



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2009
OF THE CONDITION AND AFFAIRS OF THE

Express Scripts Insurance Company

NAIC Group Code 0000 , 0000 NAIC Company Code 60025 Employer's ID Number 86-0754726
(Current Period) (Prior Period)

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

Country of Domicile United States

Licensed as business type: Life, Accident & Health [X] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization []
Other [] Is HMO, Federally Qualified? Yes [] No []

Incorporated/Organized 02/23/1994 Commenced Business 02/23/1994

Statutory Home Office 7909 South Hardy Drive , Tempe, AZ 85284
(Street and Number) (City, State and Zip Code)

Main Administrative Office 7909 South Hardy Drive , Tempe, AZ 85284 866-332-5455-345966
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address One Express Way, Mailstop HQ2E04 , Saint Louis, MO 63121
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records One Express Way; Mailstop: HQ2E04 St. Louis, MO 63121 800-332-5455-345966
(Street and Number) (City, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.express-scripts.com

Statutory Statement Contact Kelia D Clements 800-332-5455-345966
(Name) (Area Code) (Telephone Number) (Extension)
kcllements2@express-scripts.com 866-276-7055
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Ed Ignaczak</u>	<u>President & Chief Executive Officer</u>	<u>Britton Pim #</u>	<u>Vice President - Medicare, Chief Operating Officer</u>
<u>Keith Ebling</u>	<u>Secretary</u>	<u>Kelley Elliott</u>	<u>Assistant Secretary</u>

OTHER OFFICERS

<u>Matthew Harper</u>	<u>Treasurer</u>	<u>Marty P Akins</u>	<u>Assistant Secretary</u>
<u>Jeffrey Naeger</u>	<u>Assistant Secretary</u>	<u>Janice Forsyth</u>	<u>Assistant Secretary</u>

DIRECTORS OR TRUSTEES

<u>Pat McNamee</u>	<u>Aaron Manwill</u>	<u>Jeffrey Hall</u>	<u>Ed Ignaczak</u>
<u>Agnes Rey-Giraud</u>			

State of Missouri
County of St. Charles SS

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.

Matthew Harper
Treasurer

Kelley Elliott
Assistant Secretary

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 _____

Subscribed and sworn to before me this
10 day of November, 2009

Cheryl M. Siebuhr, Notary Public
December 6, 2009

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE Express Scripts Insurance Company

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			0	0
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 (\$348,127), cash equivalents (\$0) and short-term investments (\$16,660,327)	17,008,454		17,008,454	11,669,566
6. Contract loans (including \$premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	17,008,454	0	17,008,454	11,669,566
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	962		962	16,216
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans	1,055,984		1,055,984	500,000
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset	7,379		7,379	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$) and other amounts receivable			0	0
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	18,072,779	0	18,072,779	12,185,782
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	18,072,779	0	18,072,779	12,185,782
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.				
2302.				
2303.				
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)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	18,900		18,900	23,629
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	17,976		17,976	11,400
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,041,100		1,041,100	628,600
8. Premiums received in advance	179,494		179,494	142,780
9. General expenses due or accrued	13,350		13,350	16,515
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	740,582		740,582	0
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			0	0
13. Remittances and items not allocated			0	7,138
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	5,163,612		5,163,612	2,736,033
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	7,175,014	0	7,175,014	3,566,095
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	2,600,000	2,600,000
25. Preferred capital stock	XXX	XXX	0	0
26. Gross paid in and contributed surplus	XXX	XXX	6,330,976	6,330,976
27. Surplus notes	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	1,966,789	(311,289)
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX	0	0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX	0	0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	10,897,765	8,619,687
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	18,072,779	12,185,782
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	88,605	52,791	70,560
2. Net premium income (including \$ non-health premium income).....	XXX	15,545,683	8,283,793	11,200,926
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
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	15,545,683	8,283,793	11,200,926
Hospital and Medical:				
9. Hospital/medical benefits			0	0
10. Other professional services			0	0
11. Outside referrals			0	0
12. Emergency room and out-of-area			0	0
13. Prescription drugs		12,644,817	5,278,632	7,253,034
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	12,644,817	5,278,632	7,253,034
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	12,644,817	5,278,632	7,253,034
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		3,135,249	0	1,730,125
21. General administrative expenses.....		(2,699,962)	1,958,403	791,952
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	13,080,104	7,237,035	9,775,111
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,465,579	1,046,758	1,425,815
25. Net investment income earned		23,544	133,746	193,367
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	23,544	133,746	193,367
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			0	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	2,489,123	1,180,504	1,619,182
31. Federal and foreign income taxes incurred	XXX	740,582	0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	1,748,541	1,180,504	1,619,182
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 through 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 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.				
2902.				
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	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	8,619,687	1,492,650	1,544,529
34. Net income or (loss) from Line 32.....	1,748,541	1,180,504	1,619,182
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	0
39. Change in nonadmitted assets.....		0	0
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		1,500,000	1,500,000
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		3,955,976	3,955,976
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	529,537	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	2,278,078	6,636,480	7,075,158
49. Capital and surplus end of reporting period (Line 33 plus 48)	10,897,765	8,129,130	8,619,687
DETAILS OF WRITE-INS			
4701. Independent Auditor's 2008 Adjustment as Stated in 2008 Audit including tax provision true-up.....	529,537	0	0
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)	529,537	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	15,582,397	11,343,706
2. Net investment income	38,798	183,700
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	15,621,195	11,527,406
5. Benefit and loss related payments	12,237,046	7,098,774
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	987,860	2,964,397
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	7,379	0
10. Total (Lines 5 through 9)	13,232,285	10,063,171
11. Net cash from operations (Line 4 minus Line 10)	2,388,910	1,464,235
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	10,814	19,881
12.7 Miscellaneous proceeds	334	465
12.8 Total investment proceeds (Lines 12.1 to 12.7)	11,148	20,346
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	0
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	11,148	20,346
13.7 Total investments acquired (Lines 13.1 to 13.6)	11,148	20,346
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	5,455,976
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	2,949,978	1,792,275
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,949,978	7,248,251
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)	5,338,888	8,712,486
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	11,669,566	2,957,080
19.2 End of period (Line 18 plus Line 19.1)	17,008,454	11,669,566

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE Express Scripts Insurance Company

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	5,923	.0	.0	.0	.0	.0	.0	.0	.0	5,923
2. First Quarter	9,615	.0	.0	.0	.0	.0	.0	.0	.0	9,615
3. Second Quarter	9,916	.0	.0	.0	.0	.0	.0	.0	.0	9,916
4. Third Quarter	9,845	.0	.0	.0	.0	.0	.0	.0	.0	9,845
5. Current Year .....	.0									
6. Current Year Member Months	88,128									88,128
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	15,545,683									15,545,683
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	15,545,683									15,545,683
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	12,237,046									12,237,046
18. Amount Incurred for Provision of Health Care Services	12,644,817									12,644,817

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$15,545,683

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 Dec. 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 & 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 .....					.0	.0
7. Title XIX - Medicaid .....					.0	.0
8. Other Health	568,883	11,668,163		1,060,000	568,883	652,229
9. Health Subtotal (Lines 1 to 8).....	568,883	11,668,163	.0	1,060,000	568,883	652,229
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals	568,883	11,668,163	0	1,060,000	568,883	652,229

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

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NOTES TO FINANCIAL STATEMENTS

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 - see the Short-Term Investments section below for details on the diversification in JP Morgan Fund Family accounts.

Short-Term Investments - Short-term investments include investments in the Evergreen U.S. Treasury Money Market Fund, First American Treasury, and U.S. Treasury Bills with a maturity of twelve months or less. These investments are maintained in an account with U.S. Bank. Investments maintained in the US Bank account 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 U.S. Bank has restrictions on access to the funds. Effective April 17, 2008 and in compliance with the state of Arizona's request, \$1,014,887.62 was transferred out of the Evergreen Investment Account and combined with the U.S. Treasury Bills that were maturing at a value of \$550,000. The combined monies of \$1,564,887.62 were used to purchase \$1,575,000 of U.S. Treasury Bills at a discounted rate thus alleviating diversification concerns held by the State of Arizona.

The Company is working 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 respective balances in those funds as of September 30, 2009 are in the table shown below:

NOTES TO FINANCIAL STATEMENTS

JPM Funds	\$1,250,885.54
Federated Funds	\$4,753,356.31
Dreyfus Funds	\$2,504,467.86
Goldman Funds	\$4,800,526.40

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 is working with during the Expansion Application process.

To meet particular states' requirements during the Expansion Application process the Company has deposited required amounts into restricted investments as required by those states. These states are New Hampshire, Arkansas, Massachusetts, Virginia, Georgia and North Carolina as of September 30, 2009. The respective balances in those funds as of September 30, 2009 are in the table shown below:

Bank of America Federated US Treasury 125 Fund (Restricted NH)	\$250,001.41
Bank of America Fixed Income 12 month CD (Restricted AR)	\$100,000.00
Citibank ISD Global Concentration (Restricted MA)	\$ 99,945.30
SunTrust Ridgeworth US Treasury (Restricted VA)	\$500,000.00
US Bank - Fixed Income 12 month CD (Restricted GA)	\$ 35,000.00
US Bank - First American Treasury (Restricted NC)	\$600,000.00

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 increased the receivable at December 31, 2008 based on estimates calculated by the actuary (Milliman). These estimates include reinsurance and Low-Income Cost Sharing (LICS) settlements The Company would expect to receive after CMS performs their annual reconciliations in 2009. Note that for employer group waiver plans (EGWPs), CMS does not make prospective subsidy payments, so both reinsurance and LICS are receivables. The reporting of these dollars is in accordance to 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 September 30, 2009, 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 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.

2. Accounting Changes and Corrections of Errors

NOTES TO FINANCIAL STATEMENTS

Upon preparing the September 30, 2008 quarterly filing, the Company identified amounts which needed to be amended to ensure proper reporting per SSAP No. 47 for the periods ending March 31, 2008 and June 30, 2008. The Company discovered that the March 31, 2008 and June 30, 2008 Statements of Operation incorrectly included amounts received or paid on behalf of the uninsured plans in premium income and claims expenses. Therefore, the Company adjusted the September 30, 2008 Statement of Operation to reflect the netting of all current year amounts attributable to uninsured plans against general and administrative expenses and is disclosing this amendment in accordance with SSAP No. 3. The September 30, 2009 Statement of Operation is properly reported.

The independent audit firm of PricewaterhouseCoopers, LLP performed the annual audit on the Company and issued the 2008 Audited Financial Report. The report determined that the 2008 Annual Statement filed with the Insurance Department of Arizona reflected an erroneous amount. The correction resulted in an increase to capital and surplus and was adjusted in the June 30, 2009 statutory quarterly filing.

3. Business Combinations and Goodwill

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

The Company's investments consist of Evergreen U.S. Treasury Money Market Funds/First American Treasury Obligation held by U.S. Bank, US Treasury Bonds (Rating AAA) and U.S. Treasury Bills (Rating AAA) purchased through U.S. Bank. As of March 31, 2009, the Company diversified its JP Morgan Chase working cash accounts into several Fund Accounts - JPM Funds, Federated Funds, Dreyfus Funds and Goldman Funds. In addition, in the second and third quarters of 2009 the Company deposited required amounts into restricted investments as required by six states (New Hampshire, Arkansas, Massachusetts, Virginia, Georgia and North Carolina) to meet these states' requirements during the Expansion Application process.

6. Joint Ventures, Partnerships, and Limited Liability Companies

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

7. Investment Income

The Company earned \$6,643 of investment income for the three months ended September 30, 2009.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

The Company has filed the Form D filing regarding a tax sharing agreement with its state of domicile (Arizona) in accordance with A.R.S.§20-481.12 and therefore, has reported all applicable income taxes on the September 30, 2009 statutory filing.

The Company joins in the filing of a consolidated federal income tax return with the following entities:

EXPRESS SCRIPTS, INC. (PARENT)

ACUITY HEALTH SOLUTIONS, INC

CFI OF NEW JERSEY INC

CURASCRIPT PBM SERVICES INC

DIVERSIFIED NY IPA INC

ESI MAIL PHARMACY SERVICE INC

EXPRESS SCRIPTS UTILIZATION MANAGEMENT CO IVTX INC

EXPRESS SCRIPTS CANADA HOLDING CO

CURASCRIPT INC

DIVERSIFIED PHARMACEUTICAL SERVICES INC

ESI CLAIMS INC

ESI GP HOLDINGS INC

NOTES TO FINANCIAL STATEMENTS

IBIOLOGIC INC	NATIONAL PRESCRIPTION ADMINISTRATORS INC
NPA OF NEW YORK IPA INC	PRIORITY HEALTHCARE DISTRIBUTION INC
PRIORITY HEALTHCARE CORPORATION	PRIORITY HEATHCARE COPORATION WEST
PRIORITY HEALTHCARE PHARMACY INC	FRECO INC
PHF INC	LYNNFIELD DRUG INC
LYNNFIELD COMPOUNDING CENTER INC	PHRC INC
CHESAPEAKE INFUSION INC	SINUSPHARMACY INC
BYFIELD DRUG INC	HEALTHBRIDGE REIMBURSEMENT
SPECIALTY INFUSION PHARMACY INC	CUSTOM MEDICAL PRODUCTS INC
CURASCRIPT INFUSION PHARMACY INC	SPECTRACARE HEALTH CARE VENTURES INC
PRIORITYHEALTHCARECOM INC	SPECTRACARE INFUSION PHARMACY INC
SPECTRACARE INC	CARE CONTINUUM INC
SPECTRACARE MANAGEMENT SERVICES INC	EXPRESS SCRIPTS SPECIALTY DISTRIBUTION
EXPRESS SCRIPTS SALES DEVELOPMENT CO	VALUERX OF MICHIGAN INC
VALUE HEALTH INC	PHOENIX MARKETING GROUP LLC
YOURPHARMACYCOM INC	EXPRESS SCRIPTS PHARMACEUTICAL
FIRST RX INC	CONNECTYOURCARE LLC
KEW CORPORATION	MSC - MEDICAL SERVICES COMPANY INC
EXPRESS SCRIPTS SENIOR CARE HOLDINGS INC	HEALTHBRIDGE INC
EXPRESS SCRIPTS SENIOR CARE INC	

All balances reported at December 31, 2008 are \$0 due to the absence of a tax allocation agreement with Parent. An agreement was implemented in 2009 which provides that the Company shall pay Parent an amount equal to Company's separate tax liability. Likewise, if the Company incurs a loss or generates a tax attribute that exceeds Company's separate tax liability and such loss or attribute is utilized by Parent's affiliated group, Parent shall pay the Company an amount equal to such tax reduction.

Federal income taxes incurred consists of the following major components:

	<u>2009</u>	<u>2008</u>
Current year federal income tax	<u>\$740,582</u>	<u>\$ 0</u>
Income tax expense	<u>\$740,582</u>	<u>\$ 0</u>

The following is a summary of the components of the Company's net deferred tax asset as of September 30, 2009 and December 31, 2009 and the change in deferred income taxes for the nine months ended September 30, 2009.

	<u>2009</u>	<u>2008</u>	<u>Change</u>
Gross deferred tax assets	\$ 7,379	\$137,990	(\$130,611)
Gross deferred tax liabilities	\$ 0	\$ 0	\$ 0
Net deferred tax asset	\$ 7,379	\$137,990	(\$130,611)
Nonadmitted net deferred tax asset	\$ 0	(\$137,990)	\$137,990
Net deferred tax asset	<u>\$ 7,379</u>	<u>\$ 0</u>	<u>\$ 7,379</u>

The individual components of the Company's gross deferred tax assets are as follows:

	<u>2009</u>	<u>2008</u>	<u>Change</u>
Net operating loss	\$ 0	\$ 0	\$ 0
Advance premiums	\$ 0	\$ 0	\$ 0
Contract claims payable	<u>\$ 7,379</u>	<u>\$ 0</u>	<u>\$ 7,379</u>
Gross deferred tax assets	<u>\$ 7,379</u>	<u>\$ 0</u>	<u>\$ 7,379</u>

NOTES TO FINANCIAL STATEMENTS

A reconciliation of the expected provision for federal income taxes at the statutory tax rate of 35 percent and the actual provision for 2009 (nine months) and 2008 (twelve months) is as follows:

	<u>2009</u>	<u>2008</u>	<u>Change</u>
Income tax provision (benefit)			
computed at statutory tax rate	\$871,193	\$ 0	\$871,193
Usage of prior year carryforward by Parent	(\$123,350)	\$ 0	(\$123,350)
Change in net deferred income taxes and other	<u>\$ 7,261</u>	<u>\$ 0</u>	<u>\$ 7,261</u>
Income tax expense	<u>\$740,582</u>	<u>\$ 0</u>	<u>\$740,582</u>

10. Information Concerning Parent, Subsidiaries and Affiliates

- A. The Company paid no dividends to the Parent Company during the nine months ended September 30, 2009.
- 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 has exceeded required RBC levels.
- C. At September 30, 2009 Express Scripts Insurance Company reported \$5,163,612 as an amount payable to the parent company, Express Scripts Senior Care Holdings, Inc. The payable 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.
- 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.

11. Debt

Not Applicable.

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

Not Applicable.

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

- A. The Company has authorized 11,500,000 shares of common stock with a par value of \$1 authorized, and 2,600,000 issued and outstanding at the end of the year. 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.

14. Contingencies

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

15. Leases

Not Applicable.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not Applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not Applicable.

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 \$3,192,802 during the third quarter 2009. When preparing the September 30, 2008 quarterly filings, the Company identified amounts which needed to be amended to ensure proper reporting per SSAP No. 47 for the periods ending March 31, 2008 and June 30, 2008. The Company discovered that the March 31, 2008 and June 30, 2008 Statements of Operation incorrectly included amounts received or paid on behalf of the uninsured plans in premium income and claims expenses. Therefore, the Company adjusted the September 30, 2008 Statement of Operation to reflect the netting of current year amounts attributable to uninsured plans against general and administrative expenses and is disclosing this amendment in the Notes to Financial Statements in accordance with SSAP No. 3. The December 31, 2008 and all subsequent Statements of Operation are properly reported.

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

Not Applicable.

20. Other Items

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. On October 23, 2008 the Company secured a \$100,000 surety bond as required by the Louisiana Commissioner of Insurance in the processes to obtain a Certificate of Authority with the state of Louisiana. The Company is Principal with Travelers Casualty and Surety Company of America as Surety for bond number 105160565.

21. Events Subsequent

Not Applicable.

22. Reinsurance

Not Applicable.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not Applicable.

24. Change in Incurred Claims and Claim Adjustment Expenses

NOTES TO FINANCIAL STATEMENTS

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 nine months ending September 30, 2009.

25. Intercompany Pooling Arrangements

Not Applicable.

26. Structured Settlements

Not Applicable.

27. Health Care Receivables

None

28. Participating Policies

Not Applicable.

29. Premium Deficiency Reserves

Not Applicable.

30. Anticipated Salvage and Subrogation

Not Applicable.

31. Reserve for Life Contracts

Not Applicable.

32. Analysis of Annuity

Not Applicable.

33. Premium and Annuity Considerations

Not Applicable.

34. Separate Accounts

Not Applicable.

35. Loss/Claim Adjustment Expenses

See Note 24.

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
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. 06/24/2009
- 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). 06/24/2009
- 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 [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?..... Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

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 [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 [X] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 Changes include Receiving and Offering Gifts and Gratuities, Interactions with Pharmaceutical Manufacturers, Participation in Surveys, Questionnaires, Studies and Focus Groups. The Code of Conduct and its related policies were adjusted to comply with changing requirements.....

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

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

FINANCIAL

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

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 [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: \$

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 [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 .....	\$	.....	\$	.....
14.22 Preferred Stock .....	\$	.....	\$	.....
14.23 Common Stock .....	\$	.....	\$	.....
14.24 Short-Term Investments .....	\$	.....	\$	.....
14.25 Mortgage Loans on Real Estate .....	\$	.....	\$	.....
14.26 All Other .....	\$	.....	\$	.....
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 [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.

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 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes 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.....	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.....
SunTrust.....	1801 West Broad Street, Richmond, VA 23220.....
Citibank.....	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 No

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

Yes No

17.2 If no, list exceptions:

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L							0	
2. Alaska	AK	L							0	
3. Arizona	AZ	L							0	
4. Arkansas	AR	L	122,407						122,407	
5. California	CA	E	244,814						244,814	
6. Colorado	CO	L							0	
7. Connecticut	CT	L	1,101,663						1,101,663	
8. Delaware	DE	L							0	
9. District of Columbia	DC	L	122,407						122,407	
10. Florida	FL	E	244,814						244,814	
11. Georgia	GA	L	367,221						367,221	
12. Hawaii	HI	L							0	
13. Idaho	ID	L							0	
14. Illinois	IL	L	3,182,581						3,182,581	
15. Indiana	IN	L	612,035						612,035	
16. Iowa	IA	L	122,407						122,407	
17. Kansas	KS	L							0	
18. Kentucky	KY	L							0	
19. Louisiana	LA	L	122,407						122,407	
20. Maine	ME	E							0	
21. Maryland	MD	L	122,407						122,407	
22. Massachusetts	MA	L	1,101,662						1,101,662	
23. Michigan	MI	L	856,848						856,848	
24. Minnesota	MN	L							0	
25. Mississippi	MS	L	122,407						122,407	
26. Missouri	MO	L	734,442						734,442	
27. Montana	MT	L	122,407						122,407	
28. Nebraska	NE	L							0	
29. Nevada	NV	L							0	
30. New Hampshire	NH	L							0	
31. New Jersey	NJ	E	979,256						979,256	
32. New Mexico	NM	L							0	
33. New York	NY	L	2,203,325						2,203,325	
34. North Carolina	NC	L	612,035						612,035	
35. North Dakota	ND	L							0	
36. Ohio	OH	L	244,814						244,814	
37. Oklahoma	OK	L	122,407						122,407	
38. Oregon	OR	L							0	
39. Pennsylvania	PA	L	122,406						122,406	
40. Rhode Island	RI	L							0	
41. South Carolina	SC	L	244,814						244,814	
42. South Dakota	SD	L							0	
43. Tennessee	TN	E	122,407						122,407	
44. Texas	TX	L	367,221						367,221	
45. Utah	UT	L							0	
46. Vermont	VT	L							0	
47. Virginia	VA	L	122,406						122,406	
48. Washington	WA	E	122,407						122,407	
49. West Virginia	WV	L							0	
50. Wisconsin	WI	L	856,849						856,849	
51. Wyoming	WY	E	122,407						122,407	
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	CN	N							0	
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		15,545,683	0	0	0	0	0	15,545,683	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 44		15,545,683	0	0	0	0	0	15,545,683	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	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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



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 supplemental 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 Statement 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

NONE

Schedule B - Verification

NONE

Schedule BA - Verification

NONE

Schedule D - Verification

NONE

Schedule D - Part 1B

NONE

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	16,660,327	XXX	16,649,264	17,325	962

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.....	1,900,122	1,892,628
2. Cost of short-term investments acquired	25,604,798	3,133,438
3. Accrual of discount.....		16,562
4. Unrealized valuation increase (decrease).....	10,614	20,346
5. Total gain (loss) on disposals.....	(334)	(465)
6. Deduct consideration received on disposals.....	10,855,792	3,162,387
7. Deduct amortization of premium.....	(919)	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).....	16,660,327	1,900,122
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	16,660,327	1,900,122

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	9,769,444	9,769,444
2. Cost of cash equivalents acquired.....	13,087,597	.0
3. Accrual of discount.....		.0
4. Unrealized valuation increase (decrease).....	.534	.0
5. Total gain (loss) on disposals.....		.0
6. Deduct consideration received on disposals.....	22,855,720	.0
7. Deduct amortization of premium.....	1,855	.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).....	.0	9,769,444
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	0	9,769,444

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

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							
					0	0	0
869999 Totals							



**SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2009 OF THE
Express Scripts Insurance Company**

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code0000

NAIC Company Code60025

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....		XXX	15,545,683	XXX	15,545,683
2. Earned Premiums.....		XXX	15,545,683	XXX	XXX
3. Claims Paid.....		XXX	12,644,817	XXX	12,644,817
4. Claims Incurred.....		XXX	13,557,176	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	420,000	XXX	XXX
7. Expenses Paid.....		XXX	421,937	XXX	421,937
8. Expenses Incurred.....		XXX	435,287	XXX	XXX
9. Underwriting Gain or Loss.....	0	XXX	1,133,220	XXX	XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	2,478,929

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