



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2006
OF THE CONDITION AND AFFAIRS OF THE**

OmniCare Health Plan, Inc.

NAIC Group Code 1137 1137 NAIC Company Code 12193 Employer's ID Number 20-1052897
(Current Period) (Prior Period)

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

Country of Domicile United States

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

Incorporated/Organized 04/22/2004 Commenced Business 10/01/2004

Statutory Home Office 1333 Gratiot, Ste 400, Detroit, MI 48207
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1333 Gratiot, Ste 400
(Street and Number) Detroit, MI 48207 313-465-1519
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1333 Gratiot, Ste 400, Detroit, MI 48207
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1333 Gratiot, Ste 400
(Street and Number) Detroit, MI 48207 313-465-1519
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.omnicarehealthplan.com

Statutory Statement Contact Kenyata J. Rogers 313-465-1519
(Name) (Area Code) (Telephone Number) (Extension)
KJRogers@cvty.com 313-465-1604
(E-mail Address) (FAX Number)

Policyowner Relations Contact 1333 Gratiot, Ste 400
(Street and Number) Detroit, MI 48207 313-465-1519
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
<u>Beverly Ann Allen</u>	<u>Chief Executive Officer</u>	<u>Kenyata Jamilea Rogers</u>	<u>Chief Financial Officer</u>
<u>John Joseph Ruhlmann</u>	<u>Senior Vice President, Corporate Controller</u>	<u>Francis Samuel Soistman Jr.</u>	<u>Executive Vice President</u>

OTHER OFFICERS

<u>John Joseph Stelben</u>	<u>Secretary</u>	<u>Claudia Bjerre</u>	<u>Treasurer</u>
<u>Jonathan David Weinberg</u>	<u>Assistant Secretary</u>	<u>Shirley Ann Roquemore</u>	<u>Secretary</u>
<u>Kenneth G. Robinson III</u>	<u>Assistant Treasurer</u>		

DIRECTORS OR TRUSTEES

<u>Francis Samuel Soistman Jr.</u>	<u>Bobby Lee Jones</u>	<u>Beverly Ann Allen</u>	<u>Claudia Bjerre</u>
<u>Doretha J. Wiley</u>	<u>Ernestine Romero-Siggers</u>		

State of Michigan

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County of Wayne

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.

Beverly Ann Allen
Chief Executive Officer

Kenyata Jamilea Rogers
Chief Financial Officer

John Joseph Ruhlmann
Senior Vice President, Corporate Controller

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 _____

Rochelle Jenkins

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
0199999 Total individuals						
Group subscribers:						
NONE						
0299997 Group subscriber subtotal	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed						
0299999 Total group	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	0	0	0	0	0	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
NONE				
0199999 Individually listed payables.....		0	0	0
0299999 Payables not individually listed				
0399999 Total gross payables		0	0	0

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	160,236		55,890	104,346	104,346	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	160,236	0	55,890	104,346	104,346	0



ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

OmniCare Health Plan, Inc.

2.

(LOCATION)

NAIC Group Code 1137

BUSINESS IN THE STATE OF Michigan

DURING THE YEAR 2006

NAIC Company Code

12193

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	60,965								60,965				
2. First Quarter	59,841								59,841				
3. Second Quarter	58,781								58,781				
4. Third Quarter	57,635								57,635				
5. Current Year	57,945								57,945				
6. Current Year Member Months	706,020								706,020				
Total Member Ambulatory Encounters for Year:													
7. Physician	407,341								407,341				
8. Non-Physician	71,859								71,859				
9. Total	479,200	0	0	0	0	0	0	0	479,200	0	0	0	0
10. Hospital Patient Days Incurred	36,537								36,537				
11. Number of Inpatient Admissions	8,131								8,131				
12. Health Premiums Written	148,042,947								148,042,947				
13. Life Premiums Direct	0								0				
14. Property/Casualty Premiums Written	0								0				
15. Health Premiums Earned	148,042,947								148,042,947				
16. Property/Casualty Premiums Earned	0								0				
17. Amount Paid for Provision of Health Care Services	114,043,694								114,043,694				
18. Amount Incurred for Provision of Health Care Services	107,714,269								107,714,269				

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

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ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

OmniCare Health Plan, Inc.

2.

(LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2006									NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13		
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other		
Total Members at end of:															
1. Prior Year	60,965	0	0	0	0	0	0	0	60,965	0	0	0	0		
2. First Quarter	59,841	0	0	0	0	0	0	0	59,841	0	0	0	0		
3. Second Quarter	58,781	0	0	0	0	0	0	0	58,781	0	0	0	0		
4. Third Quarter	57,635	0	0	0	0	0	0	0	57,635	0	0	0	0		
5. Current Year	57,945	0	0	0	0	0	0	0	57,945	0	0	0	0		
6. Current Year Member Months	706,020	0	0	0	0	0	0	0	706,020	0	0	0	0		
Total Member Ambulatory Encounters for Year:															
7. Physician	407,341	0	0	0	0	0	0	0	407,341	0	0	0	0		
8. Non-Physician	71,859	0	0	0	0	0	0	0	71,859	0	0	0	0		
9. Total	479,200	0	0	0	0	0	0	0	479,200	0	0	0	0		
10. Hospital Patient Days Incurred	36,537	0	0	0	0	0	0	0	36,537	0	0	0	0		
11. Number of Inpatient Admissions	8,131	0	0	0	0	0	0	0	8,131	0	0	0	0		
12. Health Premiums Written	148,042,947	0	0	0	0	0	0	0	148,042,947	0	0	0	0		
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0	0	0	0		
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0	0	0	0		
15. Health Premiums Earned	148,042,947	0	0	0	0	0	0	0	148,042,947	0	0	0	0		
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services	114,043,694	0	0	0	0	0	0	0	114,043,694	0	0	0	0		
18. Amount Incurred for Provision of Health Care Services	107,714,269	0	0	0	0	0	0	0	107,714,269	0	0	0	0		

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

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SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31, prior year.....	0
2. Increase (decrease) by adjustment:	
2.1 Totals, Part 1, Column 11.....	0
2.2 Totals, Part 3, Column 7.....	0
3. Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances, Column 7, and net of credit to permanent improvements (Column 9).....	0
4. Cost of additions and permanent improvements:	
4.1 Totals, Part 1, Column 14.....	0
4.2 Totals, Part 3, Column 9.....	0
5. Total profit (loss) on sales, Part 3, Column 14.....	0
6. Increase (decrease) by foreign exchange adjustment:	
6.1 Totals, Part 1, Column 12.....	0
6.2 Totals, Part 3, Column 8.....	0
7. Amounts received on sales, Part 3, Column 11 and Part 1, Column 13.....	0
8. Book/adjusted carrying value at end of current period.....	0
9. Total valuation allowance.....	0
10. Subtotal (Lines 8 plus 9).....	0
11. Total nonadmitted amounts.....	0
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 mortgage owned, December 31, prior year.....	0
2. Amount loaned during year:	
2.1 Actual cost at time of acquisitions.....	0
2.2 Additional investment made after acquisitions.....	0
3. Accrual of discount and mortgage interest points and commitment fees.....	0
4. Increase (decrease) by adjustment.....	0
5. Total profit (loss) on sale.....	0
6. Amounts paid on account or in full during the year.....	0
7. Amortization of premium.....	0
8. Increase (decrease) by foreign exchange adjustment.....	0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period.....	0
10. Total valuation allowance.....	0
11. Subtotal (Lines 9 plus 10).....	0
12. Total nonadmitted amounts.....	0
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.....	0
2. Cost of acquisitions during year:	
2.1 Actual cost at time of acquisitions.....	0
2.2 Additional investment made after acquisitions.....	0
3. Accrual of discount.....	0
4. Increase (decrease) by adjustment.....	0
5. Total profit (loss) on sale.....	0
6. Amounts paid on account or in full during the year.....	0
7. Amortization of premium.....	0
8. Increase (decrease) by foreign exchange adjustment.....	0
9. Book/adjusted carrying value of long-term invested assets at end of current period.....	0
10. Total valuation allowance.....	0
11. Subtotal (Lines 9 plus 10).....	0
12. Total nonadmitted amounts.....	0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3).....	0

NONE

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, 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, Schedules D & DA (Group 1)											
1.1 Class 1	998,654	2,049,740	489,133	.0	.0	3,537,527	7.3	5,272,760	11.8	3,537,526	.0
1.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
1.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
1.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
1.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
1.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	998,654	2,049,740	489,133	0	0	3,537,527	7.3	5,272,760	11.8	3,537,526	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
2.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
2.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
2.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
2.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
2.6 Class 6	0	0	0	0	0	0	0.0	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	.0	0.0	.0	0.0	.0	.0
3.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
3.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
3.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
3.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
3.6 Class 6	0	0	0	0	0	0	0.0	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	804,074	.0	.0	804,074	1.7	274,423	0.6	804,074	.0
4.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
4.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
4.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
4.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
4.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	0	804,074	0	0	804,074	1.7	274,423	0.6	804,074	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1	125,791	1,151,755	1,027,884	908,521	444,845	3,658,796	7.5	1,799,361	4.0	3,658,796	.0
5.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
5.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
5.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
5.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
5.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	125,791	1,151,755	1,027,884	908,521	444,845	3,658,796	7.6	1,799,361	4.0	3,658,796	0

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ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, 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)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	249,800	0.6	.0	.0
6.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
6.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	0	0	0	0	0	0.0	249,800	0.6	0	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1	40,030,248	435,659	.0	.0	.0	40,465,907	83.5	33,313,396	74.4	40,465,907	.0
7.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	3,872,949	8.6	.0	.0
7.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	40,030,248	435,659	0	0	0	40,465,907	83.5	37,186,345	83.0	40,465,907	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.6 Class 6	0	0	0	0	0	0	0.0	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	.0	0.0	.0	0.0	.0	.0
9.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.5 Class 5	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
9.6 Class 6	0	0	0	0	0	0	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 2006 OF THE OmniCare Health Plan, 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)
10. Total Bonds Current Year											
10.1 Class 1	41,154,693	3,637,154	2,321,091	908,521	444,845	48,466,304	100.0	XXX	XXX	48,466,303	.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	.0	0.0	XXX	XXX	.0	.0
10.6 Class 6	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.7 Totals	41,154,693	3,637,154	2,321,091	908,521	444,845	48,466,304	100.0	XXX	XXX	48,466,303	.0
10.8 Line 10.7 as a % of Col. 6	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Class 1	35,735,010	2,815,098	1,855,230	215,414	39,188	XXX	XXX	40,659,940	90.8	40,659,940	.0
11.2 Class 2	4,122,749	.0	.0	.0	.0	XXX	XXX	4,122,749	9.2	4,122,749	.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	.0	0.0	.0	.0
11.6 Class 6	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.7 Totals	39,857,759	2,815,098	1,855,230	215,414	39,188	XXX	XXX	44,782,689	100.0	44,782,689	.0
11.8 Line 11.7 as a % of Col. 8	89.0	6.3	4.1	0.5	0.1	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1	41,154,693	3,637,153	2,321,091	908,521	444,845	48,466,303	100.0	40,659,940	90.8	48,466,303	XXX
12.2 Class 2	.0	.0	.0	.0	.0	.0	0.0	4,122,749	9.2	.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	41,154,693	3,637,153	2,321,091	908,521	444,845	48,466,303	100.0	44,782,689	100.0	48,466,303	XXX
12.8 Line 12.7 as a % of Col. 6	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
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	XXX	XXX	XXX	.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	0.0	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 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 is 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.

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ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, 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
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations	998,654	2,049,740	489,133	0	0	3,537,527	7.3	5,272,760	11.8	3,537,526	0
1.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	998,654	2,049,740	489,133	0	0	3,537,527	7.3	5,272,760	11.8	3,537,526	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Other	0	0	0	0	0	0	0.0	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	0	0.0	0	0.0	0	0
3.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Other	0	0	0	0	0	0	0.0	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	804,074	0	0	804,074	1.7	274,423	0.6	804,074	0
4.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	0	804,074	0	0	804,074	1.7	274,423	0.6	804,074	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Issuer Obligations	0	628,311	675,209	655,728	401,706	2,360,954	4.9	819,779	1.8	2,360,954	0
5.2 Single Class Mortgage-Backed/Asset-Backed Securities	125,791	523,444	352,675	252,793	43,139	1,297,842	2.7	979,581	2.2	1,297,842	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
5.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	125,791	1,151,755	1,027,884	908,521	444,845	3,658,796	7.6	1,799,361	4.0	3,658,796	0

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, 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
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations	0	0	0	0	0	0	0.0	249,800	0.6	0	0
6.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
6.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
6.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	0	0	0	0	0	0.0	249,800	0.6	0	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	40,015,934	99,985	0	0	0	40,115,919	82.7	37,086,366	82.8	40,115,919	0
7.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
7.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
7.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
7.6 Other	14,314	335,673	0	0	0	349,987	0.7	99,979	0.2	349,987	0
7.7 Totals	40,030,248	435,658	0	0	0	40,465,906	83.5	37,186,345	83.0	40,465,906	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parents, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
9.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
9.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Other	0	0	0	0	0	0	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 2006 OF THE OmniCare Health Plan, 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
10. Total Bonds Current Year											
10.1 Issuer Obligations	41,014,588	2,778,036	1,968,416	655,728	401,706	46,818,474	96.6	XXX	XXX	46,818,473	.0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	125,791	523,444	352,675	252,793	43,139	1,297,842	2.7	XXX	XXX	1,297,842	.0
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	14,314	335,673	0	0	0	349,987	0.7	XXX	XXX	349,987	0
10.7 Totals	41,154,693	3,637,153	2,321,091	908,521	444,845	48,466,303	100.0	XXX	XXX	48,466,302	.0
10.8 Line 10.7 as a % of Col. 6	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Issuer Obligations	39,764,409	2,356,466	1,582,253	.0	.0	XXX	XXX	43,703,128	97.6	43,703,128	.0
11.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	93,350	358,653	272,976	215,414	39,188	XXX	XXX	979,581	2.2	979,581	.0
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	99,979	0	0	0	XXX	XXX	99,979	0.2	99,979	.0
11.7 Totals	39,857,759	2,815,098	1,855,230	215,414	39,188	XXX	XXX	44,782,689	100.0	44,782,689	.0
11.8 Line 11.7 as a % of Col. 8	89.0	6.3	4.1	0.5	0.1	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	41,014,588	2,778,036	1,968,416	655,728	401,706	46,818,474	96.6	43,703,128	97.6	46,818,474	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	125,791	523,444	352,675	252,793	43,139	1,297,842	2.7	979,581	2.2	1,297,842	XXX
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	14,314	335,673	0	0	0	349,987	0.7	99,979	0.2	349,987	XXX
12.7 Totals	41,154,693	3,637,153	2,321,091	908,521	444,845	48,466,303	100.0	44,782,689	100.0	48,466,303	XXX
12.8 Line 12.7 as a % of Col. 6	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	84.9	7.5	4.8	1.9	0.9	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
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 MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
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

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ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE DA - PART 2 - 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, prior year	32,061,607	32,061,607	0	0	0
2. Cost of short-term investments acquired	304,532,655	304,532,655			
3. Increase (decrease) by adjustment	738,097	738,097			
4. Increase (decrease) by foreign exchange adjustment	0				
5. Total profit (loss) on disposal of short-term investments	(4,778)	(4,778)			
6. Consideration received on disposal of short-term investments	315,731,313	315,731,313			
7. Book/adjusted carrying value, current year	21,596,268	21,596,268	0	0	0
8. Total valuation allowance	0				
9. Subtotal (Lines 7 plus 8)	21,596,268	21,596,268	0	0	0
10. Total nonadmitted amounts	0				
11. Statement value (Lines 9 minus 10)	21,596,268	21,596,268	0	0	0
12. Income collected during year	1,658,637	1,658,637			
13. Income earned during year	1,591,588	1,591,588			

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

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Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

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													
1199999 Total													

Schedule S-Part 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2006	2 2005	3 2004	4 2003	5 2002
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	1,081	817	50	0	0
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable.....		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	9	500	34	0	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10).....	46,838,500		46,838,500
2. Accident and health premiums due and unpaid (Line 13).....	0		0
3. Amounts recoverable from reinsurers (Line 14.1).....	9,041	(9,041)	0
4. Net credit for ceded reinsurance.....	XXX	9,041	9,041
5. All other admitted assets (Balance).....	1,513,768		1,513,768
6. Total assets (Line 26)	48,361,309	0	48,361,309
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	15,387,615	0	15,387,615
8. Accrued medical incentive pool and bonus payments (Line 2).....	285,807		285,807
9. Premiums received in advance (Line 8).....	863		863
10. Reinsurance in unauthorized companies (Line 18).....	0		0
11. All other liabilities (Balance).....	1,029,958		1,029,958
12. Total liabilities (Line 22).....	16,704,243	0	16,704,243
13. Total capital and surplus (Line 31).....	31,657,066	XXX	31,657,066
14. Total liabilities, capital and surplus (Line 32)	48,361,309	0	48,361,309
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid.....	0		
16. Accrued medical incentive pool.....	0		
17. Premiums received in advance.....	0		
18. Reinsurance recoverable on paid losses.....	9,041		
19. Other ceded reinsurance recoverables.....	0		
20. Total ceded reinsurance recoverables.....	9,041		
21. Premiums receivable.....	0		
22. Unauthorized reinsurance.....	0		
23. Other ceded reinsurance payables/offsets.....	0		
24. Total ceded reinsurance payables/offsets.....	0		
25. Total net credit for ceded reinsurance.....	9,041		

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, Inc.

**SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

States, Etc.	Direct Business Only					Totals
	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	
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					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. U.S. 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

ANNUAL STATEMENT FOR THE YEAR 2006 OF THE OmniCare Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	52-2073000	Coventry Health Care Inc	297,000,000	(20,000,000)			113,088,068	0			390,088,068	0
	51-0406894	Coventry Financial Mgmt Services, Inc	0	0			9,738,424	0			9,738,424	0
96460	51-0293139	Coventry Health Care of Delaware, Inc	(14,000,000)	0			(16,300,127)	(3,879,373)			(34,179,500)	2,547,427
95282	51-0353639	Coventry Health Care of Georgia, Inc	(10,000,000)	0			(9,155,793)	(253,262)			(19,409,055)	529,374
	52-2248239	Coventry Services Corporation	0	0			4,133,946	0			4,133,946	0
95241	42-1244752	Coventry Health Care of Iowa, Inc	(6,700,000)	0			(6,020,368)	(1,025,065)			(13,745,433)	632,849
95925	42-1308659	Coventry Health Care of Nebraska, Inc	0	0			(7,456,434)	(871,337)			(8,327,771)	991,450
95283	51-0353638	Coventry Health Care of Pennsylvania, In	0	0			0	0			0	0
95173	74-2381406	Coventry Health Care of Louisiana, Inc	0	0			(5,273,999)	(993,526)			(6,267,524)	592,779
95060	25-1264318	HealthAmerica Pennsylvania Inc	(58,600,000)	0			(770,138)	(1,903,311)			(61,273,450)	3,976,460
11102	23-2366731	HealthAssurance Pennsylvania, Inc	(40,900,000)	0			(73,728,952)	(5,010,003)			(119,638,955)	4,158,791
	47-0854096	Coventry Prescription Mgmt Services, Inc	0	0			0	0			0	0
81973	75-1296086	Coventry Health & Life Insurance Company	0	0			(68,537,853)	21,795,281			(46,742,572)	(25,581,806)
	51-0402388	Coventry Health Care Investment Corp	0	0			0	0			0	0
96555	54-1576305	Southern Health Services, Inc	(15,000,000)	0			(12,098,777)	(1,512,383)			(28,611,160)	2,208,472
	01-0646056	Coventry Transplant Network, Inc	0	0			(52,500)	0			(52,500)	0
96377	43-1372307	Group Health Plan, Inc	(41,000,000)	0			(16,577,844)	(1,051,796)			(58,629,639)	2,632,027
95318	43-1702094	HealthCare USA of Missouri, LLC	0	0			(17,908,403)	629,118			(17,279,285)	4,654,942
95489	48-0840330	Coventry Health Care of Kansas, Inc	(48,300,000)	0			(19,548,355)	0			(67,848,355)	0
	25-1794529	Coventry Management Services, Inc	0	0			215,092,271	0			215,092,271	0
95408	55-0712129	Carelink Health Plans, Inc	(6,500,000)	0			(6,841,585)	(892,728)			(14,234,313)	453,650
	62-1411933	Coventry Health Care Mgmt Corp	0	0			(16,944,443)	0			(16,944,443)	0
	20-0635523	WellPath Preferred Services, Inc	0	0			(7,224,725)	0			(7,224,725)	0
95321	20-0229117	WellPath Select, Inc	(10,000,000)	0			(6,792,902)	(2,191,681)			(18,984,582)	1,059,720
11531	02-0639951	CHC Casualty Risk Retention Group, Inc	(10,000,000)	0			3,635,901	0			(6,364,099)	0
	20-1736437	First Health Group Corp	0	0			25,973,218	0			25,973,218	0
12064	20-4647469	WellPath of South Carolina, Inc	0	0			0	0			0	0
74160	37-1241037	PersonalCare Insurance of Illinois, Inc	(18,000,000)	0			(11,952,561)	(712,356)			(30,664,917)	883,314
12193	20-1052897	OmniCare Health Plan, Inc	(5,000,000)	0			(6,989,598)	(933,134)			(12,922,732)	9,041
95407	87-0345631	Altius Health Plans, Inc	(10,000,000)	0			(25,577,052)	(1,194,445)			(36,771,497)	251,511
	51-0410308	HealthAssurance Financial Services, Inc	0	0			12,685,849	0			12,685,849	0
	20-4416606	CHCCares, Inc	0	0			0	0			0	0
	31-1597878	Provider Synergies, LLC	0	0			0	0			0	0
	43-1687358	SouthCare PPO, Inc	0	0			0	0			0	0
	20-8070994	CHC National Accounts, Inc	0	0			(2,362,893)	0			(2,362,893)	0
	20-5185442	CHC National Network, Inc	0	0			0	0			0	0
	36-3968863	First Health Insurance Services, Inc	0	0			0	0			0	0
	87-0443226	First Health Strategies, Inc	0	0			0	0			0	0
		FHC, Inc	0	0			0	0			0	0
	52-1320522	Claims Administration Corp	0	0			(21,999,167)	0			(21,999,167)	0
90328	38-2242132	First Health Life & Health Ins Co	0	20,000,000			(26,537,595)	0			(6,537,595)	0
	36-3537147	CHC - First Health Group Corp PAC, Inc	0	0			0	0			0	0
	54-0849793	First Health Services Corporation	0	0			5,923,430	0			5,923,430	0
60674	43-0158650	American Life & Health Insurance Co	(3,000,000)	0			6,000	0			(2,994,000)	0
	68-0303353	First Health Priority Services, Inc	0	0			0	0			0	0
81000	75-1431313	Cambridge Life Insurance Company	0	0			(3,625,042)	0			(3,625,042)	0
	54-1890081	First Health Services of Florida, Inc	0	0			0	0			0	0

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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 filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

Responses

- 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 Risk-based Capital Report be filed with the NAIC by March 1?YES.....
- 4. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?YES.....

APRIL FILING

- 5. Will Management's Discussion and Analysis be filed by April 1?YES.....
- 6. Will the Supplemental Investment Risks 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 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?NO.....
- 10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?NO.....
- 11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?NO.....
- 12. Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?NO.....
- 13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?NO.....

APRIL FILING

- 14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile by April 1?NO.....
- 15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?NO.....
- 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?NO.....

EXPLANATION:

- 9.
- 10.
- 11.
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