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ANNUAL STATEMENT

For the Year Ended December 31, 2007

of the Condition and Affairs of the

HealthLink HMO, Inc.

NAIC Group Code.....671, 671 (Current Period) (Prior Period) NAIC Company Code..... 96475 Employer's ID Number..... 43-1616135

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

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... July 29, 1992 Commenced Business..... January 14, 1993

Statutory Home Office	12443 Olive Boulevard….. St. Louis ..... MO ..... 63141 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	1831 Chestnut Street….. St. Louis ..... MO ..... 63103-2275 *(Street and Number) (City or Town, State and Zip Code)*	314-923-4444 *(Area Code) (Telephone Number)*
Mail Address	6775 W Washington Street….. Milwaukee ..... WI ..... 53214 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	6775 W Washington Street….. Milwaukee ..... WI ..... 53214 *(Street and Number) (City or Town, State and Zip Code)*	414-459-6833 *(Area Code) (Telephone Number)*
Internet Website Address	www.healthlink.com	
Statutory Statement Contact	Joann Kolesar *(Name)*	312-234-7356 *(Area Code) (Telephone Number) (Extension)*
	Joann.Kolesar@Wellpoint.com *(E-Mail Address)*	312-234-7005 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Dennis William Casey #	President	2. Nancy Louise Purcell	Secretary
3. Robert David Kretschmer	Treasurer	4. David Michael Henley #	Assistant Secretary

OTHER

DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt # Dennis William Casey # John Cannon III #

State of.....
County of.....

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

(Signature)	(Signature)	(Signature)
Dennis William Casey	Nancy Louise Purcell	Robert David Kretschmer
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted

NONE

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Claim Overpayment Receivables						
0299998. Claim Overpayment Receivables Not Listed Individually	3,690				3,690	0
0299999. Total Claim Overpayment Receivables	3,690	0	0	0	3,690	0
Other Receivables						
0699998. Other Receivables Not Listed Individually	360					360
0699999. Total Other Receivables	360	0	0	0	0	360
0799999. Total Health Care Receivables	4,050	0	0	0	3,690	360

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0599999. Unreported claim and other claim reserves						11,125
0799999. Total claims unpaid						11,125

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
HealthLink, Inc.	512,786					512,786	
Anthem Insurance Companies, Inc.	288,566					288,566	
0199999. Individually listed receivables	801,352	0	0	0	0	801,352	0
0299999. Receivables not individually listed	5,444					5,444	
0399999. Total gross amounts receivable	806,796	0	0	0	0	806,796	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
ProServ	Administrative Expenses	35,628	35,628	
The WellPoint Companies, Inc. (Payroll subsidiary)	Pharmacy Claims	18,436	18,436	
0199999. Individually listed payables		54,064	54,064	0
0299999. Payables not individually listed		2,705	2,705	
0399999. Total gross payables		56,769	56,769	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	764,730	44.6				764,730
2. Intermediaries	19,440	1.1	1,014	88.4		19,440
3. All other providers	9,401	0.5	26	2.3		9,401
4. Total capitation payments	793,571	46.2	1,040	90.7	0	793,571
Other Payments:						
5. Fee-for-service		0.0	XXX	XXX		
6. Contractual fee payments		0.0	XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service		0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments		0.0	XXX	XXX		
9. Non-contingent salaries		0.0	XXX	XXX		
10. Aggregate cost arrangements		0.0	XXX	XXX		922,379
11. All other payments	922,379	53.8	XXX	XXX		
12. Total other payments	922,379	53.8	XXX	XXX	0	922,379
13. Total (Line 4 plus Line 12)	1,715,950	100.0	XXX	XXX	0	1,715,950

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	BOYCE & BYNUM PATHOLOGY LAB PC	6,461	538		
	NATL HEALTH LAB DBA LABCORP	55	5		
	NETWORK REFERENCE LAB	12	1		
	QUEST DIAGNOSTICS	10,234	853		
	ROCHE BIOMEDICAL LABS DBA LABC	2,365	197		
	TRI LAB LLC	312	26		
9999999. Totals		19,440	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	0	0	0	0	0	0

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR (Location)

NAIC Group Code.....671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	53		53							
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	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 (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	3,020	31	2,989							
2. First quarter	2,751	26	2,725							
3. Second quarter	2,697	26	2,671							
4. Third quarter	1,151	26	1,125							
5. Current year	1,147	21	1,126							
6. Current year member months	23,363	313	23,050							
Total Member Ambulatory Encounters for Year:										
7. Physician	7,596	102	7,494							
8. Non-physician	1,473	20	1,453							
9. Totals	9,069	122	8,947	0	0	0	0	0	0	0
10. Hospital patient days incurred	438	6	432							
11. Number of inpatient admissions	101	1	100							
12. Health premiums written (b)	376,324	35,335	340,989							
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	376,324	35,335	340,989							
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,715,950	33,710	1,682,240							
18. Amount incurred for provision of health care services	1,166,438	37,324	1,129,114							

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF ILLINOIS DURING THE YEAR (Location)

NAIC Group Code.....671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	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 (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....HealthLink HMO, Inc. 2. St. Louis, MO

BUSINESS IN THE STATE OF MISSOURI DURING THE YEAR (Location)

NAIC Group Code.....671

NAIC Company Code.....96475

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	2,967	31	2,936							
2. First quarter	2,751	26	2,725							
3. Second quarter	2,697	26	2,671							
4. Third quarter	1,151	26	1,125							
5. Current year	1,147	21	1,126							
6. Current year member months	23,363	313	23,050							
Total Member Ambulatory Encounters for Year:										
7. Physician	7,596	102	7,494							
8. Non-physician	1,473	20	1,453							
9. Totals	9,069	122	8,947	0	0	0	0	0	0	0
10. Hospital patient days incurred	438	6	432							
11. Number of inpatient admissions	101	1	100							
12. Health premiums written (b)	376,324	35,335	340,989							
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	376,324	35,335	340,989							
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,715,950	33,710	1,682,240							
18. Amount incurred for provision of health care services	1,166,438	37,324	1,129,114							

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For heatlh premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Increase (decrease) by adjustment:		
	2.1 Totals, Part 1, Column 11		
	2.2 Totals, Part 3, Column 8		
3.	Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))		
4.	Cost of additions and permanent improvements:		
	4.1 Totals, Part 1, Column 14		
	4.2 Totals, Part 3, Column 10		
5.	Total profit (loss) on sales, Part 3, Column 15		
6.	Increase (decrease) by foreign exchange adjustment:		
	6.1 Totals, Part 1, Column 12		
	6.2 Totals, Part 3, Column 9		
7.	Amounts received on sales, Part 3, Column 12 and Part 1, Column 13		
8.	Book/adjusted carrying value at end of current period		0
9.	Total valuation allowance		
10.	Subtotal (Lines 8 plus 9)		0
11.	Total nonadmitted amounts		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year		
2.	Amount loaned during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during year:		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		0
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		0
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		0
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		0

NONE

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Class 1	1,191,928	19,489,687				20,681,615	84.8	13,468,718	53.4	20,681,615	
1.2 Class 2						0	0.0		0.0		
1.3 Class 3						0	0.0		0.0		
1.4 Class 4						0	0.0		0.0		
1.5 Class 5						0	0.0		0.0		
1.6 Class 6						0	0.0		0.0		
1.7 Totals	1,191,928	19,489,687	0	0	0	20,681,615	84.8	13,468,718	53.4	20,681,615	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Class 1						0	0.0		0.0		
2.2 Class 2						0	0.0		0.0		
2.3 Class 3						0	0.0		0.0		
2.4 Class 4						0	0.0		0.0		
2.5 Class 5						0	0.0		0.0		
2.6 Class 6						0	0.0		0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. **States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)**											
3.1 Class 1						0	0.0		0.0		
3.2 Class 2						0	0.0		0.0		
3.3 Class 3						0	0.0		0.0		
3.4 Class 4						0	0.0		0.0		
3.5 Class 5						0	0.0		0.0		
3.6 Class 6						0	0.0		0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Class 1						0	0.0		0.0		
4.2 Class 2						0	0.0		0.0		
4.3 Class 3						0	0.0		0.0		
4.4 Class 4						0	0.0		0.0		
4.5 Class 5						0	0.0		0.0		
4.6 Class 6						0	0.0		0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Class 1						0	0.0		0.0		
5.2 Class 2						0	0.0		0.0		
5.3 Class 3						0	0.0		0.0		
5.4 Class 4						0	0.0		0.0		
5.5 Class 5						0	0.0		0.0		
5.6 Class 6						0	0.0		0.0		
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Class 1						0	0.0		0.0		
6.2 Class 2						0	0.0		0.0		
6.3 Class 3						0	0.0		0.0		
6.4 Class 4						0	0.0		0.0		
6.5 Class 5						0	0.0		0.0		
6.6 Class 6						0	0.0		0.0		
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Class 1	3,705,027					3,705,027	15.2	11,733,158	46.6	3,705,027	
7.2 Class 2						0	0.0		0.0		
7.3 Class 3						0	0.0		0.0		
7.4 Class 4						0	0.0		0.0		
7.5 Class 5						0	0.0		0.0		
7.6 Class 6						0	0.0		0.0		
7.7 Totals	3,705,027	0	0	0	0	3,705,027	15.2	11,733,158	46.6	3,705,027	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Class 1						0	0.0		0.0		
8.2 Class 2						0	0.0		0.0		
8.3 Class 3						0	0.0		0.0		
8.4 Class 4						0	0.0		0.0		
8.5 Class 5						0	0.0		0.0		
8.6 Class 6						0	0.0		0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Class 1						0	0.0		0.0		
9.2 Class 2						0	0.0		0.0		
9.3 Class 3						0	0.0		0.0		
9.4 Class 4						0	0.0		0.0		
9.5 Class 5						0	0.0		0.0		
9.6 Class 6						0	0.0		0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. **Total Bonds Current Year**											
10.1 Class 1	4,896,955	19,489,687	0	0	0	24,386,642	100.0	XXX	XXX	24,386,642	0
10.2 Class 2	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.3 Class 3	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Class 4	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.6 Class 6	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	4,896,955	19,489,687	0	0	0	(b) 24,386,642	100.0	XXX	XXX	24,386,642	0
10.8 Line 10.7 as a % of Col. 6	20.1	79.9	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Class 1	20,283,053	4,918,823				XXX	XXX	25,201,876	100.0	25,201,876	
11.2 Class 2						XXX	XXX	0	0.0		
11.3 Class 3						XXX	XXX	0	0.0		
11.4 Class 4						XXX	XXX	0	0.0		
11.5 Class 5						XXX	XXX	(c) 0	0.0		
11.6 Class 6						XXX	XXX	(c) 0	0.0		
11.7 Totals	20,283,053	4,918,823	0	0	0	XXX	XXX	(b) 25,201,876	100.0	25,201,876	0
11.8 Line 11.7 as a % of Col. 8	80.5	19.5	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Class 1	4,896,955	19,489,687				24,386,642	100.0	25,201,876	100.0	24,386,642	XXX
12.2 Class 2						0	0.0	0	0.0	0	XXX
12.3 Class 3						0	0.0	0	0.0	0	XXX
12.4 Class 4						0	0.0	0	0.0	0	XXX
12.5 Class 5						0	0.0	0	0.0	0	XXX
12.6 Class 6						0	0.0	0	0.0	0	XXX
12.7 Totals	4,896,955	19,489,687	0	0	0	24,386,642	100.0	25,201,876	100.0	24,386,642	XXX
12.8 Line 12.7 as a % of Col. 6	20.1	79.9	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	20.1	79.9	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Class 1						0	0.0	0	0.0	XXX	0
13.2 Class 2						0	0.0	0	0.0	XXX	0
13.3 Class 3						0	0.0	0	0.0	XXX	0
13.4 Class 4						0	0.0	0	0.0	XXX	0
13.5 Class 5						0	0.0	0	0.0	XXX	0
13.6 Class 6						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 $.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 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 $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 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.

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. **U.S. Governments, Schedules D & DA (Group 1)**											
1.1 Issuer Obligations	1,191,928	19,489,687				20,681,615	84.8	13,468,718	53.4	20,681,615	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
1.7 Totals	1,191,928	19,489,687	0	0	0	20,681,615	84.8	13,468,718	53.4	20,681,615	0
2. **All Other Governments, Schedules D & DA (Group 2)**											
2.1 Issuer Obligations						0	0.0		0.0		
2.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined						0	0.0		0.0		
2.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
2.5 Defined						0	0.0		0.0		
2.6 Other						0	0.0		0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. **States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)**											
3.1 Issuer Obligations						0	0.0		0.0		
3.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined						0	0.0		0.0		
3.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
3.5 Defined						0	0.0		0.0		
3.6 Other						0	0.0		0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. **Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)**											
4.1 Issuer Obligations						0	0.0		0.0		
4.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined						0	0.0		0.0		
4.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
4.5 Defined						0	0.0		0.0		
4.6 Other						0	0.0		0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. **Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)**											
5.1 Issuer Obligations						0	0.0		0.0		
5.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined						0	0.0		0.0		
5.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
5.5 Defined						0	0.0		0.0		
5.6 Other						0	0.0		0.0		
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. **Public Utilities (Unaffiliated), Schedules D & DA (Group 6)**											
6.1 Issuer Obligations						0	0.0		0.0		
6.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined						0	0.0		0.0		
6.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
6.5 Defined						0	0.0		0.0		
6.6 Other						0	0.0		0.0		
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
7. **Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)**											
7.1 Issuer Obligations	3,705,027					3,705,027	15.2	11,733,158	46.6	3,705,027	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined						0	0.0		0.0		
7.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
7.5 Defined						0	0.0		0.0		
7.6 Other						0	0.0		0.0		
7.7 Totals	3,705,027	0	0	0	0	3,705,027	15.2	11,733,158	46.6	3,705,027	0
8. **Credit Tenant Loans, Schedules D & DA (Group 8)**											
8.1 Issuer Obligations						0	0.0		0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. **Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)**											
9.1 Issuer Obligations						0	0.0		0.0		
9.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0		0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined						0	0.0		0.0		
9.4 Other						0	0.0		0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
9.5 Defined						0	0.0		0.0		
9.6 Other						0	0.0		0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

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 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. **Total Bonds Current Year**											
10.1 Issuer Obligations	4,896,955	19,489,687	0	0	0	24,386,642	100.0	XXX	XXX	24,386,642	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	4,896,955	19,489,687	0	0	0	24,386,642	100.0	XXX	XXX	24,386,642	0
10.8 Line 10.7 as a % of Col. 6	20.1	79.9	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. **Total Bonds Prior Year**											
11.1 Issuer Obligations	20,283,053	4,918,823				XXX	XXX	25,201,876	100.0	25,201,876	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						XXX	XXX	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX	0	0.0		
11.4 Other						XXX	XXX	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX	0	0.0		
11.6 Other						XXX	XXX	0	0.0		
11.7 Totals	20,283,053	4,918,823	0	0	0	XXX	XXX	25,201,876	100.0	25,201,876	0
11.8 Line 11.7 as a % of Col. 8	80.5	19.5	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. **Total Publicly Traded Bonds**											
12.1 Issuer Obligations	4,896,955	19,489,687				24,386,642	100.0	25,201,876	100.0	24,386,642	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	0	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined						0	0.0	0	0.0	0	XXX
12.4 Other						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	XXX
12.6 Other						0	0.0	0	0.0	0	XXX
12.7 Totals	4,896,955	19,489,687	0	0	0	24,386,642	100.0	25,201,876	100.0	24,386,642	XXX
12.8 Line 12.7 as a % of Col. 6	20.1	79.9	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	20.1	79.9	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. **Total Privately Placed Bonds**											
13.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined						0	0.0	0	0.0	XXX	0
13.4 Other						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	XXX	0
13.6 Other						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

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year	11,733,158	11,733,158			
2. Cost of short-term investments acquired	105,169,409	105,169,409			
3. Increase (decrease) by adjustment	223	223			
4. Increase (decrease) by foreign exchange adjustment	0				
5. Total profit (loss) on disposal of short-term investments	0				
6. Consideration received on disposal of short-term investments	112,437,779	112,437,779			
7. Book/adjusted carrying value, current year	4,465,012	4,465,012	0	0	0
8. Total valuation allowance	0				
9. Subtotal (Lines 7 plus 8)	4,465,012	4,465,012	0	0	0
10. Total nonadmitted amounts	0				
11. Statement value (Lines 9 minus 10)	4,465,012	4,465,012	0	0	0
12. Income collected during year	1,000,986	1,000,986			
13. Income earned during year	1,017,973	1,017,973			

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

Sch. DB-Pt.A-Verification Between Years
NONE

Sch. DB-Pt.B-Verification Between Years
NONE

Sch. DB-Pt.C-Verification Between Years
NONE

Sch. DB-Pt.D-Verification Between Years
NONE

Sch. DB-Pt.E-Verification
NONE

Sch. DB-Pt. F-Sn. 1
NONE

Sch. DB-Pt. F-Sn. 2
NONE

Sch. S-Pt. 1-Sn. 2
NONE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Accident and Health - Affiliates						
80314	52-0913817	10/01/2007	UniCare Life and Health Insurance Company	Indianapolis, IN	-	11,125
0499999.	Total - Affiliates				0	11,125
0699999.	Total - Accident and Health				0	11,125
0799999.	Totals - Life, Annuity and Accident and Health				0	11,125

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Affiliates												
80314	52-0913817	.10/01/2007	UniCare Life and Health Insurance Company	Indianapolis, IN	I	30,705						
0199999.	Total - Authorized General Account - Affiliates					30,705	0	0	0	0	0	0
0399999.	Total - Authorized General Account					30,705	0	0	0	0	0	0
0799999.	Total - Authorized and Unauthorized General Account					30,705	0	0	0	0	0	0
1599999.	Totals					30,705	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total (Cols. 5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9 + 10 + 11 + 12 + 13 But Not in Excess of Col. 8

NONE

SCHEDULE S - PART 5

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2007	2 2006	3 2005	4 2004	5 2003
A. OPERATIONS ITEMS					
1. Premiums	31				
2. Title XVIII - Medicare					
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable	31				
7. Claims payable	11				
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	24,504,350		24,504,350
2.	Accident and health premiums due and unpaid (Line 13)		31,460	31,460
3.	Amounts recoverable from reinsurers (Line 14.1)			0
4.	Net credit for ceded reinsurance	XXX	(19,901)	(19,901)
5.	All other admitted assets (balance)	1,158,340		1,158,340
6.	Totals assets (Line 26)	25,662,691	11,559	25,674,250
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)		11,125	11,125
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)			0
10.	Funds held under reinsurance treaties with authorized and unauthorized insurers (Line 17)			0
11.	Reinsurance in unauthorized companies (Line 18)			0
12.	All other liabilities (balance)	699,107	434	699,541
13.	Total liabilities (Line 22)	699,107	11,559	710,666
14.	Total capital and surplus (Line 31)	24,963,584	XXX	24,963,584
15.	Total liabilities, capital and surplus (Line 32)	25,662,691	11,559	25,674,250
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	11,125		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	0		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	11,125		
22.	Premiums receivable	31,460		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	(434)		
26.	Total ceded reinsurance payables/offsets	31,026		
27.	Total net credit for ceded reinsurance	(19,901)		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		Direct Business Only					
	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama AL						0
2.	Alaska AK						0
3.	Arizona AZ						0
4.	Arkansas AR						0
5.	California CA						0
6.	Colorado CO						0
7.	Connecticut CT						0
8.	Delaware DE						0
9.	District of Columbia DC						0
10.	Florida FL						0
11.	Georgia GA						0
12.	Hawaii HI						0
13.	Idaho ID						0
14.	Illinois IL						0
15.	Indiana IN						0
16.	Iowa IA						0
17.	Kansas KS						0
18.	Kentucky KY						0
19.	Louisiana LA						0
20.	Maine ME						0
21.	Maryland MD						0
22.	Massachusetts MA						0
23.	Michigan MI						0
24.	Minnesota MN						0
25.	Mississippi MS						0
26.	Missouri MO						0
27.	Montana MT	NONE					0
28.	Nebraska NE						0
29.	Nevada NV						0
30.	New Hampshire NH						0
31.	New Jersey NJ						0
32.	New Mexico NM						0
33.	New York NY						0
34.	North Carolina NC						0
35.	North Dakota ND						0
36.	Ohio OH						0
37.	Oklahoma OK						0
38.	Oregon OR						0
39.	Pennsylvania PA						0
40.	Rhode Island RI						0
41.	South Carolina SC						0
42.	South Dakota SD						0
43.	Tennessee TN						0
44.	Texas TX						0
45.	Utah UT						0
46.	Vermont VT						0
47.	Virginia VA						0
48.	Washington WA						0
49.	West Virginia WV						0
50.	Wisconsin WI						0
51.	Wyoming WY						0
52.	American Samoa AS						0
53.	Guam GU						0
54.	Puerto Rico PR						0
55.	US Virgin Islands VI						0
56.	Northern Mariana Islands MP						0
57.	Canada CN						0
58.	Aggregate Other Alien OT						0
59.	Totals	0	0	0	0	0	0

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	76-0284205	Affiliated Healthcare, Inc.					(112,196)				(112,196)	
11069	36-4384128	American Imaging Management East, LLC					(3,879,633)				(3,879,633)	
	36-3692630	American Imaging Management, Inc.					(6,795,821)				(6,795,821)	
12624	20-3568984	Anthem Blue Cross Blue Shield Partnership Plan, Inc.		86,000,000			(30,197,165)	(3,191,174)			52,611,661	
62825	95-4331852	Anthem Blue Cross Life and Health Insurance Company, Inc.	(238,100,000)				(793,820,563)	(2,533,437)			(1,034,454,000)	3,867,354
	26-1498094	Anthem Health Insurance Company of Nevada, Inc.					25,644			2,675,920	2,701,564	
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(185,000,000)				(228,498,960)				(413,498,960)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(40,400,000)				(113,130,456)				(153,530,456)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(25,000,000)				(42,085,156)				(67,085,156)	
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(600,000,000)				(520,640,312)	1,560,695			(1,119,079,617)	(2,614,444)
60217	06-1475928	Anthem Health Plans, Inc.	(253,000,000)				(299,500,287)				(552,500,287)	
	26-1498020	Anthem HMO of Nevada, Inc.					25,644			2,675,920	2,701,564	
	61-1459939	Anthem Holding Corp.					52,621,222				52,621,222	
28207	35-0781558	Anthem Insurance Companies, Inc.	(780,000,000)				407,828,600			(29,383,048)	(401,554,448)	(8,362,619)
61069	35-0980405	Anthem Life Insurance Company	(15,700,000)				(20,502,002)	(542,869)			(36,744,871)	(375,033)
	32-0031791	Anthem Southeast, Inc.					253,042				253,042	
	35-2129194	Anthem UM Services, Inc.					35,780,342				35,780,342	
	95-4640529	Arcus Enterprises, Inc.					900,052				900,052	
	20-2858325	Arcus Financial Services, Inc.					(1,824,407)				(1,824,407)	
	20-2858384	Arcus HealthLiving Services, Inc.					(790,420)				(790,420)	
	61-1079399	Arison Insurance Services, Inc.					(1,464,004)				(1,464,004)	
	35-1292384	Associated Group, Inc.					63,971				63,971	
	11-3713086	ATH Holding Company, LLC					32,804,610				32,804,610	
	02-0454980	Behavioral Health Network, Inc.					(936,471)				(936,471)	
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(238,600,000)				(246,038,831)				(484,638,831)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	(76,300,000)				(246,041,777)				(322,341,777)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(30,000,000)	(9,000,000)			(81,928,362)	(1,163,467)			(122,091,829)	135,895
	95-3760980	Blue Cross of California	(949,844,469)	(15,000,000)			(34,958,367)				(999,802,836)	
	20-2994048	Blue Cross of California Partnership Plan, Inc.		15,000,000			(62,976,415)				(47,976,415)	
	58-2217138	Cerulean Companies, Inc.					1,240,814				1,240,814	
	39-1413702	Claim Management Services, Inc.		9,000,000			(19,606,564)				(10,606,564)	
10345	31-1440175	Community Insurance Company	(230,000,000)	(86,000,000)			(465,060,700)	3,191,174			(777,869,526)	
95693	39-1462554	Compcare Health Services Insurance Corporation	(21,000,000)				(30,542,946)				(51,542,946)	
	94-2785058	Comprehensive Integrated Marketing Services, Inc.					8,158,768				8,158,768	
	20-0334650	Crossroads Acquisition Corp.					1,082,761				1,082,761	
	13-3934328	EHC Benefits Agency, Inc.					11,889,919				11,889,919	
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(210,000,000)				(690,072,082)				(900,072,082)	
95433	13-3874803	Empire HealthChoice HMO, Inc.	(90,000,000)				(233,284,337)				(323,284,337)	
	43-1047923	Forty-Four Forty-Four Forest Park Redevelopment Corp.					(140,849)				(140,849)	
	95-2907752	Golden West Health Plan, Inc.					(3,641,325)				(3,641,325)	
97217	58-1473042	Greater Georgia Life Insurance Company	(2,500,000)				(5,096,098)				(7,596,098)	
	51-0365660	Health Core, Inc.					(5,632,468)				(5,632,468)	
	54-1237939	Health Management Corporation					52,136,327				52,136,327	
95169	54-1356687	HealthKeepers, Inc.	(86,596,740)				(91,052,869)	(1,757,103)			(179,406,712)	1,323,348
96475	43-1616135	HealthLink HMO, Inc.	(12,000,000)				(6,489,723)	8,279			(18,481,444)	(11,125)
	43-1364135	HealthLink, Inc.					(48,761,118)				(48,761,118)	
	06-1428584	HealthReach Services, Inc.					183,941				183,941	

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
78972	86-0257201	Healthy Alliance Life Insurance Company	(67,200,000)				(168,854,694)	247,142			(235,807,552)	(3,300,000)
95473	84-1017384	HMO Colorado, Inc.		9,000,000			(26,780,450)			(4,779,198)	(22,559,648)	
95358	37-1216698	HMO Missouri, Inc.	(23,000,000)				(32,903,219)	(247,142)			(56,150,361)	3,300,000
	98-0408753	HTH Re, LTD.					-	2,533,437			2,533,437	(3,867,354)
	39-1582567	Imaging Management Holdings, LLC					11,163,517				11,163,517	
	56-2368286	Imaging Providers of Texas (a non-profit)					(1,011,701)				(1,011,701)	
	98-0408753	IMASIS, LLC					80,452				80,452	
	95-4613835	Insurance4 Agency, Inc.					88,126				88,126	
	04-3371737	Landmark Solutions, Inc.					836,052				836,052	
	54-1958839	Lumenos, Inc.					42,661,096				42,661,096	
	01-0316758	Machigonne, Inc.					611,899				611,899	
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(70,000,000)				(64,418,693)				(134,418,693)	
	39-2013971	Meridian Resource Company, LLC	(9,000,000)				(16,503,390)				(25,503,390)	
	54-0946534	Monticello Service Agency, Inc.					(1,381,803)				(1,381,803)	
	52-1519940	National Capital Preferred Provider Organization, Inc.					(5,279,990)				(5,279,990)	
	35-1840597	National Government Services, Inc.					(26,511,292)			29,383,048	2,871,756	
	74-2974964	NextRx, Inc.	(70,000,000)				(46,025,367)				(116,025,367)	
	31-1714795	NextRx, LLC	(80,000,000)				(146,679,027)				(226,679,027)	
	16-1279199	NextRx Services, Inc.					14,745,604				14,745,604	
	31-1188944	OneNation Benefit Administrators, Inc.					321,233				321,233	
85286	75-1461960	OneNation Insurance Company					(592,795)	542,869			(49,926)	8,737,652
95167	54-1650230	Peninsula Health Care, Inc.	(11,293,671)				(10,848,168)	922,217			(21,219,622)	1,049,354
96512	54-1239244	Priority Health Care, Inc.	(40,000,000)				(24,196,649)	(725,808)			(64,922,457)	241,742
	54-1619756	Priority, Inc.					2,689,397				2,689,397	
12490	20-3286427	QualChoice Select, Inc.					46,935				46,935	
	43-1595640	R & P Realty, Inc.					690,343				690,343	
83640	36-3506910	RightCHOICE Insurance Company					(186,547)				(186,547)	
	47-0851593	RightCHOICE Managed Care, Inc.					3,116,164				3,116,164	
	84-1050592	Rocky Mountain Health Care Corporation					118,940				118,940	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(9,300,000)	(9,000,000)			(147,070,602)			(572,642)	(165,943,244)	
	20-0473316	SellCore, Inc.					1,139,528				1,139,528	
	55-0712302	Southeast Services, Inc.					39,341,059				39,341,059	
	20-3806260	Summit Adminstrative Services, LLC					295,202				295,202	
	35-1835818	The WellPoint Companies, Inc.					2,879,596,461				2,879,596,461	
	43-1967924	TrustSolutions, LLC					(1,384,942)				(1,384,942)	
10076	76-0646301	UNICARE Health Insurance Company of Texas					(1,907,920)				(1,907,920)	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest					(42,242,936)				(42,242,936)	
	20-4842073	UNICARE Health Plan of Kansas, Inc.					(11,691,552)				(11,691,552)	
52616	73-1580767	UNICARE Health Plan of Oklahoma, Inc.					(166,177)				(166,177)	
12612	20-4842017	UNICARE Healh Plan of South Carolina, Inc.					(9,808)				(9,808)	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.					(15,546,203)				(15,546,203)	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					(8,003,546)				(8,003,546)	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.					(24,160,693)				(24,160,693)	
	36-3899137	UNICARE Illinois Services					(700,000)				(700,000)	
80314	52-0913817	UNICARE Life & Health Insurance Company	(117,600,000)				(262,782,157)	1,155,187			(379,226,970)	(124,770)
	95-4635507	UNICARE National Services, Inc.					(3,191,146)				(3,191,146)	
	77-0494551	UNICARE Specialty Services, Inc.					(50,740)				(50,740)	

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	39-1946735	United Government Services, LLC	(15,000,000)				(597,887)				(15,597,887)	
	36-4014617	UtiliMED IPA, Inc.					(2,503,231)				(2,503,231)	
	14-1846742	WellChoice Holdings of New York, Inc.					(2,251,563)				(2,251,563)	
61705	51-0346846	WellChoice Insurance Company of New Jersey, Inc.					(236,208)				(236,208)	
	95-4613835	WellPoint Behavioral Health, Inc.					(1,302,582)				(1,302,582)	
	95-4640531	WellPoint California Services, Inc.					7,155,039				7,155,039	
	95-4657170	WellPoint Dental Services, Inc.					7,816,552				7,816,552	
	95-4454589	WellPoint Development Company, Inc.					11,245,012				11,245,012	
	20-3620996	WellPoint Holding Corp.					384,462,664				384,462,664	
	36-4595641	WellPoint Insurance Services, Inc.					(9,067,421)				(9,067,421)	
	36-3897080	WellPoint Partnership Plan, LLC					(13,146)				(13,146)	
	35-2145715	WellPoint, Inc.	4,596,434,880				1,429,040,226				6,025,475,106	
	20-8672847	WPMI, LLC					299,771				299,771	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES

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

	MARCH FILING	
9.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
10.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
11.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
12.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	SEE EXPLANATION
13.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
	APRIL FILING	
14.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	SEE EXPLANATION
15.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
16.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	SEE EXPLANATION

EXPLANATIONS:

9. This line of business is not written by the company.
10. This line of business is not written by the company.
11. This line of business is not written by the company.
12. This line of business is not written by the company.
13. This line of business is not written by the company.
14. This line of business is not written by the company.
15. This line of business is not written by the company.
16. This line of business is not written by the company.

BAR CODE:

9647520073600000
9647520072050000
9647520072070000
9647520074200000
9647520073650000
9647520073300000
9647520072110000
9647520072130000

Overflow Page
NONE

Overflow Page
NONE

2007 ALPHABETICAL INDEX

(http://www.naic.org/committees_e_app_blanks.htm)

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* 9 6 4 7 5 2 0 0 7 2 0 7 0 0 0 0 0 *

PROPERTY/CASUALTY SUPPLEMENTS

NONE

TO BE FILED ON OR BEFORE MARCH 1

For the Year Ended December 31, 2007

Of the.....HealthLink HMO, Inc.

ADDRESS .....St. Louis MO 63141

NAIC Group Code.....671 NAIC Company Code.....96475 Employer's ID Number.....43-1616135

Sch. F-Pt. 1
NONE

Sch. F-Pt. 3
NONE

Sch. P-Pt. 1-Summary
NONE

Sch. P-Pt. 1A
NONE

Sch. P-Pt. 1B
NONE

Sch. P-Pt. 1C
NONE

Sch. P-Pt. 1D
NONE

Sch. P-Pt. 1E
NONE

Sch. P-Pt. 1F-Sn. 1
NONE

Sch. P-Pt. 1F-Sn. 2
NONE

Sch. P-Pt. 1G
NONE

Sch. P-Pt. 1H-Sn. 1
NONE

Sch. P-Pt. 1H-Sn. 2
NONE

Sch. P-Pt. 1I
NONE

Sch. P-Pt. 1J
NONE

Sch. P-Pt. 1K
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Sch. P-Pt. 1L
NONE

Sch. P-Pt. 1M
NONE

Sch. P-Pt. 1N
NONE

Sch. P-Pt. 1O
NONE

Sch. P-Pt. 1P
NONE

Sch. P-Pt. 1R-Sn. 1
NONE

Sch. P-Pt. 1R-Sn. 2
NONE

Sch. P-Pt. 1S
NONE

Sch. P-Pt. 2-Summary
NONE

Sch. P-Pt. 2A
NONE

Sch. P-Pt. 2B
NONE

Sch. P-Pt. 2C
NONE

Sch. P-Pt. 2D
NONE

Sch. P-Pt. 2E
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Sch. P-Pt. 2F-Sn. 1
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Sch. P-Pt. 2F-Sn. 2
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Sch. P-Pt. 2G
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Sch. P-Pt. 2H-Sn. 1
NONE

Sch. P-Pt. 2H-Sn. 2
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Sch. P-Pt. 2I
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Sch. P-Pt. 2M
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Sch. P-Pt. 2N
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Sch. P-Pt. 2O
NONE

Sch. P-Pt. 2P
NONE

Sch. P-Pt. 2R-Sn. 1
NONE

Sch. P-Pt. 2R-Sn. 2
NONE

Sch. P-Pt. 2S
NONE

Supplement for the year 2007 of the **HealthLink HMO, Inc.**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14)

NAIC Group Code.....671 NAIC Company Code....96475

BUSINESS IN GRAND TOTAL DURING THE YEAR

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
1. Fire												
2.1 Allied lines												
2.2 Multiple peril crop												
2.3 Federal flood												
3. Farmowners multiple peril												
4. Homeowners multiple peril												
5.1 Commercial multiple peril (non-liability portion)												
5.2 Commercial multiple peril (liability portion)												
6. Mortgage guaranty												
8. Ocean marine												
9. Inland marine												
10. Financial guaranty												
11. Medical malpractice												
12. Earthquake												
13. Group accident and health (b)												
14. Credit A & H (group and individual)												
15.1 Collectively renewable A&H (b)												
15.2 Non-cancelable A & H (b)												
15.3 Guaranteed renewable A & H (b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other A & H (b)												
15.8 Federal employees health benefits program premium (b)												
16. Workers' compensation												
17. Other liability												
18. Products liability												
19.1 Private passenger auto no-fault (personal injury protection)												
19.2 Other private passenger auto liability												
19.3 Commercial auto no-fault (personal injury protection)												
19.4 Other commercial auto liability												
21.1 Private passenger auto physical damage												
21.2 Commercial auto physical damage												
22. Aircraft (all perils)												
23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
33. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
34. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

DETAILS OF WRITE-INS

3301.												
3302.												
3303.												
3398. Summary of remaining write-ins for Line 33 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3399. TOTALS (Lines 3301 thru 3303 plus 3398) (Line 33 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 34 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Overflow Page for Write-Ins

NONE