



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2009
OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

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

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

Country of Domicile United States of America

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

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

Main Administrative Office 601 Mainstream Dr. (Street and Number) Nashville, TN 37228 (City or Town, State and Zip Code) 615-291-7039 (Area Code) (Telephone Number)

Mail Address 601 Mainstream Dr. (Street and Number or P.O. Box) Nashville, TN 37228 (City or Town, State and Zip Code)

Primary Location of Books and Records 601 Mainstream Dr. (Street and Number) Nashville, TN 37228 (City or Town, State and Zip Code) 615-291-7039 (Area Code) (Telephone Number)

Internet Website Address www.healthspring.com

Statutory Statement Contact Tim Houston (Name) 615-565-8195 (Area Code) (Telephone Number) tim.houston@healthspring.com (E-mail Address) (FAX Number)

OFFICERS

President, Chairman & CEO Michael G Mirt Vice President & Secretary Mark Tulloch
Chief Financial Officer Franklin Stewart Warren Vice President Scott Jacobson

OTHER

Jay Hurt Vice President Dirk Wales MD Corporate Medical Director Cleaster Ewing Compliance Officer
Rusty Hailey President - Pharmaceutical Operations Brian McCullough Treasurer Lankford Wade Senior Vice President
David Terry # Chief Actuary

DIRECTORS OR TRUSTEES

Michael Mirt M. Shawn Morris Randy K. Fike
Scott C. Huebner Robert L. Dawson

State of Tennessee SS:
County of Davidson

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.

Michael G Mirt
President, Chairman & CEO

Mark Tulloch
Vice President & Secretary

Franklin Stewart Warren
Chief Financial Officer

Subscribed and sworn to before me this
day of

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

**SUMMARY INVESTMENT SCHEDULE**

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities .....	715,998	1.424	715,998	1.424
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies .....		0.000		0.000
1.22 Issued by U.S. government sponsored agencies .....		0.000		0.000
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities) .....		0.000		0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :				
1.41 States, territories and possessions general obligations .....		0.000		0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations .....		0.000		0.000
1.43 Revenue and assessment obligations .....		0.000		0.000
1.44 Industrial development and similar obligations .....		0.000		0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA .....		0.000		0.000
1.512 Issued or guaranteed by FNMA and FHLMC .....		0.000		0.000
1.513 All other .....		0.000		0.000
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA .....		0.000		0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521 .....		0.000		0.000
1.523 All other .....		0.000		0.000
2. Other debt and other fixed income securities (excluding short-term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities) .....		0.000		0.000
2.2 Unaffiliated non-U.S. securities (including Canada) .....		0.000		0.000
2.3 Affiliated securities .....		0.000		0.000
3. Equity interests:				
3.1 Investments in mutual funds .....		0.000		0.000
3.2 Preferred stocks:				
3.21 Affiliated .....		0.000		0.000
3.22 Unaffiliated .....		0.000		0.000
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated .....		0.000		0.000
3.32 Unaffiliated .....		0.000		0.000
3.4 Other equity securities:				
3.41 Affiliated .....		0.000		0.000
3.42 Unaffiliated .....		0.000		0.000
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated .....		0.000		0.000
3.52 Unaffiliated .....		0.000		0.000
4. Mortgage loans:				
4.1 Construction and land development .....		0.000		0.000
4.2 Agricultural .....		0.000		0.000
4.3 Single family residential properties .....		0.000		0.000
4.4 Multifamily residential properties .....		0.000		0.000
4.5 Commercial loans .....		0.000		0.000
4.6 Mezzanine real estate loans .....		0.000		0.000
5. Real estate investments:				
5.1 Property occupied by the company .....		0.000	0	0.000
5.2 Property held for the production of income (including \$ ..... of property acquired in satisfaction of debt) .....		0.000	0	0.000
5.3 Property held for sale (including \$ ..... property acquired in satisfaction of debt) .....		0.000	0	0.000
6. Contract loans .....		0.000	0	0.000
7. Receivables for securities .....		0.000	0	0.000
8. Cash, cash equivalents and short-term investments .....	49,571,012	98.576	49,571,012	98.576
9. Other invested assets .....		0.000		0.000
10. Total invested assets	50,287,010	100.000	50,287,010	100.000

Schedule A - Verification - Real Estate

**N O N E**

Schedule B - Verification - Mortgage Loans

**N O N E**

## SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year .....	
2.	Cost of acquired:	
	2.1 Actual cost at time of acquisition (Part 2, Column 8) .....	
	2.2 Additional investment made after acquisition (Part 2, Column 9) .....	
3.	Capitalized deferred interest and other:	
	3.1 Totals, Part 1, Column 16 .....	
	3.2 Totals, Part 3, Column 12 .....	
4.	Accrual of discount .....	
5.	Unrealized valuation increase (decrease):	
	5.1 Totals, Part 1, Column 13 .....	
	5.2 Totals, Part 3, Column 9 .....	
6.	Total gain (loss) on disposals, Part 3, Column 19 .....	
7.	Deduct amounts received on disposals, Part 3, Column 16 .....	
8.	Deduct amortization of premium and depreciation .....	
9.	Total foreign exchange change in book/adjusted carrying value:	
	9.1 Totals, Part 1, Column 17 .....	
	9.2 Totals, Part 3, Column 14 .....	
10.	Deduct current year's other than temporary impairment recognized:	
	10.1 Totals, Part 1, Column 15 .....	
	10.2 Totals, Part 3, Column 11 .....	
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	
12.	Deduct total nonadmitted amounts .....	
13.	Statement value at end of current period (Line 11 minus Line 12) .....	

NONE

## SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year .....	0
2.	Cost of bonds and stocks acquired, Part 3, Column 7 .....	728,172
3.	Accrual of discount .....	(12,174)
4.	Unrealized valuation increase (decrease):	
	4.1. Part 1, Column 12 .....	0
	4.2. Part 2, Section 1, Column 15 .....	
	4.3. Part 2, Section 2, Column 13 .....	
	4.4. Part 4, Column 11 .....	0
5.	Total gain (loss) on disposals, Part 4, Column 19 .....	
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7 .....	
7.	Deduct amortization of premium .....	0
8.	Total foreign exchange change in book/adjusted carrying value:	
	8.1. Part 1, Column 15 .....	0
	8.2. Part 2, Section 1, Column 19 .....	
	8.3. Part 2, Section 2, Column 16 .....	
	8.4. Part 4, Column 15 .....	0
9.	Deduct current year's other than temporary impairment recognized:	
	9.1. Part 1, Column 14 .....	0
	9.2. Part 2, Section 1, Column 17 .....	
	9.3. Part 2, Section 2, Column 14 .....	
	9.4. Part 4, Column 13 .....	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	715,998
11.	Deduct total nonadmitted amounts .....	0
12.	Statement value at end of current period (Line 10 minus Line 11) .....	715,998

**SCHEDULE D - SUMMARY BY COUNTRY**

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>					
Governments (Including all obligations guaranteed by governments)	1. United States .....	715,998	712,906	728,172	703,000
	2. Canada .....				
	3. Other Countries .....				
	4. Totals	715,998	712,906	728,172	703,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	0	0	0	0
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	0	0	0	0
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	0	0	0	0
Industrial and Miscellaneous, Credit Tenant Loans and Hybrid Securities (unaffiliated)	8. United States .....				
	9. Canada .....				
	10. Other Countries .....				
	11. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	715,998	712,906	728,172	703,000
<b>PREFERRED STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	14. United States .....				
	15. Canada .....				
	16. Other Countries .....				
	17. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	0	0	0	0
<b>COMMON STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	20. United States .....				
	21. Canada .....				
	22. Other Countries .....				
	23. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	0	0	0	0
	26. Total Stocks	0	0	0	0
	27. Total Bonds and Stocks	715,998	712,906	728,172	

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 1**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	3,681,185					3,681,185	100.0	0	0.0	3,681,185	0
1.2 Class 2						0	0.0	0	0.0		0
1.3 Class 3						0	0.0	0	0.0		0
1.4 Class 4						0	0.0	0	0.0		0
1.5 Class 5						0	0.0	0	0.0		0
1.6 Class 6						0	0.0	0	0.0		0
1.7 Totals	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	0
2. All Other Governments											
2.1 Class 1						0	0.0	0	0.0		0
2.2 Class 2						0	0.0	0	0.0		0
2.3 Class 3						0	0.0	0	0.0		0
2.4 Class 4						0	0.0	0	0.0		0
2.5 Class 5						0	0.0	0	0.0		0
2.6 Class 6						0	0.0	0	0.0		0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1						0	0.0	0	0.0		0
3.2 Class 2						0	0.0	0	0.0		0
3.3 Class 3						0	0.0	0	0.0		0
3.4 Class 4						0	0.0	0	0.0		0
3.5 Class 5						0	0.0	0	0.0		0
3.6 Class 6						0	0.0	0	0.0		0
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1						0	0.0	0	0.0		0
4.2 Class 2						0	0.0	0	0.0		0
4.3 Class 3						0	0.0	0	0.0		0
4.4 Class 4						0	0.0	0	0.0		0
4.5 Class 5						0	0.0	0	0.0		0
4.6 Class 6						0	0.0	0	0.0		0
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Class 1						0	0.0	0	0.0		0
5.2 Class 2						0	0.0	0	0.0		0
5.3 Class 3						0	0.0	0	0.0		0
5.4 Class 4						0	0.0	0	0.0		0
5.5 Class 5						0	0.0	0	0.0		0
5.6 Class 6						0	0.0	0	0.0		0
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

S105

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>6. Industrial &amp; Miscellaneous (Unaffiliated)</b>											
6.1 Class 1						0	0.0	0	0.0		0
6.2 Class 2						0	0.0	0	0.0		0
6.3 Class 3						0	0.0	0	0.0		0
6.4 Class 4						0	0.0	0	0.0		0
6.5 Class 5						0	0.0	0	0.0		0
6.6 Class 6						0	0.0	0	0.0		0
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>7. Credit Tenant Loans</b>											
7.1 Class 1						0	0.0	0	0.0		0
7.2 Class 2						0	0.0	0	0.0		0
7.3 Class 3						0	0.0	0	0.0		0
7.4 Class 4						0	0.0	0	0.0		0
7.5 Class 5						0	0.0	0	0.0		0
7.6 Class 6						0	0.0	0	0.0		0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Hybrid Securities</b>											
8.1 Class 1						0	0.0		0.0		0
8.2 Class 2						0	0.0		0.0		0
8.3 Class 3						0	0.0		0.0		0
8.4 Class 4						0	0.0		0.0		0
8.5 Class 5						0	0.0		0.0		0
8.6 Class 6						0	0.0		0.0		0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>9. Parent, Subsidiaries and Affiliates</b>											
9.1 Class 1						0	0.0	0	0.0		0
9.2 Class 2						0	0.0	0	0.0		0
9.3 Class 3						0	0.0	0	0.0		0
9.4 Class 4						0	0.0	0	0.0		0
9.5 Class 5						0	0.0	0	0.0		0
9.6 Class 6						0	0.0	0	0.0		0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

9015

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>10. Total Bonds Current Year</b>											
10.1 Class 1	(d) 3,681,185	0	0	0	0	3,681,185	100.0	XXX	XXX	3,681,185	0
10.2 Class 2	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.3 Class 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.6 Class 6	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	3,681,185	0	0	0	0	(b) 3,681,185	100.0	XXX	XXX	3,681,185	0
10.8 Line 10.7 as a % of Col. 6	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
<b>11. Total Bonds Prior Year</b>											
11.1 Class 1	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.2 Class 2	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.3 Class 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Class 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.5 Class 5	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
11.6 Class 6	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
11.7 Totals	0	0	0	0	0	XXX	XXX	(b) 0	0.0	0	0
11.8 Line 11.7 as a % of Col. 8	0.0	0.0	0.0	0.0	0.0	XXX	XXX	0.0	XXX	0.0	0.0
<b>12. Total Publicly Traded Bonds</b>											
12.1 Class 1	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	XXX
12.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.7 Totals	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	XXX
12.8 Line 12.7 as a % of Col. 6	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
<b>13. Total Privately Placed Bonds</b>											
13.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ \_\_\_\_\_ freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ \_\_\_\_\_ current year, \$ \_\_\_\_\_ prior year of bonds with Z designations and \$ \_\_\_\_\_, current year \$ \_\_\_\_\_ prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes \$ \_\_\_\_\_ current year, \$ \_\_\_\_\_ prior year of bonds with 5\* designations and \$ \_\_\_\_\_, current year \$ \_\_\_\_\_ prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ \_\_\_\_\_; NAIC 2 \$ \_\_\_\_\_; NAIC 3 \$ \_\_\_\_\_; NAIC 4 \$ \_\_\_\_\_; NAIC 5 \$ \_\_\_\_\_; NAIC 6 \$ \_\_\_\_\_.

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 2**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>1. U.S. Governments</b>											
1.1 Issuer Obligations .....	3,681,185					3,681,185	100.0	0	0.0	3,681,185	0
1.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
1.7 Totals .....	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	0
<b>2. All Other Governments</b>											
2.1 Issuer Obligations .....						0	0.0	0	0.0		0
2.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined .....						0	0.0	0	0.0		0
2.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined .....						0	0.0	0	0.0		0
2.6 Other .....						0	0.0	0	0.0		0
2.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions, Guaranteed</b>											
3.1 Issuer Obligations .....						0	0.0	0	0.0		0
3.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined .....						0	0.0	0	0.0		0
3.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined .....						0	0.0	0	0.0		0
3.6 Other .....						0	0.0	0	0.0		0
3.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Issuer Obligations .....						0	0.0	0	0.0		0
4.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined .....						0	0.0	0	0.0		0
4.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined .....						0	0.0	0	0.0		0
4.6 Other .....						0	0.0	0	0.0		0
4.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed</b>											
5.1 Issuer Obligations .....						0	0.0	0	0.0		0
5.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined .....						0	0.0	0	0.0		0
5.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined .....						0	0.0	0	0.0		0
5.6 Other .....						0	0.0	0	0.0		0
5.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 2 (Continued)**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>6. Industrial and Miscellaneous</b>											
6.1 Issuer Obligations .....						0	0.0	0	0.0		0
6.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined .....						0	0.0	0	0.0		0
6.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
6.5 Defined .....						0	0.0	0	0.0		0
6.6 Other .....						0	0.0	0	0.0		0
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>7. Credit Tenant Loans</b>											
7.1 Issuer Obligations .....						0	0.0	0	0.0		0
7.2 Single Class Mortgage-Backed Securities .....						0	0.0		0.0		0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Hybrid Securities</b>											
8.1 Issuer Obligations .....						0	0.0		0.0		0
8.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0		0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
8.3 Defined .....						0	0.0		0.0		0
8.4 Other .....						0	0.0		0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
8.5 Defined .....						0	0.0		0.0		0
8.6 Other .....						0	0.0		0.0		0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>9. Parent, Subsidiaries and Affiliates</b>											
9.1 Issuer Obligations .....						0	0.0	0	0.0		0
9.2 Single Class Mortgage-Backed /Asset Backed Securities .....						0	0.0	0	0.0		0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined .....						0	0.0	0	0.0		0
9.4 Other .....						0	0.0	0	0.0		0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
9.5 Defined .....						0	0.0	0	0.0		0
9.6 Other .....						0	0.0	0	0.0		0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1A - SECTION 2 (Continued)**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>10. Total Bonds Current Year</b>											
10.1 Issuer Obligations	3,681,185	0	0	0	0	3,681,185	100.0	XXX	XXX	3,681,185	0
10.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	3,681,185	0	0	0	0	3,681,185	100.0	XXX	XXX	3,681,185	0
10.8 Line 10.7 as a % of Col. 6	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
<b>11. Total Bonds Prior Year</b>											
11.1 Issuer Obligations	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.7 Totals	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.8 Line 11.7 as a % of Col. 8	0.0	0.0	0.0	0.0	0.0	XXX	XXX	0.0	XXX	0.0	0.0
<b>12. Total Publicly Traded Bonds</b>											
12.1 Issuer Obligations	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	XXX
12.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.7 Totals	3,681,185	0	0	0	0	3,681,185	100.0	0	0.0	3,681,185	XXX
12.8 Line 12.7 as a % of Col. 6	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
<b>13. Total Privately Placed Bonds</b>											
13.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

S110

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE DA - VERIFICATION BETWEEN YEARS**

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year .....	1,700,000	0	0	1,700,000	0
2. Cost of short-term investments acquired .....	12,370,133	8,870,133		3,500,000	
3. Accrual of discount .....	1,054	1,054		0	
4. Unrealized valuation increase (decrease) .....	0				
5. Total gain (loss) on disposals .....	0				
6. Deduct consideration received on disposals .....	9,306,000	5,906,000		3,400,000	
7. Deduct amortization of premium .....	0				
8. Total foreign exchange change in book/adjusted carrying value .....	0				
9. Deduct current year's other than temporary impairment recognized .....	0				
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	4,765,187	2,965,187	0	1,800,000	0
11. Deduct total nonadmitted amounts .....	0				
12. Statement value at end of current period (Line 10 minus Line 11)	4,765,187	2,965,187	0	1,800,000	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - Verification - Options, Caps, Floors and Insurance Futures Options Owned

**N O N E**

Schedule DB - Part B - Verification - Options, Caps, Floors and Insurance Futures Options Written

**N O N E**

Schedule DB - Part C - Verification - Swaps and Forwards

**N O N E**

Schedule DB - Part D - Verification - Futures Contracts and Insurance Futures Contracts

**N O N E**

Schedule DB - Part E - Verification - Statement Value and Fair Value of Open Contracts

**N O N E**

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

**N O N E**

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

**N O N E**

**SCHEDULE E - VERIFICATION BETWEEN YEARS**

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year .....	0	0	0
2. Cost of cash equivalents acquired .....	14,131,159		14,131,159
3. Accrual of discount .....	0		
4. Unrealized valuation increase (decrease) .....	0		
5. Total gain (loss) on disposals .....	0		
6. Deduct consideration received on disposals .....	0		
7. Deduct amortization of premium .....	0		
8. Total foreign exchange change in book/adjusted carrying value .....	0		
9. Deduct current year's other than temporary impairment recognized .....	0		
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	14,131,159	0	14,131,159
11. Deduct total nonadmitted amounts .....	0		
12. Statement value at end of current period (Line 10 minus Line 11)	14,131,159	0	14,131,159

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule A - Part 1 - Real Estate Owned

**N O N E**

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

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 1 - Mortgage Loans Owned

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

**N O N E**

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

**N O N E**

Schedule BA - Part 1 - Other Long-Term Invested Assets Owned

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

**N O N E**

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

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity
912828-JF-8	US T Note				1	518,773	.101.4260	508,144	501,000	510,312		(8,461)			2.750	2.700	semi-annually	5,741	6,889	06/19/2009	07/31/2010
912828-JF-8	US T Note				1	104,583	.101.4260	102,440	101,000	102,877		(1,706)			2.750	2.700	semi-annually	2,546		06/19/2009	07/31/2010
912828-JC-5	US T Note				1	104,816	.101.3086	102,322	101,000	102,809		(2,007)			2.880	2.830	semi-annually	0	2,904	06/10/2010	06/30/2010
0199999	U.S. Governments - Issuer Obligations					728,172	XXX	712,906	703,000	715,998	0	(12,174)	0	0	XXX	XXX	XXX	8,287	9,793	XXX	XXX
0399999	Total - U.S. Government Bonds					728,172	XXX	712,906	703,000	715,998	0	(12,174)	0	0	XXX	XXX	XXX	8,287	9,793	XXX	XXX
1099999	Total - All Other Government Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
1799999	Total - U.S. States, Territories and Possessions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
2499999	Total - U.S. Political Subdivisions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
3199999	Total - U.S. Special Revenues Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
4199999	Total - Credit Tenant Loans					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
4899999	Total - Hybrid Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
5599999	Total - Parent, Subsidiaries and Affiliates Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
7799999	Total - Issuer Obligations					728,172	XXX	712,906	703,000	715,998	0	(12,174)	0	0	XXX	XXX	XXX	8,287	9,793	XXX	XXX
7899999	Total - Single Class Mortgage-Backed/Asset-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
7999999	Total - Defined Multi-Class Residential Mortgage-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8099999	Total - Other Multi-Class Residential Mortgage-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8199999	Total - Defined Multi-Class Commercial Mortgage-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8299999	Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8399999	Total Bonds					728,172	XXX	712,906	703,000	715,998	0	(12,174)	0	0	XXX	XXX	XXX	8,287	9,793	XXX	XXX

E10

Schedule D - Part 2 - Section 1 - Preferred Stocks Owned

**N O N E**

Schedule D - Part 2 - Section 2 - Common Stocks Owned

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
912828-JF-8	US T Notes		06/19/2009	Bank of America		518,773	501,000	
912828-JF-8	US T Notes		06/19/2009	CitiBank		104,583	101,000	
912828-JC-5	US T Notes		06/10/2009	Bank of America		104,816	101,000	
0399999. Bonds - U.S. Governments						728,172	703,000	0
8399997. Total - Bonds - Part 3						728,172	703,000	0
8399998. Total - Bonds - Part 5								
8399999. Total - Bonds						728,172	703,000	0
8999997. Total - Preferred Stocks - Part 3						0	XXX	0
8999998. Total - Preferred Stocks - Part 5							XXX	
8999999. Total - Preferred Stocks						0	XXX	0
9799997. Total - Common Stocks - Part 3						0	XXX	0
9799998. Total - Common Stocks - Part 5							XXX	
9799999. Total - Common Stocks						0	XXX	0
9899999. Total - Preferred and Common Stocks						0	XXX	0
9999999 - Totals						728,172	XXX	0

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of

**N O N E**

Schedule D - Part 5 - Long Term Bonds and Stocks Acquired and Fully Disposed Of

**N O N E**

Schedule D - Part 6 - Section 1 - Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

**N O N E**

Schedule D - Part 6 - Section 2

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2009 OF THE HealthSpring Life & Health Insurance Company, Inc.

**SCHEDULE DA - PART 1**

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21		
		3	4					9	10	11	12			15	16	17	18	19		20	
CUSIP Identification	Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest	
	US T Bill			11/19/2009	Bank of America	03/18/2010	2,499,703		(198)			2,500,000	2,499,504	0	0	0.000	0.060	Not Paid - discount bond	0	0	
	US T Bill			10/22/2009	Bank of America	04/22/2010	302,902		(49)			303,000	302,853	0	0	0.000	0.001	Not Paid - discount bond	0	0	
	US T Note			05/01/2009	US Bank	04/30/2010	35,211		421			35,000	35,632	0	0	2.125	0.320	Semi annually	0	0	
	US T Note			12/09/2009	Bank of America	11/30/2010	127,371		125			126,000	127,496	0	0	1.250	0.060	Semi annually	0	0	
0199999	U.S. Governments - Issuer Obligations							2,965,187	0	299	0	0	2,964,000	2,965,485	0	0	XXX	XXX	XXX	0	0
0399999	Total - U.S. Government Bonds							2,965,187	0	299	0	0	2,964,000	2,965,485	0	0	XXX	XXX	XXX	0	0
1099999	Total - All Other Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1799999	Total - U.S. States, Territories and Possessions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
2499999	Total - U.S. Political Subdivisions of States, Territories and Possessions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3199999	Total - U.S. Special Revenues Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3899999	Total - Industrial and Miscellaneous Bonds (Unaffiliated)							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
4199999	Total - Credit Tenant Loans							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
4899999	Total - Hybrid Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7799999	Total - Issuer Obligations							2,965,187	0	299	0	0	2,964,000	2,965,485	0	0	XXX	XXX	XXX	0	0
7899999	Total - Single Class Mortgage-Backed/Asset-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7999999	Total - Defined Multi-Class Residential Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8099999	Total - Other Multi-Class Residential Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8199999	Total - Defined Multi-Class Commercial Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8299999	Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8399999	Total Bonds							2,965,187	0	299	0	0	2,964,000	2,965,485	0	0	XXX	XXX	XXX	0	0
8699999	Total - Parent, Subsidiaries and Affiliates							0	0	0	0	0	XXX	0	0	0	XXX	XXX	XXX	0	0
	Certificate of Deposit			09/16/2009	Bank of America	03/16/2010	1,500,000					1,500,000	1,500,000	0	0	0.250	0.250	Upon Maturity	0	0	
	Certificate of Deposit			08/11/2009	Bank of America	08/10/2010	200,000					200,000	200,000	0	0	1.050	1.050	Upon Maturity	0	0	
	Certificate of Deposit			10/15/2010	Bank of America	10/15/2010	100,000					100,000	100,000	0	0	0.670	0.670	Upon Maturity	0	0	
9099999	Other Short-Term Invested Assets							1,800,000	0	0	0	0	XXX	1,800,000	0	0	XXX	XXX	XXX	0	0
9199999	Totals							4,765,187	0	299	0	0	XXX	4,765,485	0	0	XXX	XXX	XXX	0	0

E17

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

**N O N E**

Schedule DB - Part A - Section 2 - Options, Caps, Floors and Insurance Futures Options Acquired

**N O N E**

Schedule DB - Part A - Section 3 - Options, Caps, Floors and Insurance Futures Options Terminated

**N O N E**

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and  
In Force

**N O N E**

Schedule DB - Part B - Section 2 - Options, Caps, Floors and Insurance Futures Options Written

**N O N E**

Schedule DB - Part B - Section 3 - Options, Caps, Floors and Insurance Futures Options Terminated

**N O N E**

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open

**N O N E**

Schedule DB - Part C - Section 2 - Collar, Swap and Forwards Opened

**N O N E**

Schedule DB - Part C - Section 3 - Collar, Swap and Forwards Terminated

**N O N E**

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open

**N O N E**

Schedule DB - Part D - Section 2 - Futures Contracts and Insurance Futures Contracts Opened

**N O N E**

Schedule DB - Part D - Section 3 - Futures Contracts and Insurance Futures Contracts Terminated

**N O N E**

Schedule DB - Part E - Section 1 - Counterparty Exposure for Derivative Instruments Open

**N O N E**





**SCHEDULE E - PART 3 - SPECIAL DEPOSITS**

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA	C. California Department of Insurance	100,000	100,000		
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA	B. Georgia Department of Insurance	35,211	35,211		
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA	B. Massachusetts Department of Insurance	102,877	102,440		
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV	C. Nevada Department of Insurance	200,000	200,000		
30. New Hampshire	NH	B. New Hampshire Department of Insurance	510,311	508,144		
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH	B. Ohio Department of Insurance	102,809	102,322		
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC	B. South Carolina Department of Insurance	126,000	126,000		
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX	C. Texas Department of Insurance	1,803,000	1,803,000		
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CN					
58. Aggregate Alien and Other	OT	XXX	0	0	0	0
59. Subtotal	XXX	XXX	2,980,208	2,977,117	0	0
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX	0	0	0	0

## ALPHABETICAL INDEX

### ANNUAL STATEMENT BLANK

Analysis of Increase in Reserves During The Year .....	7
Analysis of Operations By Lines of Business .....	6
Asset Valuation Reserve Default Component .....	30
Asset Valuation Reserve Equity .....	32
Asset Valuation Reserve Replications (Synthetic) Assets .....	35
Asset Valuation Reserve .....	29
Assets .....	2
Cash Flow .....	5
Exhibit 1 - Part 1 - Premiums and Annuity Considerations for Life and Accident and Health Contracts .....	9
Exhibit 1 - Part 2 - Dividends and Coupons Applied, Reinsurance Commissions and Expense .....	10
Exhibit 2 - General Expenses .....	11
Exhibit 3 - Taxes, Licenses and Fees (Excluding Federal Income Taxes) .....	11
Exhibit 4 - Dividends or Refunds .....	11
Exhibit 5 - Aggregate Reserve for Life Contracts .....	12
Exhibit 5 - Interrogatories .....	13
Exhibit 5A - Changes in Bases of Valuation During The Year .....	13
Exhibit 6 - Aggregate Reserves for Accident and Health Contracts .....	14
Exhibit 7 - Deposit-Type Contracts .....	15
Exhibit 8 - Claims for Life and Accident and Health Contracts - Part 1 .....	16
Exhibit 8 - Claims for Life and Accident and Health Contracts - Part 2 .....	17
Exhibit of Capital Gains (Losses) .....	8
Exhibit of Life Insurance .....	25
Exhibit of Net Investment Income .....	8
Exhibit of Nonadmitted Assets .....	18
Exhibit of Number of Policies, Contracts, Certificates, Income Payable and Account Values .....	27
Five-Year Historical Data .....	22
Form for Calculating the Interest Maintenance Reserve (IMR) .....	28
General Interrogatories .....	20
Jurat Page .....	1
Liabilities, Surplus and Other Funds .....	3
Life Insurance (State Page) .....	24
Notes To Financial Statements .....	19
Overflow Page For Write-ins .....	53
Schedule A - Part 1 .....	E01
Schedule A - Part 2 .....	E02
Schedule A - Part 3 .....	E03
Schedule A - Verification Between Years .....	SI02
Schedule B - Part 1 .....	E04
Schedule B - Part 2 .....	E05
Schedule B - Part 3 .....	E06
Schedule B - Verification Between Years .....	SI02
Schedule BA - Part 1 .....	E07
Schedule BA - Part 2 .....	E08
Schedule BA - Part 3 .....	E09
Schedule BA - Verification Between Years .....	SI03
Schedule D - Part 1 .....	E10
Schedule D - Part 1A - Section 1 .....	SI05
Schedule D - Part 1A - Section 2 .....	SI08
Schedule D - Part 2 - Section 1 .....	E11
Schedule D - Part 2 - Section 2 .....	E12
Schedule D - Part 3 .....	E13
Schedule D - Part 4 .....	E14
Schedule D - Part 5 .....	E15
Schedule D - Part 6 - Section 1 .....	E16
Schedule D - Part 6 - Section 2 .....	E16
Schedule D - Summary By Country .....	SI04
Schedule D - Verification Between Years .....	SI03
Schedule DA - Part 1 .....	E17
Schedule DA - Verification Between Years .....	SI11

**ANNUAL STATEMENT BLANK (Continued)**

Schedule DB - Part A - Section 1 .....	E18
Schedule DB - Part A - Section 2 .....	E18
Schedule DB - Part A - Section 3 .....	E19
Schedule DB - Part A - Verification Between Years .....	SI12
Schedule DB - Part B - Section 1 .....	E19
Schedule DB - Part B - Section 2 .....	E20
Schedule DB - Part B - Section 3 .....	E20
Schedule DB - Part B - Verification Between Years .....	SI12
Schedule DB - Part C - Section 1 .....	E21
Schedule DB - Part C - Section 2 .....	E21
Schedule DB - Part C - Section 3 .....	E22
Schedule DB - Part C - Verification Between Years .....	SI13
Schedule DB - Part D - Section 1 .....	E22
Schedule DB - Part D - Section 2 .....	E23
Schedule DB - Part D - Section 3 .....	E23
Schedule DB - Part D - Verification Between Years .....	SI13
Schedule DB - Part E - Section 1 .....	E24
Schedule DB - Part E - Verification Between Years .....	SI13
Schedule DB - Part F - Section 1 .....	SI14
Schedule DB - Part F - Section 2 .....	SI15
Schedule E - Part 1 - Cash .....	E25
Schedule E - Part 2 - Cash Equivalents .....	E26
Schedule E - Part 3 - Special Deposits .....	E27
Schedule E - Verification Between Years .....	SI16
Schedule F .....	36
Schedule H - Accident and Health Exhibit - Part 1 .....	37
Schedule H - Part 2, Part 3 and Part 4 .....	38
Schedule H - Part 5 - Health Claims .....	39
Schedule S - Part 1 - Section 1 .....	40
Schedule S - Part 1 - Section 2 .....	41
Schedule S - Part 2 .....	42
Schedule S - Part 3 - Section 1 .....	43
Schedule S - Part 3 - Section 2 .....	44
Schedule S - Part 4 .....	45
Schedule S - Part 5 .....	46
Schedule S - Part 6 .....	47
Schedule T - Part 2 Interstate Compact .....	49
Schedule T - Premiums and Annuity Considerations .....	48
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group .....	50
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates .....	51
Summary Investment Schedule .....	SI01
Summary of Operations .....	4
Supplemental Exhibits and Schedules Interrogatories .....	52