



# QUARTERLY STATEMENT

AS OF MARCH 31, 2009  
OF THE CONDITION AND AFFAIRS OF THE

## OmniCare Health Plan, Inc.

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

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 [ ] Hospital, Medical & Dental Service or Indemnity [ ]  
 Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [ X ]  
 Other [ ] 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, State and Zip Code)

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

Internet Web Site Address www.omnicarehealthplan.com

Statutory Statement Contact Kenyata J. Rogers, 313-465-1519  
 (Name) (Area Code) (Telephone Number) (Extension)  
kjrogers@cvty.com 313-465-1604  
 (E-Mail Address) (Fax Number)

### OFFICERS

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

### OTHER OFFICERS

<u>Jonathan David Weinberg</u>	<u>Assistant Secretary</u>	<u>Shirley Ann Roquemore-Smith</u>	<u>Secretary</u>
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### DIRECTORS OR TRUSTEES

<u>Beverly Ann Allen</u>	<u>Jan H. Hodges</u>	<u>Tiawauna Lowe</u>	<u>Francis Samuel Soistman Jr.</u>
<u>Ernestine Romero</u>	<u>Stephen Dengler</u>		

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

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

Beverly Ann Allen  
Chief Executive Officer

Kenyata Jamilea Rogers  
Chief Financial Officer

John Joseph Ruhlmann  
Corporate Controller

a. Is this an original filing? Yes [ X ] No [ ]

- b. If no,
1. State the amendment number \_\_\_\_\_
  2. Date filed \_\_\_\_\_
  3. Number of pages attached \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_,

Rochelle D. Jenkins,  
December 25, 2012

STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	18,573,236		18,573,236	18,649,292
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (2,707,292) ), cash equivalents (\$ ..... 817,965 ) and short-term investments (\$ ..... 19,936,974 ) .....	18,047,647		18,047,647	15,713,094
6. Contract loans (including \$ ..... premium notes)			0	0
7. Other invested assets .....	0		0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	36,620,883	0	36,620,883	34,362,386
11. Title plants less \$ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued .....	246,332		246,332	246,173
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
13.3 Accrued retrospective premiums .....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	113,781		113,781	470,480
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 .....	56,394		56,394	0
16.2 Net deferred tax asset .....	316,154	27,261	288,893	288,893
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software .....	3,071	3,071	0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	49,631	49,631	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....			0	1,399,421
22. Health care (\$ ..... 1,791,627 ) and other amounts receivable .....	1,827,941	2,454	1,825,487	1,826,666
23. Aggregate write-ins for other than invested assets .....	637,078	132,120	504,958	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	39,871,265	214,537	39,656,728	38,594,019
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
26. Total (Lines 24 and 25)	39,871,265	214,537	39,656,728	38,594,019
<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. SIT Recoverable .....	504,958		504,958	0
2302. Leasehold Improvements .....	8,423	8,423	0	0
2303. Prepaid Expenses .....	100,187	100,187	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	23,510	23,510	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	637,078	132,120	504,958	0

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded)	17,365,536		17,365,536	16,797,871
2. Accrued medical incentive pool and bonus amounts	471,304		471,304	256,719
3. Unpaid claims adjustment expenses	175,902		175,902	163,356
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	503,499		503,499	392,293
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses))			0	145,108
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	64,636		64,636	16,940
13. Remittances 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	145,537		145,537	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	18,726,414	0	18,726,414	17,772,287
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
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	4,329,314	4,220,732
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) \$ ..... )	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) \$ ..... )	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	20,930,314	20,821,732
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	39,656,728	38,594,019
<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 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	164,530	167,469	659,957
2. Net premium income (including \$ ..... non-health premium income).....	XXX	46,669,408	44,091,350	177,558,026
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	(2,546,095)	(2,397,534)	(9,544,627)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	44,123,313	41,693,816	168,013,399
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		30,057,568	27,716,889	113,969,560
10. Other professional services .....		1,762,348	1,615,427	6,472,359
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		2,971,572	3,155,900	10,867,644
13. Prescription drugs .....		5,457,999	5,011,043	20,327,958
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		456,557	191,615	582,051
16. Subtotal (Lines 9 to 15) .....	0	40,706,044	37,690,874	152,219,572
<b>Less:</b>				
17. Net reinsurance recoveries .....		(356,699)	(153,748)	147,399
18. Total hospital and medical (Lines 16 minus 17) .....	0	41,062,743	37,844,622	152,072,173
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ ..... cost containment expenses.....		560,480	471,121	2,110,068
21. General administrative expenses.....		2,740,978	2,846,500	12,693,853
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	44,364,201	41,162,243	166,876,094
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(240,888)	531,573	1,137,305
25. Net investment income earned .....		235,123	424,200	1,342,072
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	(127,067)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	235,123	424,200	1,215,005
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... ) .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	(5,765)	955,773	2,352,310
31. Federal and foreign income taxes incurred .....	XXX	(288)	298,680	255,569
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(5,477)	657,093	2,096,741
<b>DETAILS OF WRITE-INS</b>				
0601. QAAP Assessment.....	XXX	(2,576,783)	(2,425,081)	(9,652,930)
0602. Other Revenue.....	XXX	30,688	27,547	108,303
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	(2,546,095)	(2,397,534)	(9,544,627)
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

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

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
<b>CAPITAL AND SURPLUS ACCOUNT:</b>			
33. Capital and surplus prior reporting year.....	20,821,732	26,608,937	26,608,937
34. Net income or (loss) from Line 32.....	(5,477)	657,093	2,096,741
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	0	0	1,365
39. Change in nonadmitted assets.....	114,059	36,940	114,689
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		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	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....	0	0	(8,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	108,582	694,033	(5,787,205)
49. Capital and surplus end of reporting period (Line 33 plus 48)	20,930,314	27,302,970	20,821,732
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	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.....	46,669,408	177,558,026
2. Net investment income .....	265,358	1,533,298
3. Miscellaneous income .....	(2,523,078)	(9,326,618)
4. Total (Lines 1 to 3) .....	44,411,688	169,764,706
5. Benefit and loss related payments .....	39,875,072	152,171,098
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,177,706	15,162,837
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses)	201,214	233,927
10. Total (Lines 5 through 9) .....	43,253,992	167,567,862
11. Net cash from operations (Line 4 minus Line 10) .....	1,157,696	2,196,844
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	45,662	10,917,921
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 .....	0	0
12.7 Miscellaneous proceeds .....	0	76,622
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	45,662	10,994,543
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	0	7,485,527
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 .....	0	1,161,449
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	0	8,646,976
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	45,662	2,347,567
<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 .....	0	8,000,000
16.6 Other cash provided (applied).....	1,131,195	(1,627,200)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	1,131,195	(9,627,200)
<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) .....	2,334,553	(5,082,789)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	15,713,094	20,795,883
19.2 End of period (Line 18 plus Line 19.1) .....	18,047,647	15,713,094

**STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.**

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year .....	54,707	.0	.0	.0	.0	.0	.0	.0	54,707	.0
2. First Quarter .....	54,522								54,522	
3. Second Quarter .....	.0									
4. Third Quarter .....	.0									
5. Current Year .....	.0									
6. Current Year Member Months .....	164,530								164,530	
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	110,276								110,276	
8. Non-Physician .....	16,682								16,682	
9. Total .....	126,958	.0	.0	.0	.0	.0	.0	.0	126,958	.0
10. Hospital Patient Days Incurred .....	9,475								9,475	
11. Number of Inpatient Admissions .....	2,072								2,072	
12. Health Premiums Written .....	46,954,903								46,954,903	
13. Life Premiums Direct .....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	46,954,903								46,954,903	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	39,923,794								39,923,794	
18. Amount Incurred for Provision of Health Care Services .....	40,706,044								40,706,044	

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



STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid .....	11,252,226	28,915,835	3,143,428	14,222,108	14,395,654	16,797,871
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	11,252,226	28,915,835	3,143,428	14,222,108	14,395,654	16,797,871
10. Healthcare receivables (a) .....		129,440			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	241,872		159,503	311,801	401,375	256,719
13. Totals	11,494,098	28,786,395	3,302,931	14,533,909	14,797,029	17,054,590

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

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## NOTES TO FINANCIAL STATEMENTS

- 1. Summary of Significant Accounting Policies**  
No significant changes from prior year end
- 2. Accounting Changes and Corrections of Errors**  
No significant changes from prior year end
- 3. Business Combinations and Goodwill**  
No significant changes from prior year end
- 4. Discontinued Operations**  
No significant changes from prior year end
- 5. Investments**  
No significant changes from prior year end
- 6. Joint Ventures, Partnerships, or Limited Liability Companies**  
No significant changes from prior year end
- 7. Investment Income**  
No significant changes from prior year end
- 8. Derivative Instruments**  
No significant changes from prior year end
- 9. Income Taxes**  
No significant changes from prior year end
- 10. Information Concerning Parent, Subsidiaries, and Affiliates**  
No significant changes from prior year end
- 11. Debt**  
No significant changes from prior year end
- 12. Retirement Plans, Deferred Compensation, Post Retirement Benefits and Compensated Absences and Other Post Retirement Benefits Plan**  
No significant changes from prior year end
- 13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**  
No significant changes from prior year end
- 14. Contingencies**  
No significant changes from prior year end
- 15. Leases**  
No significant changes from prior year end
- 16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk**  
No significant changes from prior year end
- 17. Sales, transfer and Servicing of Financial Assets and Extinguishments of Liabilities**  
No significant changes from prior year end
- 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion Of Partially Insured Plans**  
No significant changes from prior year end
- 19. Direct Premiums Written/Produced by Managing General Agents/Third Party Administrators**  
No significant changes from prior year end
- 20. Other Items**  
No significant changes from prior year end

## NOTES TO FINANCIAL STATEMENTS

**21. Events Subsequent**

No significant changes from prior year end

**22. Reinsurance**

No significant changes from prior year end

**23. Retrospectively Rated Contracts & Contracts subject to Redetermination**

No significant changes from prior year end

**24. Change in Incurred Claims and Claims Adjustment Expense**

No significant changes from prior year end

**25. Intercompany Pooling Arrangements**

No significant changes from prior year end

**26. Structured Settlement**

No significant changes from prior year end

**27. Health Care Receivable**

No significant changes from prior year end

**28. Participating Policies**

No significant changes from prior year end

**29. Premium Deficiency Reserves**

No significant changes from prior year end

**30. Anticipated Salvage and Subrogation**

No significant changes from prior year end

**GENERAL INTERROGATORIES**

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

**PART 1 - COMMON INTERROGATORIES  
GENERAL**

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

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [X] NA [ ]  
If yes, attach an explanation.
  
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2005
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 10/24/2006
- 6.4 By what department or departments?  
Office of Financial and Insurance Regulation.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] NA [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes [X] No [ ] NA [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?..... Yes [ ] No [X]
- 7.2 If yes, give full information:  
.....
  
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [ ] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
.....
  
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [ ] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

**GENERAL INTERROGATORIES**

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes [X] No [ ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:  
.....
- 9.2 Has the code of ethics for senior managers been amended?..... Yes [ ] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [ ] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).  
.....

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [ ] No [X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ .....

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [X]
- 11.2 If yes, give full and complete information relating thereto:  
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....
13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [X]
- 14.2 If yes, please complete the following:
- |   | 1   | 2  |
|---|---|--|
|   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 Bonds .....   | \$ .....  | \$ .....   |
| 14.22 Preferred Stock .....   | \$ .....  | \$ .....   |
| 14.23 Common Stock .....  | \$ .....  | \$ .....   |
| 14.24 Short-Term Investments .....  | \$ .....  | \$ .....   |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....  | \$ .....   |
| 14.26 All Other .....   | \$ .....  | \$ .....   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal<br>Lines 14.21 to 14.26)..... | \$ .....0   | \$ .....0  |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above ....                          | \$ .....  | \$ .....   |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]  
If no, attach a description with this statement.

**GENERAL INTERROGATORIES**

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

Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
Citigroup, N.A.....	3800 Citigroup Center, Building B 02/08, Tampa, FL 33610-9122.....

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? .....

Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107423.....	Conning. & Company.....	185 Asylum Street, City Place II, Hartford, CT...06103-4105.....
25995.....	Citigroup.....	3800 Citigroup, Building B 02/08, Tampa, FL... 33610-9122.....

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

Yes [X] No [ ]

17.2 If no, list exceptions:

.....



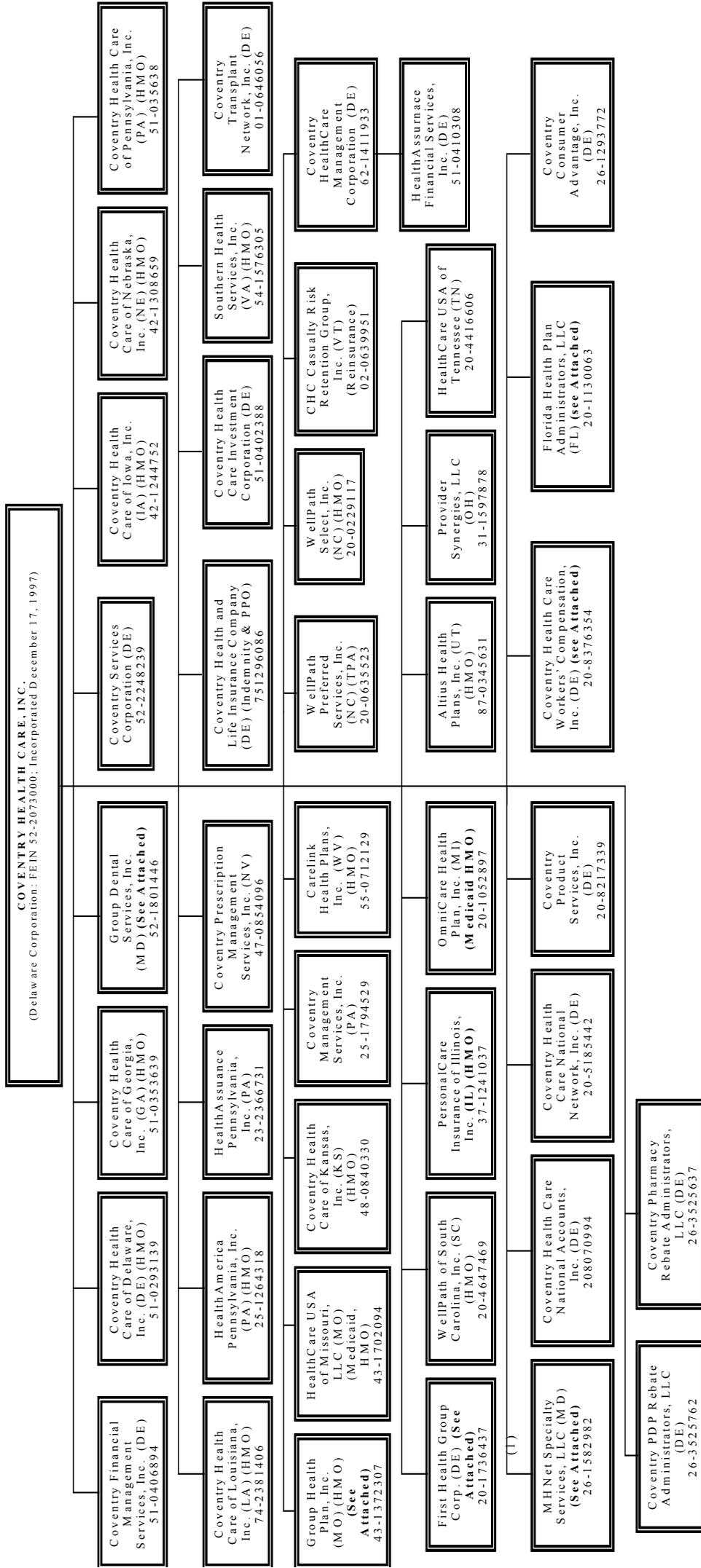
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

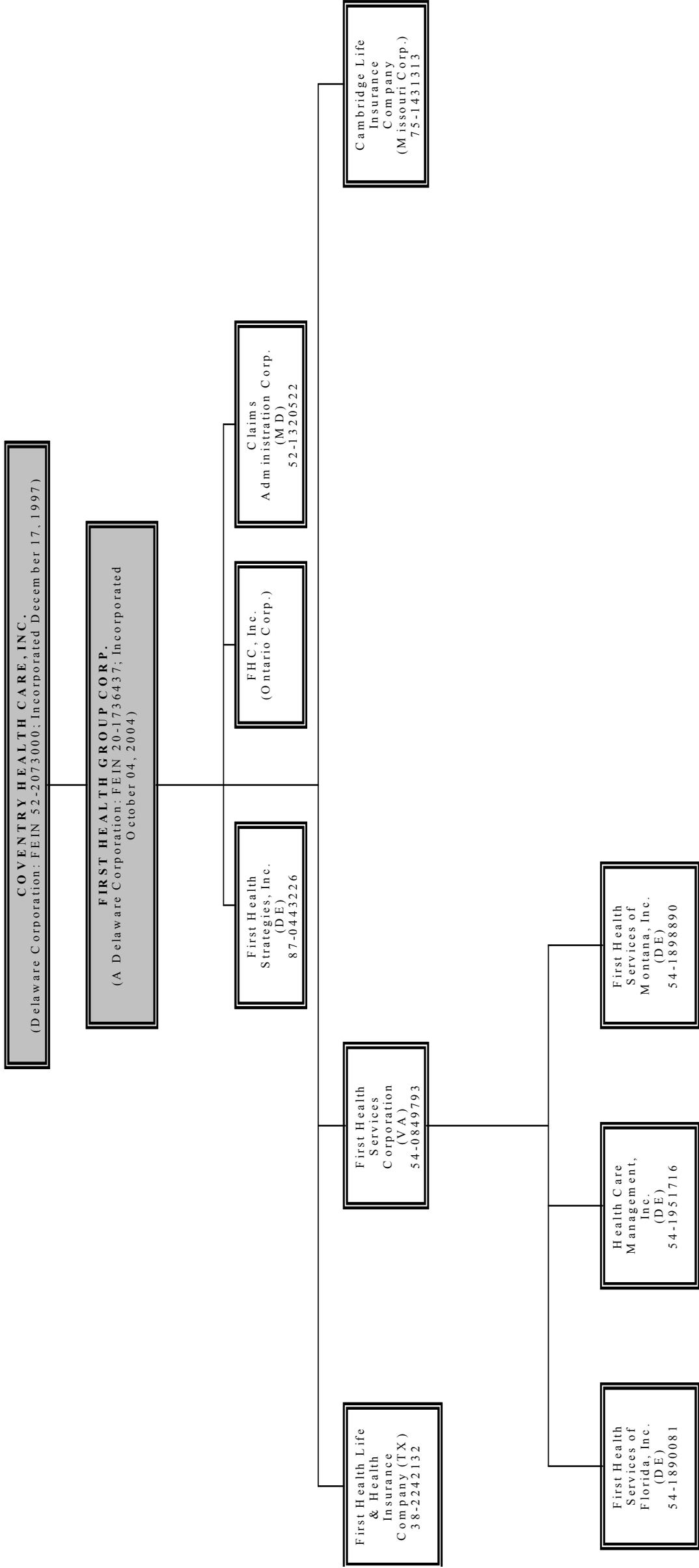
States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							.0	
2. Alaska	AK	N							.0	
3. Arizona	AZ	N							.0	
4. Arkansas	AR	N							.0	
5. California	CA	N							.0	
6. Colorado	CO	N							.0	
7. Connecticut	CT	N							.0	
8. Delaware	DE	N							.0	
9. District of Columbia	DC	N							.0	
10. Florida	FL	N							.0	
11. Georgia	GA	N							.0	
12. Hawaii	HI	N							.0	
13. Idaho	ID	N							.0	
14. Illinois	IL	N							.0	
15. Indiana	IN	N							.0	
16. Iowa	IA	N							.0	
17. Kansas	KS	N							.0	
18. Kentucky	KY	N							.0	
19. Louisiana	LA	N							.0	
20. Maine	ME	N							.0	
21. Maryland	MD	N							.0	
22. Massachusetts	MA	N							.0	
23. Michigan	MI	L		46,954,903					46,954,903	
24. Minnesota	MN	N							.0	
25. Mississippi	MS	N							.0	
26. Missouri	MO	N							.0	
27. Montana	MT	N							.0	
28. Nebraska	NE	N							.0	
29. Nevada	NV	N							.0	
30. New Hampshire	NH	N							.0	
31. New Jersey	NJ	N							.0	
32. New Mexico	NM	N							.0	
33. New York	NY	N							.0	
34. North Carolina	NC	N							.0	
35. North Dakota	ND	N							.0	
36. Ohio	OH	N							.0	
37. Oklahoma	OK	N							.0	
38. Oregon	OR	N							.0	
39. Pennsylvania	PA	N							.0	
40. Rhode Island	RI	N							.0	
41. South Carolina	SC	N							.0	
42. South Dakota	SD	N							.0	
43. Tennessee	TN	N							.0	
44. Texas	TX	N							.0	
45. Utah	UT	N							.0	
46. Vermont	VT	N							.0	
47. Virginia	VA	N							.0	
48. Washington	WA	N							.0	
49. West Virginia	WV	N							.0	
50. Wisconsin	WI	N							.0	
51. Wyoming	WY	N							.0	
52. American Samoa	AS	N							.0	
53. Guam	GU	N							.0	
54. Puerto Rico	PR	N							.0	
55. U.S. Virgin Islands	VI	N							.0	
56. Northern Mariana Islands	MP	N							.0	
57. Canada	CN	N							.0	
58. Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	.0	46,954,903	.0	.0	.0	46,954,903	.0	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0		
61. Total (Direct Business)	(a) 1	0	0	46,954,903	0	0	0	46,954,903	0	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 L responses except for Canada and other Alien.

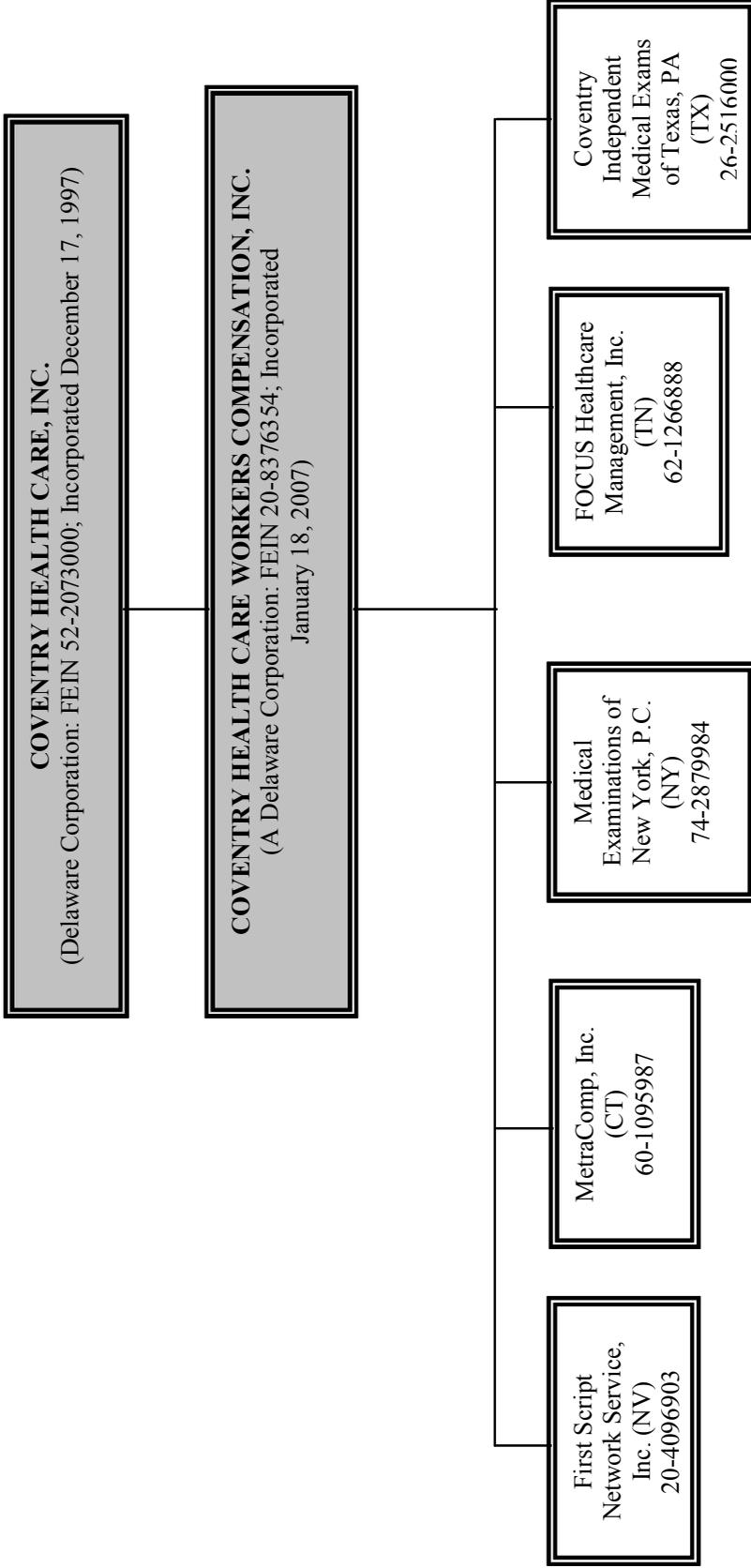
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART**



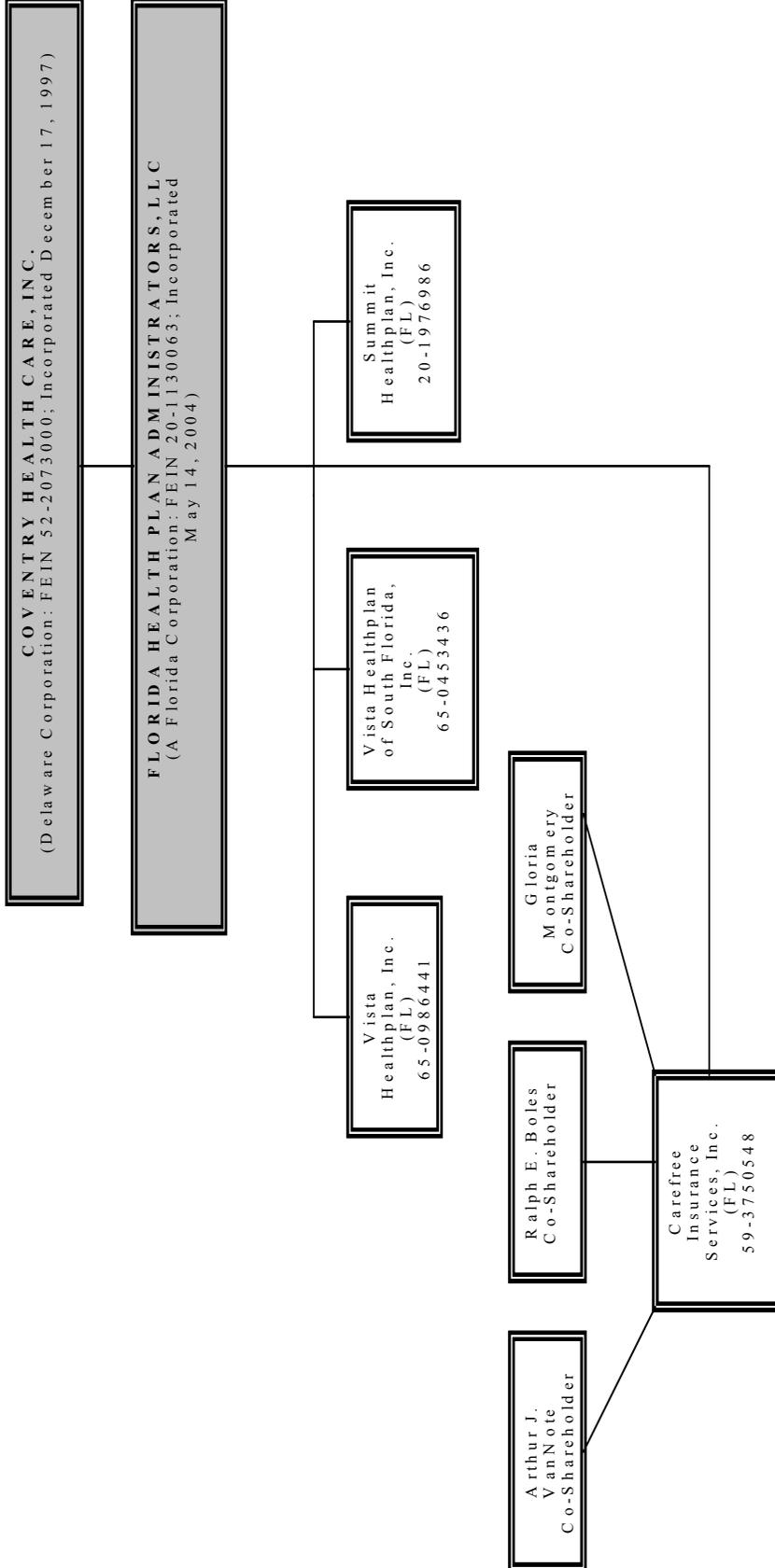
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART**



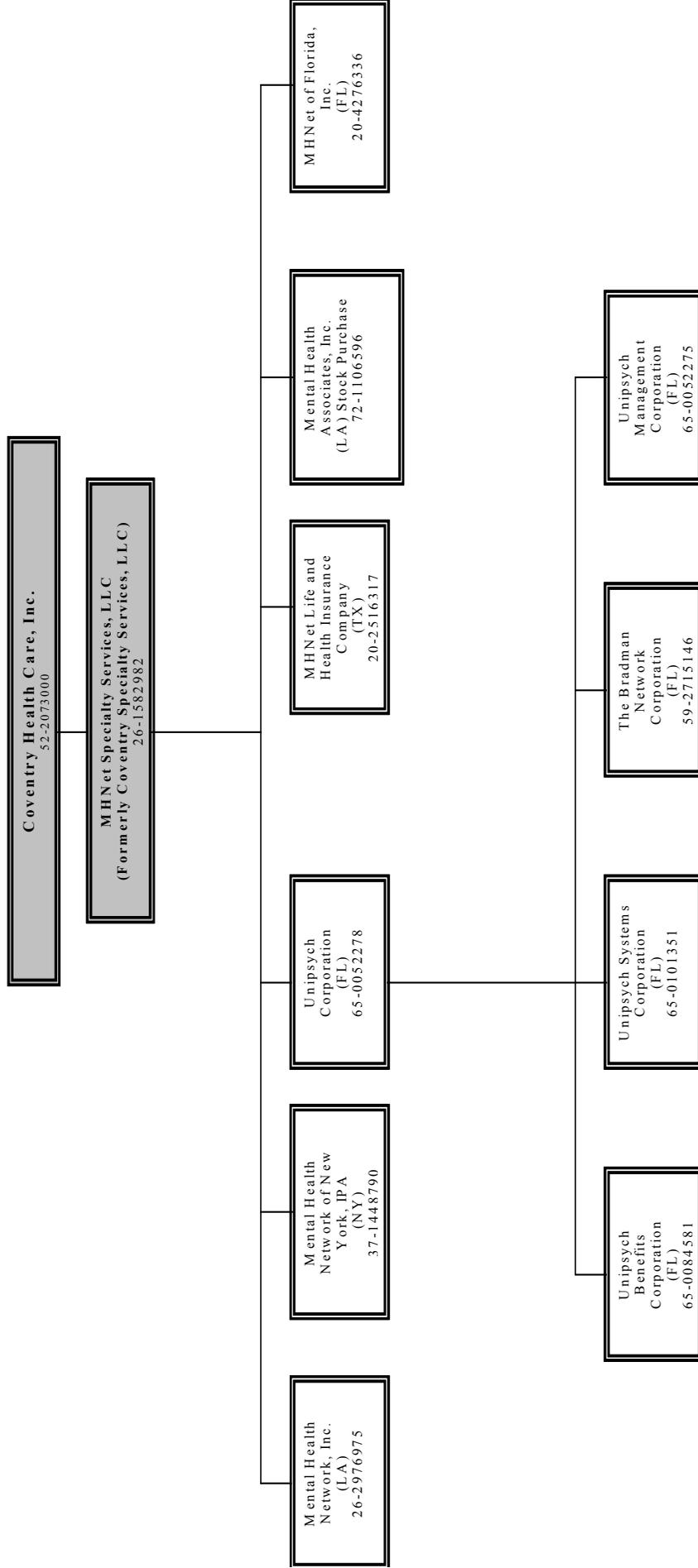
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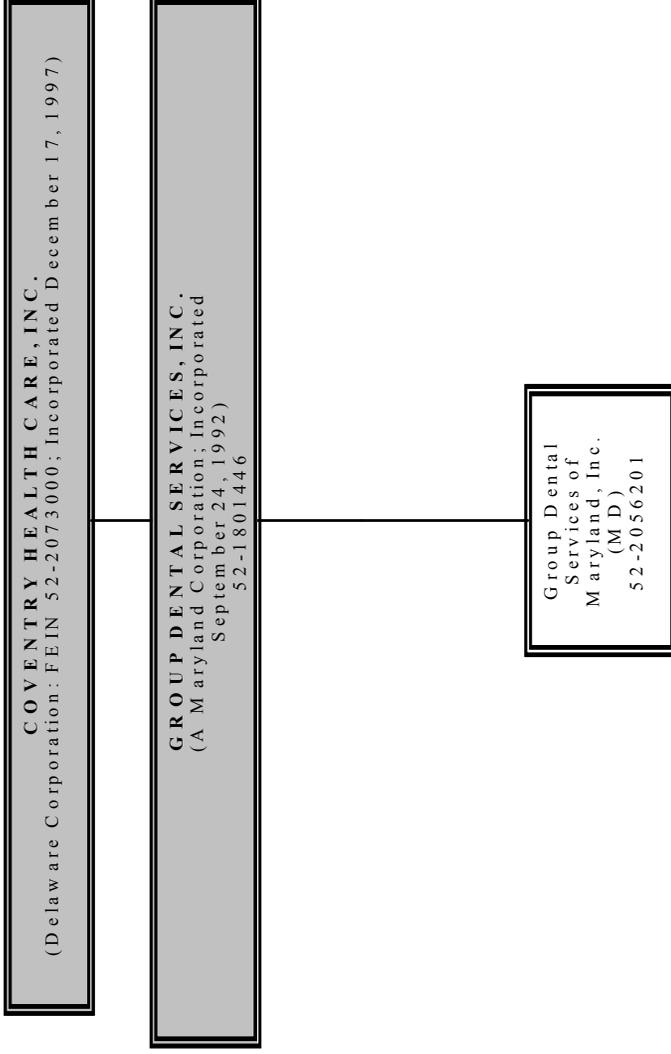
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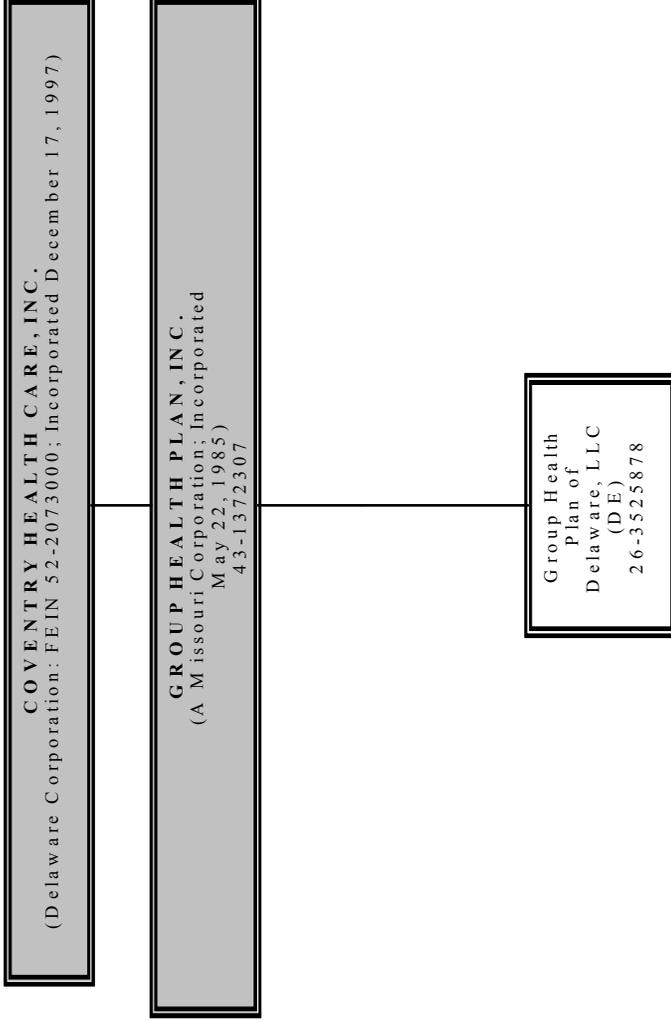
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PART 1 - ORGANIZATIONAL CHART**



**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**



STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

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

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

**Explanation:**

1.

**Bar Code:**

1.



**OVERFLOW PAGE FOR WRITE-INS**

MQ002 Additional Aggregate Lines for Page 02 Line 23.

\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2304. Vehicles.....	23,510	23,510	0	0
2397. Summary of remaining write-ins for Line 23 from Page 02	23,510	23,510	0	0

**SCHEDULE A - VERIFICATION**

**Real Estate**

	1 Year to Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

**SCHEDULE B – VERIFICATION**

**Mortgage Loans**

	1 Year to Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

**SCHEDULE BA – VERIFICATION**

**Other Long-Term Invested Assets**

	1 Year To Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

**SCHEDULE D – VERIFICATION**

**Bonds and Stocks**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	18,649,292	22,338,101
2. Cost of bonds and stocks acquired		7,485,527
3. Accrual of discount	2,465	6,127
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	(50,445)
6. Deduct consideration for bonds and stocks disposed of	45,662	10,917,921
7. Deduct amortization of premium	32,859	135,475
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	76,622
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	18,573,236	18,649,292
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	18,573,236	18,649,292

STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a)	37,850,428	65,301,257	63,793,116	(84,419)	39,274,150	0	0	37,850,428
2. Class 2 (a)	0	0	0	54,025	54,025	0	0	0
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	37,850,428	65,301,257	63,793,116	(30,394)	39,328,175	0	0	37,850,428
<b>PREFERRED STOCK</b>								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	37,850,428	65,301,257	63,793,116	(30,394)	39,328,175	0	0	37,850,428

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 0 ; NAIC 2 \$ 20,754,939 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

**SCHEDULE DA - PART 1**

**Short-Term Investments**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	19,936,974	XXX	19,936,974	0	0

**SCHEDULE DA - VERIFICATION**

**Short-Term Investments**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	18,636,642	23,562,896
2. Cost of short-term investments acquired .....	63,030,669	207,379,819
3. Accrual of discount.....	0	4,594
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	61,730,337	212,310,666
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	19,936,974	18,636,642
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	19,936,974	18,636,642

Schedule DB - Part F - Section 1

**NONE**

Schedule DB - Part F - Section 2

**NONE**

## SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	564,494	0
2. Cost of cash equivalents acquired.....	2,270,588	9,126,172
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	2,017,117	8,561,677
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	817,965	564,494
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	817,965	564,494

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

Schedule D - Part 3

**NONE**

STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

**SCHEDULE D - PART 4**

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interests/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator		
0999999 - Bonds - U.S. Governments	ALL Other Governments				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1799999 - Bonds - U.S. States, Territories and Possessions	U.S. States, Territories and Possessions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions	U.S. Political Subdivisions of States, Territories and Possessions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
3129K4-12-9	FG 443945	03/01/2009	MBS PAYMENT		3,847	3,847	3,933	3,848	0	0	0	0	0	0	3,847	0	0	0	0	04/01/2034	1	
312975-22-0	FG 434361	03/01/2009	MBS PAYMENT		3,575	3,575	3,617	3,576	0	0	0	0	0	0	3,575	0	0	0	0	03/33/06/01/2034	1	
313714-GA-9	FN 253893	03/01/2009	MBS PAYMENT		6,053	6,053	6,022	6,052	0	0	0	0	0	0	6,053	0	0	0	0	05/01/2025	1	
314074-PZ-8	FN 824640	03/01/2009	MBS PAYMENT		6,777	6,777	6,813	6,780	0	0	0	0	0	0	6,777	0	0	0	0	11/01/2034	1	
314074-3E-7	FN 831698	03/01/2009	MBS PAYMENT		18,226	18,226	17,964	18,194	0	0	0	0	0	0	18,226	0	0	0	0	07/01/2035	1	
314074-JK-7	FN 840066	03/01/2009	MBS PAYMENT		3,519	3,519	3,546	3,520	0	0	0	0	0	0	3,519	0	0	0	0	01/01/2035	1	
314711-66-8	FN 916599	03/01/2009	MBS PAYMENT		3,665	3,665	3,570	3,653	0	0	0	0	0	0	3,665	0	0	0	0	06/01/2034	1	
3799999 - Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of ...					45,662	45,662	45,465	45,633	0	0	0	0	29	0	45,662	0	0	0	470	XXX	XXX	
3899999 - Bonds - Industrial and Miscellaneous	Industrial and Miscellaneous				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
4199999 - Bonds - Credit Tenant Loans	Credit Tenant Loans				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
4899999 - Total - Bonds - Hybrid Securities	Hybrid Securities				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
5599999 - Bonds - Parent, Subsidiaries and Affiliates	Parent, Subsidiaries and Affiliates				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
8399997 - Bonds - Part 4					45,662	45,662	45,465	45,633	0	29	0	0	29	0	45,662	0	0	0	470	XXX	XXX	
8399999 - Total - Bonds					45,662	45,662	45,465	45,633	0	29	0	0	29	0	45,662	0	0	0	470	XXX	XXX	
8499999 - Preferred Stocks - Industrial and Miscellaneous	Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8599999 - Preferred Stocks - Parent, Subsidiaries and Affiliates	Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999997 - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999999 - Total - Preferred Stocks	Preferred Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9099999 - Common Stocks - Industrial and Miscellaneous	Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9199999 - Common Stocks - Parent, Subsidiaries and Affiliates	Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9299999 - Common Stocks - Mutual Funds	Common Stocks - Mutual Funds				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9399999 - Common Stocks - Money Market Mutual Funds	Common Stocks - Money Market Mutual Funds				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997 - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799999 - Total - Common Stocks	Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999 - Total - Preferred and Common Stocks	Preferred and Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 Totals					45,662	XXX	45,465	45,633	0	0	0	0	29	0	45,662	0	0	0	470	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part D - Section 1

**NONE**



STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
0199999 - U.S. Governments - Issuer Obligations					0	0	0
0299999 - U.S. Governments - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
0399999 - U.S. Governments - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
0399999 - Total - U.S. Government Bonds					0	0	0
0499999 - All Other Governments - Issuer Obligations					0	0	0
0599999 - All Other Governments - Single Class Mortgage-Backed/ Asset-Backed Securities					0	0	0
0699999 - All Other Governments - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
0799999 - All Other Governments - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
0899999 - All Other Governments - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
0999999 - All Other Governments - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
1099999 - Total - All Other Government Bonds					0	0	0
1199999 - States, Territories and Possessions - Issuer Obligations					0	0	0
1299999 - States, Territories and Possessions - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
1399999 - States, Territories and Possessions - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
1499999 - States, Territories and Possessions - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
1599999 - States, Territories and Possessions - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
1699999 - States, Territories and Possessions - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
1799999 - Total - States, Territories and Possessions Bonds					0	0	0
1899999 - Political Subdivisions - Issuer Obligations					0	0	0
1999999 - Political Subdivisions - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
2099999 - Political Subdivisions - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
2199999 - Political Subdivisions - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
2299999 - Political Subdivisions - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
2399999 - Political Subdivisions - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
2499999 - Total - Political Subdivisions Bonds					0	0	0
2599999 - Special Revenue - Issuer Obligations					0	0	0
2699999 - Special Revenue - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
2799999 - Special Revenue - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
2899999 - Special Revenue - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
2999999 - Special Revenue - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
3099999 - Special Revenue - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
3199999 - Total - Special Revenue Bonds					0	0	0
CITI_DCCC_U92_MONEY_MARKET_04/15/2009.....		03/30/2009.....	0.080	04/15/2009.....	817,965	59	0
3299999 - Industrial and Miscellaneous - Issuer Obligations					817,965	59	0
3399999 - Industrial and Miscellaneous - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
3499999 - Industrial and Miscellaneous - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
3599999 - Industrial and Miscellaneous - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
3699999 - Industrial and Miscellaneous - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
3799999 - Industrial and Miscellaneous - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
3899999 - Total - Industrial and Miscellaneous Bonds					817,965	59	0
3999999 - Credit Tenant Loans - Issuer Obligations					0	0	0
4099999 - Credit Tenant Loans - Single Class Mortgage-Backed Securities					0	0	0
4199999 - Total - Credit Tenant Loans					0	0	0
4299999 - Hybrid Securities - Issuer Obligations					0	0	0
4399999 - Hybrid Securities - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
4499999 - Hybrid Securities - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
4599999 - Hybrid Securities - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
4699999 - Hybrid Securities - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
4799999 - Public Utilities - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
4899999 - Total - Hybrid Securities					0	0	0
4999999 - Parent, Subsidiaries and Affiliates - Issuer Obligations					0	0	0
5099999 - Parent, Subsidiaries and Affiliates - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
5199999 - Parent, Subsidiaries and Affiliates - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
5299999 - Parent, Subsidiaries and Affiliates - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
5399999 - Parent, Subsidiaries and Affiliates - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
5499999 - Parent, Subsidiaries and Affiliates - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					0	0	0
5599999 - Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0

STATEMENT AS OF MARCH 31, 2009 OF THE OmniCare Health Plan, Inc.

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
7799999 - Total - Issuer Obligations					817,965	59	0
7999999 - Total - Single Class Mortgage-Backed/Asset-Backed Securities					0	0	0
7999999 - Total - Defined Multi-Class Residential Mortgage-Backed Securities					0	0	0
8099999 - Total - Other Multi-Class Residential Mortgage-Backed Securities					0	0	0
8199999 - Total - Defined Multi-Class Commercial Mortgage-Backed Securities					0	0	0
8299999 - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					817,965	59	0
8399999 - Total - Bonds					0	0	0
8499999 - Sweep Accounts					0	0	0
8599999 - Other Cash Equivalents					0	0	0
					817,965	59	0
<b>8699999 Totals</b>					<b>817,965</b>	<b>59</b>	<b>0</b>