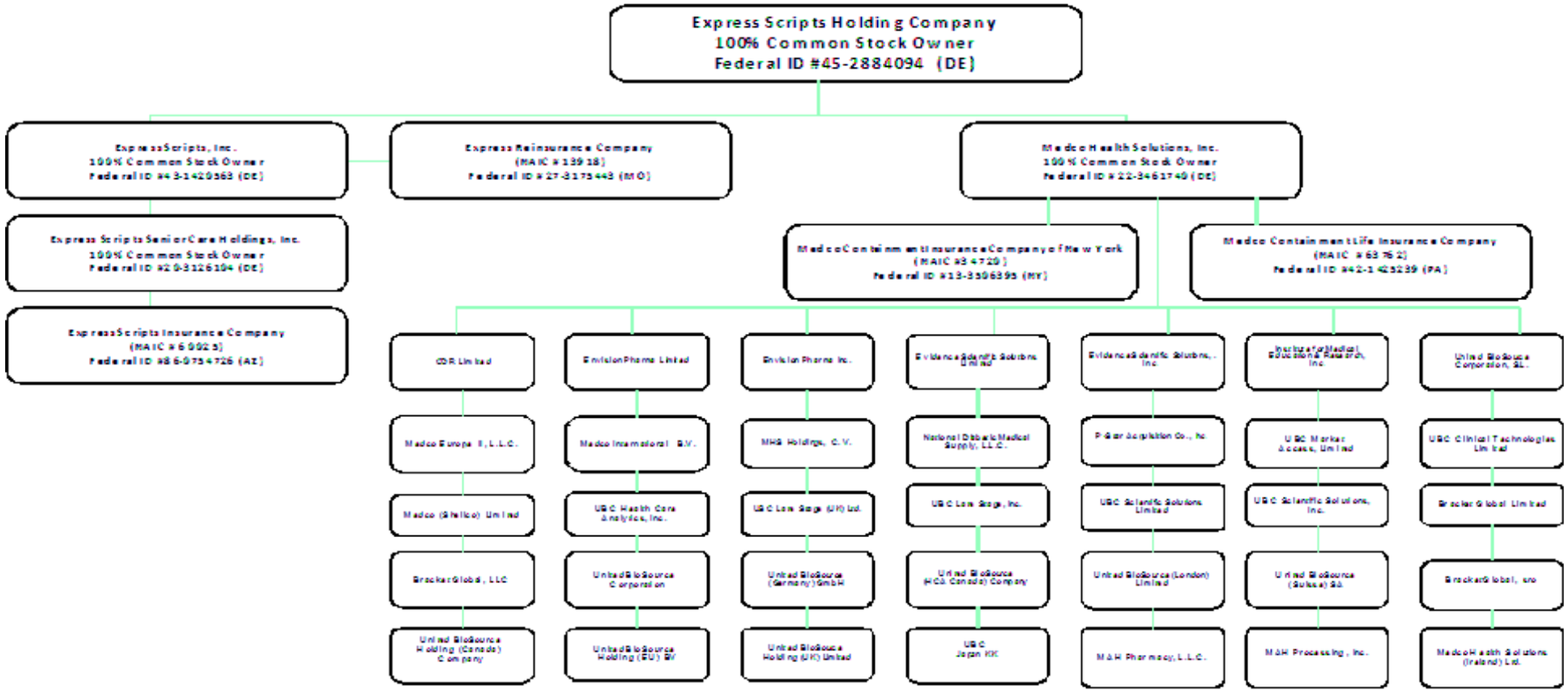
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(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.

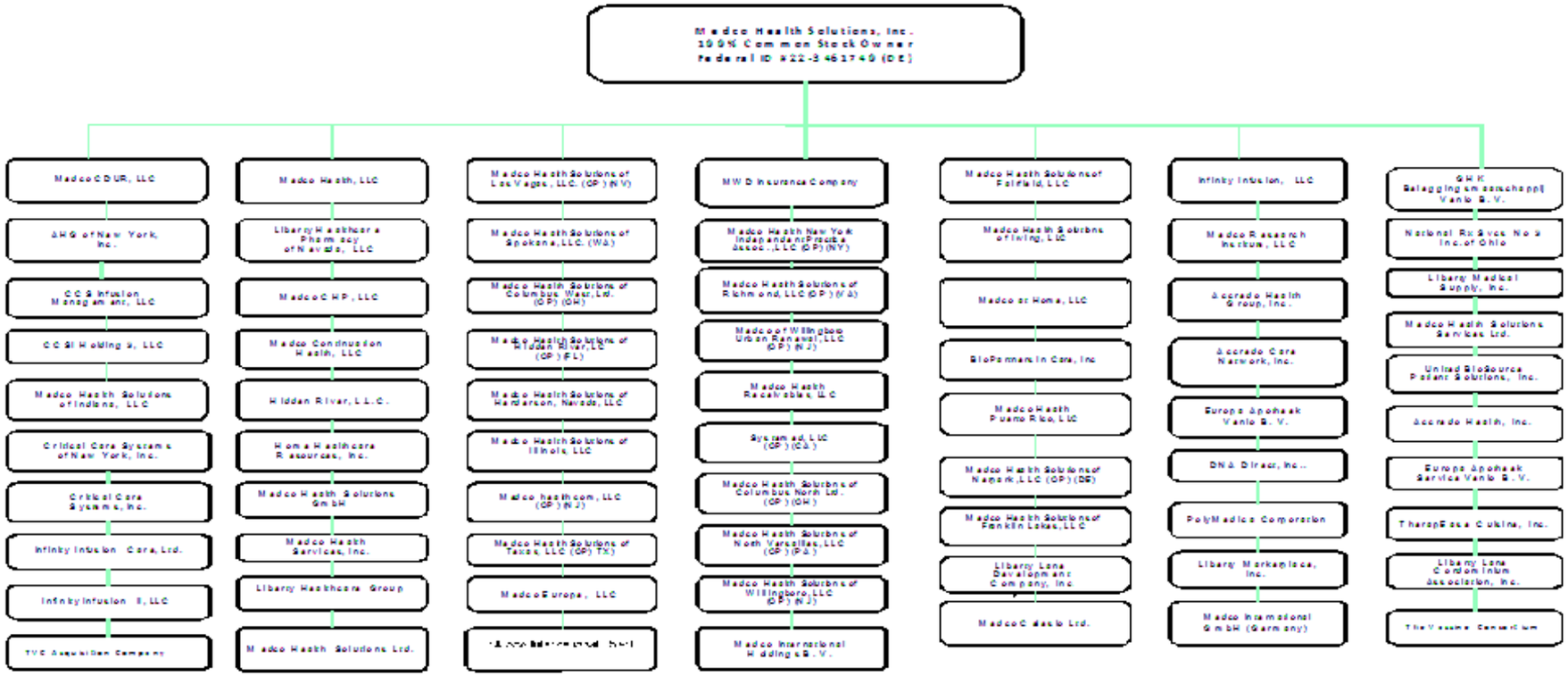
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



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

PART 1 – ORGANIZATIONAL CHART



Q15.1

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
			45-2884094		1532063	Nasdaq Stock Exchange	Express Scripts Holding Company	DE	UIP					
			43-1420563				Express Scripts, Inc.	DE	UIP	Express Scripts Holding Company	Ownership	100.000		
			20-3126104				Express Scripts Senior Care Holdings, Inc.	DE	UDP	Express Scripts, Inc.	Ownership	100.000		
		60025	86-0754726				Express Scripts Insurance Company	AZ		Express Scripts Senior Care Holdings, Inc.	Ownership	100.000		
		13918	27-3175443				Express Scripts Reinsurance Company	MO	IA	Express Scripts, Inc.	Ownership	100.000		
			22-3461740				Medco Health Solutions, Inc.	DE	NIA	Express Scripts Holding Company	Ownership	100.000		
0433	Medco Containment Svces.	63762	42-1425239				Medco Containment Life Insurance Company	PA	IA	Medco Health Solutions, Inc.	Ownership	100.000		
0433	Medco Containment Svces.	34720	13-3506395				Medco Containment Insurance Co. of New York	NY	IA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-3591774				Acredo Care Network, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			11-3358535				Acredo Health Group, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			55-0894449				Acredo Health Incorporated	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			13-3888838				AHG of New York, Inc.	NY	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			43-1815573				Biopartners in Care, Inc.	MO	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Bracket Global Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			04-3559429				Bracket Global, LLC	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Bracket Global, sro	CZE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			61-1516378				CCS Infusion Management, LLC	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			65-1310056				CCSI Holding 3, LLC	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							CDR Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			02-0646252				Critical Care Systems of New York, Inc.	NY	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			04-3115329				Critical Care Systems, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			71-0958489				DNA Direct, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			06-1633253				Envision Pharma, Inc.	CT	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Envision Pharma, Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0694815				Europa Apotheek Service Venlo BV	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0694819				Europa Apotheek Venlo BV	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Evidence Scientific Solutions Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-3434149				Evidence Scientific Solutions, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0694818				GHK Beleggingsmaatschappij Venlo B.V.	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			45-2893398				Hidden River, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			76-0391439				Infinity Infusion Care, Ltd.	TX	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			04-3673742				Infinity Infusion II, LLC	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			41-2043158				Infinity Infusion, LLC	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3858266				Institute for Medical Education & Research	FL	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			27-1506930				MAH Pharmacy, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
			45-2822362				MAH Processing, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0689559				Medco (Shellco) Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			05-0619053				Medco at Home, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco CDUR, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0683345				Medco International GmbH (Germany)	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-1021789				Medco Celesio Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			27-5133672				Medco CHP, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco Continuation Health, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			27-3709630				Medco Europe II, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco Europe, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3572956				Medco Health NY Independent Practice Assoc.	NY	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			81-0616525				Medco Health Puerto Rico, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			83-0366500				Medco Health Receivables, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-3544786				Medco Health Services, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco Health Solutions (Ireland) Ltd.	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco Health Solutions, GmbH	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0683161				Medco Health Solutions Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478893				Medco Hlth Solutions of Columbus North, Ltd.	OH	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478895				Medco Hlth Solutions of Columbus West, Ltd.	OH	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478953				Medco Hlth Solutions of Fairfield, L.L.C.	PA	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478889				Medco Hlth Solutions of Franklin Lakes, LLC	NJ	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			51-0447039				Medco Hlth Solutions of Henderson, NV, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			59-3736512				Medco Health Solutions of Hidden River, L.C.	FL	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco Health Solutions of Illinois, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-1955207				Medco Health Solutions of Indiana, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			27-1809723				Medco Health Solutions of Irving, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-2675929				Medco Health Solutions of Las Vegas, L.L.C.	NV	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3474891				Medco Health Solutions of Netpark, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478898				Medco Hlth Solutions of North Versailles LLC	PA	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3046530				Medco Health Solutions of Spokane, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0683164				Medco Health Solutions Services, Ltd.	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3478955				Medco Health Solutions of Texas, L.L.C.	TX	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3474877				Medco Health Solutions of Willingboro, L.L.C.	NJ	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			41-2063830				Medco Health, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			99-0680684				Medco International B.V.	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			99-0362031				Medco International Holdings B.V.	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							Medco International SARL	FRA	NIA	Medco Health Solutions, Inc.	Ownership	100.000		

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
			22-3811751				Medco of Willingboro Urban Renewal, L.L.C.	NJ	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			45-3631137				Medco Research Institute, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3732483				medcohealth.com, L.L.C.	NJ	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			27-3741831				MHS Holding, C.V.	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			20-4625634				MWD Insurance Company	NY	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			45-3860748				National Diabetic Medical Supply, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			34-666699..				National Rx Services No. 3, Inc. of Ohio	OH	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			04-3033368				PolyMedica Corporation	MA	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			20-1968476				P-Star Acquisition Co., Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			22-3474888				Systemed, L.L.C.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							The Vaccine Consortium, LLC	MD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-0759966				TherapEase Cuisine, Inc.	WI	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							TVC Acquisition Co., Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							UBC Clinical Technologies Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			54-1759539				UBC Health Care Analytics, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							UBC Japan, K.K.	JPN	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							UBC Late Stage (UK) Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			43-1083790				UBC Late Stage, Inc.	MO	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							UBC Market Access Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			26-3434243				UBC Scientific Solutions, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							UBC Scientific Solutions, Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource (Germany) GmbH	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource (HCA Canada) Company	CHN	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource (London) Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource (Suisse) SA	CHN	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			80-0077029				United BioSource Corporation	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource Corporation, S.L.	ESP	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource Holding (Canada) Company	CAN	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
							United BioSource Holding (EU) B.V.	NLD	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			98-0595336				United BioSource Holding (UK) Limited	GBR	NIA	Medco Health Solutions, Inc.	Ownership	100.000		
			20-3419132				United BioSource Patient Solutions, Inc.	DE	NIA	Medco Health Solutions, Inc.	Ownership	100.000		

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:

1.

Bar Code:

Overflow Page
NONE

Sch. A-Verification
NONE

Sch. B-Verification
NONE

Sch. BA-Verification
NONE

Sch. D-Verification
NONE

Sch. D-Part 1B
NONE

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	24,440,536	XXX	24,436,049	1,479	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	24,440,937	26,938,155
2. Cost of short-term investments acquired	4,998,056	15,646,735
3. Accrual of discount		
4. Unrealized valuation increase (decrease)	1,543	1,266
5. Total gain (loss) on disposals		8,789
6. Deduct consideration received on disposals	5,000,000	18,154,008
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	24,440,536	24,440,937
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	24,440,536	24,440,937

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

Sch. D-Pt 3
NONE

Sch. D-Pt 4
NONE

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
Bank of America	Little Rock, Arkansas	SD	0.500	124		100,272	100,272	100,396	XXX
US Bank	Winston-Salem, North Carolina	SD	0.010	1		35,005	35,005	35,005	XXX
JP Morgan Chase Bank	Chicago, Illinois					664,004	555,057	1,379,172	XXX
US Bank	St. Paul, Minnesota					19,862	16,070	21,806	XXX
Wells Fargo	San Francisco, California	SD				50,181	50,181	50,181	XXX
0199999. Total Open Depositories		XXX	XXX	125	0	869,324	756,585	1,586,560	XXX
0399999. Total Cash on Deposit		XXX	XXX	125	0	869,324	756,585	1,586,560	XXX
0599999. Total Cash		XXX	XXX	125	0	869,324	756,585	1,586,560	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....0 NAIC Company Code.....60025

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums collected		XXX	36,150,295	XXX	36,150,295
2. Earned premiums		XXX	36,150,295	XXX	XXX
3. Claims paid		XXX	38,390,235	XXX	38,390,235
4. Claims incurred		XXX	38,624,535	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	234,300	XXX	XXX
7. Expenses paid		XXX	(3,232,069)	XXX	(3,232,069)
8. Expenses incurred		XXX	(3,163,069)	XXX	XXX
9. Underwriting gain or loss	0	XXX	454,529	XXX	XXX
10. Cash flow results	XXX	XXX	XXX	XXX	992,129

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