



# HEALTH ANNUAL STATEMENT FOR THE YEAR ENDING DECEMBER 31, 2007 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)  
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(E-mail Address) (FAX Number)

### OFFICERS

Name	Title	Name	Title
<u>Beverly Ann Allen</u>	<u>President &amp; Chief Executive Officer</u>	<u>Kenyata Jamilea Rogers</u>	<u>Chief Financial Officer</u>
<u>John Joseph Ruhlmann</u>	<u>Senior Vice President &amp; 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>Kenneth G. Robinson III</u>	<u>Assistant Treasurer</u>
<u>Shirley Ann Roquemore</u>	<u>Secretary</u>		

### DIRECTORS OR TRUSTEES

<u>Francis Samuel Soistman Jr.</u>	<u>Jan H. Hodges #</u>	<u>Beverly Ann Allen</u>	<u>Doretha J. Wiley</u>
<u>Ernestine Romero</u>			

State of .....

ss

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 (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 \_\_\_\_\_,

Rochelle Jenkins

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 \_\_\_\_\_

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.**

**ASSETS**

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	22,338,100		22,338,100	8,450,369
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	0		0	0
2.2 Common stocks .....	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ ..... encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (2,767,013) , Schedule E, Part 1), cash equivalents (\$ ..... 0 , Schedule E, Part 2) and short-term investments (\$ ..... 23,562,896 , Schedule DA).....	20,795,883		20,795,883	38,388,131
6. Contract loans, (including \$ ..... premium notes)			0	0
7. Other invested assets (Schedule BA) .....	0	0	0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	43,133,983	0	43,133,983	46,838,500
11. Title plants less \$ ..... charged off (for Title Insurers only) .....			0	0
12. Investment income due and accrued .....	308,051		308,051	164,666
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premium).....			0	0
13.3 Accrued retrospective premium.....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	386,983		386,983	9,041
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	116,653
16.2 Net deferred tax asset.....	314,788	4,245	310,543	263,146
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	4,118	4,118	0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	81,108	81,108	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	52,870
22. Health care (\$ ..... 2,166,840 ) and other amounts receivable.....	2,383,915	208,658	2,175,257	916,433
23. Aggregate write-ins for other than invested assets .....	145,154	145,154	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	46,758,100	443,283	46,314,817	48,361,309
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
26. Total (Lines 24 and 25)	46,758,100	443,283	46,314,817	48,361,309
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0	0	0
2301. Prepaid Expenses.....	28,917	28,917	0	0
2302. Leasehold Improvements.....	116,237	116,237	0	0
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	145,154	145,154	0	0

## LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	17,119,519		17,119,519	15,387,615
2. Accrued medical incentive pool and bonus amounts	216,719		216,719	285,807
3. Unpaid claims adjustment expenses	253,317		253,317	278,355
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	.863
9. General expenses due or accrued	661,249		661,249	727,721
10.1 Current federal and foreign income tax payable and interest thereon (including				
\$ ..... (2,941) on realized capital gains (losses))	123,466		123,466	(2,110)
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	11,367		11,367	24,886
13. Remittance and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	235,415		235,415	0
16. Payable for securities	1,084,830		1,084,830	1,106
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	19,705,882	0	19,705,882	16,704,243
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	10	10
25. Preferred capital stock	XXX	XXX	0	0
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX	0	0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	10,007,936	15,056,066
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24 \$ ..... )	XXX	XXX	0	0
30.2 ..... shares preferred (value included in Line 25 \$ ..... )	XXX	XXX	0	0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	26,608,936	31,657,066
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	46,314,818	48,361,309
<b>DETAILS OF WRITE-INS</b>				
2101. ....				
2102. ....				
2103. ....				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

## STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	689,834	706,020
2. Net premium income (including \$ .....0 non-health premium income).....	XXX	176,086,485	146,961,619
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	(9,911,741)	(9,000,607)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	166,174,744	137,961,012
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		105,902,782	72,340,506
10. Other professional services .....		6,008,087	5,866,398
11. Outside referrals .....			0
12. Emergency room and out-of-area .....		11,712,475	10,945,228
13. Prescription drugs .....		19,087,051	18,117,385
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		522,304	444,752
16. Subtotal (Lines 9 to 15) .....	0	143,232,699	107,714,269
<b>Less:</b>			
17. Net reinsurance recoveries .....		608,104	148,193
18. Total hospital and medical (Lines 16 minus 17) .....	0	142,624,595	107,566,076
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ .....0 cost containment expenses.....		2,282,787	2,287,890
21. General administrative expenses.....		11,080,111	10,747,676
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	155,987,493	120,601,642
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	10,187,251	17,359,370
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		2,111,818	2,313,699
26. Net realized capital gains (losses) less capital gains tax of \$ .....		(8,327)	(6,028)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	2,103,491	2,307,671
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....			0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	12,290,742	19,667,041
31. Federal and foreign income taxes incurred .....	XXX	3,845,003	6,191,016
32. Net income (loss) (Lines 30 minus 31) .....	XXX	8,445,739	13,476,025
<b>DETAILS OF WRITE-INS</b>			
0601. Quality Assurance Assessment .....	XXX	(10,039,839)	(9,034,744)
0602. Other Revenue.....	XXX	128,098	34,137
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	(9,911,741)	(9,000,607)
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (continued)**

	1 Current Year	2 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>		
33. Capital and surplus prior-reporting period .....	31,657,066	22,037,552
34. Net income or (loss) from Line 32 .....	8,445,739	13,476,025
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0
38. Change in net deferred income tax .....	19,141	(853,523)
39. Change in nonadmitted assets .....	(213,009)	1,997,012
40. Change in unauthorized reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles .....	0	0
44. Capital Changes:		
44.1 Paid in .....	0	0
44.2 Transferred from surplus (Stock Dividend) .....	0	0
44.3 Transferred to surplus .....	0	0
45. Surplus adjustments:		
45.1 Paid in .....	0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0
45.3 Transferred from capital .....	0	0
46. Dividends to stockholders .....	(13,300,000)	(5,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	(5,048,129)	9,619,514
49. Capital and surplus end of reporting period (Line 33 plus 48)	26,608,937	31,657,066
<b>DETAILS OF WRITE-INS</b>		
4701. ....		
4702. ....		
4703. ....		
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

## CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	176,085,622	146,962,482
2. Net investment income .....	1,996,001	2,363,463
3. Miscellaneous income .....	(11,057,050)	(8,528,110)
4. Total (Lines 1 through 3) .....	167,024,573	140,797,835
5. Benefit and loss related payments .....	141,617,546	111,592,326
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	13,454,409	13,945,917
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	3,602,774	6,131,780
10. Total (Lines 5 through 9) .....	158,674,729	131,670,023
11. Net cash from operations (Line 4 minus Line 10) .....	8,349,844	9,127,812
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	4,437,453	2,981,819
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	280,195	733,319
12.7 Miscellaneous proceeds .....	1,083,724	1,106
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	5,801,372	3,716,244
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	18,352,753	3,890,809
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	288,522	739,347
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	18,641,275	4,630,156
14. Net increase (decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	(12,839,903)	(913,912)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	13,300,000	5,000,000
16.6 Other cash provided (applied).....	197,811	(107,212)
17. Net cash from financing and miscellaneous sources (Line 16.1 to Line 16.4 minus Line 16.5 plus Line 16.6) .....	(13,102,189)	(5,107,212)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	(17,592,248)	3,106,688
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	38,388,131	35,281,443
19.2 End of year (Line 18 plus Line 19.1) .....	20,795,883	38,388,131

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.**

**ANALYSIS OF OPERATIONS BY LINES OF BUSINESS**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	176,086,485	0	0	0	0	0	0	176,086,485	0	0
2. Change in unearned premium reserves and reserve for rate credit	0									
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	(9,911,741)	0	0	0	0	0	0	(9,911,741)	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	166,174,744	0	0	0	0	0	0	166,174,744	0	0
8. Hospital/medical/ benefits	105,902,782							105,902,782		XXX
9. Other professional services	6,008,087							6,008,087		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	11,712,475							11,712,475		XXX
12. Prescription Drugs	19,087,051							19,087,051		XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	522,304							522,304		XXX
15. Subtotal (Lines 8 to 14)	143,232,699	0	0	0	0	0	0	143,232,699	0	XXX
16. Net reinsurance recoveries	608,104							608,104		XXX
17. Total hospital and medical (Lines 15 minus 16)	142,624,595	0	0	0	0	0	0	142,624,595	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ cost containment expenses	2,282,787							2,282,787		
20. General administrative expenses	11,080,111							11,080,111		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	155,987,493	0	0	0	0	0	0	155,987,493	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	10,187,251	0	0	0	0	0	0	10,187,251	0	0
<b>DETAILS OF WRITE-INS</b>										
0501. Quality Insurance Assessment	(10,039,839)							(10,039,839)		XXX
0502. Other Revenue	128,098							128,098		XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	(9,911,741)	0	0	0	0	0	0	(9,911,741)	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

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STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 1 - PREMIUMS**

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental Only.....				.0
4. Vision Only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....				.0
7. Title XIX - Medicaid.....	177,245,264		1,158,779	176,086,485
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8) .....	177,245,264	.0	1,158,779	176,086,485
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	177,245,264	0	1,158,779	176,086,485

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STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2 - Claims Incurred During the Year**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct .....	141,029,403							141,029,403		
1.2 Reinsurance assumed .....	0							0		
1.3 Reinsurance ceded .....	230,160							230,160		
1.4 Net .....	140,799,243	0	0	0	0	0	0	140,799,243	0	0
2. Paid medical incentive pools and bonuses .....	591,392							591,392		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct .....	17,119,519	0	0	0	0	0	0	17,119,519	0	0
3.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
3.4 Net .....	17,119,519	0	0	0	0	0	0	17,119,519	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct .....	0							0	0	0
4.2 Reinsurance assumed .....	0							0	0	0
4.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
4.4 Net .....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year .....	216,719							216,719		
6. Net healthcare receivables (a) .....	50,913							50,913		
7. Amounts recoverable from reinsurers December 31, current year .....	386,983							386,983		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct .....	15,387,614	0	0	0	0	0	0	15,387,614	0	0
8.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
8.4 Net .....	15,387,614	0	0	0	0	0	0	15,387,614	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct .....	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
9.4 Net .....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year .....	285,807							285,807		
11. Amounts recoverable from reinsurers December 31, prior year .....	9,041							9,041		
12. Incurred Benefits:										
12.1 Direct .....	142,710,395	0	0	0	0	0	0	142,710,395	0	0
12.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded .....	608,102	0	0	0	0	0	0	608,102	0	0
12.4 Net .....	142,102,293	0	0	0	0	0	0	142,102,293	0	0
13. Incurred medical incentive pools and bonuses .....	522,304	0	0	0	0	0	0	522,304	0	0

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

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STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2A - Claims Liability End of Current Year**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan Premium	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct .....	5,810,866							5,810,866		
1.2. Reinsurance assumed .....	0									
1.3. Reinsurance ceded .....	0									
1.4. Net .....	5,810,866	0	0	0	0	0	0	5,810,866	0	0
2. Incurred but Unreported:										
2.1. Direct .....	11,308,653							11,308,653		
2.2. Reinsurance assumed .....	0									
2.3. Reinsurance ceded .....	0									
2.4. Net .....	11,308,653	0	0	0	0	0	0	11,308,653	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct .....	0									
3.2. Reinsurance assumed .....	0									
3.3. Reinsurance ceded .....	0									
3.4. Net .....	0	0	0	0	0	0	0	0	0	0
4. TOTALS:										
4.1. Direct .....	17,119,519	0	0	0	0	0	0	17,119,519	0	0
4.2. Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
4.4. Net .....	17,119,519	0	0	0	0	0	0	17,119,519	0	0

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only.....					.0	.0
4. Vision Only.....					.0	.0
5. Federal Employees Health Benefits Plan Premiums .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid.....	10,069,528	130,729,715	120,732	16,998,787	10,190,260	15,387,614
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	10,069,528	130,729,715	120,732	16,998,787	10,190,260	15,387,614
10. Healthcare receivables (a).....		428,858			.0	
11. Other non-health.....					.0	.0
12. Medical incentive pools and bonus amounts .....	191,592	399,800	.0	216,719	191,592	285,807
13. Totals (Lines 9 - 10 + 11 + 12)	10,261,120	130,700,657	120,732	17,215,506	10,381,852	15,673,421

(a) Excludes \$ .....16,678 loans or advances to providers not yet expensed.

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**  
 (000 Omitted)

**Section A - Paid Health Claims - Title XIX Medicaid**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	.0	.0	.0	.0	
2. 2003 .....	.0	.0	.0	.0	
3. 2004 .....	XXX	17,387	29,657	30,041	30,014
4. 2005 .....	XXX	XXX	105,600	116,644	116,645
5. 2006 .....	XXX	XXX	XXX	102,614	112,902
6. 2007 .....	XXX	XXX	XXX	XXX	131,309

**Section B – Incurred Health Claims - Title XIX Medicaid**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....					
2. 2003 .....					
3. 2004 .....	XXX	35,258	31,118	30,090	30,014
4. 2005 .....	XXX	XXX	126,614	116,936	116,645
5. 2006 .....	XXX	XXX	XXX	118,329	113,023
6. 2007 .....	XXX	XXX	XXX	XXX	148,524

**Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2003.....	.0	.0		0.0	.0	.0			.0	0.0
2. 2004.....	39,429	30,014	1,464	4.9	31,478	79.8			31,478	79.8
3. 2005.....	155,685	116,645	2,921	2.5	119,566	76.8			119,566	76.8
4. 2006.....	146,962	112,902	2,741	2.4	115,643	78.7	121		115,764	78.8
5. 2007.....	176,086	131,309	2,162	1.6	133,471	75.8	17,215	253	150,939	85.7

STATEMENT AS OF ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**  
 (000 Omitted)

**Section A - Paid Health Claims - Grand Total**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	.0	.0	.0	.0	.0
2. 2003 .....	.0	.0	.0	.0	.0
3. 2004 .....	XXX	17,387	29,657	30,041	30,014
4. 2005 .....	XXX	XXX	105,600	116,644	116,645
5. 2006 .....	XXX	XXX	XXX	102,614	112,902
6. 2007 .....	XXX	XXX	XXX	XXX	131,309

**Section B - Incurred Health Claims - Grand Total**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2003	2 2004	3 2005	4 2006	5 2007
1. Prior .....	.0	.0	.0	.0	.0
2. 2003 .....	.0	.0	.0	.0	.0
3. 2004 .....	XXX	35,258	31,118	30,090	30,014
4. 2005 .....	XXX	XXX	126,614	116,936	116,645
5. 2006 .....	XXX	XXX	XXX	118,329	113,023
6. 2007 .....	XXX	XXX	XXX	XXX	148,524

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 Col. (3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 Col. (5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 Col. (9/1) Percent
1. 2003 .....	.0	.0	.0	0.0	.0	0.0	.0	.0	.0	0.0
2. 2004 .....	39,429	30,014	1,464	4.9	31,478	79.8	.0	.0	31,478	79.8
3. 2005 .....	155,685	116,645	2,921	2.5	119,566	76.8	.0	.0	119,566	76.8
4. 2006 .....	146,962	112,902	2,741	2.4	115,643	78.7	121	.0	115,764	78.8
5. 2007 .....	176,086	131,309	2,162	1.6	133,471	75.8	17,215	253	150,939	85.7

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY**

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves .....	.0								
2. Additional policy reserves (a) .....	.0								
3. Reserve for future contingent benefits .....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... for investment income) .....	.0								
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4) .....	.0			.0	.0	.0	.0	.0	.0
9. Present value of amounts not yet due on claims .....	.0								
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (Gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7) .....	0	0	0	0	0	0	0	0	0
<b>DETAILS OF WRITE-INS</b>									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above) .....	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0

**NONE**

(a) Includes \$ ..... premium deficiency reserve.

## UNDERWRITING AND INVESTMENT EXHIBIT

### PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ .....for occupancy of own building).....		49,159	410,435		459,594
2. Salaries, wages and other benefits.....		896,806	5,944,955		6,841,761
3. Commissions (less \$ .....ceded plus \$ .....assumed.....)			4,375		4,375
4. Legal fees and expenses.....		44,794	102,573		147,367
5. Certifications and accreditation fees.....		4,135	9,338		13,473
6. Auditing, actuarial and other consulting services.....		263,253	597,914		861,167
7. Traveling expenses.....		46,173	188,552		234,725
8. Marketing and advertising.....		2,986	170,723		173,709
9. Postage, express and telephone.....		111,412	359,283		470,695
10. Printing and office supplies.....		25,958	362,257		388,215
11. Occupancy, depreciation and amortization.....		209,040	513,622		722,662
12. Equipment.....		6,202	48,322		54,524
13. Cost or depreciation of EDP equipment and software.....			70		70
14. Outsourced services including EDP, claims, and other services.....		4,594	244,935		249,529
15. Boards, bureaus and association fees.....			3,924		3,924
16. Insurance, except on real estate.....		15,391	34,757		50,148
17. Collection and bank service charges.....					0
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....					0
22. Real estate taxes.....		2,067	4,669		6,736
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....			422,212		422,212
23.2 State premium taxes.....					0
23.3 Regulatory authority licenses and fees.....					0
23.4 Payroll taxes.....		56,050	394,442		450,492
23.5 Other (excluding federal income and real estate taxes).....		367,544	829,235		1,196,779
24. Investment expenses not included elsewhere.....		12,175	27,534	50,190	89,899
25. Aggregate write-ins for expenses.....	0	165,048	405,984	0	571,032
26. Total expenses incurred (Lines 1 to 25).....	0	2,282,787	11,080,111	50,190	13,413,088
27. Less expenses unpaid December 31, current year.....		253,317	661,248		914,565
28. Add expenses unpaid December 31, prior year.....	0	278,356	727,721	0	1,006,077
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	2,307,826	11,146,584	50,190	13,504,600
<b>DETAIL OF WRITE-INS</b>					
2501. Other Administrative Expenses.....		165,048	405,984		571,032
2502. ....					
2503. ....					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 plus 2598)(Line 25 above)	0	165,048	405,984	0	571,032

(a) Includes management fees of \$ .....7,450,207 to affiliates and \$ .....0 to non-affiliates.

**EXHIBIT OF NET INVESTMENT INCOME**

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 138,636	156,494
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 180,467	308,348
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)	0	
2.21 Common stocks of affiliates	0	
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e) 1,699,519	1,697,166
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	0	0
10. Total gross investment income	2,018,622	2,162,008
11. Investment expenses		(g) 50,190
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		0
16. Total (Lines 11 through 15)		50,190
17. Net Investment Income - (Line 10 minus Line 16)		2,111,818
<b>DETAILS OF WRITE-INS</b>		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903 plus 0998 (Line 9, above))	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Total (Lines 1501 through 1503 plus 1598) (Line 15, above)		0

- (a) Includes \$ 4,883 accrual of discount less \$ 32,451 amortization of premium and less \$ 133,314 paid for accrued interest on purchases.  
 (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.  
 (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.  
 (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.  
 (e) Includes \$ 523,188 accrual of discount less \$ amortization of premium and less \$ 2,629 paid for accrued interest on purchases.  
 (f) Includes \$ accrual of discount less \$ amortization of premium.  
 (g) Includes \$ 50,190 investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.  
 (h) Includes \$ interest on surplus notes and \$ interest on capital notes.  
 (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

**EXHIBIT OF CAPITAL GAINS (LOSSES)**

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5. Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds			0		
1.1 Bonds exempt from U.S. tax			0		
1.2 Other bonds (unaffiliated)			0		
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	0	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans			0		0
4. Real estate	0		0		0
5. Contract loans			0		0
6. Cash, cash equivalents and short-term investments	(8,326)		(8,326)		
7. Derivative instruments			0		
8. Other invested assets			0		0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	(8,326)	0	(8,326)	0	0
<b>DETAILS OF WRITE-INS</b>					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9, above)	0	0	0	0	0

**EXHIBIT OF NONADMITTED ASSETS**

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....	0	0	0
2.2 Common stocks .....	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....	0	0	0
3.2 Other than first liens .....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale .....	0	0	0
5. Cash, (Schedule-E, Part 1), cash equivalents (Schedule-E, Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans .....	0	0	0
7. Other invested assets (Schedule BA) .....	0	0	0
8. Receivables for securities .....	0	0	0
9. Aggregate write-ins for invested assets .....	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	0	0	0
11. Title plants (for Title insurers only).....	0	0	0
12. Investment income due and accrued .....	0	0	0
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection .....	0	0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
13.3 Accrued retrospective premium.....	0	0	0
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers .....	0	0	0
14.2 Funds held by or deposited with reinsured companies .....	0	0	0
14.3 Other amounts receivable under reinsurance contracts .....	0	0	0
15. Amounts receivable relating to uninsured plans .....	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0
16.2 Net deferred tax asset.....	4,245	32,501	28,256
17. Guaranty funds receivable or on deposit .....	0	0	0
18. Electronic data processing equipment and software.....	4,118	0	(4,118)
19. Furniture and equipment, including health care delivery assets.....	81,108	104,346	23,238
20. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0
21. Receivables from parent, subsidiaries and affiliates .....	0	0	0
22. Health care and other amounts receivable.....	208,658	44,348	(164,310)
23. Aggregate write-ins for other than invested assets .....	145,154	49,079	(96,075)
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	443,283	230,274	(213,009)
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
26. Total (Lines 24 and 25)	443,283	230,274	(213,009)
<b>DETAILS OF WRITE-INS</b>			
0901. ....			
0902. ....			
0903. ....			
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0
2301. Leasehold Improvements.....	28,917	45,312	16,395
2302. Prepaid Expenses.....	116,237	3,767	(112,470)
2303. ....			
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	145,154	49,079	(96,075)

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

**EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY**

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	57,945	58,447	58,258	56,943	55,778	689,834
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business	0	0	0	0	0	0
7. Total	57,945	58,447	58,258	56,943	55,778	689,834
<b>DETAILS OF WRITE-INS</b>						
0601. ....						
0602. ....						
0603. ....						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### A. Basis of Presentation

The accompanying financial statements of the Plan have been prepared in conformity with the NAIC Accounting Practices and Procedures manual except to the extent that Michigan law differs.

At December 31, 2007 and 2006, healthcare receivables consist of provider advances and capitation premium, maternity case rates, and reimbursement of certain drug costs due from the Michigan Department of Community Health. At December 31, 2007 and 2006, provider advances of \$16,678 and \$0 were non-admitted in accordance with the accounting practices and procedures prescribed by the Michigan Office of Financial and Insurance Services. Such provider advances would have been admitted pursuant to NAIC statutory accounting practices and procedures. The effect of having non-admitted the provider advances was a \$16,678 reduction of the Plan's statutory surplus at December 31, 2007.

#### B. Use of Estimates

The presentation of the Financial Statements in conformity with the NAIC Annual Statement Instructions and Accounting Practices and Procedures Manual requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### C. Accounting Policies

##### (1) Cash and Cash Equivalents

Short-term investments with a maturity of three months or less at the time of purchase are reported as cash equivalents.

##### (2) Short-term Investments

Short-term investments consist of investments in debt securities with maturity dates of one year or less at the purchase date. Such investments are carried at amortized cost less any valuation allowances and non-admitted amounts.

##### (3) Bonds

Bonds, including amounts reserved pursuant to State of Michigan requirements, are stated at amortized cost less any valuation allowances and non-admitted amounts. Bonds are amortized using the scientific to worst constant yield methodology.

##### (4) Claims Unpaid and Unpaid Claims Adjustment Expenses

Claims unpaid includes the cost of services for which providers have submitted claims, as well as management's estimate of the cost of claims that have been incurred but not reported (IBNR). Unpaid claims adjustment expenses are an estimate of the cost to process the IBNR claims. The cost of claims that have been incurred but not reported has been estimated by management based on relevant historical data and trends. Management believes that methodologies employed to estimate the unpaid claims liability are reasonable and the unpaid claims liability recorded is appropriate. Management's estimate may change in the future. Any favorable or unfavorable changes are reflected in operations when determined.

### 2. Accounting Changes and Corrections of Errors

Not Applicable.

### 3. Business Combinations and Goodwill

Not Applicable.

### 4. Discontinued Operations

Not Applicable.

### 5. Investments

Not Applicable.

### 6. Joint Ventures, Partnerships and Limited Liability Companies

Not Applicable.

### 7. Investment Income

The Plan has not excluded any investment income due and accrued from surplus.

## NOTES TO FINANCIAL STATEMENTS

## 8. Derivative Instruments

Not Applicable.

## 9. Income Taxes

a. The components of the net deferred tax asset are as follows:

	<u>12/31/07</u>	<u>12/31/2006</u>
Total of gross deferred tax assets	356,860	332,141
Total of deferred tax liabilities	(42,073)	(36,494)
Net deferred tax asset	<u>314,788</u>	<u>295,647</u>
Deferred Tax Asset nonadmitted	4,245	32,501
Net admitted deferred tax asset	<u>310,543</u>	<u>263,145</u>
Increase (decrease) in DTAs nonadmitted	<u>(28,256)</u>	

b. Deferred tax liabilities are not recognized for the following amounts:

None

c. The provisions for incurred taxes on earnings for the years ended December 31 are:

	<u>12/31/07</u>	<u>12/31/2006</u>
Federal	3,845,003	6,191,016
Foreign	0	-
Federal and foreign income taxes incurred	<u>3,845,003</u>	<u>6,191,016</u>

The tax effect of temporary difference that give rise to significant portions of deferred tax assets and deferred tax liabilities are:

<u>Deferred Tax Assets:</u>	<u>12/31/07</u>	<u>12/31/2006</u>	<u>Change</u>
Amortization of insurance in force	0	0	0
PY Discounted unpaid claims	0	0	0
CY Discounted unpaid claims	118,682	107,894	10,788
CY Discounted unearned premiums	0	61	(61)
Bad debt expense reserve	39,828	80,766	(40,938)
Vacation pay accrual	44,687	36,014	8,673
Accrued audit fees	0	0	0
Accrued bonuses	0	18,428	(18,428)
Rent Abatement Adjustment	0	12,320	(12,320)
Retention bonus	0	7,439	(7,439)
Nonadmitted assets	<u>153,663</u>	<u>69,221</u>	<u>84,443</u>
Total deferred tax assets	356,860	332,141	24,719
Nonadmitted deferred tax assets	<u>(4,245)</u>	<u>(32,501)</u>	<u>28,256</u>
Admitted deferred tax assets	352,615	299,639	52,976
<u>Deferred Tax Liabilities:</u>			
Total deferred tax liabilities	<u>42,073</u>	<u>36,494</u>	<u>5,579</u>
Net admitted deferred tax asset	<u>310,543</u>	<u>263,145</u>	<u>47,397</u>

The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):

	<u>12/31/07</u>	<u>12/31/2006</u>	<u>Change</u>
Total deferred tax assets	356,860	332,141	24,719
Total deferred tax liabilities	42,073	36,494	5,579
Net deferred tax asset	<u>314,788</u>	<u>295,647</u>	<u>19,141</u>
Tax effect of unrealized gains(losses)			<u>0</u>
Change in net deferred income tax			<u>19,141</u>

d. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	<u>12/31/07</u>
Provision computed at statutory rate	4,301,760
Tax-exempt interest	(50,656)
Meals and entertainment	2,331
Investment fees relating to tax-exempt income	1,110

## NOTES TO FINANCIAL STATEMENTS

Penalties	14
Stock options	(179,306)
State income taxes	(31,590)
Incentive compensation	(118,995)
CY Discounted unpaid claims	10,788
CY Discounted unearned premiums	(61)
Depreciation	6,811
Bad debt expense reserve	(40,938)
Vacation pay accrual	8,673
Accrued bonuses	(18,428)
Rent Abatement Adjustment	(24,640)
Retention bonus	(7,439)
Holiday Wages	( 70)
True-Up	(14,363)
Total Statutory income taxes	<u>3,845,003</u>
Federal income taxes incurred	3,840,225
True-Up	(14,363)
Change in net deferred income taxes	<u>19,141</u>
Total Statutory income taxes	<u>3,845,003</u>

e. Amount of net loss carry forwards available to offset future taxable income (from the current year: )

None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.

2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:

2007	3,845,003
2006	6,191,016

f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company, Coventry Health Care, Inc. The names of the entities with whom the Company's federal income tax return is currently consolidated are included on pages 52 and 53.1 of this Statement (Schedule Y).

2. The method of tax allocation between the companies is subject to written agreement approved by management of the respective companies. The tax allocation agreement with the Parent is based upon taxes incurred on net income. Intercompany tax balances are settled monthly.

#### 10. Information Concerning Parent, Subsidiaries and Affiliates

- A. The Plan is wholly owned by Coventry Health Care, Inc. (Parent Company). The Parent Company provides general management services, including senior management services, consulting and administrative services to the Plan. The Company also reimburses the Parent Company for certain expenses paid by the Parent Company on behalf of the Plan. Under the terms of the management services agreement between the Plan and the Parent Company, the Plan incurred management fees of \$2,172,977 and \$2,082,759 in 2007 and 2006, respectively. At December 31, 2007, \$235,415 was due to the Parent Company. At December 31, 2006, \$52,870 was due from the Parent Company for overpayment of taxes.
- B. Coventry Management Services, Inc., which is wholly owned by the Parent Company, provides general management services, including information systems, consulting and service center operations to the Plan. Under the terms of the management services agreement between the Plan and Coventry Management Services, Inc., the Plan incurred management fees of \$5,277,230 and \$4,871,538 in 2007 and 2006, respectively.
- C. The Plan has an Insolvency Continuation Agreement and Guarantee Agreement with Coventry Health and Life Insurance Company, a wholly owned subsidiary of Coventry Health Care, Inc. The premium for this insurance coverage is \$0.05 PMPM. For the year ended December 31, 2007 and 2006, insurance expenses under this agreement aggregated \$34,492 and \$35,301, respectively.
- D. In 2007 and 2006, respectively, the Plan paid dividends to its sole common stockholder and parent company, Coventry Healthcare, Inc of \$13.3 million and \$5.0 million, respectively.

#### 11. Debt

Not Applicable.

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

## NOTES TO FINANCIAL STATEMENTS

The Plan participates in a qualified, defined contribution plan sponsored by Coventry Health Care, Inc. The Plan has no legal obligation for benefits under this plan. Coventry Health Care, Inc. allocates expense to the Plan based on the actual contributions for employees at the Plan. The Plan's share of the employer contributions for the defined contribution plan was \$124,024 and \$146,467 for the years ended December 31, 2007 and 2006, respectively.

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

- A. The Plan authorized 1,000 shares of capital stock with a par value of \$0.01. All shares are issued and outstanding at December 31, 2007 and 2006.
- B. The commissioner of the State of Michigan Office of Financial and Insurance Services may limit or disallow the payment of ordinary or extraordinary dividends. Dividends shall be declared or paid only from earned surplus, unless the commissioner approves the dividend prior to payment. Additionally, extraordinary dividends, or any other extraordinary distribution, shall not be paid until 30 days after the commissioner has received notice of the declaration and has not disapproved or has approved the payment. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property whose fair market value together with that of other dividends or distributions made within the preceding 12 months exceeds the greater of 10% of the insurer's surplus as of December 31 of the immediately preceding year, or net income, not including realized capital gains, for the 12-month period ending December 31 of the immediately preceding year.
- C. \$1,000,000 of investments held are restricted pursuant to State of Michigan requirements.

### 14. Contingencies

Not Applicable.

### 15. Leases

The Plan leases its office space. The initial lease term is October 1, 2004 to September 30, 2009 with an option to extend the initial lease term for two additional five year periods. Rent expense under this agreement for the years ended December 31, 2007 and 2006 were \$287,600. The aggregate future payments under the terms of this agreement is \$566,000. Minimum lease payments for each of the five succeeding years are as follows: 2008 - \$309,500; and 2009 - \$256,500.

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

### 20. Other Items

Not Applicable.

### 21. Events Subsequent

Not Applicable.

### 22. Reinsurance

- A. The Plan carries reinsurance, through an agreement with Coventry Health & Life Insurance Company, which provides coverage in instances when medical costs (excluding pharmacy) exceeds \$175,000 during the period January 1, 2006 to March 31, 2006, \$225,000 during the period April 1, 2006 to March 31, 2007 and \$250,000 thereafter. The coverage is limited to 80% of net loss in excess of the Plan's deductible. The maximum annual reinsurance coverage for each member is \$1,000,000. The Plan pays a per member per month premium for this coverage. For the years ended December 31, 2007 and 2006, the Plan incurred reinsurance expense of \$1,158,780 and \$1,081,328, respectively, under this agreement.
- B. Reinsurance premiums are reported as deductions from Medicaid capitation revenue. Reinsurance recoveries are reported as deductions from medical service expense.
- C. The Plan is contingently liable for its reinsured losses to the extent that the reinsurance company cannot meet its obligations under the reinsurance contracts.

## NOTES TO FINANCIAL STATEMENTS

D. At December 31, 2007 and 2006, the Plan has \$386,983 and \$9,041 of reinsurance recoverable under its reinsurance contract.

**23. Retrospectively Rated Contracts and Contracts Subject to Redetermination**

Not applicable.

**24. Change in Incurred Claims and Claim Adjustment Expenses**

There were no changes in the provision of incurred claim and claim adjustment expenses attributable to insured events of prior years.

**25. Intercompany Pooling Arrangements**

Not Applicable.

**26. Structured Settlements**

Not Applicable.

**27. Health Care Receivables**

The Plan did not have any receivables recorded for pharmaceutical rebates or risk sharing arrangements at December 31, 2007 and 2006.

**28. Participating Policies**

Nor Applicable.

**29. Premium Deficiency Reserves**

At December 31, 2007 and 2006, a premium deficiency reserve was determined not to be necessary.

**30. Anticipated Salvage and Subrogation**

At December 31, 2007 and 2006, no anticipated salvage and subrogation has been deducted from the liability for unpaid claims or losses.

## SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities	22,338,101	51.788	22,338,101	51.788
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies		0.000		0.000
1.22 Issued by U.S. government sponsored agencies		0.000		0.000
1.3 Foreign government (including Canada, excluding mortgaged-backed securities)		0.000		0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations		0.000		0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.000		0.000
1.43 Revenue and assessment obligations		0.000		0.000
1.44 Industrial development and similar obligations		0.000		0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA		0.000		0.000
1.512 Issued or guaranteed by FNMA and FHLMC		0.000		0.000
1.513 All other		0.000		0.000
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA		0.000		0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000		0.000
1.523 All other		0.000		0.000
2. Other debt and other fixed income securities (excluding short-term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)		0.000		0.000
2.2 Unaffiliated foreign securities		0.000		0.000
2.3 Affiliated securities		0.000		0.000
3. Equity interests:				
3.1 Investments in mutual funds		0.000		0.000
3.2 Preferred stocks:				
3.21 Affiliated		0.000		0.000
3.22 Unaffiliated		0.000		0.000
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated		0.000		0.000
3.32 Unaffiliated		0.000		0.000
3.4 Other equity securities:				
3.41 Affiliated		0.000		0.000
3.42 Unaffiliated		0.000		0.000
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated		0.000		0.000
3.52 Unaffiliated		0.000		0.000
4. Mortgage loans:				
4.1 Construction and land development		0.000		0.000
4.2 Agricultural		0.000		0.000
4.3 Single family residential properties		0.000		0.000
4.4 Multifamily residential properties		0.000		0.000
4.5 Commercial loans		0.000		0.000
4.6 Mezzanine real estate loans		0.000		0.000
5. Real estate investments:				
5.1 Property occupied by the company		0.000	0	0.000
5.2 Property held for the production of income (including \$ ..... of property acquired in satisfaction of debt)		0.000	0	0.000
5.3 Property held for sale (including \$ ..... property acquired in satisfaction of debt)		0.000	0	0.000
6. Contract loans		0.000	0	0.000
7. Receivables for securities		0.000	0	0.000
8. Cash, cash equivalents and short-term investments	20,795,883	48.212	20,795,883	48.212
9. Other invested assets		0.000		0.000
10. Total invested assets	43,133,984	100.000	43,133,984	100.000

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [  ] No [  ]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? ..... Yes [  ] No [  ] NA [  ]
- 1.3 State Regulating? ..... Michigan
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [  ] No [  ]
- 2.2 If yes, date of change: .....
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ....12/31/2005
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/2005
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....10/24/2006
- 3.4 By what department or departments? Office of Financial and Insurance Services .....
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? ..... Yes [  ] No [  ]
- 4.12 renewals? ..... Yes [  ] No [  ]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? ..... Yes [  ] No [  ]
- 4.22 renewals? ..... Yes [  ] No [  ]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [  ] No [  ]
- 5.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [  ] No [  ]
- 6.2 If yes, give full information .....
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? ..... Yes [  ] No [  ]
- 7.2 If yes,
- 7.21 State the percentage of foreign control; .....
- 7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney in fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

## GENERAL INTERROGATORIES

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ ] No [ X ]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.]

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
Ernst & Young, LLP 621 East Pratt Street, Baltimore, MD 21202
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification? .....  
Tim Meyers, VP, Chief Actuary, Coventry Health Care, Inc. 6705 Rockledge Drive, Suite 900 Bethesda, MD 20817
- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? ..... Yes [ ] No [ X ]
- 11.11 Name of real estate holding company .....
- 11.12 Number of parcels involved.....
- 11.13 Total book/adjusted carrying value..... \$.....
- 11.2 If yes, provide explanation
12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1 What changes have been made during the year in the United States Manager or the United States Trustees of the reporting entity?
- 12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? ..... Yes [ ] No [ ]
- 12.3 Have there been any changes made to any of the trust indentures during the year? ..... Yes [ ] No [ ]
- 12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? ..... Yes [ ] No [ ] NA [ ]
- 13.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [ X ] No [ ]
- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and
- a. professional relationships;
- b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- c. Compliance with applicable governmental laws, rules and regulations;
- d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- e. Accountability for adherence to the code.
- 13.11 If the response to 13.1 is No, please explain:
- 13.2 Has the code of ethics for senior managers been amended?..... Yes [ ] No [ X ]
- 13.21 If the response to 13.2 is Yes, provide information related to amendment(s).
- 13.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [ ] No [ X ]
- 13.31 If the response to 13.3 is Yes, provide the nature of any waiver(s).

### BOARD OF DIRECTORS

14. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? ..... Yes [ X ] No [ ]
15. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? ..... Yes [ X ] No [ ]
16. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or likely to conflict with the official duties of such person?..... Yes [ X ] No [ ]

# GENERAL INTERROGATORIES

## FINANCIAL

17. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? ..... Yes [ ] No [ X ]
- 18.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.11 To directors or other officers .. \$ .....0
  - 18.12 To stockholders not officers ... \$ .....0
  - 18.13 Trustees, supreme or grand (Fraternal only) ..... \$ .....0
- 18.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.21 To directors or other officers ... \$ .....0
  - 18.22 To stockholders not officers .... \$ .....0
  - 18.23 Trustees, supreme or grand (Fraternal only) ..... \$ .....0
- 19.1 Were any of the assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in this statement? ..... Yes [ ] No [ X ]
- 19.2 If yes, state the amount thereof at December 31 of the current year:
- 19.21 Rented from others ..... \$ .....
  - 19.22 Borrowed from others ..... \$ .....
  - 19.23 Leased from others ..... \$ .....
  - 19.24 Other ..... \$ .....
- 20.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? ..... Yes [ ] No [ X ]
- 20.2 If answer is yes:
- 20.21 Amount paid as losses or risk adjustment ..... \$ .....
  - 20.22 Amount paid as expenses ..... \$ .....
  - 20.23 Other amounts paid ..... \$ .....
- 21.1 Does the reporting entity report any amounts due from the parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [ ] No [ X ]
- 21.2 If yes, indicated any amounts receivable from parent included in the Page 2 amount: ..... \$ .....

## INVESTMENT

- 22.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? ..... Yes [ X ] No [ ]
- 22.2 If no, give full and complete information relating thereto:
- 23.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1) ..... Yes [ ] No [ X ]
- 23.2 If yes, state the amount thereof at December 31 of the current year:
- 23.21 Loaned to others ..... \$ .....
  - 23.22 Subject to repurchase agreements ..... \$ .....
  - 23.23 Subject to reverse repurchase agreements ..... \$ .....
  - 23.24 Subject to dollar repurchase agreements ..... \$ .....
  - 23.25 Subject to reverse dollar repurchase agreements .... \$ .....
  - 23.26 Pledged as collateral ..... \$ .....
  - 23.27 Placed under option agreements ..... \$ .....
  - 23.28 Letter stock or other securities restricted as to sale ... \$ .....
  - 23.29 On deposit with state or other regulatory body ..... \$ .....
  - 23.291 Other ..... \$ .....
- 23.3 For category (23.28) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

- 24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? ..... Yes [ ] No [ X ]
- 24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ] NA [ X ]  
If no, attach a description with this statement.
- 25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? ..... Yes [ ] No [ X ]
- 25.2 If yes, state the amount thereof at December 31 of the current year. .... \$ .....

## GENERAL INTERROGATORIES

26. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? .....

Yes [  ] No [  ]

26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
Citi Bank, NA.....	3800 Citigroup Center, Building b 02/08, Tampa FL 33610-9122.....

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	2 Complete Explanation(s)

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? .....

Yes [  ] No [  ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Wachovia Bank N.A.....		..07/01/2007..	Terminated relationship.....

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

1 Central Registration Depository Number(s)	2 Name	2 Address
107423.....	Conning & Company.....	185 Asylum Street, City Place II, Hartford, CT 06103-4105.....
25995.....	Citigroup.....	3800 Citigroup Center, Building B 02/08 Tampa, FL 33610-9122.....

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? .....

Yes [  ] No [  ]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
27.2999	TOTAL	0

27.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding Of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

## GENERAL INTERROGATORIES

28. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-) or Fair Value over Statement (+)
28.1 Bonds.....	45,900,996	46,097,075	196,079
28.2 Preferred stocks.....	0		0
28.3 Totals	45,900,996	46,097,075	196,079

28.4 Describe the sources or methods utilized in determining fair values:

Quoted market prices.....

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

29.2 If no, list the exceptions:

### OTHER

30.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?.....\$ .....0

30.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	

31.1 Amount of payments for legal expenses, if any?.....\$ .....1,416

31.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Luce Forward.....	1,416

32.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?.....\$ .....

32.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	
.....	

# GENERAL INTERROGATORIES

## PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? ..... Yes [ ] No [ X ]
- 1.2 If yes, indicate premium earned on U. S. business only ..... \$ .....0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? ..... \$ .....0
- 1.31 Reason for excluding .....
- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. .... \$ .....0
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance. .... \$ .....0
- 1.6 Individual policies:
- Most current three years:
- 1.61 Total premium earned ..... \$ .....0
- 1.62 Total incurred claims ..... \$ .....0
- 1.63 Number of covered lives ..... 0
- All years prior to most current three years:
- 1.64 Total premium earned ..... \$ .....0
- 1.65 Total incurred claims ..... \$ .....0
- 1.66 Number of covered lives ..... 0
- 1.7 Group policies:
- Most current three years:
- 1.71 Total premium earned ..... \$ .....0
- 1.72 Total incurred claims ..... \$ .....0
- 1.73 Number of covered lives ..... 0
- All years prior to most current three years:
- 1.74 Total premium earned ..... \$ .....0
- 1.75 Total incurred claims ..... \$ .....0
- 1.76 Number of covered lives ..... 0

2. Health Test:

	1 Current Year		2 Prior Year	
2.1 Premium Numerator	\$	176,086,485	\$	146,961,619
2.2 Premium Denominator	\$	176,086,485	\$	146,961,619
2.3 Premium Ratio (2.1/2.2)		1.000		1.000
2.4 Reserve Numerator	\$	17,336,238	\$	285,807
2.5 Reserve Denominator	\$	17,336,238	\$	15,673,422
2.6 Reserve Ratio (2.4/2.5)		1.000		0.018

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? ..... Yes [ ] No [ X ]
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? ..... Yes [ X ] No [ ]
- 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? ..... Yes [ ] No [ ]
- 5.1 Does the reporting entity have stop-loss reinsurance? ..... Yes [ X ] No [ ]
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions)
- 5.31 Comprehensive Medical ..... \$ .....300,000
- 5.32 Medical Only ..... \$ .....
- 5.33 Medicare Supplement ..... \$ .....
- 5.34 Dental ..... \$ .....
- 5.35 Other Limited Benefit Plan ..... \$ .....
- 5.36 Other ..... \$ .....
6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:  
 Insolvency continuation and guarantee agreement with Coventry Health and Life Insurance Company; Hold harmless provisions in provider contracts; Contingency trust of \$1.0 million
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date base? ..... Yes [ X ] No [ ]
- 7.2 If no, give details:
8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year ..... 1,491
- 8.2 Number of providers at end of reporting year ..... 1,729
- 9.1 Does the reporting entity have business subject to premium rate guarantees? ..... Yes [ ] No [ X ]
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months .....
- 9.22 Business with rate guarantees over 36 months .....

## GENERAL INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contract? ..... Yes  No
- 10.2 If yes:
- |   |          |         |
|---|----------|---------|
| 10.21 Maximum amount payable bonuses .....          | \$ ..... | 749,548 |
| 10.22 Amount actually paid for year bonuses .....   | \$ ..... | 591,392 |
| 10.23 Maximum amount payable withholds .....        | \$ ..... |         |
| 10.24 Amount actually paid for year withholds ..... | \$ ..... |         |
- 11.1 Is the reporting entity organized as:
- |   |   |  |
|---|---|--|
| 11.12 A Medical Group/Staff Model, .....                  | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| 11.13 An Individual Practice Association (IPA), or, ..... | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| 11.14 A Mixed Model (combination of above) ? .....        | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? ..... Yes  No
- 11.3 If yes, show the name of the state requiring such net worth. .... Michigan
- 11.4 If yes, show the amount required. .... \$ .....
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? ..... Yes  No
- 11.6 If the amount is calculated, show the calculation.
- Risk Based Capital CAL
12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Wayne and Oakland Counties, Michigan.....

**FIVE-YEAR HISTORICAL DATA**

	1 2007	2 2006	3 2005	4 2004	5 2003
<b>Balance Sheet (Pages 2 and 3)</b>					
1. Total admitted assets (Page 2, Line 26) .....	46,314,817	48,361,309	46,110,086	33,308,709	0
2. Total liabilities (Page 3, Line 22) .....	19,705,882	16,704,243	24,072,534	19,066,461	0
3. Statutory surplus .....	10,642,664	8,985,194	10,018,426	5,931,023	0
4. Total capital and surplus (Page 3, Line 31) .....	26,608,936	31,657,066	22,037,552	14,242,248	0
<b>Income Statement (Page 4)</b>					
5. Total revenues (Line 8) .....	166,174,744	137,961,012	146,324,958	37,068,893	0
6. Total medical and hospital expenses (Line 18) .....	142,624,595	107,566,076	121,488,612	35,258,198	0
7. Claims adjustment expenses (Line 20) .....	2,282,787	2,287,890	2,630,488	1,121,121	0
8. Total administrative expenses (Line 21) .....	11,080,111	10,747,676	11,785,211	3,100,719	0
9. Net underwriting gain (loss) (Line 24) .....	10,187,251	17,359,370	10,420,647	(2,411,145)	0
10. Net investment gain (loss) (Line 27) .....	2,103,491	2,307,671	1,185,242	108,702	0
11. Total other income (Lines 28 plus 29) .....	0	0	0	0	0
12. Net income (loss) (Line 32) .....	8,445,739	13,476,025	8,122,054	(1,607,387)	0
<b>Cash Flow (Page 6)</b>					
13. Net cash from operations (Line 11) .....	8,349,844	9,127,812			
<b>Risk - Based Capital Analysis</b>					
14. Total adjusted capital .....	26,608,936	31,657,066	22,037,552	14,242,248	0
15. Authorized control level risk-based capital .....	5,321,332	4,492,597	5,009,213	5,401,809	0
<b>Enrollment (Exhibit 1)</b>					
16. Total members at end of period (Column 5, Line 7) .....	55,778	57,945	60,965	62,455	0
17. Total member months (Column 6, Line 7) .....	689,834	706,020	748,056	188,177	0
<b>Operating Percentage (Page 4)</b>					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5) .....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus 19) .....	81.0	73.2	78.0	89.4	0.0
20. Cost containment expenses .....	0.0	0.0	0.0	0.0	XXX
21. Other claims adjustment expenses .....	1.3	1.6	1.7	2.8	0.0
22. Total underwriting deductions (Line 23) .....	88.6	82.1	87.3	100.1	0.0
23. Total underwriting gain (loss) (Line 24) .....	5.8	11.8	6.7	(6.1)	0.0
<b>Unpaid Claims Analysis</b>					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5) .....	10,381,852	11,767,224	13,730,877	0	0
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)] .....	15,673,421	22,002,843	17,904,918	0	0
<b>Investments In Parent, Subsidiaries And Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 25, Col. 1) .....	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 39, Col. 1) .....	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 53, Col. 1) .....	0				
29. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Col. 5, Line 7) .....	0				
30. Affiliated mortgage loans on real estate .....		0	0	0	0
31. All other affiliated .....		0	0	0	0
32. Total of above Lines 26 to 31 .....	0	0	0	0	0

**ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.**

**SCHEDULE D - SUMMARY BY COUNTRY**

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

Description	1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>				
Governments (Including all obligations guaranteed by governments)	1. United States ..... 5,323,040 2. Canada ..... 0 3. Other Countries ..... 0 4. Totals ..... 5,323,040	5,411,710 0 0 5,411,710	5,320,235 0 0 5,320,235	5,300,000 0 0 5,300,000
States, Territories and Possessions (Direct and guaranteed)	5. United States ..... 0 6. Canada ..... 0 7. Other Countries ..... 0 8. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	9. United States ..... 4,574,404 10. Canada ..... 0 11. Other Countries ..... 0 12. Totals ..... 4,574,404	4,611,528 0 0 4,611,528	4,591,210 0 0 4,591,210	4,250,000 0 0 4,250,000
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States ..... 6,057,737 14. Canada ..... 0 15. Other Countries ..... 0 16. Totals ..... 6,057,737	6,084,845 0 0 6,084,845	6,090,094 0 0 6,090,094	5,726,142 0 0 5,726,142
Public Utilities (unaffiliated)	17. United States ..... 496,222 18. Canada ..... 0 19. Other Countries ..... 0 20. Totals ..... 496,222	495,257 0 0 495,257	496,168 0 0 496,168	500,000 0 0 500,000
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States ..... 5,886,697 22. Canada ..... 0 23. Other Countries ..... 0 24. Totals ..... 5,886,697	5,931,153 0 0 5,931,153	5,889,347 0 0 5,889,347	5,794,546 0 0 5,794,546
Parent, Subsidiaries and Affiliates	25. Totals ..... 0 26. <b>Total Bonds</b> ..... 22,338,100	0 22,534,493	0 22,387,054	0 21,570,688
<b>PREFERRED STOCKS</b>				
Public Utilities (unaffiliated)	27. United States ..... 0 28. Canada ..... 0 29. Other Countries ..... 0 30. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Banks, Trust and Insurance Companies (unaffiliated)	31. United States ..... 0 32. Canada ..... 0 33. Other Countries ..... 0 34. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Industrial and Miscellaneous (unaffiliated)	35. United States ..... 0 36. Canada ..... 0 37. Other Countries ..... 0 38. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Parent, Subsidiaries and Affiliates	39. Totals ..... 0 40. <b>Total Preferred Stocks</b> ..... 0	0 0	0 0	0 0
<b>COMMON STOCKS</b>				
Public Utilities (unaffiliated)	41. United States ..... 0 42. Canada ..... 0 43. Other Countries ..... 0 44. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Banks, Trust and Insurance Companies (unaffiliated)	45. United States ..... 0 46. Canada ..... 0 47. Other Countries ..... 0 48. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Industrial and Miscellaneous (unaffiliated)	49. United States ..... 0 50. Canada ..... 0 51. Other Countries ..... 0 52. Totals ..... 0	0 0 0 0	0 0 0 0	0 0 0 0
Parent, Subsidiaries and Affiliates	53. Totals ..... 0 54. <b>Total Common Stocks</b> ..... 0 55. <b>Total Stocks</b> ..... 0	0 0 0	0 0 0	0 0 0
	56. <b>Total Bonds and Stocks</b> ..... 22,338,100	22,534,493	22,387,054	

**SCHEDULE D - VERIFICATION BETWEEN YEARS**

**Bonds and Stocks**

1. Book/adjusted carrying value of bonds and stocks, prior year..... 8,450,369	7. Amortization of premium..... 32,451
2. Cost of bonds and stocks acquired, Column 7, Part 3 ..... 18,352,753	8. Foreign Exchange Adjustment:
3. Accrual of discount..... 4,883	8.1 Column 15, Part 1 ..... 0
4. Increase (decrease) by adjustment:.....	8.2 Column 19, Part 2, Sec. 1..... 0
4.1 Columns 12 - 14, Part 1..... 0	8.3 Column 16, Part 2, Sec. 2 ..... 0
4.2 Columns 15 - 17, Part 2, Sec. 1..... 0	8.4 Column 15, Part 4 ..... 0
4.3 Column 15, Part 2, Sec. 2..... 0	9. Book/adjusted carrying value at end of current period ..... 22,338,101
4.4 Columns 11 - 13, Part 4 ..... 0	10. Total valuation allowance ..... 0
5. Total gain (loss), Column 19, Part 4 ..... 0	11. Subtotal (Lines 9 plus 10) ..... 22,338,101
6. Deduct consideration for bonds and stocks disposed of Column 7, Part 4 ..... 4,437,453	12. Total nonadmitted amounts ..... 0
	13. Statement value of bonds and stocks, current period ..... 22,338,101

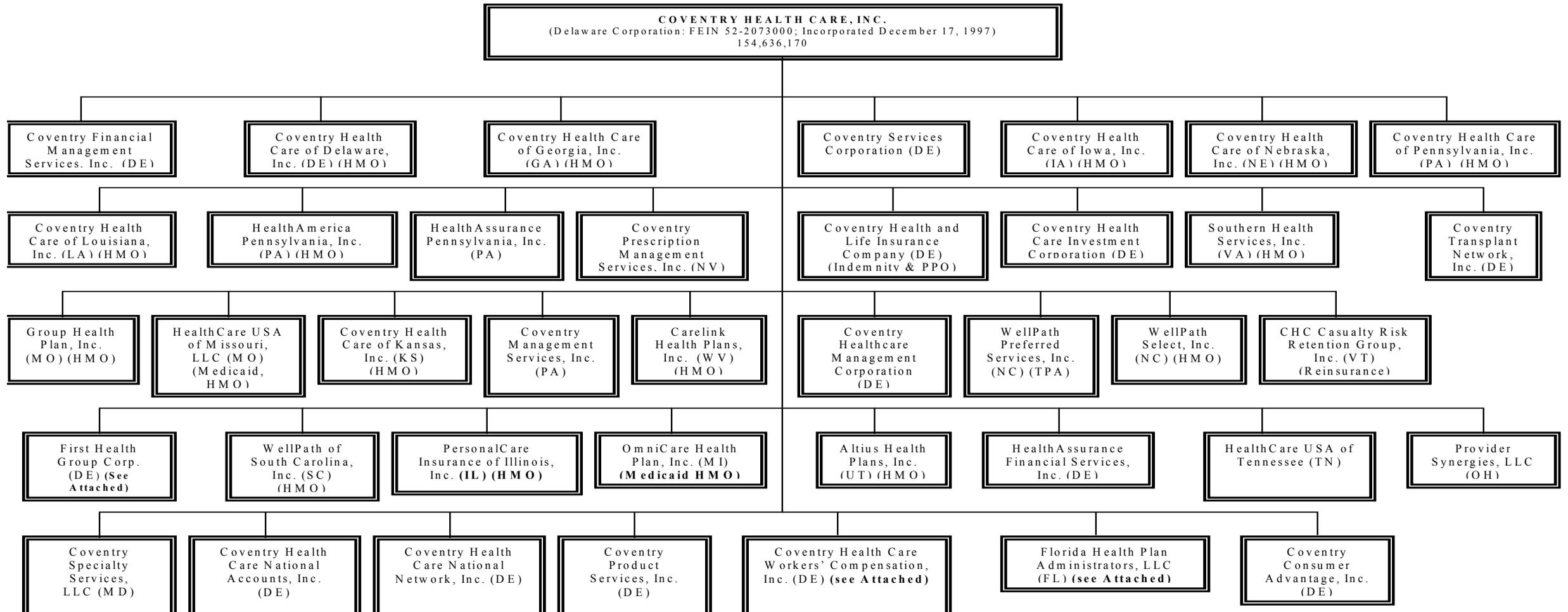
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed (Yes or No)	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	No							0	0
2. Alaska	AK	No							0	0
3. Arizona	AZ	No							0	0
4. Arkansas	AR	No							0	0
5. California	CA	No							0	0
6. Colorado	CO	No							0	0
7. Connecticut	CT	No							0	0
8. Delaware	DE	No							0	0
9. District of Columbia	DC	No							0	0
10. Florida	FL	No							0	0
11. Georgia	GA	No							0	0
12. Hawaii	HI	No							0	0
13. Idaho	ID	No							0	0
14. Illinois	IL	No							0	0
15. Indiana	IN	No							0	0
16. Iowa	IA	No							0	0
17. Kansas	KS	No							0	0
18. Kentucky	KY	No							0	0
19. Louisiana	LA	No							0	0
20. Maine	ME	No							0	0
21. Maryland	MD	No							0	0
22. Massachusetts	MA	No							0	0
23. Michigan	MI	Yes		177,245,264					177,245,264	0
24. Minnesota	MN	No							0	0
25. Mississippi	MS	No							0	0
26. Missouri	MO	No							0	0
27. Montana	MT	No							0	0
28. Nebraska	NE	No							0	0
29. Nevada	NV	No							0	0
30. New Hampshire	NH	No							0	0
31. New Jersey	NJ	No							0	0
32. New Mexico	NM	No							0	0
33. New York	NY	No							0	0
34. North Carolina	NC	No							0	0
35. North Dakota	ND	No							0	0
36. Ohio	OH	No							0	0
37. Oklahoma	OK	No							0	0
38. Oregon	OR	No							0	0
39. Pennsylvania	PA	No							0	0
40. Rhode Island	RI	No							0	0
41. South Carolina	SC	No							0	0
42. South Dakota	SD	No							0	0
43. Tennessee	TN	No							0	0
44. Texas	TX	No							0	0
45. Utah	UT	No							0	0
46. Vermont	VT	No							0	0
47. Virginia	VA	No							0	0
48. Washington	WA	No							0	0
49. West Virginia	WV	No							0	0
50. Wisconsin	WI	No							0	0
51. Wyoming	WY	No							0	0
52. American Samoa	AS	No							0	0
53. Guam	GU	No							0	0
54. Puerto Rico	PR	No							0	0
55. U.S. Virgin Islands	VI	No							0	0
56. Northern Mariana Islands	MP	No							0	0
57. Canada	CN	No							0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	177,245,264	0	0	0	0	177,245,264	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	0
61. Total (Direct Business)	(a) 1	0	0	177,245,264	0	0	0	0	177,245,264	0
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

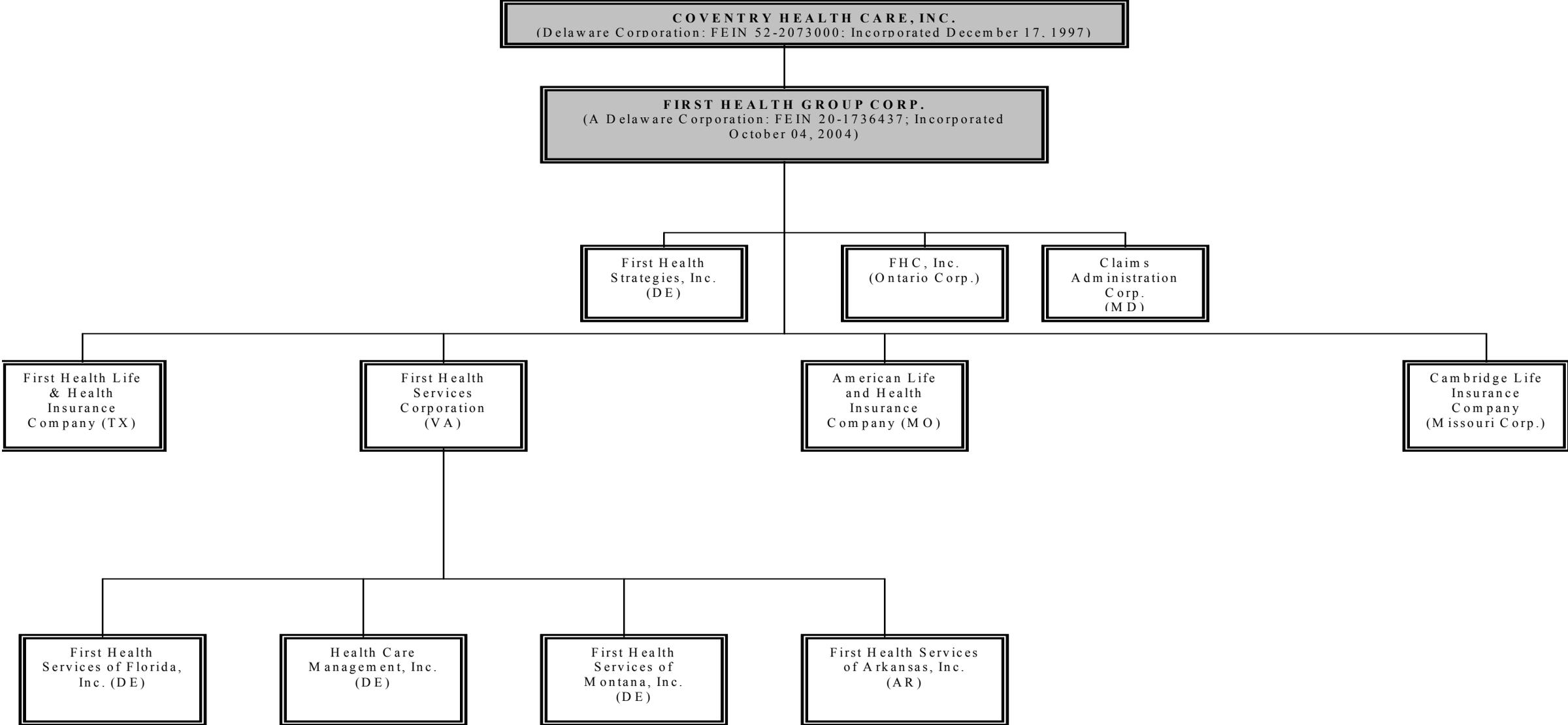
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



52

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

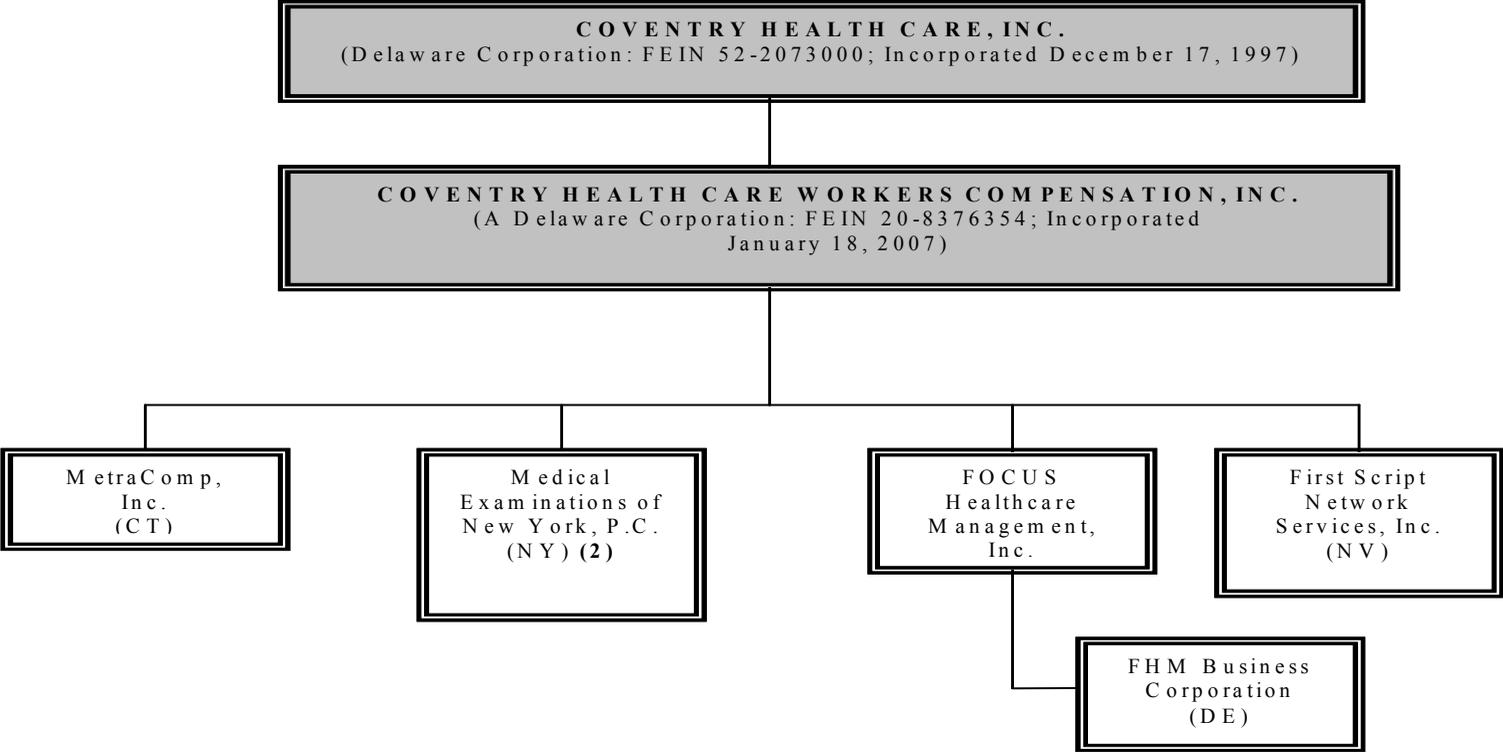
PART 1 - ORGANIZATIONAL CHART



52.1

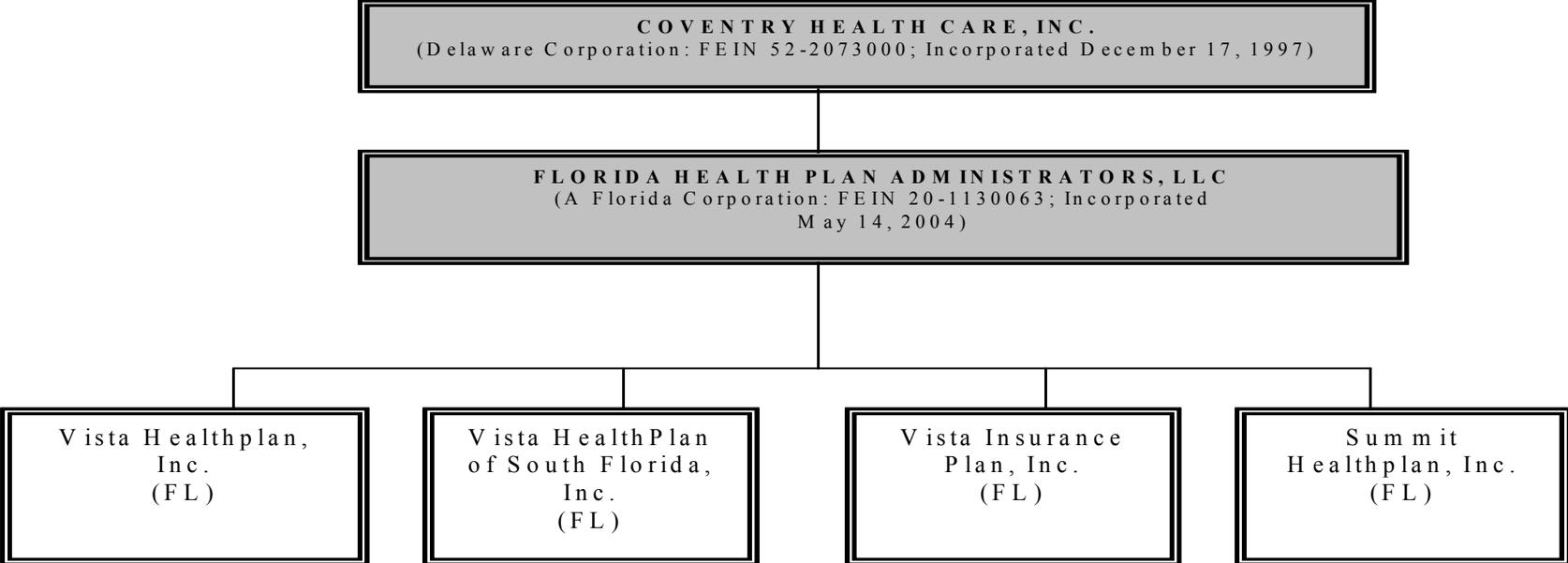
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

**PART 1 - ORGANIZATIONAL CHART**



# ALPHABETICAL INDEX

([http://www.naic.org/committees\\_e\\_app\\_blanks.htm](http://www.naic.org/committees_e_app_blanks.htm))

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