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QUARTERLY STATEMENT

AS OF JUNE 30, 2011

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 (Street and Number), Detroit, MI 48207 (City or Town, State and Zip Code)

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

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

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

Internet Web Site Address www.omnicarehealthplan.com

Statutory Statement Contact Kenyata J. Rogers (Name) 313-465-1519 (Area Code) (Telephone Number) (Extension)

KJRogers@cvty.com (E-mail Address) 313-465-1604 (FAX Number)

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Shirley Ann Roquemore-Smith	Secretary

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Kenneth A. Burdick	Charmaine Romero #	Drew Joyce #
Ernestine Romero	William R. Rooney		

State of Michigan
ss
County of Wayne

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

Beverly Ann Allen President and Chief Executive Officer	Kenyata J. Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer

Subscribed and sworn to before me this
day of August, 2011

Rochelle D. Jenkins, Notary Public
12/25/2012

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

b. If no:
1. State the amendment number 0
2. Date filed
3. Number of pages attached 0

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	23,328,561		23,328,561	21,708,655
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 ($ 34,376,232), cash equivalents ($ 844,072) and short-term investments ($ 0)	35,220,304		35,220,304	20,027,346
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	58,548,865	0	58,548,865	41,736,001
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	228,631		228,631	216,229
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	226,833		226,833	492,982
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	647,851	2,629	645,222	645,222
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	1,186	1,186	0	0
21. Furniture and equipment, including health care delivery assets ($ .....)	56,996	56,996	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care ($ .....) and other amounts receivable	1,250,042		1,250,042	1,829,306
25. Aggregate write-ins for other than invested assets	77,305	77,305	0	457,995
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	61,037,709	138,116	60,899,593	45,377,735
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	61,037,709	138,116	60,899,593	45,377,735
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Tax Refund Receivable			0	457,995
2502. Prepaid Expenses	64,044	64,044	0	0
2503. Vehicles	13,261	13,261	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	77,305	77,305	0	457,995

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	19,176,853		19,176,853	17,988,079
2. Accrued medical incentive pool and bonus amounts	1,673,306		1,673,306	1,170,846
3. Unpaid claims adjustment expenses	241,661		241,661	231,558
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	14,441,965		14,441,965	150,092
9. General expenses due or accrued	880,939		880,939	1,028,867
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized gains (losses))	69,957		69,957	69,416
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	62,816		62,816	7,735
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	77,864		77,864	142,263
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with $ ..... authorized reinsurers and $ ..... unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	36,625,361	0	36,625,361	20,788,856
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	7,673,232	7,987,879
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 $ .....)	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 $ .....)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	24,274,232	24,588,879
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	60,899,593	45,377,735
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
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)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 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	299,014	319,793	629,212
2. Net premium income (including $ non-health premium income)	XXX	94,062,479	95,284,130	187,640,451
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	67,213	60,133	120,149
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	94,129,692	95,344,263	187,760,600
Hospital and Medical:				
9. Hospital/medical benefits		56,205,975	60,977,484	118,361,171
10. Other professional services		2,757,576	2,908,551	5,758,112
11. Outside referrals			0	0
12. Emergency room and out-of-area		5,439,831	6,154,029	11,901,746
13. Prescription drugs		10,335,330	9,937,201	20,079,716
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		1,092,101	644,140	1,932,831
16. Subtotal (Lines 9 to 15)	0	75,830,813	80,621,405	158,033,576
Less:				
17. Net reinsurance recoveries		(165,178)	(62,695)	402
18. Total hospital and medical (Lines 16 minus 17)	0	75,995,991	80,684,100	158,033,174
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ cost containment expenses		1,078,562	1,188,247	2,252,284
21. General administrative expenses		13,137,141	12,134,423	23,436,650
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	90,211,694	94,006,770	183,722,108
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,917,998	1,337,493	4,038,492
25. Net investment income earned		367,104	393,647	790,582
26. Net realized capital gains (losses) less capital gains tax of $ 2,585		4,800	2,188	30,122
27. Net investment gains (losses) (Lines 25 plus 26)	0	371,904	395,835	820,704
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	4,289,902	1,733,328	4,859,196
31. Federal and foreign income taxes incurred	XXX	1,428,244	576,991	1,290,735
32. Net income (loss) (Lines 30 minus 31)	XXX	2,861,658	1,156,337	3,568,461
DETAILS OF WRITE-INS				
0601. QAAP Assessment	XXX		0	0
0602. Other Revenue	XXX	67,213	60,133	120,149
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	67,213	60,133	120,149
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
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.			0	0
1402.			0	0
1403.			0	0
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.			0	0
2902.			0	0
2903.			0	0
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 Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	24,588,879	22,991,060	22,991,060
34.	Net income or (loss) from Line 32	2,861,658	1,156,337	3,568,461
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	(107,836)
39.	Change in nonadmitted assets	323,695	(281,656)	(246,806)
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	(3,500,000)	0	(1,616,000)
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital and surplus (Lines 34 to 47)	(314,647)	874,681	1,597,819
49.	Capital and surplus end of reporting period (Line 33 plus 48)	24,274,232	23,865,741	24,588,879
	DETAILS OF WRITE-INS			
4701.			0	0
4702.			0	0
4703.			0	0
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 To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	108,354,352	95,348,659	187,790,543
2. Net investment income	435,338	460,684	930,850
3. Miscellaneous income	646,479	1,345,201	1,083,469
4. Total (Lines 1 to 3)	109,436,169	97,154,544	189,804,862
5. Benefit and loss related payments	73,819,235	80,845,554	156,618,095
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	14,353,527	13,302,285	25,551,993
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	1,430,288	2,510,580	3,192,048
10. Total (Lines 5 through 9)	89,603,050	96,658,419	185,362,136
11. Net cash from operations (Line 4 minus Line 10)	19,833,119	496,125	4,442,726
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	822,736	2,104,716	4,465,948
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	822,736	2,104,716	4,465,948
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,515,895	7,163,444	8,460,251
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	1,178	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,515,895	7,164,622	8,460,251
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(1,693,159)	(5,059,906)	(3,994,303)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	3,500,000	0	1,616,000
16.6 Other cash provided (applied)	552,998	1,221,122	703,278
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(2,947,002)	1,221,122	(912,722)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	15,192,958	(3,342,659)	(464,299)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	20,027,346	20,491,645	20,491,645
19.2 End of period (Line 18 plus Line 19.1)	35,220,304	17,148,986	20,027,346

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	50,923	0	0	0	0	0	0	0	50,923	0
2 First Quarter	50,371	225	0	0	0	0	0	0	50,146	0
3 Second Quarter	48,179	356	0	0	0	0	0	0	47,823	0
4. Third Quarter	0									
5. Current Year	0									
6 Current Year Member Months	299,016	1,768							297,248	
Total Member Ambulatory Encounters for Period:										
7. Physician	212,409	561							211,848	
8. Non-Physician	32,801	36							32,765	
9. Total	245,210	597	0	0	0	0	0	0	244,613	0
10. Hospital Patient Days Incurred	15,279								15,279	
11. Number of Inpatient Admissions	3,320								3,320	
12. Health Premiums Written (a)	94,477,902	139,018							94,338,884	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	94,477,902	139,018							94,338,884	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	74,139,579	48,798							74,090,781	
18. Amount Incurred for Provision of Health Care Services	75,830,813	58,510							75,772,303	

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
Medco	399,865					399,865
						0
0199999 Individually listed claims unpaid	399,865	0	0	0	0	399,865
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	3,370,601	1,032,108	1,036,652	303,833		5,743,194
0499999 Subtotals	3,770,466	1,032,108	1,036,652	303,833	0	6,143,059
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	13,033,796
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	19,176,855
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,673,306

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	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)	3,131	45,667	1,942	7,770	5,073	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	13,385,937	60,290,165	2,439,462	16,727,679	15,825,399	17,988,079
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	13,389,068	60,335,832	2,441,404	16,735,449	15,830,472	17,988,079
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	355,576	224,276	171,074	1,502,232	526,650	1,170,846
13. Totals (Lines 9-10+11+12)	13,744,644	60,560,108	2,612,478	18,237,681	16,357,122	19,158,925

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

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 June 30, 2011 and December 31, 2010, 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 June 30, 2011 the Plan had provider advances totaling $0 compared to provider advances of $1,439 at December 31, 2010. The provider advances at December 31, 2010 were non-admitted in accordance with the accounting practices and procedures prescribed by the Michigan Office of Financial and Insurance Regulation. 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 reduction of the Plan's statutory surplus at January 31, 2011 and December 31, 2010.

	June 30, 2011	December 31, 2010
Net income Michigan State Basis	$2,861,658	$3,568,461
State Prescribed Practice		
Disallowance of Provider Advances	-	-
Net Income, NAIC SAP	$2,861,,658	$3,568,461
Statutory Surplus Michigan Basis	$24,274,232	$24,588,879
State Prescribed Practices		
Disallowance of Provider Advances	$0.	$1,439
Statutory Surplus, NAIC SAP	$24,274,232	$24,590,318

A. - C. 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

A - C. No significant changes from prior year end.

D.

1. The Company uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility , and pre-payment speeds based on various scenario (Monte Carlo) simulations with credit loss analysis and resulting effective analytics (spread, duration, convexity) and cash-flows on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

2. None

3. None

4. The fair market value, amortized cost and unrealized losses for structured securities (fair value is less than amortized cost for which an other-than-temporary impairment has not been recognized in earnings as a realized loss) owned as of June 30, 2011 are as follows:

Mortgage Backed Securities	Less than 12 months	12 months or more
Fair Market Value	$ 0	$ 0
Amortized Cost	$ 0	$ 0
Unrealized Losses	$ 0	$ 0

There are no structured securities that have been in a continuous unrealized loss position for 12 months or longer.

E - G. No significant changes from prior year end.

NOTES TO FINANCIAL STATEMENTS

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
A - B. No significant changes from prior year end.
C Not Applicable

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. Fair Value Measurements
The Plan did not have any bonds rated 3 or below which are carried at fair value on the Balance Sheet.

21. Other Items
No significant changes from prior year end

22. Events Subsequent
No significant changes from prior year end

23 Reinsurance
No significant changes from prior year end

24. Retrospectively Rated Contracts & Contracts subject to Redetermination
No significant changes from prior year end

25. Change in Incurred Claims and Claims Adjustment Expense

NOTES TO FINANCIAL STATEMENTS

Reserves as of December 31, 2010 were $19,390,483. As of June 30, 2011, $13,913,503 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserve remaining for prior years are now $2,675,177 as a result of re-estimation of unpaid losses and loss adjustment expenses principally on the Medicaid line of insurance. Therefore, there has been $2,801,803 of favorable prior year development since December 31, 2010. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts that are subject to redetermination.

26. Intercompany Pooling Arrangements
No significant changes from prior year end

27. Structured Settlement
No significant changes from prior year end

28. Health Care Receivable
No significant changes from prior year end

29. Participating Policies
No significant changes from prior year end

30. Premium Deficiency Reserves
No significant changes from prior year end

31. Anticipated Salvage and Subrogation
No significant changes from prior year end

GENERAL INTERROGATORIES

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. 12/31/2009

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. 12/31/2009

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). 09/30/2010

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 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted 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 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
Citibank, N.A.	3800 Citigrouip Center, Buillding B02/08, 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, broker/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, Inc.	One Financial Place, Hartford, CT 06103
25995	Citigroup, N.A.	3800 Citigroup Center, Building B02/08, 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:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent	80.8 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses	15.1 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date	$
2.3 Do you act as an administrator for health savings accounts?	Yes [ ] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date	$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

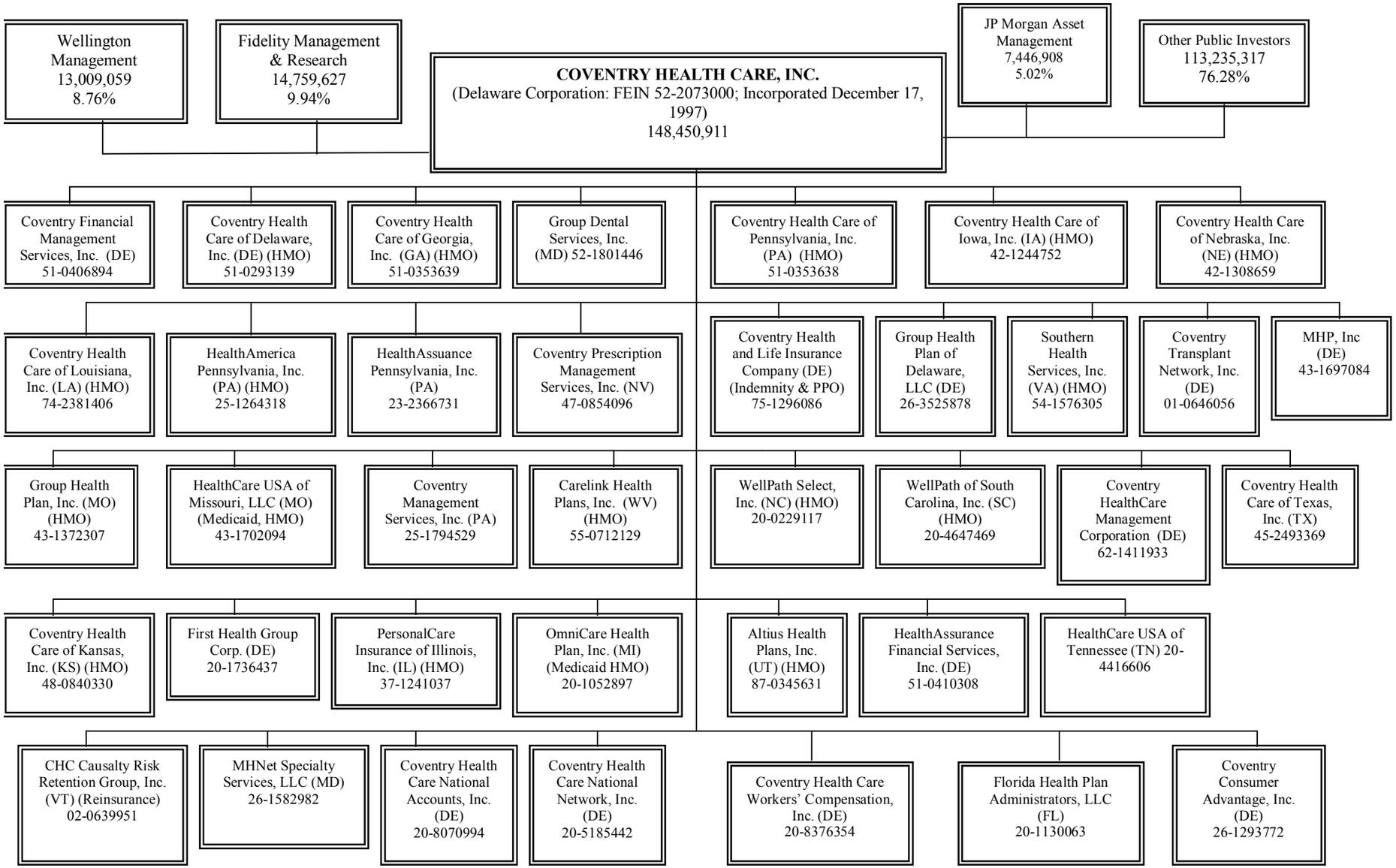
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
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. Dist. 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			94,477,902				94,477,902	
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	94,477,902	0	0	0	94,477,902	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	94,477,902	0	0	0	94,477,902	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	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

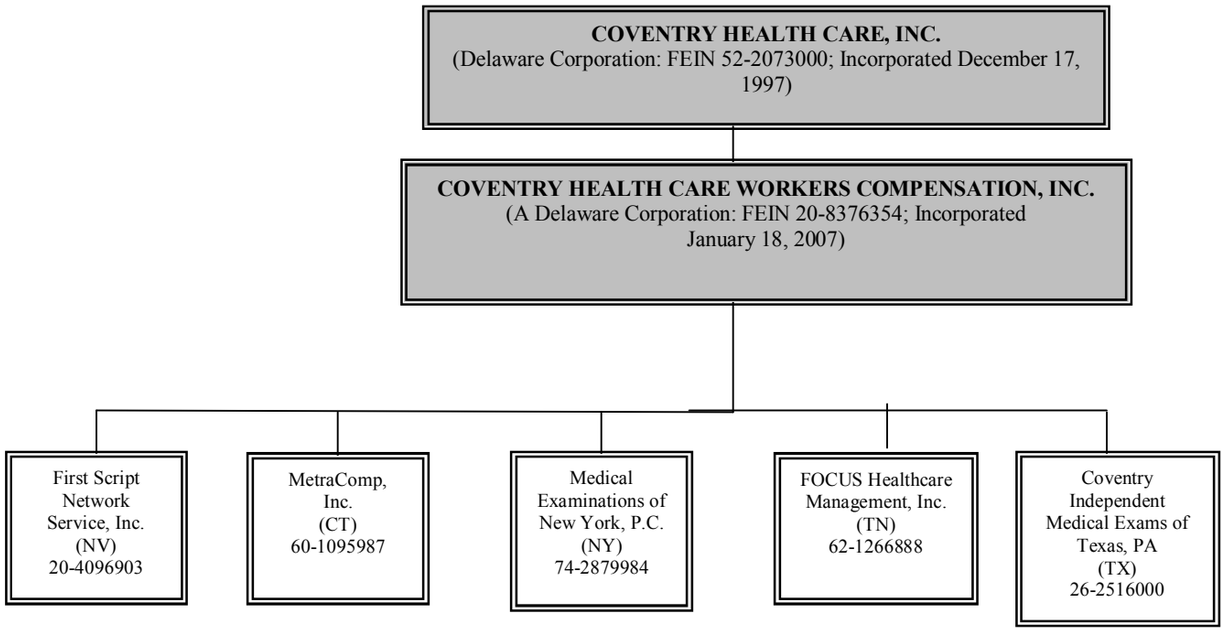
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

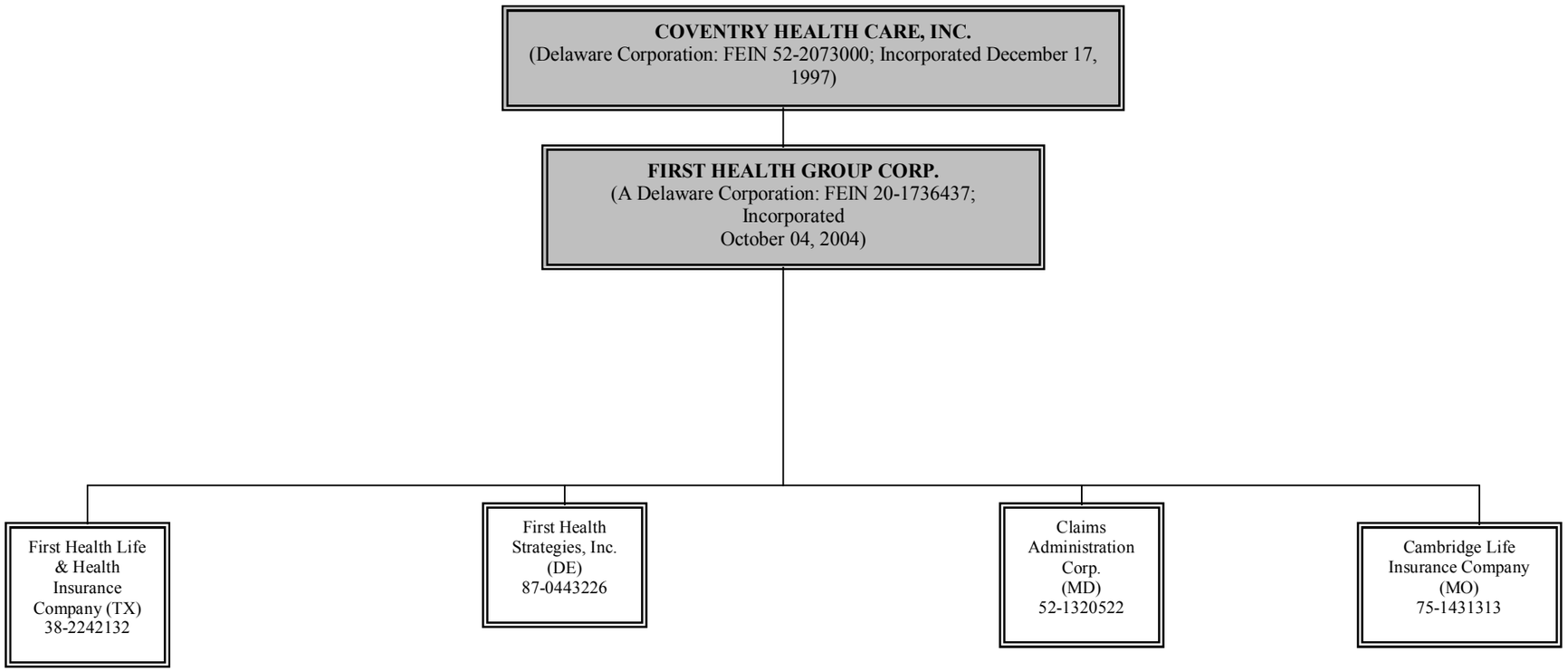
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



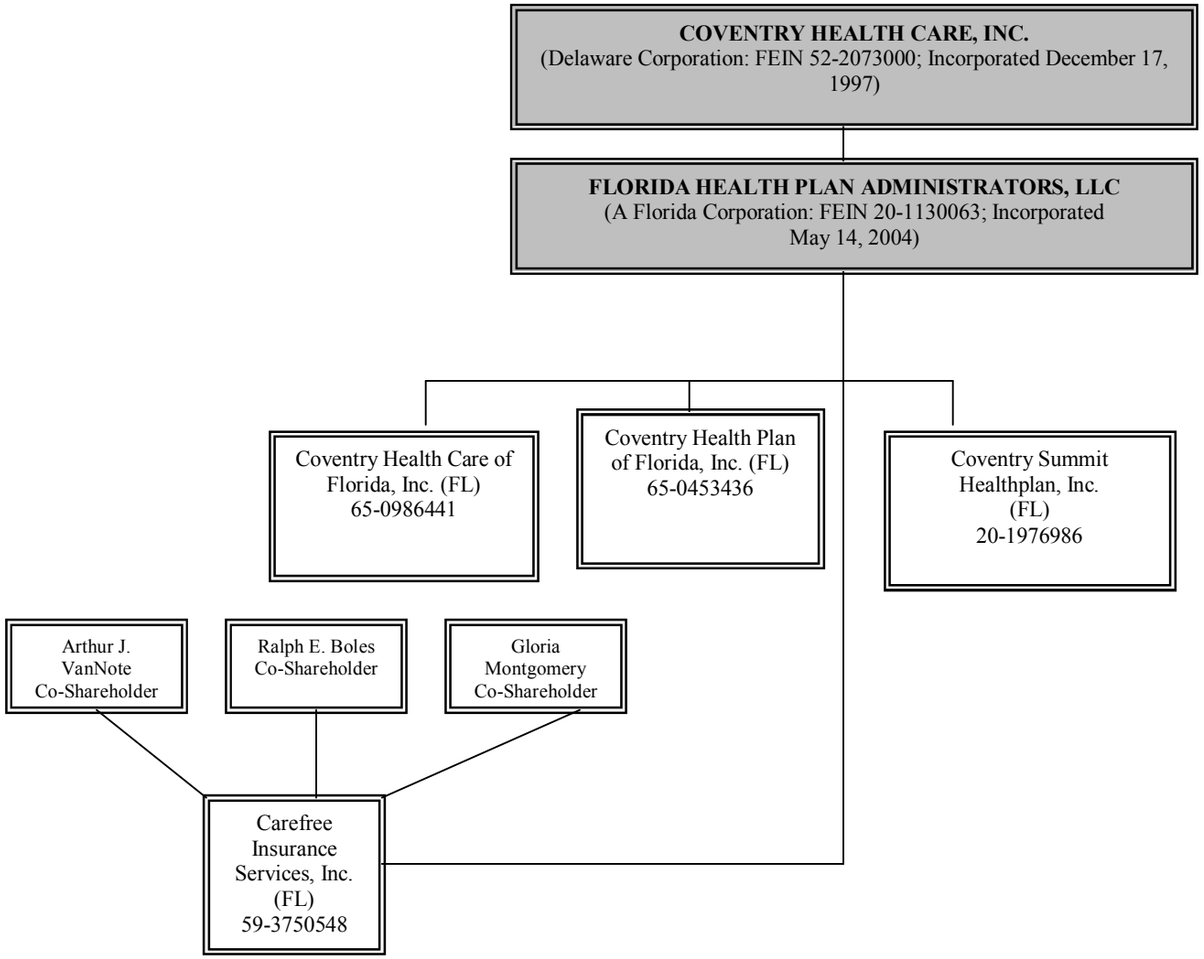
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



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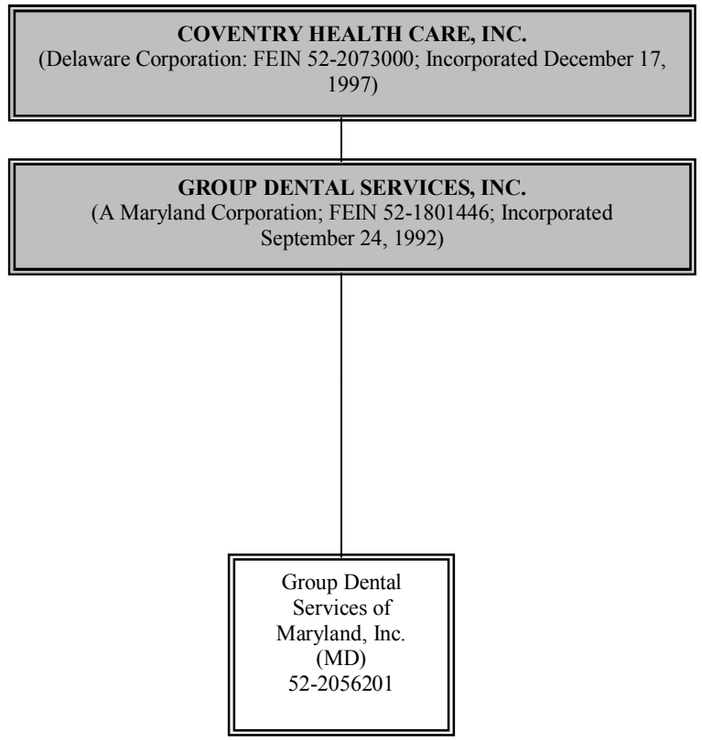
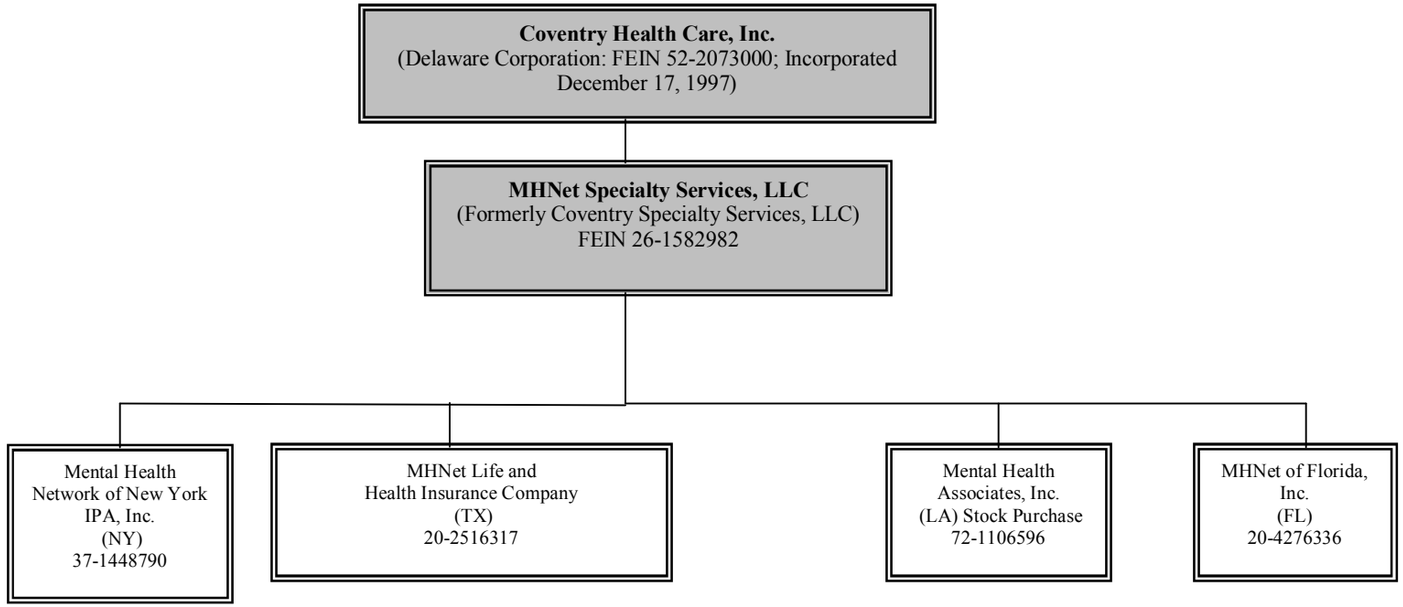
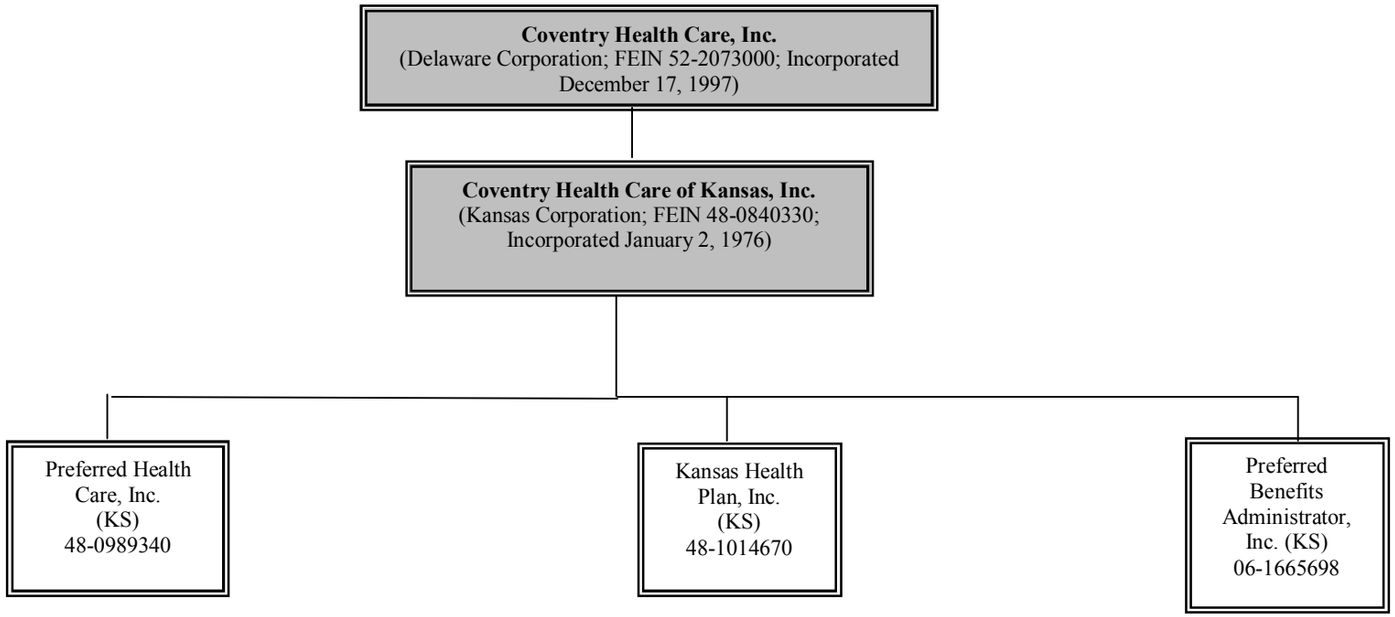


COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (as of June 30, 2011)



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 supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1. Medicaid only Health Plan.

Bar Code:

1. 1 2 1 9 3 2 0 1 1 3 6 5 0 0 0 0 2

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

NONE

	1 Year To Date	2 Prior Year Ended December 31
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
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		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

NONE

	1 Year To Date	2 Prior Year Ended December 31
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
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		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
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

NONE

	1 Year To Date	2 Prior Year Ended December 31
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
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		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	21,708,653	17,809,444
2. Cost of bonds and stocks acquired	2,515,895	8,460,251
3. Accrual of discount	2,374	20,866
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	7,385	46,341
6. Deduct consideration for bonds and stocks disposed of	822,738	4,465,948
7. Deduct amortization of premium	83,007	162,301
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)	23,328,562	21,708,653
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	23,328,562	21,708,653

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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	48,947,459	61,186,363	86,442,569	(39,571)	48,947,459	23,651,683	0	44,862,158
2. Class 2 (a)	522,585	0	0	(1,635)	522,585	520,950	0	524,219
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	49,470,044	61,186,363	86,442,569	(41,206)	49,470,044	24,172,633	0	45,386,377
PREFERRED STOCK								
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	49,470,044	61,186,363	86,442,569	(41,206)	49,470,044	24,172,633	0	45,386,377

(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 $ 844,072 ; NAIC 2 $ 0 ;
NAIC 3 $ 0 ; NAIC 4 $ 0 ; NAIC 5 $ 0 ; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

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

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	21,566,409	20,836,325
2. Cost of short-term investments acquired	133,467,194	249,056,769
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	155,033,603	248,326,685
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)	0	21,566,409
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	21,566,409

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

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	2,111,316	2,196,281
2. Cost of cash equivalents acquired	8,586,119	13,445,792
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	9,853,363	13,530,758
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)	844,072	2,111,315
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	844,072	2,111,315

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

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator [a]
Bonds - Industrial and Miscellaneous (Unaffiliated)									
149123-BU-4	CATERPILLAR INC.		05/24/2011	ROYAL BANK OF SCOTLAND US.		499,620	500,000	0	1FE
22546Q-AF-4	CREDIT SUISSE NEW YORK.		04/14/2011	GOLDMAN SACHS.		246,253	250,000	2,248	1FE
61747Y-DD-4	MORGAN STANLEY.		04/26/2011	VARIOUS.		499,694	500,000	0	1FE
767201-AM-8	RIO TINTO FIN USA LTD.	F	05/17/2011	J.P. MORGAN.		248,765	250,000	0	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,494,332	1,500,000	2,248	XXX
8399997 - Subtotals- Bonds - Part 3						1,494,332	1,500,000	2,248	XXX
8399999 - Subtotals - Bonds						1,494,332	1,500,000	2,248	XXX
9999999 Totals						1,494,332	XXX	2,248	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues 0 .

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identi-fication	Description	Foreign	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 Interest/Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
3128K4-L2-9	FG A43945		06/01/2011	MBS PAYMENT		3,504	3,504	3,582	3,510	0	(6)	0	(6)	0	3,504	0	0	0	77	10/01/2035	1
31297P-Z2-0	FG A34361		06/01/2011	MBS PAYMENT		6,010	6,010	6,081	6,006	0	3	0	3	0	6,010	0	0	0	139	03/01/2034	1
31371M-GA-9	FN 255893		06/01/2011	MBS PAYMENT		6,598	6,598	6,564	6,596	0	2	0	2	0	6,598	0	0	0	146	03/01/2025	1
31407A-PZ-8	FN 824940		06/01/2011	MBS PAYMENT		3,263	3,263	3,280	3,261	0	2	0	2	0	3,263	0	0	0	75	11/01/2034	1
31407H-3F-1	FN 831598		06/01/2011	MBS PAYMENT		6,332	6,332	6,241	6,332	0	0	0	0	0	6,332	0	0	0	158	08/01/2035	1
31407T-JK-7	FN 840066		06/01/2011	MBS PAYMENT		3,101	3,101	3,124	3,099	0	2	0	2	0	3,101	0	0	0	78	04/01/2035	1
31411V-GG-8	FN 915599		06/01/2011	MBS PAYMENT		4,470	4,470	4,354	4,470	0	(1)	0	(1)	0	4,470	0	0	0	100	06/01/2036	1
516446-ES-6	LANSING MICH SEW DISP SYS REV		05/01/2011	MATURITY		250,000	250,000	272,928	251,418	0	(1,418)	0	(1,418)	0	250,000	0	0	0	6,250	05/01/2011	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						283,278	283,278	306,154	284,692	0	(1,416)	0	(1,416)	0	283,278	0	0	0	7,023	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
41283V-AD-5	HDMOT 2007-2 A4		06/15/2011	MBS PAYMENT		74,399	74,399	74,228	74,287	0	113	0	113	0	74,399	0	0	0	1,566	03/15/2012	1FE
478160-AU-8	JOHNSON & JOHNSON		04/13/2011	RBC CAPITAL MARKETS SECURITIES - US		279,388	250,000	274,355	272,765	0	(762)	0	(762)	0	272,003	0	7,385	7,385	9,656	07/15/2018	1FE
69361Y-AF-0	PEGTF 2001-1 A6		06/15/2011	MBS PAYMENT		48,898	48,898	52,206	49,140	0	(242)	0	(242)	0	48,898	0	0	0	1,616	06/15/2013	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						402,685	373,297	400,789	396,192	0	(891)	0	(891)	0	395,300	0	7,385	7,385	12,838	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						685,963	656,575	706,943	680,884	0	(2,307)	0	(2,307)	0	678,578	0	7,385	7,385	19,861	XXX	XXX
8399999 - Subtotals - Bonds						685,963	656,575	706,943	680,884	0	(2,307)	0	(2,307)	0	678,578	0	7,385	7,385	19,861	XXX	XXX
9999999 Totals						685,963	XXX	706,943	680,884	0	(2,307)	0	(2,307)	0	678,578	0	7,385	7,385	19,861	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues 0.

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
INTEREST RECEIVED DURING QTR ON DISPOSED HOLDINGS		0.000	0	0	0	0	0	XXX
cash		0.000	0	0	3,000	3,000	36,943,684	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX	0	0	(2,318,039)	(3,519,263)	(2,567,452)	XXX
0199999 Total Open Depositories	XXX	XXX	0	0	(2,315,039)	(3,516,263)	34,376,232	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	(2,315,039)	(3,516,263)	34,376,232	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999 Total	XXX	XXX	0	0	(2,315,039)	(3,516,263)	34,376,232	XXX

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
Industrial and Miscellaneous - Issuer Obligations							
CITI DCCC U 92 MONEY MARKET		06/29/2011	0.020	07/15/2011	844,072	13	0
3299999 - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					844,072	13	0
3899999 - Subtotals - Industrial and Miscellaneous (Unaffiliated)					844,072	13	0
7799999 - Subtotals - Issuer Obligations					844,072	13	0
8399999 - Subtotals - Bonds					844,072	13	0
8699999 Total Cash Equivalents					844,072	13	0